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of ContentsUNITED STATESSECURITIES AND EXCHANGE COMMISSIONWASHINGTON, D.C. 20549_____FORM 10-K _____Â (Mark One)â˜'ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the fiscal year ended DecemberÂ 31, 2024 orâ˜TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period from Â to Â Commission file number: 001-32598 Â _____Â Entegris, Inc. (Exact name of registrant as specified in its charter)Â _____Delaware41-1941551(State or Other Jurisdiction ofIncorporation or Organization)(I.R.S. EmployerIdentification No.)129 Concord Road, Billerica, Massachusetts 01821 (Address of principal executive offices and zip code)(978) 436-6500 (Registrantâ€™s telephone number, including area code)Securities registered pursuant to SectionÂ 12(b) of the Act:Title of Each ClassTrading Symbol(s)Name of Exchange on which RegisteredCommon Stock, $0.01 Par ValueENTGThe Nasdaq Global Select MarketSecurities registered pursuant to SectionÂ 12(g) of the Act: None_____Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.Â Â Â Â Â â˜'Â YesÂ Â Â Â Â â˜Â Â NoIndicate by check mark if the registrant is not required to file reports pursuant to SectionÂ 13 or 15(d) of the Act.Â Â Â Â Â â˜Â Â YesÂ Â Â Â Â â˜'Â Â No Indicate by check mark whether the registrant: (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90Â days.Â Â Â Â Â YesÂ Â â˜'Â Â Â Â Â NoÂ Â â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Â Â Â Yes Â Â â˜'Â Â Â Â Â NoÂ Â â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Large Accelerated Filerâ˜'AcceleratedÂ Filerâ˜Non-Accelerated Filerâ˜SmallerÂ reportingÂ companyâ˜Emerging growth companyâ˜If an emerging growth company, indicate by check mark if registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Â˜Â Table of ContentsIndicate by check mark whether the registrant has filed a report on and attestation to its managementâ€™s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. â˜'Â If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflectthe correction of an error to previously issued financial statements. â˜ Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of theregistrantâ€™s executive officers during the relevant recovery period pursuant to Â§ 240.10D-1(b). â˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â Â Â Â Â YesÂ Â â˜Â Â Â Â Â NoÂ Â â˜'The aggregate market value of voting and non-voting stock held by non-affiliates of the registrant, based on the last sale price of the Common Stock on JuneÂ 28, 2024, the last business day of registrantâ€™s most recently completed second fiscal quarter, was $18.3Â billion. Shares held by each officer and director of the registrant and by each person who owned 10 percent or more of the outstanding Common Stock have been excluded from this computation in that such persons may be deemed to be affiliates of the registrant. The determination of affiliate status for this purpose is not necessarily a conclusive determination for other purposes.As of FebruaryÂ 5, 2025, 151,126,743 shares of the registrantâ€™s Common Stock were outstanding.DOCUMENTS INCORPORATED BY REFERENCEPortions of the registrantâ€™s Definitive Proxy Statement for its 2025 Annual Meeting of Stockholders scheduled to be held on April 23, 2025 (the â€œ2025 Proxy Statementâ€) which is scheduled to be filed with the Securities and Exchange Commission (the â€œSECâ€) not later than 120 days after DecemberÂ 31, 2024, are incorporated by reference into Part III of this Annual Report on FormÂ 10-K. With the exception of the portions of the 2025 Proxy Statement expressly incorporated into this Annual Report on Form 10-K by reference, such document shall not be deemed to constitute part of this Annual Report on Form 10-K.Auditor NameAuditor LocationAuditor Firm IDKPMG LLPMinneapolis, Minnesota185Table of ContentsENTEGRIS, INC.INDEX TO ANNUAL REPORT ON FORM 10-KFOR THE FISCAL YEAR ENDED DECEMBER 31, 2024 Â Â CaptionPagePARTÂ IItemÂ 1.Business1ItemÂ 1A.Risk Factors15ItemÂ 1B.Unresolved Staff Comments29Item 1C.Cybersecurity29ItemÂ 2.Properties32ItemÂ 3.Legal Proceedings32ItemÂ 4.Mine Safety Disclosures32PARTÂ IIItemÂ 5.Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities33ItemÂ 6.Reserved34ItemÂ 7.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations35ItemÂ 7A.Quantitative and Qualitative Disclosures About Market Risk49ItemÂ 8.Financial Statements and Supplementary Data49ItemÂ 9.Changes in and Disagreements with Accountants on Accounting and Financial Disclosure49ItemÂ 9A.Controls and Procedures49ItemÂ 9B.Other Information50Item 9C.Disclosure Regarding Foreign Jurisdictions that Prevent Inspections50PARTÂ IIIItemÂ 10.Directors, Executive Officers and Corporate Governance50ItemÂ 11.Executive Compensation52ItemÂ 12.Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters52ItemÂ 13.Certain Relationships and Related Transactions, and Director Independence53ItemÂ 14.Principal Accountant Fees and Services53PARTÂ IVItemÂ 15.Exhibits and Financial Statement Schedules54ItemÂ 16.Form 10-K Summary58Signatures59Index to Financial StatementsF-1Table of ContentsPART IItemÂ 1. Business.OUR COMPANYEntegris, Inc. (â€œEntegrisâ€, â€œthe Companyâ€, â€œusâ€, â€œweâ€, or â€œourâ€) is a leading supplier of critical advanced materials and process solutions for the semiconductor and other high-technology industries. We leverage our unique breadth of capabilities to help our customers improve their productivity, product performance and technology in the most advanced manufacturing environments. Semiconductors, or integrated circuits, are key components in electronic devices that continue to change the way we live, communicate and work. Products and emerging applications such as artificial intelligence, high-performance and cloud computing, smartphones, wearable technology, self-driving vehicles, the Internet of Things, gaming and virtual reality, and smart healthcare will require faster, more powerful, more compact and more energy efficient semiconductors. We believe these trends, combined with existing applications, will drive long-term secular growth for semiconductors, with semiconductor sales reaching approximately $1 trillion by 2030, creating significant opportunities for our products.To meet the demanding requirements of advanced products and applications, semiconductors have rapidly become increasingly complex, moving to smaller geometries and adopting new device architectures. These advancements are enabled by new and innovative materials and ensuring the purity of the materials and the cleanliness of wafers throughout the manufacturing process. We believe Entegris offers the industryâ€™s most comprehensive electronic materials portfolio, with core capabilities in materials science and materials purity, and complementary solutions that enable faster time to yield. We believe these capabilities are critical enablers of our customersâ€™ technology roadmaps. We expect these trends to translate into a higher served addressable market for our products and to expand Entegrisâ€™ content per semiconductor wafer, which we believe will allow us to achieve growth that outperforms our markets.In the fourth quarter of 2024, the Company announced an internal reorganization, combining two complementary divisions into one and realigning its customer facing organization. Our business is now organized and operated in two operating segments as discussed below. The current annual and succeeding annual periods will disclose the reportable segments with prior periods recast to reflect the change. These segments share common business systems and processes, technology centers and technology roadmaps.â€¢The Materials Solutions segment, or MS, provides materials-based solutions, such as chemical vapor and atomic layer deposition materials, chemical mechanical planarization (â€œCMPâ€) slurries and pads, ion implantation specialty gases, formulated etch and clean materials, and other specialty materials that enable our customers to achieve better device performance and faster time to yield, while providing for lower total cost of ownership. â€¢The Advanced Purity Solutions segment, or APS, offers filtration, purification and contamination-control solutions that improve customersâ€™ yield, device reliability and cost by ensuring the purity of critical liquid chemistries and gases and the cleanliness of wafers and other substrates used throughout semiconductor manufacturing processes, the semiconductor ecosystem and other high-technology industries.With our complementary capabilities, we believe we are uniquely positioned to create new, co-optimized and increasingly integrated solutions for our customers, which should translate into improved device performance, lower cost of ownership and faster time to market. For example, we have the capabilities and core competencies to develop and co-optimize offerings solving customersâ€™ complex manufacturing challenges across the deposition, CMP process and post-CMP modules, with solutions including advanced deposition materials, CMP slurries, pads and post-CMP cleaning chemistries (each from our MS segment), and CMP slurry filters, high-purity packaging and fluid monitoring systems (each from our APS segment). ACQUISITIONS AND DIVESTITURESOn July 6, 2022, we completed the acquisition of CMC Materials, Inc. (now known as CMC Materials LLC) (â€œCMC Materialsâ€). We acquired all of the issued and outstanding common shares of CMC Materials for $133.00 in cash and 0.4506 shares of our common stock per share, representing a total purchase price (inclusive of debt retired and cash assumed) of $6.0 billion (based on our closing price on June 30, 2022), including $3.8 billion in cash paid to CMC Materialsâ€™ shareholders, the issuance of 12.9 million shares of our common stock (excluding unvested CMC stock options and unvested CMC Materials restricted stock units, restricted shares and performance share units equity awards assumed), $0.9 billion of debt retired and approximately $0.3 billion of acquired cash. We financed the cash portion of the purchase price through debt financing.1Table of ContentsOn February 10, 2023, the Company terminated a definitive agreement to sell its Pipeline and Industrial Materials (â€œPIMâ€) business, which became part of the Company with the acquisition of CMC Materials, to Infineum USA L.P. At the time of the termination, the transaction had not received clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. On March 1, 2023, the Company completed the sale of QED Technologies International, Inc. (â€œQEDâ€), which became part of the Company with the acquisition of CMC Materials, to an affiliate of Quad-C Management, Inc. for $134.3 million. On June 5, 2023, the Company terminated an Alliance Agreement (the â€œAlliance Agreementâ€) between the Company and MacDermid Enthone Inc., a global business unit of Element Solutions Inc (â€œMacDermid Enthoneâ€). In connection with the termination of the Alliance Agreement, Entegris received net proceeds of approximately $191.2 million.On October 2, 2023, the Company completed the sale of its Electronic Chemicals (â€œECâ€) business to FUJIFILM Holdings America Corporation (â€œFujifilmâ€) for $675.3 million. The EC business, which was a separate reporting unit within the MS reportable segment, was acquired by Entegris with the acquisition of CMC Materials in July 2022. On March 1, 2024, the Company completed the sale of its Pipeline and Industrial Materials (â€œPIMâ€) business, to SCF Partners, Inc. The Company received gross cash proceeds of $263.2 million, or net proceeds of $256.2 million, and up to $25.0 million in cash earn-out payments contingent upon the performance of the PIM business in 2025 and 2026. THE SEMICONDUCTOR ECOSYSTEMThe manufacture of semiconductors requires hundreds of highly complex and sensitive manufacturing steps, during which a variety of materials are repeatedly applied to a silicon wafer to build integrated circuits on the wafer surface. The areas of the semiconductor ecosystem that rely most heavily on our products and solutions are described below.Photolithography. Photolithography, a process repeated during semiconductor fabrication, is used to print complex circuit patterns onto the wafer. During this process, the wafer is coated with a thin film of light-sensitive material, called photoresist. Light is projected to expose the photoresist, which is then developed to create a pattern. Our product offerings that are used throughout the photolithography process include:â€¢Liquid filtration, high-purity packaging and high-precision dispense systems designed to ensure the pure, accurate and uniform distribution of contamination-free photoresists onto the wafer, enabling manufacturers to achieve optimum yields in the manufacturing process; and â€¢Gas microcontamination control solutions designed to eliminate airborne contaminants that can disrupt effective photolithography processes. Etch and Resist Strip. During the etch process, specific areas of thin film that have been deposited on the surface of a wafer are removed to leave a desired circuit pattern. After the etch process, the hardened resist must be completely removed and the etched area must be cleaned, which requires the use of high-purity chemicals. Several of our products are utilized during and after the etch process, including: â€¢Selective etch chemistries to enable high aspect ratio structures, such as 3D-NAND devices and gate-all-around (â€œGAAâ€) features;â€¢Formulated cleaning solutions to remove photoresists and post-etch residues; â€¢Filters and purifiers, which help to ensure the purity of formulated cleaning chemistries and to achieve desired yields in the

etch processing steps; and â€¢Precision-engineered coatings to provide barriers to corrosive chemistries in the etch environment, protect surfaces of equipment components from erosion and minimize particle generation.Deposition. Deposition is a process during which certain materials are transferred to the surface of a wafer. Deposition processes include physical vapor deposition, or PVD, chemical vapor deposition, or CVD, and atomic-layer deposition, or ALD. We provide products that are used during deposition processes and that are critical to enabling new device architectures. These products, which are designed to ensure device performance and achieve desired manufacturing yields, include: 2Table of Contentsâ€¢Advanced precursor materials, which are utilized to meet the semiconductor industryâ€™s composition, uniformity and thickness requirements of deposited films; andâ€¢Filtration and purification products, which are used to remove contaminants during the deposition process, consequently reducing defects on wafers.Ion Implant. Ion implantation is a method repeated many times during semiconductor fabrication where dopants are introduced into a semiconductor wafer enhancing conductivity. Our products used during the ion implant process include:â€¢Implant process gases and mixtures in our Safe Delivery SourceÂ® (â€œSDSÂ®â€) and Vacuum Actuated Cylinders (â€œVACÂ®â€) gas delivery systems, designed to ensure the safe, effective and efficient delivery of these materials; and â€¢Electrostatic chucks and proprietary low temperature plasma coating processes for core components, which are critical elements of ion implantation equipment.Chemical Mechanical Planarization. CMP is a polishing process used by semiconductor manufacturers to planarize, or flatten, many of the layers of material that have been deposited on silicon wafers. Our offerings include:â€¢CMP slurries, used for polishing a wide range of materials used in semiconductors, including tungsten, dielectric materials, copper, tantalum (commonly referred to as â€œbarrierâ€), molybdenum, aluminum, silicon carbide (â€œSiCâ€) and gallium nitride (â€œGaNâ€); â€¢CMP polishing pads, which are used in conjunction with slurries in the CMP process on a variety of polishing tools and wafers over a range of technology nodes and applications, including tungsten, copper, and dielectrics;â€¢Formulated cleaning chemistries, which remove residues from wafer surfaces after the CMP process;â€¢Filtration and purification solutions, which are used to remove select particles and contaminants from slurries and cleaning chemistries that can cause defects on a waferâ€™s surface; and â€¢Process monitoring and control equipment, which maintain the integrity of the CMP slurries.Wafer and Reticle Transport. Our products, such as our front-opening unified pods (â€œFOUPsâ€), wafer transport and process carriers, standard mechanical interface pods (â€œSMIF podsâ€) and extreme ultraviolet (â€œEUVâ€) reticle pods, protect wafers and reticles from damage or abrasion and ensure purity during transportation and automated processing. Protection of processed wafers is essential to our customers because wafer processing involves hundreds of steps and can take several weeks, making the scrapping of damaged wafers very costly. Chemical Handling. Semiconductor manufacturing and other high-technology manufacturing processes utilize large volumes of high-purity and hazardous chemicals. We provide solutions for the handling and ensuring the purity of such chemicals, including: â€¢Ultra-high purity chemical container products, such as drums, flexible packaging and associated coded connection systems, which are designed to maintain chemical purity, maximize utilization and ensure safe transport, containment and dispense of valuable, ultra-clean process fluids, from bulk chemical manufacturing to point-of-use in the manufacturing process; and â€¢Ultra-pure valves, fittings, tubings and sensing and control products, which are used to distribute these chemicals around the fab and in wet process tools.Wafer and Package Testing. We develop and manufacture high-performance consumable products for cleaning advanced probe cards and test sockets at semiconductor manufacturing facilities and innovative polymer products for semiconductor fabs that improve front-end tool uptime and reduce operating costs.INDUSTRY TRENDS3Table of ContentsEmerging and Existing Applications. The market for semiconductors has grown significantly over the past few decades. Although there have been and will likely continue to be periodic downturns, as parts of the industry have been experiencing recently, we expect the long-term growth trend to continue. We believe that artificial intelligence, high-performance and cloud computing, smartphones, wearable technology, self-driving vehicles, the Internet of Things, gaming and virtual reality, and smart healthcare will drive growth in the demand for semiconductors, drive wafer starts and create significant opportunities for our products. Existing applications in data processing, wireless communications, broadband infrastructure, personal computers, handheld electronic devices and other consumer electronics are also expected to drive demand for semiconductors, and in turn, for our products. Manufacturing Complexity and Device Architectures. Emerging applications require more powerful, faster and more energy-efficient semiconductors. In response, semiconductor architectures are changing and dimensions are shrinking, with transistor design increasing in complexity, the use of extreme ultraviolet lithography, multilayered patterning, and vertical structures such as FinFET, 3D NAND and GAA devices. These advanced technologies and architectures require more process steps, new and innovative materials and more sophisticated contamination control solutions. For example, leading-edge semiconductor manufacturers are moving towards atomic layer scale. These advanced materials need to be supplied and delivered at increasing levels of purity and control, from point-of-production to point-of-dispense on the wafer to improve and maximize yields and minimize the risk of defects. We believe that the increase in process steps in lithography, deposition, CMP, etching and cleaning required to manufacture leading-edge semiconductors will increase the overall demand for our solutions.New and Advanced Materials. New and advanced materials have played a significant role in enabling improved device performance, and we expect this trend to continue. As dimensions get smaller, more novel materials will be required to enable transistor connectivity. Our portfolio of critical materials includes advanced deposition materials, implant gases, CMP slurries, formulated cleaning chemistries, selective etch chemistries and high-purity wet chemicals. We believe our portfolio addresses many of the challenges our customers face as they introduce more complex architectures and search for new materials to improve the performance of their devices. Materials Purity. Contamination control in a semiconductor fab is crucial for achieving acceptable device yields as feature size decreases and 3D structures proliferate. Our advanced filtration and purification products and solutions for air, bulk or specialty gas, and wet chemicals are designed to reduce defects and enable higher yields for our customers. We also have solutions, such as FOUPs and high-purity drums, that ensure the purity of and protect critical materials throughout the fabrication process, allowing our customers to store, process and transport critical materials in ultra-pure environments throughout the manufacturing process. We believe that the trend for greater materials purity will provide opportunities for us to provide innovative materials management, filtration, purification, transport and process solutions to semiconductor customers.Geopolitical Implications of the Semiconductor Industry. We have seen, and expect to continue to see, certain governments foster and bolster domestic semiconductor manufacturing and the broader semiconductor ecosystem. Examples include the United States (â€œU.S.â€) and European Union (â€œEUâ€) CHIPS Acts and similar initiatives in Japan and Korea. We have been proactively developing a manufacturing strategy to better serve our global customers as they build new fabs in various countries and seek reliable local supply chain partners. Recent examples of this strategy include our new facilities located in Kaohsiung Science Park (â€œKSPâ€) in Taiwan and in Colorado Springs, Colorado. Our KSP site, which opened in May 2023, will be our largest manufacturing facility and will enhance our ability to serve our customers efficiently and effectively in Taiwan and other Asia Pacific locations. We continue to make progress on our new state-of-the-art Colorado Springs manufacturing facility, which we expect to start production in the second half of 2025. In December 2024, we announced that we entered into a definitive agreement providing for up to $77.0 million in funding under the CHIPS and Science Act in connection with our Colorado Springs facility, with installments of such award based on achievement of agreed-upon milestones. This new Colorado Springs facility is intended to increase our service levels to new fabs expected to be built in the U.S. and provide us with greater manufacturing resiliency in the form of enhanced business continuity plans. See â€œItem 1A. Risk Factorsâ€ for a more detailed description of the geopolitical risks we face.Reliance on Trusted Suppliers. Our customers require that their key materials suppliers demonstrate greater capabilities and resiliency in their processes, including sustainability, scalability, flexible manufacturing, quality control, supply chain management and the ability to effectively collaborate on solutions to problems. In response to these customer expectations, we seek to leverage our manufacturing, operational and technical capabilities, along with our broad technology portfolio, to become an increasingly important and strategic trusted partner to our customers. We have established tech centers and manufacturing capabilities in strategic locations to enable us to better collaborate with and serve our customers. Furthermore, as 4Table of Contentswe continue to achieve greater scale, for example, through the acquisition of CMC Materials, we believe we will better serve our customers, be able to invest more in engineering, research and development (â€œER&Dâ€) and bring complementary, co-optimized solutions to market faster than ever before. Continued Consolidation. Our customer base within the semiconductor industry has consolidated in recent years through mergers and acquisitions. As a result, the importance of maintaining and developing strong and close relationships with our customers becomes even more essential. In addition, we seek to further broaden our customer base by leveraging our core capabilities, technologies, and expertise in serving semiconductor applications to address adjacent market opportunities, including in hydrogen purification, clean energy, batteries, light emitting diodes (â€œLEDsâ€), optical space systems and products for life sciences applications. OUR COMPETITIVE STRENGTHS AND BUSINESS STRATEGYWe believe that our platform is well-positioned and sets us apart from our competitors for several reasons. â€¢In 2024, our revenue was predominantly unit driven or recurring in nature, from products repeatedly consumed as a result of the semiconductor manufacturing process. As a result, our revenue is generally more impacted by overall global semiconductor demand and global GDP growth, rather than the sales of semiconductor capital equipment, which has historically been more cyclical. â€¢Our solutions are increasingly specified into our customersâ€™ manufacturing processes and tailored to meet our customersâ€™ unique process conditions and technical roadmaps. We collaborate closely with our customers to create complementary solutions across platforms and modules allowing them to optimize value and accelerate time to yield. Therefore, switching away from our products may be costly and time-consuming for our customers and may introduce risk to their manufacturing yields. â€¢We have a broad product portfolio that is not overly concentrated on any single product or product platform. As of December 31, 2024, we offered over 21,000 standard and customized products, and in 2024 no single product platform represented more than 3% of our net sales. â€¢We have a broad and diverse customer base. As of December 31, 2024, our top ten customers make up 48% of our sales. Our customers include a cross-section of the semiconductor ecosystem, from chemical companies and equipment manufacturers to semiconductor fabs. â€¢We have streamlined our platform to focus on the core areas of our businesses that we believe have the greatest strategic value in supporting our customers and their technology roadmaps. To that end, as further described above, during 2023 and 2024, we completed the divestitures of QED, our EC business and our PIM business and terminated the Alliance Agreement with MacDermid Enthone.â€¢We intend to continue to further pay down our debt, while also investing in research and development and the advanced manufacturing capabilities necessary to maintain and expand our technology leadership and to drive organic growth.Customers Collaboration. We believe the strong relationships we have with our customers, which include leading logic and memory semiconductor manufacturers, original equipment manufacturers (â€œOEMsâ€) and semiconductor materials suppliers, are critical to our long-term success. We have built strong relationships with our customers through our expansive global presence, which allows us to engage with our customers where they operate. For example, we chose to invest in our KSP manufacturing facility in Taiwan and in our new research center in South Korea to effectively collaborate with our customers locally in order to jointly uncover novel solutions for our customersâ€™ yield, reliability and performance challenges. We are actively engaged with our key customers to design technology roadmaps specifically tailored to their short- and long-term strategic plans. These customer relationships provide us with collaboration opportunities at the early product design stage (in certain cases years ahead of commercialization), which facilitate our ability to introduce new products and applications that serve our customersâ€™ needs. We intend to reinforce and further strengthen these relationships through, among other things, collaborations and joint development activity. Supporting the Integration of New Materials. We understand the significant challenges our customers face as they introduce new materials into processes to manufacture increasingly advanced and complex semiconductor chips. New materials must outperform incumbent materials and deliver equivalent or higher yields without causing integration issues with other process 5Table of Contentssteps. For example, the decision to introduce a new material at the deposition stage of the semiconductor manufacturing process will impact CMP and the post-CMP cleans, etch and post-etch residue cleans, as well as the selection of filters in several other stages of the process. We believe one of our value propositions is our ability to both manufacture new materials and to support our customers in evaluating how those new materials interact with other stages in the manufacturing process. Specifically, we leverage our understanding of upstream and downstream interactions between unit process steps and tailor our product offerings to lower the risk of issues arising as a result of new material introduction into these processes. We believe this approach is critical for accelerating the introduction of new material innovations because it reduces development cycles of learning while accelerating the time to market and yield for our customers. Technology Leadership and Strong, Diverse Portfolio. Our customers need a broad range of advanced, customized, reliable and cost-effective products and materials, as well as the technological and application expertise to enhance their productivity, quality and yield, especially as they move towards more advanced technology nodes. We believe our comprehensive offering provides us with a competitive advantage, allowing us to meet a broad range of their needs and to serve customers in many aspects of the semiconductor manufacturing ecosystem. To build upon our technology leadership, we have made, and plan to continue to make, significant investments in ER&D initiatives to continue to advance our technology and product offerings, increasingly focusing on meeting the needs of next generation technology nodes. We spent approximately $316.1 million, $277.3 million and $229.0 million on such activities in 2024, 2023 and 2022, respectively, representing 9.8%, 7.9% and 7.0% of our net sales, in 2024, 2023 and 2022, respectively. We are committed to providing customers with innovative technologies and solutions for their evolving manufacturing needs. For example, we have introduced sub-5 nanometer filtration products, advanced deposition materials for next generation transistor and interconnect technologies, polishing slurry and pad solutions with post-cleaning formulations to meet the needs of advanced memory applications, selective etching formulations for advanced device applications, advanced reticle pods for EUV photolithography applications, advanced 300 millimeter wafer carriers and advanced coatings to meet the rigorous defectivity specifications for the manufacturing of advanced technology nodes. Global Infrastructure. We have a global infrastructure of design, manufacturing, logistics, distribution, service and technical support facilities to meet the needs of our global customers. We further enhanced this footprint with the opening of a new manufacturing center of excellence in Taiwan, our KSP facility, in May 2023, which will become our largest manufacturing facility. In addition, we continue to make progress on our new state-of-the-art Colorado Springs manufacturing facility, which we expect to ramp production in the second half of 2025 and a new tech center in South Korea, which we expect to commence operations during the first half of 2025. Over the last several years we have also invested in expanding our capacity and capabilities at our existing facilities to meet existing and anticipated demand, including adding new capacity in liquid filtration in Billerica, Massachusetts and Yonezawa, Japan, in deposition materials in Toronto, Ontario, in materials handling in Chaska, Minnesota and JangAn, Korea, in CMP filter and CMP slurries in Taiwan, in SiC slurries in Aurora, Illinois and in solid precursors in Burnett, Texas. Operational Excellence. Our customers are increasingly focused on the effectiveness, dependability, resiliency and consistency of their supply chains. Our strategy is to continue to develop and enhance our extensive supply chain and manufacturing capabilities into a competitive advantage by driving operational excellence, operating in a manner that ensures the safety of our employees and the quality of our products. As described above, we believe our significant investments in our new KSP facility in Taiwan and our facility in Colorado Springs, Colorado will enhance our operational excellence. To perform at the high level of our customersâ€™ expectations, we intend to continue to invest in the following priorities: â€¢Manufacturing equipment and facilities incorporating leading-edge process technology, including advanced cleanroom and cleaning procedures; â€¢Automated manufacturing, statistical process controls, quality and supply chain management systems; and â€¢A highly skilled and agile organization, capable of rapid design, prototyping and ramping to high volume manufacturing while promptly responding to new customer requirements and feedback. Leveraging Our Collective Expertise. We leverage our expertise across our segments and broad portfolio of advanced materials, materials handling and purification capabilities to create innovative, new and co-optimized solutions to address unmet customer needs. For example, certain of our formulated cleaning chemistry products are developed and manufactured by our MS segment, with collaboration from our filtration expertise in our APS segment, packaged with our ultra-clean container and connector system, delivered to the process tools through fluid handling systems each from our APS segment, and, in the process tools, may be purified through systems produced by our APS segment. Another example of our internal collaboration and broad technical expertise is in our advanced deposition materials business, which requires comprehensive capabilities across several disciplines, including the synthesis of unique molecules, purification of these materials and the capability to 6Table of Contentssafely transport and deliver them onto the wafer, free from contaminants, at a high throughput. Furthermore, as the semiconductor industry looks to new interconnect metals like molybdenum, our portfolio of deposition precursors, CMP slurries and pads, post-CMP cleans and selective etch formulations, combined with our filtration, sensing, and delivery products will enable us to create complementary solutions and enable our customers to enhance their device performance and optimize time to yield. Strategic Acquisitions, Partnerships and Related Transactions. We have completed the integration of CMC Materials into the Company and have streamlined our portfolio through the divestitures of QED, our EC business and our PIM business and the termination of the Alliance Agreement with MacDermid Enthone, with the proceeds of these transactions used for debt pay down. We expect to continue to pursue strategic acquisitions and business partnerships that enable us to address gaps in our product offerings, secure new customers, diversify into complementary product markets, broaden our technological capabilities and product offerings, access local or regional markets and achieve benefits of increased scale. We believe we have a strong track record of executing

these transactions and their integration. Our acquisition of CMC Materials broadened our product and technology capabilities and increased our scale. In the years preceding the CMC Materials acquisition, we completed numerous small to mid-sized acquisitions, which strengthened and expanded our product portfolio. Further, we will reevaluate our existing businesses from time to time and may decide to sell, restructure or replace one or more businesses. Finally, we regularly evaluate opportunities for strategic alliances, joint development programs and other strategic investments to achieve a variety of objectives including expanding our manufacturing capacity, producing products closer to our customers, developing optimized products more quickly and developing new sources of supply to provide us with a competitive advantage.Adjacent Markets. We leverage the expertise that we have gained from serving the semiconductor industry, as well as our core capabilities in material science and material purity, to develop product extensions for other industries that employ technologies and production processes that require materials integrity management, high-purity fluids and integrated dispense systems. We believe our products and technologies are well-suited to create innovation in industries like hydrogen purification, clean energy, batteries, LEDs, optical space systems and products for life sciences applications. We plan to continue identifying and selectively developing product extensions that address needs in adjacent markets and, in doing so, we seek to increase the total available market for our products and to increase our return on ER&D investments.Corporate Social Responsibility. We seek to embed our corporate social responsibility (â€œCSRâ€) program into our business strategy and measure progress toward the 2030 goals we have established. Our program is built around the four core pillars of Innovation, Safety, Personal Development and Inclusion, and Sustainability. The program includes goals for each of the four pillars to guide us towards 2030. Our latest corporate social responsibility report released in 2024 provides a comprehensive overview of Entegrisâ€™ continued efforts to advance these goals. Recent accomplishments include continuing to achieve a â€œGoldâ€ rating from EcoVadis with a ranking in the 98th percentile and an â€œAâ€ rating from MSCI. The annual corporate social responsibility report is published on our website at http://www.Entegris.com under â€œAbout Us - Corporate Social Responsibilityâ€.OUR SEGMENTSFollowing a change in our organization structure in the fourth quarter of 2024, our business is organized and operated in two segments: Materials Solutions, or MS, and Advanced Purity Solutions, or APS. These segments collaborate to create new and increasingly integrated solutions for our customers, such as leveraging the purification and handling expertise of the APS segment to ensure maximum purity and stability of CMP slurries and cleans solutions from the MS segment and leveraging the advanced materials expertise from the MS segment in formulated cleaning chemistries and in slurry formulation to develop differentiated filtration and purification solutions in the APS segment. The following is a detailed description of our segments.MATERIALS SOLUTIONS SEGMENTMS provides complementary materials solutions around the primary modules in the semiconductor manufacturing process and in the emerging area of advanced packaging, including deposition materials, integrated circuit CMP solutions, high-performance etch and clean chemistries, gases and materials, and safe and efficient materials delivery systems that enhance our customersâ€™ product performance. Our ability to deliver advanced materials at high purity, together with critical products like CMP slurries and pads, enables our customersâ€™ technical roadmap, improves device performance, enhances their yields and is critical to enabling the performance of leading-edge logic and memory devices. We believe the growing long-term demand in the advanced logic and memory market, the need to introduce new and innovative materials at advanced nodes with increasingly complex device design schemes and the importance of recess chemistries and specialized cleaning solutions will drive demand in our MS segment. Deposition and Etch Solutions. We offer the following Deposition and Etch Solutions products:7Table of ContentsAdvanced Deposition Materials Products. Our advanced deposition materials include ultra-pure liquid and solid precursors, including organometallic and inorganic precursors for the deposition of molybdenum, tungsten, titanium, hafnium, zirconium, aluminum and other emerging metal and metal-based films. We also offer organosilane precursors for the deposition of silicon oxide, silicon nitride and advanced dielectric materials films as well as a variety of molecules required to enable area-selective deposition applications. These precursors are designed in close collaboration with OEM process tool manufacturers and device makers to produce application-specific solutions that are compatible with complex integrations of material solutions used to build the semiconductor device. We offer delivery systems and containers that allow for reliable storage and delivery of low volatility solid and liquid precursors required in atomic layer deposition processes. When combined with our proprietary corrosion-resistant coatings and filtration solutions, we believe our advanced deposition solutions enable the industryâ€™s highest purity levels, resulting in improved device performance.Surface Preparation and Integration Products. We offer a range of materials used to prepare the surface of a semiconductor wafer during the manufacturing process and to integrate with materials being used on the wafer. We offer a broad range of cleaning solutions for applications such as semiconductor post-etch residue removal, wafer etching, organics removal, resist removal, edge bead removal and corrosion prevention. In addition, we offer selective etch products designed to enable advanced architectures such as 3D-NAND. Dry Process Solutions. We offer the following Dry Process Solutions products:Specialty Gases. Our specialty gas solutions provide advanced safety and process capabilities to semiconductor and display manufacturers. Our SDS cylinders safely store and deliver hazardous gases, such as arsine, phosphine, germanium tetrafluoride and boron trifluoride, at sub-atmospheric pressure through the use of our proprietary carbon-based adsorbent materials. These cylinders are designed to minimize potential leaks during transportation and use and allow more gas to be stored, providing significant safety, environmental and productivity benefits over traditional high-pressure cylinders. We also offer VAC, a complementary technology to SDS, where select implant gases and gas mixtures are stored under high pressure but are delivered sub-atmospherically.Specialty Coatings. Our high-performance specialty coatings, such as our Pegasusâ„¢ and Cearusâ„¢ coatings, provide erosion resistance, minimize particle generation and prevent contamination on critical components in semiconductor environments and other high-technology manufacturing operations. Advanced Cleaning Materials. We develop and manufacture high-performance consumable products for cleaning advanced probe cards and test sockets, designed to improve customer yields and throughput in wafer and package test operations at semiconductor device manufacturers, foundries, and outsourced semiconductor assembly and test (â€œOSATâ€) facilities. Integrated Circuits (â€œICâ€) Polishing Solutions. Our IC Polishing Solutions enables us to fully leverage our capabilities as a CMP solutions provider to the semiconductor industry by providing the following products:CMP Slurries. We develop, produce, and sell CMP slurries for polishing a wide range of materials used in semiconductor devices, including tungsten, dielectric materials, copper, barrier, aluminum, and other emerging materials used in semiconductor device fabrication. We believe that we are uniquely positioned to be able to develop and optimize new slurries that can be utilized on emerging materials used in semiconductor device fabrication, such as molybdenum and ruthenium.CMP Pads. CMP pads are critical in the CMP process to flatten and polish wafers and can have a significant impact on process performance. Our CMP Pads, such as our NexPlanarâ„¢, Medeaâ„¢ and Ultra pad products are designed to provide the exact hardness, pore sizes, compressibility, and groove patterns needed to meet and exceed the requirements of various CMP applications. Our Epic Powerâ„¢ CMP Pads are designed for SiC wafers and offer a balance of best-in-class performance, quality, and cost of ownership. Post-CMP Cleans and Brushes. Our post-CMP clean chemistry products, such as PlanarCleanÂ® and ESC 784, are designed to efficiently remove the abrasive slurry particles and organic residue from the wafer after the CMP process, removing residue that might affect yield while not contributing to contamination. In addition, our consumable polyvinyl alcohol roller brush products are used to clean the wafer following the CMP process. 8Table of ContentsAdvanced Materials Markets (â€œAMMâ€). AMM focuses on developing and selling products to customers in new and emerging market areas outside of the semiconductor manufacturing process. AMM includes our POCOÂ® premium graphite products, used to make precision consumable electrodes for electrical discharge machining, hot glass contact materials for glass product manufacturing and forming and other consumable products for various industrial applications, including aerospace, optical, medical devices, air bearings and printing. It also includes our slurry products used for polishing bare silicon wafers and other ultra-hard surface materials, including SiC and GaN substrates as well as disk substrates and magnetic heads used in hard disk drives, which are utilized in power electronics and advanced communications end-markets. AMM also provides specialty chemicals and specialty materials to enable advanced performance of product solutions in a wide range of end-markets, including aircraft, aerospace, wound care and medical devices.ADVANCED PURITY SOLUTIONS SEGMENTThe APS segment is the segment resulting from combining the Microcontamination Control (â€œMCâ€) segment and the Advanced Materials Handling (â€œAMHâ€) segment, both of which offered highly complementary products with a core focus on ensuring critical materials purity. The APS segment offers solutions to ensure the purity of critical liquid chemistries, process gases, wafers and substrates in semiconductor manufacturing processes and other high-technology industries. Our liquid and gas filtration and purification products are critical to semiconductor manufacturing processes, including photolithography, deposition, planarization and surface etching and cleaning, because they remove nanometer-sized contaminants, directly reduce defects, improve manufacturing yield and enhance the long-term reliability of the semiconductor device. Our microenvironment solutions improve our customersâ€™ yields by ensuring the purity of wafers and protecting them from contamination and damage during manufacturing and transportation, while our fluid management solutions ensure the purity and safe delivery of advanced chemicals from the chemical manufacturer to the point-of-use in the semiconductor fab. We believe the value proposition of materials purity is increasing, in large part due to increasing manufacturing complexity, continuous node shrink in logic semiconductors and the ramp in the 3D NAND market, as the risk and cost of yield loss due to contamination grows.Liquid Microcontamination Control Products. We offer a variety of products that control contaminants in our customersâ€™ wet processes both in the fab environment and upstream at the chemical manufacturers. For example, our TorrentoÂ® series of filters is used for the filtration of aggressive acid and base chemistries for both semiconductor fabs as well as specialty chemical manufacturers, including our MS segment. Manufacturers of high purity chemicals and semiconductor fabs use our TrinzikÂ® and Microgardâ„¢ products for the filtration of chemicals and ultra-pure water. Our ImpactÂ® series of filters are used in point-of-use photochemical dispense applications where the delivery of superior flow rate performance and reduced microbubble formation is critical. Our ProtegoÂ® series of liquid purifier/filter products are used to reduce metallic contamination in chemical manufacturing and in critical wafer rinsing and drying applications by our customers. In addition, we provide membrane and liquid filtration offerings serving semiconductor, pharmaceutical and medical applications.Gas Microcontamination Control Products. We offer a broad portfolio of products designed to remove particulate and molecular contaminants from controlled environments and gas streams in semiconductor, flat panel display and LED fabs. Our WafergardÂ® gas filters reduce outgassing and remove particle contamination. Our GateKeeperÂ® gas purifiers and large facility-wide gas purification systems provide continuous purified gas supply to customer fabs from the point of creation on the gas pads to the point-of-use at the wafer by chemically reacting and absorbing contaminants, effectively removing gaseous contaminants down to part-per-trillion levels. Our Chambergardâ„¢ gas diffusers provide semiconductor equipment manufacturers with the capability to rapidly vent their tools to atmosphere to dramatically reduce process cycle times without adding particles to the wafers. In addition, our Vaporsorb products are used to eliminate airborne molecular contamination from critical process tool areas or cleanrooms in the fab. These products are used in or alongside critical processing tools to improve yield and reduce tool downtime.Microenvironment Solutions. Our wafer carriers are high-purity â€œmicro-environmentsâ€ that carry wafers between manufacturing process steps. Each of these microenvironments is designed to protect the safety, security, and purity of the wafers throughout the fabrication life cycle. We lead the market for 300 millimeter FOUPs, wafer transport and process carriers and SMIF pods for 200 millimeter wafer applications. Our high-volume line of UltrapakÂ® products for wafers ranging from 100 to 200 millimeters ensure the clean and secure transport of wafers from the wafer manufacturers to the semiconductor fabs. We also offer a front-opening shipping box (â€œFOSBâ€) for the transportation and automated interface of 300 millimeter wafers. Our EUV reticle pod is designed to provide defect-free protection of EUV reticles during shipping, storage, handling, and vacuum-transferring operations. 9Table of ContentsFluid Management Products. Our broad range of fluid management solutions maximize fab productivity, improve fab yields and reduce cost of ownership throughout bulk chemical delivery, CMP, wet etch and clean and lithography processes. Our broad portfolio of packaging and container products, from low-volume containers to transport high-value photoresist chemistries, such as our NOWPakÂ® products, to large intermediate bulk containers, such as our FluoroPureÂ® products, ensures the purity of the chemistries they contain. We are a leader in high-purity fluid handling products such as valves, fittings, tubing, piping and associated connection systems, such as our PrimeLockÂ® connections, for high-purity chemical applications. Our proprietary digital flow control technology improves the uniformity of chemicals applied on wafers. For example, our IntelliGenÂ® integrated, high-precision liquid dispense systems enable the uniform application of advanced chemistries during the wafer fabrication process, integrating our valve control expertise with filter device technologies, in order to conserve high-value chemistry and reduce defects on wafers. Our instrumentation solutions ensure consistency and monitoring of complex blended chemistries, such as our on-tool AccusizerÂ® system, which performs automated online particle size and count analysis with applications in both semiconductor and life science industries, and our SemiChemÂ® systems and our InvueÂ® products, which measure chemical concentration in CMP slurries and formulated cleaning chemistries. OUR CUSTOMERS AND MARKETSOur customers include logic and memory semiconductor device manufacturers, semiconductor equipment makers, gas and chemical manufacturing companies and wafer grower companies serving the global semiconductor industry. We also sell our products to OSAT facilities, flat panel display equipment makers, panel manufacturers, manufacturers of hard disk drive components and devices and their related ecosystems.Our other high-technology markets include manufacturers and suppliers in the solar and life science industries, electrical discharge machining customers, glass and glass container manufacturers, aerospace manufacturers and manufacturers of biomedical implantation devices.Below is a table showing the percentage of our net sales to top customers and the percentage of our net sales that are international during the three most recent fiscal years.202420232022Percentage of net sales to top customers:Â Â Â TSMC16%11%12%Â Â Â Remaining top ten customers32%32%31%Â Â Â Â Â Â Â Total top ten customers48%43%43%Percentage of net sales by market:Â Â Â Domestic/U.S.21%25%24%Â Â Â Foreign/International79%75%76%We may enter into supply agreements with our customers. These agreements typically do not contain any long-term purchase commitments. Instead, we work closely with our customers to develop non-binding forecasts of the future volume of orders. However, customers may cancel their orders, change production quantities from forecasted volumes or delay production for reasons beyond our control.SALES, MARKETING AND SUPPORTWe sell our products worldwide, primarily through our direct sales force and strategic independent distributors located in all major semiconductor markets. We also use independent distributors in other market territories and for specific market segments. As of December 31, 2024, our sales and marketing force consisted of approximately 800 employees worldwide. Our unique capabilities and long-standing industry relationships have provided us with the opportunity for significant collaboration with our customers at the product design stage, which has facilitated our ability to introduce new materials and new solutions that meet our customersâ€™ needs. We continuously seek to identify and address challenges our customers may have with choice, selection and integration of materials and risk of contamination in their processes that may be addressed by our solutions. Our sales representatives provide our customers with worldwide technical support and information about our solutions.10Table of ContentsWe believe that our technical and application support services are important to our sales and marketing efforts. These services include assisting in defining a customerâ€™s needs, evaluating alternative products and materials, designing a specific system to perform the desired operation, training users and assisting customers in compliance with relevant government regulations. Additionally, our field application engineers, located in major markets we serve, work directly with our customers on product qualification and process improvements in their facilities. We maintain a network of service centers, applications laboratories and technology centers located in key markets internationally and in the U.S. to support our products and our customers with their advanced development needs, provide local technical service and application support and help ensure fast turnaround time.COMPETITIONThe market for our products and solutions is highly competitive. While price is an important factor, we compete primarily on the basis of the following factors:Â Â Â technical expertise;Â Â Â time to solution;Â Â Â product quality and performance;Â Â Â complementary solutions;Â Â Â advanced manufacturing capabilities;Â Â Â supply chain resiliency;Â Â Â total cost of ownership;Â Â Â breadth of geographic presence;Â Â Â historical customer relationships;Â Â Â customer collaboration, service and support; andÂ Â Â breadth of product offerings;Â Â Â after-sales service.We believe that we compete favorably with respect to the factors listed above. We believe that our key competitive strengths include our broad product offerings, our strong research and development infrastructure and investment, our manufacturing excellence, our advanced quality control systems, the low total cost of ownership of our products, our willingness to closely collaborate with our customers to create technical roadmaps aligned with their short- and long-term strategies, our ability to co-optimize our products and our applications expertise in semiconductor manufacturing processes. However, our competitive position varies depending on the market segment and specific product areas within these segments. While we have longstanding relationships with a number of semiconductor and other electronic device manufacturers, we still face significant competition from companies that also have longstanding relationships with other semiconductor and electronic device manufacturers and, as a result, have been able to have their products specified by those customers for use in their fabrication facilities.The competitive landscape is varied, ranging from business segments within large multinational companies to small regional or regionally-focused companies. While product quality and technology remain critical, industry trends indicate a shift to localized, cost-competitive and consolidated supply chains. Because of the unique breadth of our capabilities, we believe that there are no global competitors that compete with us across the full range of our product offerings. Notable competitors with respect to our reporting segments include:

Advanced Purity SolutionsMaterials SolutionsPall Corporation (part of Danaher Corporation)EMD Performance Materials division of Merck KGaAShin-Etsu Polymer Co. Ltd.Electronics & Industrial division of DuPont de Nemours, Inc.Cobetter FiltrationElectronics Advanced Materials division of Air LiquideGudeng Precision IndustrialLinde plcAicello CorporationAnji Microelectronics (Shanghai) Co., LtdMersenENGINEERING, RESEARCH AND DEVELOPMENTWe believe that technology is important to the success of our businesses. We plan to continue to devote significant resources to ER&D, balancing efforts between shorter-term market needs and longer-term investments. As of December 31, 2024, we had approximately 1,400 employees in ER&D. We have supplemented and may continue to supplement our internal research and development efforts by licensing technology from third parties and/or acquiring rights with respect to products incorporating externally owned technologies. Our ER&D expenses consist of personnel and other direct and indirect costs for internally funded project development, including the use of outside service providers. 11Table of ContentsWe believe we have a rich pipeline of development projects. Our ER&D efforts focus on developing and improving our technology platforms for semiconductor and advanced processing applications and identifying and developing products for new applications, often working directly with our customers to address their particular needs.We have ER&D capabilities in many locations where our customers operate, including Taiwan, South Korea, the U.S., Japan, Canada, China, Singapore and Malaysia. We use sophisticated methodologies to research, develop and characterize our materials and products. Our capabilities to test and characterize our materials and products are focused on continuously reducing risks and threats to the integrity of the critical materials that our customers use in their manufacturing processes.In addition, we collaborate with leading universities and industry consortia, such as Stanford University, Yale University, the Massachusetts Institute of Technology (MIT), University of Illinois (Champaign Urbana), SUNY Albany, the Fraunhofer Institute, the Interuniversity Microelectronics Center (imecÂ®) and CEA-LETI. We undertake this work to extend the reach of our internal ER&D and to gain access to leading ideas and concepts beyond the time horizon of our internal development activities.PATENTS AND OTHER INTELLECTUAL PROPERTY RIGHTSAs of December 31, 2024, we owned approximately 4,500 active patents worldwide, of which about 800 were U.S. patents. Additionally, we owned about 2,300 pending patent applications globally. We also license certain patents owned by third parties. We rely on a combination of patent, copyright, trademark and trade secret laws and license agreements to establish and protect our proprietary rights. We seek to refresh our intellectual property on an ongoing basis through continued innovation. We also license and expect to continue to license technology used in the manufacture and distribution of products from third parties. However, we do not consider any particular Company patent or third-party license to be material to our business.We vigorously protect and defend our intellectual property. We require each of our employees, including our executive officers, to enter into agreements with us pursuant to which the employee agrees to keep our proprietary information confidential and to assign to us inventions made during the course of employment. We also require outside scientific collaborators, sponsored researchers and other advisors and consultants who are provided confidential information to execute confidentiality agreements with us. These agreements generally provide that all confidential information developed or made known to the entity or individual during the course of the entityâ€™s or individualâ€™s relationship with the Company is to be kept confidential and not disclosed to third parties except in specific limited circumstances.MANUFACTURINGOur customers rely on our solutions to ensure the integrity of the critical materials used in their manufacturing processes by providing purity, cleanliness, consistent performance, dimensional precision and stability. Our ability to meet our customersâ€™ expectations, combined with our substantial investments in worldwide manufacturing capacity and comprehensive supply chain strategy, positions us well to respond to the increasing demands from our customers for yield-enhancing materials and solutions.To meet our customersâ€™ needs worldwide, we have established an extensive global manufacturing network with facilities in the U.S., Canada, China, Japan, Malaysia, Singapore, South Korea and Taiwan. Because we work in an industry where contamination control is paramount, we maintain Class 100 to Class 10,000 cleanrooms for manufacturing and assembly. We believe that our worldwide advanced manufacturing capabilities are important competitive advantages. These include:Â Â Â engineered polymer conversion and processing;Â Â Â specialty coating capabilities;Â Â Â advanced membrane modification and cleaning;Â Â Â solids and powders compounding and handling;Â Â Â chemical formulation, blending, synthesis and purification;Â Â Â graphite synthesis;Â Â Â gas delivery systems;Â Â Â blow molding;Â Â Â high-purity gas handling and transfilling;Â Â Â rotational molding;Â Â Â high-purity materials packaging;Â Â Â machining; andÂ Â Â membrane casting;Â Â Â assembly.Â Â Â cartridge manufacturing and assembly;We have made significant investments in systems and equipment to create innovative products and tool designs, including metrology and 3D printing capabilities for rapid analysis and prototype production. In addition, we use contract manufacturers for certain of our products both in the U.S. and Asia.12Table of ContentsRAW MATERIALSOur products are made from a wide variety of raw materials that are generally available from multiple sources of supply. Our strategy is to secure various sources of different raw materials, as appropriate, to enable the desired performance of our products, and monitor those sources as necessary to provide supply assurance. While we seek to have several sources of supply for raw materials, certain materials included in our products, such as certain filtration membranes and polymer resins in our APS segment and certain engineered abrasive particles, specialty and commodity chemicals and petroleum coke in our MS segment, are obtained from a single source, a limited group of suppliers or from suppliers in a single country. We have entered into multi-year supply agreements with certain suppliers for the purchase of raw materials in the interests of supply assurance and cost control.GOVERNMENTAL REGULATIONOur operations are subject to federal, state and local regulatory requirements relating to export controls, environmental, waste management and health and safety matters, including measures relating to the release, use, storage, treatment, transportation, discharge, disposal and remediation of contaminants, hazardous substances and wastes, as well as practices and procedures applicable to the construction and operation of our plants. Although some risk of costs and liabilities related to these matters is inherent in our business, we believe that our business is operated in substantial compliance with applicable regulations. However, new, modified or more stringent requirements or enforcement policies could be adopted, which could adversely affect us. While we expect that capital expenditures will be necessary to ensure that our manufacturing facilities remain in compliance with environmental and health and safety laws, we do not expect these expenditures to be material.See â€œItem 1A. Risk Factorsâ€ for a more detailed description of the regulatory risks we face.HUMAN CAPITAL RESOURCESWe believe that our employees are a critical asset in achieving our mission of helping our customers improve their productivity, performance and technology by providing enhanced materials and process solutions for the most advanced manufacturing environments. In order to attract and retain top talent, we are focused on creating a diverse, inclusive and safe workplace. We are committed to providing competitive total rewards and quality development and training opportunities for our employees. As of December 31, 2024, we had approximately 8,200 employees, of whom approximately 53%, 15%, 10%, 8%, 7%, 5% and 2% are located in North America, Southeast Asia, Taiwan, Japan, South Korea, China and Europe, respectively. Given the variability of business cycles in the semiconductor industry and the rapid response time required by our customers, it is critical that we be able to quickly adjust the size of our production staff to meet our customersâ€™ demands and maximize efficiency and we use skilled temporary labor when possible. None of our employees are represented by a labor union or covered by a collective bargaining agreement other than statutorily-mandated programs in certain international jurisdictions. We believe that our labor relations have generally been good.Culture. Our organization is built around what we refer to as our PACE values: our core values of treating people with respect and dignity, acting honestly and consistently, encouraging creativity and innovation and a dedication to excellence. We believe that by continuing to focus on these values, we provide our employees with a positive work environment that allows them to develop professionally and encourages them to continue innovating. We regularly conduct surveys of our employees to understand their perspectives on a number of topics. During 2024, these topics included commitment to Entegrisâ€™ core values, safety and general employee satisfaction. Management uses the information gathered from these surveys to inform its decision making with respect to employee matters, aiming to continue to be an employer of choice. We believe that maintaining a culture of diverse perspectives, experiences and backgrounds helps enable us to innovate more effectively and perform better overall. To that end, we seek to promote diverse backgrounds and perspectives throughout our organization and strive to provide fair and equal opportunity for career development and advancement to all our employees. An example of this commitment is our Employee Network groups, which are designed to focus on personal development and career empowerment and to foster a culture of inclusive collaboration. Health and Safety. Our success depends on the well-being of our employees. We maintain a culture with an intense focus on safety and strive to identify, eliminate and control risk in the workplace in an effort to prevent injury and illness. Our employees have access to a global safety management system and are encouraged to report incidents, near misses or other observations in 13Table of Contentsthe system. Management uses the information generated by the system to set safety-related policies and to set goals for future performance. We also design our products with the safety of the people who are using them in mind. Our Safe Delivery Source products are designed to minimize potential leaks during transportation and use of hazardous gases, features which provide significant safety, environmental and productivity benefits over traditional high-pressure cylinders. In addition, our fluid-handling products, such as tubing, valve, fittings and drum products, are used to safely store, transport and dispense volatile and dangerous chemistries, protecting those who work with them. Total Rewards. Our total rewards program is designed to be attractive and competitive and to enable our employees to reach their highest potential by directly impacting their financial security, career growth opportunities, and the health and well-being of them and their families. We seek to attract and retain talented employees by providing a compelling total rewards package consisting of competitive pay, health and welfare, work-life benefits and financial wellness programs. We design our programs with the core belief that our employees are at their best when they prioritize their emotional and physical health. We review and assess these programs annually. Examples of our benefits include a Global Employee Support Program through which our employees and their families have access to resources in support of their mental and emotional well-being and our Employee Education Assistance Program, which is designed to encourage our employees to continue their education in courses that will help them advance their career at Entegris. We also recently implemented a new global Rewards and Recognition program that aims to recognize and reward the outstanding achievement of individuals within the Company, reinforcing our corporate values, culture and acknowledging the outstanding performance, exceptional efforts and achievements that earn tangible and specific business results. Talent Development and Training. We are committed to the ongoing training and development of our employees. We foster an on-the-job training and development culture by investing in rotational development programs in operations, supply chain, and engineering. We are continuously expanding and delivering technical and leadership training for internal talent through our Entegris Great Leader Profile, Management Achievement, and Supervisor Training programs that are aimed at advancing leadership and management skills for current and future career growth. Employees are provided feedback and continuous development discussions through formal and informal review sessions throughout the year. While we continue to search for new perspectives and insights with external hires, we also seek to provide opportunities for our employees to grow their careers at the Company and regularly fill open vacancies with internal candidates. In addition, management systematically assesses succession planning for certain key positions and reviews our workforce to identify high potential employees for future growth and development. Oversight. Our Board of Directors, through the Management Development and Compensation Committee, provides oversight on human capital matters through a variety of methods and processes. These include receiving regular updates from our Senior Vice President, Global Human Resources, and facilitating discussion related to human capital management efforts and other initiatives impacting the workforce, health and safety matters, employee survey results, hiring and retention, employee demographics, labor relations, compensation and benefits, succession planning and employee training initiatives. We believe the Boardâ€™s oversight of these matters helps identify and mitigate exposure to labor and human capital management risks, and is part of the broader framework that guides how we attract, retain and develop a workforce that aligns with our values and strategies.For additional information on these important initiatives, see our annual corporate social responsibility report on our website at http://www.Entegris.com under â€œAbout Us - Corporate Social Responsibility.â€OUR HISTORYThe Company was incorporated in Delaware on March 17, 2005 in connection with a merger between Entegris, Inc., a Minnesota corporation, and Mykrolis Corporation, a Delaware corporation. On April 30, 2014, the Company acquired ATMI, based in Danbury, Connecticut. On July 6, 2022, the Company acquired CMC Materials, based in Aurora, Illinois. Entegris has been helping its customers solve their critical materials challenges and enhance their manufacturing yields for over 55 years, tracing its corporate origins back to Fluoroware, Inc., which began operating in 1966.14Table of ContentsAVAILABLE INFORMATIONOur Internet address is www.entegris.com. On this website, under the â€œAbout Us-Investor Relations-Financial Informationâ€ section, we post the following filings as soon as reasonably practicable after they are electronically filed with, or furnished to, the U.S. Securities and Exchange Commission (â€œSECâ€): our annual, quarterly, and current reports on Forms 10-K, 10-Q, and 8-K; our proxy statements; any amendments to those reports or statements, and Form SD. All such filings are available on our website free of charge. The SEC also maintains a website (www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The content on our website and any other website as referred to in this Annual Report on Form 10-K is not incorporated by reference into this Annual Report on Form 10-K unless expressly noted.Item 1A. Risk Factors.In addition to the other information in this Annual Report on Form 10-K, the following risk factors should be carefully considered in evaluating us and our common stock. Any of the following risks, many of which are beyond our control, could materially and adversely affect our financial condition, results of operations or cash flows or cause our actual results to differ materially from those projected in any forward-looking statements. We may also face other risks and uncertainties that are not presently known, are not currently believed to be material or are not identified below because they are common to all businesses. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods. For more information, see â€œCautionary Statementsâ€ in Item 7 of this Annual Report on Form 10-K.Risk Factor SummaryRisks Related to Our Business and Industryâ€¢Fluctuations in demand for semiconductors and volume of semiconductor manufacturing.â€¢Global economic uncertainty, including volatile financial markets, inflation, fluctuations in interest rates, economic recessions, and national debt and bank failures.â€¢Variability of revenues and operating results.â€¢Supply chain risks, including partial reliance on sole, single or limited source suppliers.â€¢Challenges inherent in operating a global business, including managing complex political, legal, regulatory, and operational environments across the jurisdictions in which the Company operates. â€¢Regional and global instabilities and hostilities, including the ongoing conflicts between Ukraine and Russia, and between Israel and Hamas.â€¢The impact of export controls, economic sanctions and other similar restrictions.â€¢Customer concentration. â€¢Continuing innovation and introduction of new products.â€¢Risks related to competition.â€¢Manufacturing interruptions or delays and other operational disruptions.â€¢Information technology (â€œITâ€) system failures, network disruptions, data breaches, and other cybersecurity threats.â€¢The use of hazardous materials in our operations. â€¢The impact of tariffs, additional taxes, and other protectionist measures.â€¢Goodwill impairment.â€¢Loss of key employees.â€¢Our ability to obtain, protect, and enforce intellectual property rights. â€¢Environmental, social, and governance commitments.Risks Related to Government Regulationâ€¢The impact of being subject to numerous rapidly evolving environmental laws and regulations across many jurisdictions. â€¢Risks related to the regulatory environment, including compliance costs and being subject to potentially inconsistent or conflicting regulations.â€¢Changes in taxation or adverse tax rulings.â€¢The impact of government incentives, including added operational complexity and competition.15Table of ContentsRisks Related to Our Indebtednessâ€¢The impact of our indebtedness, including our ability to obtain future financing.â€¢Risks related to our ability to generate sufficient cash to service our indebtedness.â€¢Restrictions on our operations as a result of the terms of the Amended Credit Agreement (as defined below) and the Indentures (as defined below).Risks Related to Owning our Common Stockâ€¢The volatility of the price of our common stock. â€¢Changes in capital allocation strategy.â€¢Provisions in our charter documents and Delaware law may delay or prevent us from being acquired.General Risksâ€¢Significant competition.â€¢Our ability to successfully acquire or integrate other businesses, form joint ventures, or divest businesses. â€¢The impact of climate change, including changes in market dynamics and stakeholder expectations, and unexpected operational disruptions.Risks Related to Our Business and IndustryOur revenue is primarily dependent upon demand from the global semiconductor ecosystem and fluctuations in demand for semiconductors and the overall volume of semiconductor manufacturing may decrease demand for our products and may adversely affect our business.Our revenue is primarily dependent upon demand from the global semiconductor ecosystem. The semiconductor industry has historically been, and is likely to continue to be, cyclical with periodic downturns, resulting in decreased demand for our products, which has negatively impacted our results of operations in the past and could do so again in the future. Factors that may negatively impact the demand for our solutions include, but are not limited to, decreased consumer spending; macroeconomic uncertainty; slow or negative economic growth; customer inventory corrections; demand trends for different types of electronic devices such as logic versus memory integrated circuit devices, or digital versus analog IC devices; the various technology nodes at which those products are manufactured; customersâ€™ rate of use of our consumables products; customersâ€™ device architectures and specific manufacturing processes; the short order to delivery time for our products; quarter-to-quarter changes in customer order patterns; market share and competitive losses; and pricing changes by us and our competitors. Furthermore, our limited visibility of future customer orders makes it difficult for us to predict industry trends.During downturns in the semiconductor industry, which can occur suddenly, we typically experience greater pricing pressure and shifts in product and customer mix,

which can adversely affect our gross margin and net income. The semiconductor industry is also affected by seasonal shifts in demand, and as a result, we have in the past and may experience in the future short-term fluctuation in our results of operations from one period to the next. We are unable to predict the timing, duration or severity of any current or future downturns in the semiconductor industry. Furthermore, the semiconductor industry is subject to rapid advancements and demand for new and emerging technologies, such as artificial intelligence. If we do not have, or are unable to develop, products and solutions that are utilized to manufacture semiconductors that enable new end-user demand trends, we may not be able to grow our revenue as fast as anticipated and our results of operations may be impacted.Global economic uncertainty may materially and adversely affect our business, financial condition and results of operations.Uncertain and volatile economic conditions, including uncertain and volatile financial markets, inflation, fluctuating interest rates, economic slowdowns and/or recessions, national debt and bank failures, could materially and adversely impact our operating results. Such uncertain and volatile conditions in any of our key sales or manufacturing regions can cause or exacerbate negative trends in business and consumer spending, which, in turn, have historically had a negative impact on customer demand for our products and costs of manufacturing and delivering our products. These uncertain and volatile economic conditions can cause material adverse changes in our results of operations and financial condition, including:â€¢a decline in demand for our products, which would have an immediate and potentially long-lasting negative impact on our revenues; â€¢an increase in reserves for accounts receivable due to our customersâ€™ inability to pay us;16Table of Contentsâ€¢lower utilization of our manufacturing facilities, which could lead to lower margins;â€¢an increase in write-offs for excess or obsolete inventory that we cannot sell;â€¢potential impairment charges relating to goodwill, intangible assets, manufacturing equipment or other long-lived assets, to the extent that any downturn indicates that the carrying amount of the asset may not be recoverable;â€¢limiting our suppliersâ€™ ability to deliver parts and raw materials, which would negatively affect our ability to manage operations, manage our costs and sell our products;â€¢consolidation or strategic alliances among other suppliers to semiconductor manufacturers, which could adversely affect our ability to compete effectively;â€¢greater challenges in forecasting operating results, making business decisions and identifying and prioritizing business risks; â€¢additional cost reduction efforts, including additional restructuring activities, which may adversely affect our ability to capitalize on opportunities; andâ€¢limitations on our ability to access cash maintained in our bank accounts as a result of bank failures, which could affect our ability to manage our operations. Our revenues and operating results have fluctuated in the past and may do so in the future, which could impact our stock price.Our revenues and operating results may fluctuate significantly from quarter-to-quarter or year-to-year due to a number of factors, many of which are outside our control. A lower volume of sales can have a large and disproportionate impact on our profitability. For example, to remain competitive in the semiconductor industry, we have in the past, and will likely in the future, maintain or increase our ER&D activity and invest in our infrastructure, even during downturns and periods of slower demand. Additionally, if we do not, or are unable to, adequately anticipate changes in our business environment, we may lack the infrastructure, manufacturing capacity and resources to scale up our business to meet customer expectations and compete successfully during a period of growth. Conversely, we may expand our capacity too rapidly, resulting in excess fixed costs and lower profitability. Because some of our expenses are fixed in the short term, a change in the timing of revenue or the amount of profit we generate from a small number of transactions can unfavorably affect operating results in a particular period. Factors that may cause our financial results to fluctuate unpredictably include:â€¢legal, tax, accounting or regulatory changes (including changes in import/export regulations and tariffs, such as regulations imposed by the U.S. government restricting exports to China) or changes in the interpretation or enforcement of existing requirements;â€¢trends in the semiconductor industry, macroeconomic and market conditions and geopolitical uncertainty, including impacts caused by the Russian invasion of Ukraine, the war between Israel and Hamas, conflict and resulting political instability in the Middle East or bank failures;â€¢customer considerations, including the size and timing of customer orders, customersâ€™ decisions to accelerate, decelerate or delay shipments, customersâ€™ decisions on how to manage their inventory, customersâ€™ rate of replacement of our consumable products or their decisions to delay expansion projects, and the consolidation of our customers, which may impact their future purchasing decisions;â€¢procurement shortages, increased prices, the failure of suppliers to perform their obligations and additional expenses we may incur to respond promptly to mitigate any supply shortages or other supplier problems;â€¢changes in our capital expenditure requirements, such as our new facilities in Taiwan and Colorado, and the schedule and timing, including potential delays, thereof;â€¢unanticipated manufacturing difficulties;â€¢changes in average selling prices, customer mix and product mix;â€¢our ability to develop, introduce and market new, enhanced and competitive products in a timely and cost-effective manner;â€¢our competitorsâ€™ introduction of new products;â€¢disruptions in transportation, communication, demand, information technology (â€œITâ€) or supply resulting from factors outside of our control, including strikes, acts of God, wars, terrorist activities, international conflict and natural or man-made disasters; and17Table of Contentsâ€¢foreign currency exchange rate fluctuations.Interruptions in our supply chain, including those from our sole, single and limited source suppliers, could affect our ability to manufacture our products and meet demand, which, in turn, could have an adverse effect on our revenue and results of operations.Our ability to increase sales of our products depends in part upon our ability, in a very short timeframe, to ramp up our manufacturing capacity and to mobilize our supply chain. If we are unable to do so, our customers could obtain products from our competitors, which would reduce our market share, harm our reputation as a trusted partner and impact our results of operations. Ensuring a robust and resilient supply chain is critical for us to meet the demand, quality and technological requirements of our customers. We rely on the timely delivery of parts, materials and services, including components and subassemblies, from our suppliers and contract manufacturers. The Companyâ€™s strategies to limit its reliance on single, sole or limited source suppliers and utilize alternative sources are not feasible or practical in all circumstances. For example, we rely on single, sole or limited source suppliers for certain raw materials that are critical to the manufacturing of our products, such as plastic polymers, filtration membranes, abrasive particles, petroleum coke and other materials. If we were to lose any one of these or other critical sources, or there is as an industry-wide increase in demand for, or the discontinuation of, raw materials or other components used in our products, it could be difficult for us, or we may be unable, to find an alternative supplier to provide certain raw materials and components, in which case our operations could be adversely affected. Surge in demand for semiconductors and other factors outside of our control have resulted in, and may in the future result in, a shortage of raw materials and components needed to manufacture and deliver our products, higher raw materials costs, costly and time-consuming re-qualification of products manufactured with new raw materials and delays in, and unpredictability of, shipments due to transportation interruptions. These results could harm our reputation or the competitiveness of our products. Such shortages, delays and unpredictability have adversely impacted, and may impact in the future (1) our suppliersâ€™ ability to meet our demand requirements, (2) our manufacturing operations, (3) our ability to meet customer demand, (4) our gross margins and (5) our other operating results. Our actions to counteract adverse impacts to our gross margins and other operating results could be unsuccessful or reduce demand, which would adversely impact our revenue. Additionally, our suppliers may not have the capacity to meet increases in our demand for raw materials and other components, in turn, making us unable to meet customer demand for our products. If our suppliers or sub-suppliers are unable to maintain their operations, due to operational restrictions or financial hardship caused by an economic slowdown or recession, we may increase our safety stocks of raw materials or components or alter our payment terms with such suppliers, including prepaying for raw materials, which could put downward pressure on our cash flow. Further, increased restrictions imposed on a class of chemicals known as per- and polyfluoroalkyl substances (â€œPFASâ€), which are used in a number of products, including parts and materials that are incorporated into our products, may negatively impact our supply chain due to the potentially decreased availability, or non-availability, of PFAS-containing products. Proposed regulations under consideration could require that we transition away from the usage of PFAS-containing products, which could adversely impact our business, operations, revenue, costs, and competitive position. Suitable replacements for PFAS-containing parts and materials may not be available at similar performance and costs, or at all.Because a significant amount of our sales and manufacturing activity occurs outside the U.S., we are exposed to risks inherent in operating a global business.Sales to customers outside the U.S. accounted for approximately 79%, 75% and 76% of our net sales in 2024, 2023 and 2022, respectively. We anticipate that international sales will continue to account for a majority of our net sales. In addition, a number of our key domestic customers derive a significant portion of their revenues from sales in international markets. We also develop and manufacture a significant portion of our products outside the U.S. and depend on international suppliers for many of our parts and raw materials. We intend to continue to maintain extensive sales, product development and manufacturing operations internationally, which are subject to a number of risks, uncertainties and potential costs that could adversely affect our revenue, profitability and reputation, including:â€¢changes and uncertainties with respect to trade and export regulations (including new and changing regulations for exports of certain technologies to China), trade policies and sanctions, tariffs, international trade disputes and any retaliatory measures, which impact countries in which we conduct significant business, which could (1) impose 18Table of Contentsadditional costs on our operations, (2) limit our ability to operate our business and (3) adversely impact us, our customers or our suppliers;â€¢positions taken by governments or governmental agencies regarding national, commercial and/or security issues posed by the development, sale or export of certain raw materials, products and technologies;â€¢geopolitical tensions or conflicts, such as Russiaâ€™s invasion of Ukraine, the ongoing conflict in the Middle East and increasing tensions between China and Taiwan and between China and the U.S., and other political and economic instability and uncertainty;â€¢cybersecurity incidents;â€¢challenges in hiring and integrating workers in different countries;â€¢challenges in managing a diverse workforce with different experience levels, languages, cultures, customs, business practices and worker expectations, along with differing employment practices and labor issues;â€¢challenges of maintaining appropriate business processes, procedures and internal controls and complying with legal, environmental, health and safety, anti-bribery, anti-corruption, trade compliance, data privacy, cybersecurity and other regulatory requirements that vary by jurisdiction;â€¢challenges in developing relationships with local customers, suppliers and governments;â€¢fluctuating pricing and availability of raw materials and supply chain interruptions or slowdowns, including as a result of difficulties, financial or otherwise, faced by segments of the transportation industry;â€¢public health crises;â€¢expense and complexity of complying with U.S. and foreign import and export regulations, including the ability to obtain and renew required import and export licenses;â€¢fluctuations in interest rates and currency exchange rates, including the relative strength or weakness of the U.S. dollar against foreign currencies that are important to our business;â€¢liability for foreign taxes assessed at rates higher than those applicable to our domestic operations;â€¢imposition of a global minimum tax rate, including by the Organization of Economic Co-operation and Development (â€œOECDâ€);â€¢challenges and costs associated with the protection of our intellectual property throughout the world; â€¢challenges associated with managing global and regional third-party service providers, including certain engineering, software development, manufacturing, IT and other functions; â€¢customer or government efforts to encourage operations and sourcing in a particular country, such as Korea or China, including efforts to develop and grow local competitors, require local manufacturing, and provide special incentives to government-backed local customers to buy from local competitors; andâ€¢impacts of natural disasters and extreme and chronic weather events on our operations and those of our customers and suppliers, which may be exacerbated by climate change.In the past, these factors have disrupted our operations and increased our costs, and we expect that these factors will continue to do so in the future. Furthermore, there is inherent risk, based on the complex relationships among China, Japan, Korea, Taiwan, and the U.S., that political, diplomatic and national security influences could lead to trade disputes, impacts and/or disruptions, in particular those affecting the semiconductor industry. This can adversely affect our business with China, Japan, Korea, and/or Taiwan and potentially the entire Asia Pacific region or global economy. A significant trade dispute, impact and/or disruption in any area where we do business could have a materially adverse impact on our future revenue and profits.Export controls, economic sanctions, and other similar restrictions may limit our ability to sell our products to certain customers, require us to obtain governmental licenses, put the Company at a competitive disadvantage both domestically and internationally and expose us to additional legal liability, all of which could harm our business and financial condition.We are subject to export control and economic sanctions laws and regulations that restrict the delivery of some of our products and services to certain countries (and nationals thereof), to certain end users, and for certain end uses. These restrictions may prohibit the sale of certain of our products, services and technologies, and they may require us to obtain a license from the U.S. government before delivering the controlled item or service. Obtaining export licenses may be difficult, costly and time-consuming, and we may fail to receive licenses that we apply for on a timely basis or at all. We must also comply with export control and economic sanctions laws and regulations imposed by other countries. Our export and trade control compliance program may be ineffective or circumvented, exposing us to legal liabilities. Compliance with these laws could significantly 19Table of Contentslimit our sales in the future. Changes in, and responses to, U.S. trade controls could reduce the competitiveness of our products and cause our sales to decline, which could have a material adverse effect on our business, financial condition and results of operations.Over the last several years, the U.S. government has significantly expanded export controls on certain technologies and commodities to certain markets, particularly with respect to semiconductor and other high technology exports to China, a market which represented approximately 21% of our sales in 2024. These and other regulations have reduced our ability to sell our products to customers in China and it is possible future regulation could further reduce demand for our products. As a result of these restrictive measures, certain of our customers have made efforts to source products domestically in order to mitigate perceived risks to their supply chain. Furthermore, these restrictive measures have incentivized Chinese domestic semiconductor companies to work more closely with local Chinese companies and companies headquartered outside of the United States in an effort to enable these companies to enhance the technology-level and quality of their products and, as a result, to better compete with our products. We may be unable to continue to compete favorably against these local and foreign competitors. If these efforts are successful, are widespread amongst our customers and expand to our products and solutions broadly, overall global demand for our products may be reduced, which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, government authorities may take retaliatory actions, impose conditions that require the use of local suppliers or partnerships with local companies, increase tariff and other customs costs or require the license or other transfer of intellectual property, which could have a significant adverse impact on our business. A significant portion of our sales is concentrated on a limited number of key customers, and our net sales and profitability may materially decline if we were to lose one or more of these customers.Sales to a limited number of large customers constitute a significant portion of our overall revenue, shipments, cash flows, collections and profitability. Our top ten customers accounted for 48%, 43% and 43% of our net sales in 2024, 2023 and 2022, respectively. We would have no or limited contractual recourse if our customers decided to stop buying and using our products in their manufacturing processes with limited advance notice to us. The cancellation, reduction or deferral of purchases of our products by any one of these customers could significantly reduce our revenues in any particular quarter. If we were to lose any of our significant customers, if our products are not specified for our significant customersâ€™ products or if we suffer a material reduction in their purchase orders, our revenue could decline and our business, financial condition and results of operations could be materially and adversely affected. Due to the long design and development cycle and lengthy customer product qualification periods required for most of our products, we may be unable to replace these customers quickly, if at all. In addition, our principal customers hold considerable purchasing power and may be able to negotiate sales terms that result in decreased pricing, increased costs, lower margins and/or limit our ability to share jointly-developed technology with others. The semiconductor industry may continue to undergo consolidation, and if any of our customers merge or are acquired, we may experience lower overall sales to, or lower profitability from sales to, the merged or combined companies.Our customer base is also geographically concentrated, particularly in Taiwan, Korea, Japan, China and the U.S. As a result, export regulations or other trends that apply to customers in certain countries, such as those in China, have exposed and may further expose our business and results of operations to greater volatility. The geographic concentration of our customer base could shift over time as a result of changes in technology and competitive landscape, as well as government policy and incentives to develop regional semiconductor industries. If we are unable to anticipate and respond to rapid technological change and customer requirements by continuing to innovate and introduce new and enhanced products and solutions, we may experience a loss of market share, decreased sales, revenue, profitability and damage to our reputation.We operate in the semiconductor industry, which is subject to rapid technological change, changing customer requirements and frequent new product introductions. In our industry, the first company to introduce an innovative product that addresses an identified market need will often have a significant advantage over competing products. Following development, it may take several years for sales of a new product to reach a substantial level, if ever. If a product concept does not progress beyond the development stage or only achieves limited acceptance in the marketplace, we may not receive a direct return on our expenditures, which may be significant, we may lose market share and our revenue, and profitability may decline. In the past, we incurred significant impairment charges for capital expenditures related to developing the capability to manufacture shippers and FOUPs for 450 millimeter wafers, which major semiconductor manufacturers announced that they would not initiate manufacturing for the foreseeable future. 20Table of ContentsWe believe that our future success will depend upon our ability to continue to develop novel, mission-critical solutions to maximize our customersâ€™ manufacturing yields and enable higher performance semiconductor devices. A failure to successfully anticipate and respond to technological changes by

developing, marketing and manufacturing new products or enhancements to our existing products could harm our business prospects, limit our market share, result in unanticipated costs and significantly reduce our sales. The new products and technology we choose to develop and market may also not be successful. In addition, if new products have reliability or quality problems, we may experience reduced orders, higher manufacturing costs, delays in acceptance and payment, additional service and warranty expense and damage to our reputation.Manufacturing interruptions or delays, or other disruptions to our operations, could adversely affect our business, financial condition, results of operations and reputation.Our manufacturing processes are complex and require the use of expensive and technologically sophisticated equipment and materials. We have, on occasion, experienced manufacturing difficulties, such as critical equipment breakdowns, delayed ramp up of newly constructed or expanded manufacturing facilities or the introduction of impurities in the manufacturing process. Any future difficulties could cause lower yields, make our products unmarketable and/or delay deliveries to customers. In addition, any modification to the manufacturing process of a product, including changes designed to improve manufacturing yields, process stability and product quality, could require that the product be re-qualified by customers, which can increase our costs and delay or prevent our ability to sell this product to our customers. We have moved, and we may in the future move, the manufacture of certain products from one plant to another. If we fail to transfer and re-establish the manufacturing processes in the destination plant efficiently and effectively, we may not be able to meet customer demand, we may lose credibility with our customers and our business may be harmed. Even if we successfully move our manufacturing processes, we may not achieve the anticipated levels of cost savings or efficiencies, if any. These and other manufacturing difficulties may result in the loss of sales and exposure to warranty and product liability claims.Disruptions to our operations may be caused by factors outside of our control, including severe weather events and natural catastrophes, civil unrest, outbreaks of disease, and terrorist actions. Our continuity plans may be insufficient to mitigate the impact of disruptions to our operations, and any prolonged disruption may impede our ability to manufacture and deliver products to our customers, resulting in an adverse impact on our business and results of operations. We may be subject to IT system failures, network disruptions and cybersecurity and data breaches, which could damage our reputation and adversely affect our financial condition, results of operations and cash flows. New laws and regulations regarding data privacy may also increase our costs.In conducting our business, we use, collect and store sensitive data, including our financial information, intellectual property, confidential information, proprietary business information and personally identifiable information of our employees and others, as well as similar information of our customers, suppliers and business partners. We maintain this information in our data centers, on our networks and on IT systems owned and maintained by third parties. The secure processing, maintenance and transmission of this information is critical to our operations. All IT systems are subject to disruptions, security breaches, outages and failures, which may be caused by a variety of internal and external factors. We and our third-party suppliers have experienced, and expect to continue to be subject to, cybersecurity threats and incidents ranging from employee or contractor error or misuse to individual attempts to gain unauthorized access to systems, to sophisticated and targeted measures known as advanced persistent threats. Cybersecurity threats may target us directly or indirectly through our third-party providers and global supply chain. Cybersecurity attacks are increasing in number and the attackers are increasingly organized and well-financed, or at times supported by state actors. Geopolitical tensions or conflicts, such as Russiaâ€™s invasion of Ukraine and increasing tensions with China, have created a heightened risk of cybersecurity attacks. Artificial intelligence capabilities are and will be used by threat actors to identify vulnerabilities and craft increasingly sophisticated cybersecurity attacks, making them even more difficult to defend against by creating more effective phishing emails or social engineering and by exploiting vulnerabilities in electronic security programs utilizing false image or voice recognition. The use of artificial intelligence by us, our customers, suppliers and other business partners and third-party providers may introduce vulnerabilities onto our IT systems. We may be unable to anticipate, prevent or remediate future attacks, vulnerabilities, breaches or incidents and in some instances we may be unaware of vulnerabilities or cybersecurity breaches or incidents or their magnitude and effects, particularly as attackers are increasingly able to circumvent controls and remove forensic evidence. We continue to devote significant resources to network security, threat monitoring and other measures to protect our systems and data from unauthorized access or misuse, and we may be required to expend greater resources in the future, especially in the face of evolving and increasingly sophisticated cybersecurity threats and laws, regulations, contractual and other actual and asserted obligations to which we are or may become subject relating to privacy, data protection, and cybersecurity. 21Table of ContentsIT system failures, network disruptions and breaches of data security could (1) cause disruption in our operations, issues with customer communication and order management, the unauthorized or unintentional disclosure of sensitive information, or disruptions in our transaction processing or (2) undermine the integrity of our disclosure controls and procedures and our internal control over financial reporting, which could affect our reputation, result in significant liabilities and expenses, adversely affect our ability to report our financial results in a timely manner and could have a material adverse effect on our financial condition, results of operations and cash flows. Our efforts to comply with current and evolving laws, regulations and other obligations, such as contractual or commercial obligations from our customers or other third parties, concerning privacy, cybersecurity, and data protection, increase our compliance costs and could result in significant additional expenses. Any actual or alleged failure to comply with these obligations could result in inquiries, investigations, and other proceedings against us by regulatory authorities or other third parties. Our operations use hazardous materials that expose us to various risks, including potential liability for personal injury and potential remediation obligations.Our operations involve, and we are exposed to the risks associated with, the use and manufacture of hazardous materials. In particular, we manufacture specialty chemicals, which is an inherently hazardous process that may result in accidents, and store and transport hazardous raw materials, products and waste in, to and from various facilities. Potential risks that may disrupt our operations or expose us to significant losses and liabilities include explosions and fires, chemical spills and other discharges, releases of toxic or hazardous substances or gases, and pipeline and storage tank leaks and ruptures. These and other hazards may result in (1) liability for personal injury, death, damage to property and contamination of the environment; (2) suspension of operations; (3) the imposition of civil or criminal fines, penalties and other sanctions; (4) cleanup costs; (5) claims by governmental entities or third parties; (6) reputational harm; (7) increases in our insurance costs; and (8) other adverse impacts on our results of operations. Moreover, a failure of one of our products at a customer site could interrupt the business operations of the customer. For example, while we believe that our SDS and VAC delivery systems are safe to transport, store and deliver toxic gases, any leakage could cause serious damage, including injury or death, to any person exposed to those toxic gases, potentially creating significant product liability exposure for us. Our insurance coverage may be inadequate to satisfy any such liabilities, and our financial results or financial condition could be adversely affected.Tariffs, additional taxes, and other protectionist measures resulting from international trade disputes, strained international relations and changes to foreign and national security policy could increase our procurement and manufacturing costs, reduce the competitiveness or availability of our products and have other adverse effects on our operations.Tariffs, additional taxes, trade barriers and other measures may increase raw material and manufacturing costs, decrease margins, affect customer ordering patterns, reduce the competitiveness of our products or inhibit our ability to sell products or purchase necessary equipment and supplies, any of which could have a material adverse effect on our business, results of operations or financial condition. While significant attention has been paid to protectionist actions between the U.S. and China in recent years, some of which have impacted certain raw materials we use, it is anticipated that the U.S. will employ tariffs and other countermeasures broadly in pursuit of its political and economic strategies and that other countries may take similar or related actions.We carry a significant amount of goodwill on our balance sheet.As of December 31, 2024, we had goodwill of $3,943.6 million. The future occurrence of a potential indicator of impairment, such as a significant adverse change in business climate, an adverse action or assessment by a regulator, unanticipated competition, a material negative change in relationships with significant customers, strategic decisions made in response to economic or competitive conditions, loss of key personnel, or a more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or disposed of, could result in goodwill impairment charges. We have recorded goodwill impairment charges in the past, and such charges have materially affected our historical results of operations. For additional information, see Note 9 â€“ Goodwill and Intangible Assets to the accompanying consolidated financial statements.Loss of any of our key personnel could harm our business, and our inability to attract and retain new qualified personnel could inhibit our ability to operate and grow our business successfully.Many of our key personnel have significant experience in the semiconductor industry and deep technical expertise. The loss of our key employees or an inability to attract, hire, train, motivate and retain qualified and skilled employees, particularly research and development and engineering personnel, could cause business interruptions and inhibit our ability to operate and 22Table of Contentsgrow our business. As the semiconductor industry has grown in recent years, competition for qualified talent, particularly those with significant industry experience, has intensified. Other factors impacting our ability to attract and retain key employees include the attractiveness of our compensation and benefit programs, global economic or political conditions, the ability to obtain necessary authorizations for workers to provide services outside their home countries and our ability to continue to foster a challenging and rewarding work environment. We have experienced in the past, and may in the future continue to experience, an increasingly competitive and constrained labor market, which may limit our ability to add headcount required to meet our customersâ€™ demand, decrease our productivity due to an influx of inexperienced workers and cause our labor costs to increase and our profitability to decline. As a result, the difficulty and costs associated with attracting and retaining employees has risen and may continue to rise.If we fail to obtain, protect and enforce intellectual property rights, our business and prospects could be harmed.Our future success and competitive position depend in part upon our ability to obtain, maintain and enforce intellectual property rights. We rely on patent, trade secret and trademark laws as well as confidentiality agreements to protect many of our major product platforms. Even if patents are issued in respect of our patent applications, these patents may nonetheless (1) expire; (2) be challenged, invalidated, circumvented, rendered unenforceable or otherwise compromised by third parties; or (3) fail to provide us with any competitive advantage. We may lose trade secret protections as a result of actions or omissions by us, our employees, or third parties. Our confidentiality agreements (including confidentiality agreements entered into between us and our employees) may be breached and the remedies for any such breach may be inadequate. Our confidential and proprietary information and technology may also be replicated or obtained through lawful means. Replication of our intellectual property or the infringement or misappropriation of our intellectual property rights could result in uncompensated lost market and revenue opportunities, which could adversely affect our business and financial condition. Our failure to monitor and ensure the proper use of our data, confidential information, and intellectual property in the training and operation of generative artificial intelligence products may result in the loss of intellectual property and raise complex compliance, intellectual property and other issues.We have initiated, and may initiate in the future, litigation in order to enforce our intellectual property rights, protect our trade secrets, and determine the validity and scope of the proprietary rights of others. From time to time, third parties have also asserted, and may continue to assert, intellectual property claims against us and our products. In the past, intellectual property-related litigation has caused us to expend significant financial and other resources. In the future, such litigation could (1) impose substantial costs and cause the diversion of resources and the attention of management; (2) require us to pay damages or royalties; (3) require us to alter our products or processes, or obtain a license to continue selling the impacted product, which we may be unable to do on commercially acceptable terms, or at all; (4) severely harm our reputation and competitive position; and (5) negatively affect our sales, profitability and prospects.Implementation of, and reporting on, our environmental, social and governance commitments could result in additional costs, and our inability to achieve these commitments could have an adverse impact on our reputation and performance.From time to time we communicate our strategies, commitments and targets related to sustainability, greenhouse gas emissions, the sustainability of our products, human rights, and other environmental, social and governance matters. These strategies, commitments and targets reflect our current plans and aspirations, and we may be unable to achieve them. Changing customer sustainability requirements, including increasing customer demand for sustainable products, as well as actions taken to achieve our sustainability targets, could cause us from time to time to alter our manufacturing, operations or products, and incur substantial additional expense. Any failure or perceived failure to timely meet these sustainability requirements or targets could adversely impact the demand for our products and subject us to significant costs and liabilities and reputational risks that could adversely affect our business, financial condition and results of operations. In addition, standards and processes for measuring and reporting greenhouse gas emissions and other sustainability metrics may change over time, increase our costs and result in inconsistent data or significant revisions to our strategies, commitments and targets, and our ability to achieve them. We also are or may become subject to new climate and sustainability laws and regulations, such as the State of Californiaâ€™s new climate change disclosure rules, the EUâ€™s Corporate Sustainability Reporting Directive and the SECâ€™s rules on climate-related risks. Compliance with such laws and regulations, as well as increased scrutiny from regulators, customers and other stakeholders in our sustainability practices, could result in additional costs and expose us to new risks, including reputational risks. Any scrutiny of our greenhouse gas emissions or other sustainability disclosures or our failure to achieve related strategies, commitments and targets, or our failure to disclose our sustainability measures consistent with applicable laws and regulations or to the satisfaction of regulators or our stakeholders, could negatively impact our reputation or performance.Risks Related to Government Regulation23Table of ContentsWe are subject to a variety of rapidly evolving environmental laws and regulations that could cause us to incur significant liabilities and expenses.The wide variety of federal, state, local and non-U.S. regulatory requirements relating to the design, manufacture, sale, shipping, import, export and use of our products, as well as the release, use, storage, treatment, transportation, discharge, disposal and remediation of, and human exposure to, hazardous chemicals, could result in future liabilities, remediation efforts or the suspension of production or shipment. These requirements are dynamic and have become stricter over time. These laws and regulations, among others, increase the complexity and costs of operating our facilities and manufacturing and transporting our products. Further changes to or our failure to comply with these and similar regulations could (1) restrict our ability to expand, build or acquire new facilities, (2) require us to acquire costly control equipment, (3) cause us to incur expenses associated with remediation of contamination, (4) cause us to modify our product design, operations or manufacturing or shipping processes or (5) otherwise increase our cost of doing business, which may have a negative impact on our financial condition, results of operations and cash flows. In addition, the potential adoption of new laws, rules or regulations related to climate change and the use or sale of PFAS-containing products poses risks, including subjecting us to future costs and liabilities, that could harm our results of operations or affect the way we conduct our businesses. For example, new or modified regulations could require us to make substantial expenditures to enhance our environmental compliance efforts. We are exposed to various risks from our regulatory environment, including being subject to potentially inconsistent or conflicting laws and regulations in the jurisdictions in which we operate, international trade-related disputes and compliance costs, which may adversely impact our reputation, financial condition and results of operations.We are subject to risks related to new, different, inconsistent, or even conflicting laws, rules, and regulations that may be enacted by legislative or executive bodies and/or regulatory agencies in the countries where we operate; disagreements or disputes related to international trade; and the interpretation and application of laws, rules, and regulations. As a public company with global operations, we are subject to the laws of multiple jurisdictions and the rules and regulations of various governing bodies, including those related to health and safety, import and export controls, financial and other disclosures, accounting standards, corporate governance, public procurement and public funding, environment (including those relating to sustainability and climate change), privacy, anti-corruption, such as the Foreign Corrupt Practices Act and other local laws prohibiting corrupt payments to governmental officials or customers, conflict minerals or other social responsibility legislation, employment practices, immigration or travel regulations and antitrust regulations, among others. Each of these laws, rules and regulations imposes costs on our business, including financial costs and potential diversion of our managementâ€™s attention, and may present risks to our business, including potential fines, restrictions on our actions and reputational damage if we do not fully comply. The volume of changes to such laws, rules and regulations may increase in the countries where we operate. Changes in or ambiguous interpretations of laws, regulations and standards may create uncertainty regarding compliance matters. Efforts to comply with new and changing regulations have resulted in, and are likely to continue to result in, increased administrative expenses and diversion of managementâ€™s time and attention from revenue-generating activities to compliance activities. If we are found by a court or regulatory agency not to be in compliance with laws and regulations, our reputation, business, financial condition and/or results of operations could be adversely affected, we may be disqualified or barred from participating in certain activities and we may be forced to modify our operations to achieve full compliance.Changes in taxation or adverse tax rulings could adversely affect our results of operations.We operate in many foreign countries and are subject to taxation at various rates and audit by multiple taxing authorities. Our results of operations could be affected by tax audits, changes in tax rates, changes in laws and regulations governing the calculation, location and taxation of earned profit, changes in laws and regulations affecting our ability to realize deferred tax assets on our balance sheet and changes in laws and regulations relating to the repatriation of cash into the U.S. Each quarter, we forecast our tax liability based on our forecast of our performance for the year in each tax jurisdiction. If our performance forecast changes, our forecasted tax liability would also likely change, perhaps materially.We have undertaken, and expect to continue to undertake, complex internal reorganizations of our foreign subsidiaries in order to rationalize and streamline our foreign operations, focus our management efforts on certain local opportunities

and take advantage of favorable business conditions in certain localities. These or any future reorganizations could result in adverse tax consequences in one or more jurisdictions, which could adversely impact our profitability from foreign operations and result in a material reduction in our results of operations.24Table of ContentsVarious jurisdictions in which we operate are considering changes to their tax laws. For example, the OECD introduced the Base Erosion and Profit Shifting 2.0 project that seeks to impose a global minimum income tax rate of 15%. Any tax reform adopted in any foreign jurisdiction may exacerbate the risks described above.We are exposed to risks related to government incentives and other agreements that may involve government entities, such as increases in the complexity and costs of our operations, which could adversely affect our business, financial condition and results of operations.From time to time, we may receive and enter agreements for grants, tax benefits and other incentives from national, state and local governments in jurisdictions throughout the world designed to encourage us to establish, maintain or increase our investment, research and development and production activities in those jurisdictions. Our future business plans are impacted by obtaining these government incentives, which may take various forms, including grants, subsidies, loans, and tax arrangements, and typically require us to achieve or maintain certain levels of investment, capital spending, employment, technology deployment or development milestones, construction or production milestones, or research and development activities to qualify for such incentives or could restrict us from undertaking certain activities. Compliance with these requirements may add complexity to our operations and increase our costs, and a failure to comply could result in cancelation of agreements or transactions, investigations, civil and criminal penalties, forfeiture of profits, reduction, termination or clawback of any funding, suspension or debarment from doing business with the government, or other penalties, any of which could have a material and adverse effect on our business, financial condition and results of operations. For example, we have entered into a direct funding agreement with the U.S. Department of Commerce to receive a grant under the U.S. CHIPS and Science Act of 2022. We may be unable to successfully achieve the milestones and ancillary requirements to qualify for these incentives or such incentives may otherwise be withheld. We also may be unable to obtain future incentives, which may put us at a disadvantage against competitors, especially foreign competitors that may benefit from such incentives in the countries in which they are headquartered. Risks Related to Our IndebtednessWe have a substantial amount of indebtedness and may in the future incur substantially more debt, each of which could adversely affect our ability to obtain financing in the future and react to changes in our business.As of December 31, 2024, we had an aggregate principal amount of $4.0 billion of indebtedness outstanding, including the $0.8 billion from our senior secured term loan facility due 2029 (the â€œTerm Loan Facilityâ€), $1.6 billion aggregate principal amount of the 4.75% senior secured notes due April 15, 2029, $1.7 billion aggregate principal amount of the 5.95% senior unsecured notes due June 15, 2030, our 4.375% senior unsecured notes due April 15, 2028, and our 3.625% senior unsecured notes due May 1, 2029 (collectively, the â€œNotesâ€). In addition, we have approximately $575.0Â million of unutilized capacity under our senior secured revolving credit facility due 2027 (the â€œRevolving Facilityâ€). We refer to the Term Loan Facility and the Revolving Facility as the â€œCredit Facilitiesâ€. The credit agreements that govern the Credit Facilities are referred to collectively as the â€œAmended Credit Agreementâ€. Further, we may incur significant additional secured and unsecured indebtedness in the future. Although the indentures governing the Notes (the â€œIndenturesâ€), and the Amended Credit Agreement restrict our ability to incur additional indebtedness, the restrictions have a number of significant qualifications and exceptions. For example, the Amended Credit Agreement provides that we can request additional loans and commitments up to the greater of $1.1 billion or 100% of our EBITDA, as well as additional amounts if our secured net leverage ratio is less than a specified ratio. Further, these restrictions do not prevent us from incurring monetary obligations that do not constitute indebtedness. If we add new indebtedness and other monetary obligations to our current debt levels, the related risks that we now face would intensify.Our debt could have important consequences, including:â€¢limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate purposes;â€¢requiring a substantial portion of our cash flow to be dedicated to debt service payments instead of other purposes;â€¢increasing our vulnerability to adverse changes in general economic, industry and competitive conditions;â€¢exposing us to increased interest expense for borrowings with variable interest rates, including borrowings under the Credit Facilities; andâ€¢placing us at a disadvantage compared to other, less leveraged competitors or competitors with comparable debt having more favorable terms.25Table of ContentsWe may be unable to generate sufficient cash to service our indebtedness and may be forced to take other actions, which may not be successful, to satisfy our obligations under our indebtedness.We may be unable to maintain sufficient cash flow from operating activities to permit us to pay the principal of, premium, if any, and interest on our indebtedness. Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance and the condition of the capital markets, which are subject to prevailing economic, industry and competitive conditions, as well as many financial, business, legislative, political, regulatory and other factors beyond our control. If our cash flow and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems, be forced to reduce or delay investments and capital expenditures, dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness, any of which could have a material adverse effect on our business, financial position and results of operations. In addition, the level and quality of our earnings, operations, business and management, among other things, will impact the determination of our credit ratings. Any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis may result in a decrease in the ratings assigned to us by the ratings agencies, which may negatively impact our access to the debt capital markets and increase our cost of borrowing. In addition, we may be unable to maintain the current creditworthiness or prospective credit rating of the Company. Any actual or anticipated changes or downgrades in such credit rating may have a negative impact on our liquidity, capital position or access to capital markets and affect our ability to obtain any future required financing on acceptable terms or at all.Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. We may not be able to implement any refinancing on commercially reasonable terms or at all and, even if successful, a refinancing may not allow us to meet our scheduled debt service obligations. The agreements governing our indebtedness restrict our ability to dispose of assets and use the proceeds of such dispositions, and we may be unable to consummate any dispositions or generate proceeds sufficient to meet our debt service obligations.If we cannot make scheduled payments on our debt, holders of the Notes and lenders under the Credit Facilities could declare all outstanding principal and interest to be due and payable, the lenders under the Revolving Facility could terminate their commitments to advance further loans, our secured lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation.The terms of the Amended Credit Agreement and the Indentures may restrict our operations, particularly our ability to respond to changes or raise additional funds.The Amended Credit Agreement contains restrictive covenants that impose significant operating and financial restrictions that may limit our and our restricted subsidiariesâ€™ ability to take actions that may be in our long-term best interest, including restrictions on our and our restricted subsidiariesâ€™ ability to:â€¢incur additional indebtedness and guarantee indebtedness;â€¢pay dividends or make other distributions in respect of, or repurchase or redeem, capital stock;â€¢prepay, redeem or repurchase certain debt;â€¢make investments, loans, advances and acquisitions;â€¢engage in sale-leaseback or hedging transactions;â€¢create liens on, sell or otherwise dispose of assets, including capital stock of our subsidiaries;â€¢enter into transactions with affiliates;â€¢enter into agreements that restrict the ability to create liens, pay dividends or make loan repayments;â€¢alter the businesses we conduct; andâ€¢merge or sell all or substantially all of our assets or incur a change of control in our capital stock ownership.Also, the Indentures contain limited covenants, such as a covenant restricting our ability and certain of our subsidiariesâ€™ ability to incur certain debt secured by liens, engage in sale-leaseback and incur additional indebtedness by any restricted subsidiary.In addition, the restrictive covenants under the credit agreement governing the Revolving Facility may, depending on the amount of revolving borrowings, unreimbursed letter of credit drawings and undrawn letters of credit, require us to maintain a secured net leverage ratio, which we may be unable to meet. Our failure to comply with these covenants could result in the acceleration of some or all of our indebtedness, which could lead to bankruptcy, reorganization or insolvency.26Table of ContentsRisks Related to Owning our Common StockThe price of our common stock has been and may remain volatile.The price of our common stock has been volatile. In 2024, the closing price of our stock on The Nasdaq Global Select Market (â€œNasdaqâ€) ranged from a low of $97.67 to a high of $146.48, and, as in past years, the price of our common stock may show even greater volatility in the future. The trading price of our common stock is subject to significant volatility in response to numerous factors, many of which are beyond our control or may be unrelated to our operating results, including the following: â€¢changes to our financial guidance, as well as potential decreased confidence in any guidance we do provide;â€¢changes in global economic and geopolitical conditions, including those resulting from trade tensions, rising inflation, and fluctuations in foreign currency exchange and interest rates;â€¢failure to meet the expectations of securities analysts, which may vary significantly from our actual results; â€¢changes in financial estimates by securities analysts; â€¢press releases or announcements by, or changes in market values of, comparable companies; â€¢high volatility in price and volume in the markets for high-technology stocks; â€¢public perception of equity values of publicly traded companies; â€¢fluctuations in our results of operations; andâ€¢other risks and uncertainties described in this Annual Report on Form 10-K and in our other filings with the SEC. Fluctuations in our results of operations could cause our stock price to decline significantly. Future decreases in our stock price may adversely impact our ability to raise sufficient additional capital in the future, if needed.We may decrease or discontinue cash dividends and may never adopt a new program to repurchase our shares of common stock.Future payments of quarterly dividends and any future repurchases of shares of our common stock are subject to capital availability and periodic determinations by our Board of Directors that they are in the best interest of our stockholders and comply with all laws and applicable agreements. Future dividends and any future share repurchases may be affected by, among other factors, potential capital requirements for acquisitions and the funding of our research and development activities; legal risks; changes in federal and state income tax laws or corporate laws; contractual restrictions, such as financial or operating covenants in our debt arrangements; availability of domestic cash flow; and changes to our business model. The amounts of our dividend payments may change from time to time, and we may decide at any time to reduce, suspend or discontinue the payment of dividends or the repurchase of shares. A reduction, suspension or discontinuation of our dividend payments or the cessation of our share repurchase program could have a negative effect on the price of our common stock and may harm our reputation.Provisions in our charter documents and Delaware law may delay or prevent an acquisition of us, which could decrease the value of our shares.Our certificate of incorporation, our by-laws and Delaware law contain provisions that could make it harder for a third party to acquire us without the consent of our board of directors. These provisions include limitations on actions by written consent of our stockholders.Our certificate of incorporation makes us subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits publicly held Delaware corporations from engaging in a â€œbusiness combinationâ€ with an â€œinterested stockholderâ€ for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. This provision could discourage parties from bidding for our shares of common stock and could, as a result, reduce the likelihood of an increase in the price of our common stock that would otherwise occur if a bidder sought to buy our common stock.Our certificate of incorporation authorizes our Board of Directors to issue, without further stockholder approval, up to 5,000,000 shares of preferred stock in one or more series and to fix and designate the rights, preferences, privileges and 27Table of Contentsrestrictions of the preferred stock, including dividend rights, conversion rights, voting rights, redemption rights and liquidation preferences. The holders of any shares of preferred stock could have preferences over the holders of our common stock with respect to dividends and liquidation rights. Any issuance of preferred stock may have the effect of delaying, deterring or preventing a change in control. Any issuance of preferred stock could decrease the amount of earnings and assets available for distribution to the holders of common stock and could adversely affect the rights and powers, including voting rights, of the holders of common stock. The issuance of preferred stock could have the effect of decreasing the market price of our common stock.General RisksCompetition from new or existing companies could harm our financial condition, results of operations and cash flow.We operate in a highly competitive, global industry. We face many domestic and international competitors, some of which have substantially greater manufacturing, financial, research and development and marketing resources than we do. In addition, some of our competitors may have better-established customer relationships than we do, which may enable them to have their products specified for use more frequently and more quickly by these customers. We also face competition from smaller, regional companies that focus on serving customers in their regions. Further, customers continually evaluate the benefits of internal manufacturing versus outsourcing, and a customerâ€™s decision to internally manufacture products that we provide may negatively impact us. If we are unable to maintain our competitive position, we could experience downward pressure on prices, fewer customer orders, reduced margins, the inability to take advantage of new business opportunities and a loss of market share, any of which could have a material adverse effect on our results of operations. Further, we expect that existing and new competitors will improve their products and introduce new products with enhanced performance characteristics. The introduction of new products or more efficient production of existing products by competitors could diminish our market share and increase pricing pressure on our products.Our competitors include companies outside of the U.S., including companies in countries where foreign governments seek to build a domestic-centric semiconductor ecosystem. From time to time, governments around the world may provide incentives or make other investments that could benefit and give competitive advantages to our competitors. Government incentives may not be available to us on acceptable terms or at all. If our competitors can benefit from such government incentives and we cannot, it could strengthen our competitors' relative position and have a material adverse effect on our business.We may acquire other businesses, form joint ventures or divest businesses, any of which could negatively affect our financial performance.We intend to continue to engage in business combinations, acquisitions, joint ventures, investments, divestitures or other types of collaborations to (1) address gaps in our product offerings, (2) adjust our business and product portfolio to meet our ongoing strategic objectives, (3) diversify into new and complementary markets, (4) increase our scale or (5) accomplish other strategic objectives. These transactions involve numerous risks to our business, financial condition and operating results, including but not limited to:â€¢difficulty in identifying suitable acquisition candidates and completing transactions at appropriate valuations, in a timely manner, on a cost-effective basis or at all, due to substantial competition for acquisition targets;â€¢inability to successfully integrate any acquired businesses into our business operations;â€¢failure to realize the anticipated synergies or other benefits of any such transaction; â€¢entry into markets in which we have limited or no prior experience;â€¢finding acquirors and obtaining adequate value for businesses that no longer meet our strategic objectives;â€¢difficulties surrounding the disentanglement of a divested business, including the diversion of resources away from our business operations to address such matters;â€¢inability to complete proposed or pending transactions due to factors such as the failure or inability to obtain regulatory or other approvals, which may be exacerbated by the recent, more aggressive regulatory approaches to merger control globally, such as the July 19, 2023 joint statement of antitrust policy and final rules published on October 10, 2024 concerning changes to the premerger notification process under the Hart-Scott-Rodino Act of 1976 by the Department of Justice and Federal Trade Commission and the April 15, 2023 Provisions on the Review of Concentrations of Undertakings issued by Chinaâ€™s State Administration for Market Regulation, among others; 28Table of Contentsâ€¢requirements imposed by government regulators in connection with their review of a transaction, which may include, among other things, divestitures and restrictions on the conduct of our existing business or the acquired business;â€¢undertaking multiple transactions at the same time in order to take advantage of acquisition or divestiture opportunities that do arise, which could strain our ability to effectively execute and integrate such transactions; â€¢diversion of managementâ€™s attention from our day-to-day business due to dedication of significant management resources to such transactions;â€¢employee uncertainty and lack of focus during the integration process that may also disrupt our business; â€¢risk of litigation or claims associated with a proposed or completed transaction;â€¢challenges associated with managing new, more diverse and more widespread operations, projects and people, potentially located in regions where we have not historically conducted or operated our business;â€¢dependence on unfamiliar or less secure supply chains and inefficient scale of the acquired entity;â€¢increasing costs of performing due diligence to meet the expectations of investors and government regulators;â€¢despite our due diligence, we could assume unknown, underestimated or contingent liabilities, such as potential environmental, health and safety liabilities, any of which could lead to costly litigation or mitigation actions; â€¢an acquired technology or product may have inadequate or invalid intellectual property protection or may be subject to claims of infringement by a third party, which may result in claims for damages and lower than anticipated revenue; â€¢negative effects on our reported results of operations from dilutive results from operations and/or from future potential impairment of acquired assets, including goodwill, related to acquisitions;â€¢an acquired company may have inadequate or ineffective internal controls over financial reporting, disclosure controls and procedures, cybersecurity, privacy, environmental, health and safety, anti-bribery, anti-corruption, human resource or other policies or practices, which may require unexpected or additional integration, mitigation and remediation costs;â€¢reductions in cash or increases in debt to finance transactions, which reduce the cash flow available for general corporate or other purposes, including repayment of existing debt, share repurchases and dividends; andâ€¢difficulties in retaining key employees or customers of an acquired business. Climate change may have a long-term impact on our business, including by causing disruptions to our operations which may result in decreased revenue and cash flows.There are inherent climate-related risks wherever our business is

conducted. Changes in market dynamics, stakeholder expectations, local, national and international climate change policies, and the frequency and intensity of extreme weather events on critical infrastructure in the U.S. and abroad, all have the potential to disrupt our business and operations. Such events could result in a significant increase in our costs and expenses and harm our future revenue, cash flows and financial performance. Global climate change is resulting in, and may continue to result, in certain natural disasters and adverse weather events, such as drought, wildfires, severe storms, sea-level rise and flooding, occurring more frequently or with greater intensity, which could cause business disruptions and adverse impacts where we operate. ItemÂ 1B. Unresolved Staff Comments.Not Applicable.Item 1C. CybersecurityRisk management and strategy â€¯ As a key supplier in the semiconductor ecosystem, security and risk management of our technology systems and processes is critical to ensuring our ability to serve our customers without interruption. â€¯ Management of Cybersecurity Risks â€¯ Our management of cybersecurity risks is integrated into our Company-wide enterprise risk management program. As part of this process, our risk management team works closely with our IT department to identify and evaluate potential cybersecurity risks to the Company and to develop controls to mitigate and protect against those risks. 29Table of ContentsEach quarter, our Chief Information Security Officer (â€œCISOâ€) presents an overview of the Companyâ€™s cybersecurity risk landscape to our Enterprise Risk Management Committee, which includes our Executive Leadership Team and Vice President, Internal Audit. In addition, our CISO Council, which includes our CISO and our Chief Information and Digital Officer (â€œCIDOâ€), holds meetings with our Executive Leadership Team on a quarterly basis to review these cybersecurity risks and mitigation measures in further detail. Our cybersecurity risk management program is aligned with the National Institute of Standards and Technology Cybersecurity Framework. We identify key assets that are critical to our business and assess potential cyber threats and vulnerabilities associated with those assets and the operations they enable. Following that assessment, we implement strategies and design controls to manage those risks. For example, we use single sign-on to limit access to our networks and multi-factor authentication to verify usersâ€™ identities. We also continuously monitor our systems and networks to protect against internal and external threat actors. We have policies and procedures in place, such as our Privileged Access Management process, to limit and control access to our confidential information by our vendors and other third parties. We also conduct due diligence and reviews of cybersecurity policies of third parties that access our systems or data. Additionally, we are focused on segregating our manufacturing processes from the Companyâ€™s other networks to minimize the risk of interruptions to our manufacturing operations resulting from cyber breaches. To increase our employeesâ€™ vigilance of cybersecurity risks and educate them on best practices relating to those risks, we conduct cybersecurity trainings and awareness campaigns, such as quarterly phishing campaigns. Engagement of Third Parties â€¯Given the complex and evolving nature of cybersecurity threats, the Company periodically engages third parties to assist us in evaluating our security vulnerabilities and developing and maintaining effective cybersecurity risk management. Partnering with third parties enables us to leverage specialized knowledge and insights, ensuring our cybersecurity strategies and processes are well-designed and effective. For example, in 2023, we engaged a global law firm to conduct an external assessment of our cybersecurity governance framework and processes and provide recommendations to improve our cybersecurity readiness and posture. We also work with third party specialists who perform threat and vulnerability assessments, such as penetration testing, and develop strategies to mitigate cybersecurity-related risks. â€¯ Oversight of Third-Party Riskâ€¯We are aware of the cybersecurity risks associated with engaging third-party service providers. To mitigate such risks, we conduct security assessments of high-risk third-party providers before engagement and maintain ongoing monitoring to ensure compliance with our cybersecurity standards. The monitoring includes ongoing assessments by our security engineers. This approach is designed to mitigate risks related to data breaches or other security incidents originating from third parties. â€¯ Risks from Cybersecurity ThreatsThe Companyâ€™s information and operational technology systems and its third-party providersâ€™ systems have been, and will likely continue to be, subject to cybersecurity threats, such as computer viruses or other malicious codes, ransomware, unauthorized access attempts, business email compromise, cyber extortion, denial of service attacks, phishing, social engineering, hacking and other cyberattacks attempting to exploit vulnerabilities. To date, the Company is not aware that its business or operations have been, or are reasonably likely to be, materially impacted by these cyberattacks. However, the Companyâ€™s security efforts and the efforts of its third-party providers may not prevent or timely detect attacks and resulting breaches or breakdowns of the Companyâ€™s, or its third-party service providersâ€™, databases or systems. Governance â€¯ Board of Directorsâ€™ Oversight â€¯ The Audit and Finance Committee (the â€œAudit and Finance Committeeâ€) of our Board of Directors is responsible for reviewing and monitoring general IT and cybersecurity matters, including related risks, and reporting to the Board its determinations, actions and recommendations related thereto. Our Audit and Finance Committee is composed of independent directors with extensive executive leadership and risk management experience. Our CISO, together with our CIDO, provide quarterly updates to our Audit and Finance Committee regarding the cybersecurity risk landscape, specific risks affecting the Company and 30Table of Contentssolutions to mitigate those risks, and legal and regulatory requirements relating to cybersecurity. These updates assist the Board in performing its oversight and risk management function. In addition, the full Board receives an annual report on cybersecurity directly from the CISO. â€¯ Managementâ€™s Role Managing Risk â€¯ Our CISO is responsible for the implementation, operation and monitoring of our cybersecurity risk management program. Our current CISO, who reports to our CIDO, has over 20 years of experience managing the IT and cybersecurity operations within large, global organizations. His extensive experience assessing and mitigating cybersecurity risk, implementing governance structures and developing employee training programs is critical in developing and executing our cybersecurity strategies. Monitoring of Cybersecurity Incidents â€¯ Our Cybersecurity Incident Response Plan establishes how we monitor and respond to cybersecurity incidents impacting our environment. The CISO works closely with members of our Executive Leadership Team and his cybersecurity team to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. We engage a third-party managed security services provider (MSSP) to provide 24/7 continuous monitoring of the Companyâ€™s IT and operational technology environments for potential cybersecurity incidents. In the event such an incident is identified by our MSSP or any of our employees, our cybersecurity team assigns it a severity classification and escalates the incident accordingly. Depending on the severity of the incident, certain key personnel are notified and work together to further investigate the incident and take actions to respond, which may include engaging with external specialists, regulatory authorities and our cybersecurity insurance carrier. The CISO receives regular updates on all incidents and incident responses, which the CISO shares with our Executive Leadership Team on a weekly basis. Our cybersecurity team conducts a post-incident review of all major cybersecurity incidents, which review includes identification of vulnerabilities, assessment of the incidentâ€™s impact on the Company and recommendations to help prevent similar incidents in the future. See â€œItem 1A. Risk Factorsâ€ for a more detailed description of the cybersecurity risks we face.31Table of ContentsItemÂ 2. Properties.Our principal executive offices are located in Billerica, Massachusetts. Information about our principal and certain other facilities is set forth below:LocationPrincipal FunctionApproximateSquare FeetLeased/OwnedReporting SegmentBedford, MassachusettsResearch & Manufacturing80,000OwnedAPS & MSBillerica, Massachusetts(1)Executive Offices, Research & Manufacturing175,000LeasedAPS & MSBurnet, TexasResearch & Manufacturing86,000OwnedMSDecatur, TexasManufacturing359,000OwnedMSChaska, MinnesotaExecutive Offices, Research & Manufacturing186,000OwnedAPSColorado Springs, ColoradoManufacturing82,000OwnedAPSDanbury, ConnecticutResearch & Manufacturing73,000LeasedMSSan Luis Obispo, CaliforniaManufacturing57,867OwnedAPSSan Luis Obispo, CaliforniaManufacturing59,124LeasedAPSAurora, IllinoisManufacturing414,000OwnedMSHillsboro, OregonManufacturing112,344LeasedMSHsin-chu, TaiwanExecutive Offices, Sales Research & Manufacturing146,330LeasedAPS & MSKaohsiung City,Taiwan (North)Manufacturing105,874OwnedMSKaohsiung City,Taiwan (South)Manufacturing573,696OwnedAPS & MSJangAn, South KoreaManufacturing127,000OwnedAPS & MSOseong, South KoreaManufacturing108,355OwnedMSSuwon, South KoreaExecutive Offices & Research42,000LeasedAPS & MSKulim, MalaysiaManufacturing195,000OwnedAPS & MSYonezawa, JapanManufacturing185,000OwnedAPSTsu, Mie, JapanManufacturing160,259OwnedMSSingaporeManufacturing47,770OwnedMS(1) This lease has been extended through September 30, 2026 and is subject to one five-year renewal option.In addition, we own and lease space for manufacturing, distribution, technical support, sales, service, repair, and general administrative purposes in the U.S., Canada, China, Germany, France, Israel, Japan, Malaysia, Singapore, South Korea and Taiwan. Leases for our facilities expire through October 2031. We currently expect to be able to extend the terms of expiring leases or to find suitable replacement facilities on reasonable terms. We believe that our facilities are well-maintained and suitable for their respective operations. We regularly assess the size, capability and location of our global infrastructure and periodically make adjustments based on these assessments.ItemÂ 3. Legal Proceedings.We are, from time-to-time, involved in various claims, proceedings and lawsuits relating to our business, employees, intellectual property and other matters. The outcomes of these matters are not within our complete control and may not be known for prolonged periods of time. In some actions, the claimants seek damages, as well as other relief, that could require significant expenditures or result in lost revenues. We record a liability for these matters when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate than any other, the minimum amount of the range is accrued. There is judgment required in the determination of the likelihood of outcome, and if necessary determination of the estimate or range of potential outcomes. Based on the current information, the Company does not believe any known matters have a reasonable possibility of a material amount for litigation or other contingencies related to legal proceedings. ItemÂ 4. Mine Safety Disclosures.Not applicable.32Table of ContentsPART IIItemÂ 5. Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.Market Information and HoldersEntegrisâ€™ common stock, $0.01 par value per share, trades on the Nasdaq Global Select Market under the symbol â€œENTGâ€. As of February 5, 2025, there were 965 shareholders of record. Dividend PolicyHolders of the Companyâ€™s common stock are entitled to receive dividends when and if they are declared by the Companyâ€™s Board of Directors. The Companyâ€™s Board of Directors declared cash dividends of $0.10 per share during each of the first, second, third and fourth quarters of 2024, which totaled $60.7 million.On JanuaryÂ 15, 2025, the Companyâ€™s Board of Directors declared a quarterly cash dividend of $0.10 per share to be paid on FebruaryÂ 19, 2025 to shareholders of record as of JanuaryÂ 29, 2025.The Company currently expects to continue paying dividends comparable with our historic dividend practices. Future dividend declarations, if any, as well as the record and payment dates for such dividends, are subject to the final determination of our Board of Directors. Furthermore, the credit agreement governing the Credit Facilities contains restrictions that may limit our ability to pay dividends. Issuer Sales of Unregistered Securities During the Past Three YearsNone.Comparative Stock PerformanceThe following graph compares the cumulative total shareholder return on the common stock of Entegris, Inc. from DecemberÂ 31, 2019 through DecemberÂ 31, 2024 with the cumulative total return on (1)Â The Nasdaq Composite Index, and (2)Â The Philadelphia Semiconductor Index, assuming $100 was invested at the close of trading on DecemberÂ 31, 2019 in Entegris, Inc. common stock, the Nasdaq Composite Index and the Philadelphia Semiconductor Index and that all dividends are reinvested.Prepared by Zacks Investment Research, Inc. Used with permission. All rights reserved. Copyright 1980-2024.Index Data: Copyright NASDAQ OMX, Inc. Used with permission. All rights reserved.33Table of ContentsDecember 31, 2019December 31, 2020December 31, 2021December 31, 2022December 31, 2023December 31, 2024Entegris, Inc.$100.00$192.83$278.79$132.44$243.04$201.58Nasdaq Composite100.00144.92177.06119.45172.77223.86Philadelphia Semiconductor Index100.00153.66219.50142.94238.72287.31Issuer Purchases of Equity SecuritiesThe Company does not have a publicly announced stock repurchase program and we did not repurchase any equity securities during the year ended December 31, 2024. The Company issues common stock awards under its equity incentive plans. In the consolidated financial statements, the Company treats shares of common stock withheld for tax purposes on behalf of its employees in connection with the vesting or exercise of the awards as common stock repurchases because they reduce the number of shares that would have been issued upon vesting or exercise. These withheld shares of common stock are not considered common stock repurchases pursuant to a Board-authorized common stock repurchase plan. ItemÂ 6. [Reserved]34Table of ContentsItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.The following discussion and analysis of the Companyâ€™s consolidated financial condition and results of operations should be read along with the consolidated financial statements and the accompanying notes thereto included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve numerous risks and uncertainties, including, but not limited to, those described in Item 1A, â€œRisk Factorsâ€ and the â€œCautionary Statementsâ€ section of this ItemÂ 7 below. You should review Item 1A â€œRisk Factorsâ€ of this Annual Report on Form 10-K for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. The Company has elected to omit discussion of the earliest of the three years covered by the consolidated financial statements presented except for the segment analysis. Information pertaining to fiscal year 2022 results of operations and the year-over-year comparison of changes in our Financial Condition and Results of Operations as of and for the year ended December 31, 2023 and 2022 can be found in Part II, Item 7, â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ of our Annual Report on Form 10-K for the year ended December 31, 2023, filed on February 15, 2024. Cautionary StatementsThis Annual Report on Form 10-K and the portions of the Companyâ€™s Definitive Proxy Statement incorporated by reference in this Annual Report on Form 10-K contain â€œforward-looking statements.â€ The words â€œbelieve,â€ â€œexpect,â€ â€œanticipate,â€ â€œintend,â€ â€œestimate,â€ â€œforecast,â€ â€œproject,â€ â€œshould,â€ â€œmay,â€ â€œwill,â€ â€œwouldâ€ or the negative thereof and similar expressions are intended to identify such forward-looking statements. These forward-looking statements are based on current management expectations and assumptions only as of the date of this Annual Report on Form 10-K. They are not guarantees of future performance and they involve substantial risks and uncertainties that are difficult to predict and that could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. These risks and uncertainties include, but are not limited to, fluctuations in the demand for semiconductors and the overall volume of semiconductor manufacturing; the impact of global economic uncertainty, including volatile financial markets, inflationary pressures and interest rate fluctuations, economic recessions, national debt and bank failures, raw material shortages, supply and labor constraints, and price increases; fluctuations in the Companyâ€™s revenues and operating results and their impact on the Companyâ€™s stock price; supply chain interruptions and the Companyâ€™s dependence on sole, single and limited source suppliers; operational, political and legal risks of the Companyâ€™s international operations; the impact of regional and global instabilities, hostilities and geopolitical uncertainty, including, but not limited to, the ongoing conflicts between Ukraine and Russia, and between Israel and Hamas, as well as the global responses thereto; tariffs, additional taxes, and other protectionist measures resulting from international trade disputes, strained international relations, and changes in foreign and national security policy; export controls, economic sanctions, and similar restrictions; the concentration and consolidation of the Companyâ€™s customer base; the Companyâ€™s ability to meet rapid demand shifts; the Companyâ€™s ability to continue technological innovation and to introduce new products to meet customersâ€™ rapidly changing requirements; manufacturing and other operational disruptions or delays; the risks associated with the use and manufacture of hazardous materials; goodwill impairment; challenges in attracting and retaining qualified personnel; the Companyâ€™s ability to protect and enforce intellectual property rights; IT system failures, network disruptions, and cybersecurity risks; the Companyâ€™s environmental, social, and governance commitments; legal and regulatory risks, including changes in laws and regulations related to the environment, health and safety, accounting standards, and corporate governance, across the jurisdictions in which the Company operates; changes in taxation or adverse tax rulings; the Companyâ€™s ability to effectively implement any organizational changes; the ability to obtain government incentives and the possibility that competitors will benefit from government incentives; the amount and consequences of the Companyâ€™s indebtedness, its ability to repay its debt and to obtain future financing, and the Companyâ€™s obligations under its current outstanding credit facilities; volatility in the Companyâ€™s stock price; the payment of cash dividends and the adoption of future share repurchase programs; challenges associated with a potential change of control; substantial competition; the Companyâ€™s ability to identify, complete and integrate acquisitions, joint ventures, divestitures or other similar transactions; the impacts of climate change; and other matters. These risks and uncertainties also include, but are not limited to, the risk factors and additional information described in this Annual Report on Form 10-K under the caption â€œRisk Factors,â€ elsewhere in this Annual Report on Form 10-K and in the Companyâ€™s other periodic filings. Except as required under the federal securities laws and the rules and regulations of the SEC, the Company undertakes no obligation to update publicly any forward-looking statements or information contained herein, which speak as of their respective dates.OverviewThis overview is not a complete discussion of the Companyâ€™s financial condition, changes in financial condition and results of operations; it is intended merely to facilitate an understanding of the most salient aspects of its financial condition and operating performance and to provide a context for the detailed discussion and analysis that follows, and must be read in its entirety in order to fully understand the Companyâ€™s financial condition and results of operations.The Company is a leading supplier of critical advanced materials and process solutions for the semiconductor and other high-technology industries. We leverage our unique breadth of capabilities to help our customers improve their productivity, product performance and technology in the most advanced manufacturing environments. 35Table of ContentsIn the fourth quarter of 2024, the Company announced an internal reorganization,

combining two complementary divisions into one and realigning its customer facing organization. Our business is now organized and operated in two operating segments as discussed below. The current annual and succeeding annual periods will disclose the reportable segments with prior periods recast to reflect the change. These segments share common business systems and processes, technology centers and technology roadmaps. â–ªThe Materials Solutions segment, or MS, provides materials-based solutions, such as chemical vapor and atomic layer deposition materials, chemical mechanical planarization (â€œCMPâ€) slurries and pads, ion implantation specialty gases, formulated etch and clean materials, and other specialty materials that enable our customers to achieve better device performance and faster time to yield, while providing for lower total cost of ownership. â–ªThe Advanced Purity Solutions segment, or APS, offers filtration, purification and contamination-control solutions that improve customersâ€™ yield, device reliability and cost by ensuring the purity of critical liquid chemistries and gases and the cleanliness of wafers and other substrates used throughout semiconductor manufacturing processes, the semiconductor ecosystem and other high-technology industries. With our complementary capabilities, we believe we are uniquely positioned to create new, co-optimized and increasingly integrated solutions for our customers, which should translate into improved device performance, lower cost of ownership and faster time to market. For example, we have the capabilities and core competencies to develop and co-optimize offerings solving customersâ€™ complex manufacturing challenges across the deposition, CMP process and post-CMP modules, with solutions including advanced deposition materials, CMP slurries, pads and post-CMP cleaning chemistries (each from our MS segment), and CMP slurry filters, high-purity packaging and fluid monitoring systems (each from our APS segment). Regulatory VolatilityIn light of the current geopolitical environment, in the near term, we anticipate greater uncertainty and inconsistency among the jurisdictions in which we operate with respect to policies and regulations that affect our business, including, without limitation, trade regulations, environmental regulations, labor and immigration regulations, tax policies, tariffs, sanctions and export controls. This may add additional uncertainty and volatility to business planning and forecasting for us and for our customers. While we continually monitor and explore options to mitigate this volatility through appropriate adjustments to our business planning and processes, the ultimate impact this rapidly evolving regulatory environment may have on the global economy, supply chains, logistics, raw material pricing and our business is likely to remain uncertain for some time.Recent Events On March 1, 2024, the Company completed the sale of its PIM business. The Company received net cash proceeds of $256.2Â million. See Note 5 to our consolidated financial statements for additional information.On March 28, 2024, the Company and certain of its subsidiaries entered into Amendment No. 3 (the â€œThird Amendmentâ€), with the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent, which amended the Credit and Guaranty Agreement, dated as of November 6, 2018 (as amended and restated as of July 6, 2022 and as subsequently amended on each of March 10, 2023 and September 11, 2023, the â€œExisting Credit Agreementâ€), by and among the Company, as borrower, certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto, and Morgan Stanley Senior Funding, Inc., as administrative agent and collateral agent. See Note 10 to our consolidated financial statements for additional information.On December 3, 2024, the Company and the U.S. Department of Commerce entered into a definitive agreement providing for up to $77.0 million in direct funding to the Company under the CHIPS and Science Act of 2022. This funding will support the development of a facility in Colorado Springs, Colorado, which will produce products for the Companyâ€™s APS segment. See Note 21 to our consolidated financial statements for additional information. Critical Accounting Policies and EstimatesManagementâ€™s discussion and analysis of financial condition and results of operations are based upon the Companyâ€™s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (â€œGAAPâ€). The preparation of these consolidated financial statements requires the Company to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. At each balance sheet date, management evaluates its estimates, including, but not limited to, those related to long-lived assets (property, plant and equipment, and identified intangible assets), goodwill and income taxes. The Company bases its estimates on historical experience and various other assumptions that management believes to be reasonable under the circumstances. Managementâ€™s utilization of different judgments or estimates could result in material differences in the amount and timing of the Companyâ€™s results of operations for any period. In addition, actual results could be different from the Companyâ€™s current estimates, possibly resulting in increased future charges to earnings.36Table of ContentsOur critical accounting policies that are most significantly affected by estimates, assumptions and judgments used in the preparation of the Company's consolidated financial statements relate to business acquisitions and are discussed below. See Note 1 to the Companyâ€™s consolidated financial statements for additional information about the Companyâ€™s other significant accounting policies. GoodwillGoodwill is tested for impairment annually as of August 31. If circumstances change during interim periods between annual tests that would more likely than not reduce the fair value of a reporting unit below its carrying value, the Company will test goodwill for impairment. Factors that would necessitate an interim goodwill impairment assessment include a sustained decline in the Company's stock price, effects on a reporting unit such as a change in the composition or carrying amounts of its net assets, prolonged negative industry or economic trends, or significant under-performance relative to expected, historical or projected future operating results. Management uses judgment to determine whether to use a qualitative analysis or a quantitative fair value measurement for its goodwill impairment testing. The Company's fair value measurement approach combines the income and market valuation techniques for each of the Companyâ€™s reporting units that carry goodwill. These valuation techniques use estimates and assumptions including, but not limited to, the determination of appropriate market comparable, projected future cash flows (including timing and profitability), the discount rate reflecting the risk inherent in future cash flows, the perpetual growth rate, and projected future economic and market conditions.If a reporting unit fails the quantitative impairment test, impairment expense is immediately recorded as the difference between the reporting unitâ€™s fair value and carrying value not to exceed the amount of goodwill recorded.Results of OperationsYear ended DecemberÂ 31, 2024 compared to year ended DecemberÂ 31, 2023 The following table sets forth the results of operations and the relationship between various components of operations, stated as a percent of net sales, for 2024 and 2023. (Dollars in thousands)20242023Â %Â ofÂ netÂ salesÂ %Â ofÂ netÂ salesNet sales$3,241,208Â 100.0Â %$3,523,926Â 100.0Â %Cost of sales1,754,489Â 54.1Â 2,026,321Â 57.5Â Gross profit1,486,719Â 45.9Â 1,497,605Â 42.5Â Selling, general and administrative expenses446,567Â 13.8Â 576,194Â 16.4Â Engineering, research and development expenses316,111Â 9.8Â 277,313Â 7.9Â Amortization of intangible assets190,119Â 5.9Â 214,477Â 6.1Â Goodwill impairmentâ€”Â â€”Â 115,217Â 3.3Â Gain on termination of Alliance Agreementâ€”Â â€”Â (184,754)(5.2)Operating income533,922Â 16.5Â 499,158Â 14.2Â Interest expense215,217Â 6.6Â 312,378Â 8.9Â Interest income(7,368)(0.2)(11,257)(0.3)Other expense, net4,021Â 0.1Â 25,367Â 0.7Â Income before income taxes 322,052Â 9.9Â 172,670Â 4.9Â Income tax expense (benefit)28,332Â 0.9Â (8,413)(0.2)Equity in net loss of affiliates933Â â€”Â 414Â â€”Â Net income$292,787Â 9.0Â $180,669Â 5.1Â Net sales For 2024, net sales were $3,241.2 million, decreased by $282.7 million, or 8%, from 2023. An analysis of the factors underlying the decrease in net sales is presented in the following table:37Table of Contents(In thousands)Net sales in 2023$3,523,926Â Decrease associated with divestitures(434,241)Decrease associated with effect of foreign currency translation(23,400)Increase mainly associated with volume174,923Â Net sales in 2024$3,241,208Â As described in the table above, the decrease in net sales was primarily attributable to (i) the absence of sales totaling $434.2 million associated with divested businesses and (ii) a reduction of $23.4 million attributable to unfavorable foreign currency translation effects, primarily related to the weakening of the Japanese yen relative to the U.S. dollar compared to the year ago period ended December 31, 2023. These declines were partially offset by an increase of $174.9 million of sales due to increased semiconductor market demand compared to the year ago period ended December 31, 2023. Sales percentage on a geographic basis for 2024 and 2023 and the percentage increase (decrease) in sales for 2024 compared to sales for 2023 were as follows:Year endedDecember 31, 2024December 31, 2023Percentage increase (decrease) in salesNorth America21Â %25Â %(25)%Taiwan20Â %17Â %12Â %China21Â %16Â %18Â %South Korea13Â %13Â %(6)%Japan10Â %10Â %(16)%Europe8Â %11Â %(32)%Southeast Asia7Â %7Â %(12)%The decrease in sales to customers in North America primarily relate to the absence of sales from divested businesses. The increase in sales to customers in Taiwan primarily relates to increased demand for our APS products. The increase in sales to customers in China primarily relates to increased demand for our MS and APS products. The decrease in sales to customers in South Korea primarily relates to decreased demand for our MS and APS products. The decrease in sales to customers in Japan primarily relates to decreased demand for our APS products, partially offset by increased demand for our MS products. The decrease in sales to customers in Europe primarily relate to the absence of sales from divested businesses. The decrease in sales to customers in Southeast Asia primarily relates to the absence of sales from divested businesses, partially offset by increased demand for our MS products.Gross margin The following table sets forth gross margin as a percentage of net sales:20242023Percentage point changeGross margin as a percentage of net sales:45.9Â %42.5Â %3.4Â Gross margin increased by 3.4% for 2024 compared to 2023. Gross margin increased primarily due to the positive impact of the divested businesses and improved plant performance. Selling, general and administrative expenses Selling, general and administrative (â€œSG&Aâ€) expenses consist primarily of payroll and related expenses for the sales and administrative staff, professional fees (including accounting, legal and technology costs and expenses), and sales and marketing costs. SG&A expenses for 2024 decreased $129.6 million, or 22%, to $446.6 million from $576.2 million in 2023. An analysis of the factors underlying the decrease in SG&A expenses is presented in the following table:38Table of Contents(In thousands)Selling, general and administrative expenses in 2023$576,194Â Integration, deal and transaction costs, mainly due to CMC Materials acquisition(53,158)Loss on sales of EC and QED businesses in 2023(23,839)Employee costs, mainly driven by divested businesses(17,991)Impairment on long-lived assets, see Note 3 to the Companyâ€™s Consolidated Financial Statements(17,497)Depreciation expense(7,919)Gain on sale of PIM business in 2024(4,311)Other decreases, net(4,912)Selling, general and administrative expenses in 2024$446,567Â Engineering, research and development expensesEngineering, research and development (â€œER&Dâ€) expenses consist of expenses for the support of current product lines and the development of new products and manufacturing technologies. These expenses were $316.1 million in 2024 and $277.3 million in 2023.An analysis of the factors underlying the increase in ER&D expenses is presented in the following table:(In thousands)Engineering, research and development expense in 2023$277,313Â Employee costs14,874Â Project related costs11,411Â Depreciation expense8,013Â Other increases, net4,500Â Engineering, research and development expense in 2024$316,111Â The Companyâ€™s overall ER&D efforts will continue to focus on developing and improving its technology platforms to support the semiconductor ecosystem and identifying and developing products for new applications. The Company often works directly with its customers to address their needs. Amortization of intangible assets Amortization of intangible assets was $190.1 million in 2024 compared to $214.5 million for 2023. The decrease primarily reflects the absence of amortization for certain identifiable intangible assets acquired in previous acquisitions that became fully amortized and the intangible assets disposed of as part of the EC disposition.Goodwill impairment The Company recorded no goodwill impairment charges in 2024 and $115.2 million in 2023. See Note 3 to the Companyâ€™s consolidated financial statements for further discussion.Gain on termination of alliance agreement In connection with the termination of the alliance agreement, the Company recognized a pre-tax gain, net of $184.8 million in 2023. See Note 5 to the Companyâ€™s consolidated financial statements for further discussion.Interest expense Interest expense was $215.2 million in 2024 and $312.4 million in 2023. Interest expense includes interest associated with debt outstanding and the amortization of debt issuance costs associated with such borrowings. The decrease reflects lower interest expense related to lower average debt balances for the period due to repayments on the Companyâ€™s outstanding debt. Interest income Interest income was $7.4 million in 2024 and $11.3 million in 2023. The decrease primarily reflects lower average cash balances.Other expense, net Other expense, net, was $4.0 million in 2024 compared to $25.4 million in 2023. In 2024, other expense, net consisted mainly of loss of extinguishment and modification of debt of $14.3 million associated with the repayments and the Third Amendment on the Companyâ€™s senior secured term loan facility (see Note 10 to the Companyâ€™s consolidated financial statements) and foreign currency transaction losses of $7.7 million, partially offset by a gain of $20.0 million related to the settlement of patent infringement litigation. In 2023, other expense, net consisted mainly of loss of extinguishment and modification of debt of $29.9 million associated with the repayments on the Companyâ€™s bridge credit facility and senior secured term loan facility and the amendments of the 39Table of ContentsCompanyâ€™s Existing Credit Agreement and foreign currency transaction losses of $5.7 million, partially offset by net proceeds received of $10.9 million resulting from the termination of the definitive agreement with Infineum related to the PIM business.Income tax expense The Company recorded income tax expense of $28.3 million in 2024 compared to an income tax benefit of $8.4 million in 2023. The Companyâ€™s effective tax rate was 8.8% in 2024 compared to an effective tax rate of (4.9)% in 2023. The change in the effective tax rate from 2023 to 2024 primarily relates to the integration of the CMC acquisition and, discrete divestiture activity that occurred in 2023. Additionally, the tax rate was lower in 2023 due to changes in U.S. tax regulations pertaining to foreign tax credits.Net income Net income was $292.8Â million, or $1.93 per diluted share, in 2024 compared to net income of $180.7Â million, or $1.20 per diluted share, in 2023. The increase reflects the Companyâ€™s aforementioned operating results described in greater detail above.Non-GAAP Financial Measures Information The Companyâ€™s consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States. The Company also utilizes certain non-GAAP financial measures as a complement to financial measures provided in accordance with GAAP in order to better assess and reflect trends affecting the Companyâ€™s business and results of operations. See â€œNon-GAAP Informationâ€ included below in this section for additional detail, including the reconciliation of the Companyâ€™s non-GAAP measures to the most directly comparable GAAP measures.The Companyâ€™s non-GAAP financial measures include Adjusted EBITDA and Adjusted Operating Income, together with related percentage changes, and Non-GAAP Earnings Per Share, or EPS.Year ended(In thousands)December 31, 2024December 31, 2023Percent changeAdjusted Operating Income$742,954Â $769,672Â (3.5)%Adjusted Operating Margin - as a % of net sales22.9Â %21.8Â %Adjusted EBITDA$931,074Â $942,355Â (1.2)%Adjusted EBITDA - as a % of net sales28.7Â %26.7Â %Non-GAAP EPS$3.00Â $2.64Â 13.6Â %The decreases in Adjusted Operating Income and Adjusted EBITDA in 2024 compared to 2023 are generally attributable to decreased net sales and gross profit due to divested businesses and higher operating expenses. The increase in Non-GAAP EPS in 2024 compared to 2023 is primarily attributable to lower interest expense, partially offset by the decreases noted above for Adjusted Operating Income and Adjusted EBITDA. Segment AnalysisIn the fourth quarter of 2024, in order to align its segment financial reporting with a change in its business structure, the Company realigned its segments. Following the segment realignment, the Companyâ€™s two reportable segments are Materials Solutions and Advanced Purity Solutions. Accordingly, our segment information was restated retroactively in the fourth quarter of fiscal year 2024. The segment realignment had no impact on the Materials Solutions segment financial reporting. See Note 20 to the consolidated financial statements for additional information on the Companyâ€™s two segments. 40Table of ContentsThe following table and discussion reflects the results of operations of the Companyâ€™s two reportable segments for the years ended DecemberÂ 31, 2024, 2023 and 2022. (In thousands)202420232022Materials SolutionsNet sales$1,400,082Â $1,689,467Â $1,380,208Â Segment profit286,220Â 296,375Â 219,189Â Advanced Purity SolutionsNet sales$1,850,199Â $1,846,596Â $1,913,985Â Segment profit496,131Â 531,448Â 595,213Â Unallocated general and administrative expenses$58,310Â $114,188Â $190,468Â Materials Solutions (MS)For 2024, MS net sales decreased to $1,400.1 million, down 17% from $1,689.5 million in 2023. The sales decrease was driven primarily by the absence of $434.2 million in sales associated with divested businesses included in the prior year sales, partially offset by increased sales from CMP consumables, advanced deposition materials and selective etching products. MS reported a segment profit of $286.2 million for 2024, down 3% compared to $296.4 million in 2023. The decrease was primarily associated with (1) the absence of a $184.8 million gain resulting from the termination of the alliance agreement with MacDermid Enthone in 2023, (2) the absence of segment profit associated with divested businesses, partially offset with (3) the absence of a goodwill impairment charge of $115.2 million, (4) the absence of $23.8 million loss on sale of business and held-for-sale in 2023, (5) a decrease of a $17.5 million of impairment charges related to the long-lived assets of a small, industrial specialty chemicals business in 2023, (6) a $4.3 million gain associated with sale of the PIM business, and (7) improved plant performance.For 2023, MS net sales increased to $1,689.5 million, up 22% from $1,380.2 million in 2022. The sales increase primarily reflects the inclusion of sales of $537.8 million attributed to acquisitions, primarily of CMC Materials, and also reflects modestly improved sales of advanced deposition materials, formulated cleans, selective etch and specialty coating products. MS reported a segment profit of $296.4 million for 2023, up 35% compared to $219.2 million in 2022. The increase in MSâ€™s profit in 2023 was primarily due to the segment profit attributed to the CMC Materials acquisition, partially offset by unfavorable product mix and a $61.9 million charge for a fair value write-up resulting from the sale of acquired CMC Materials inventory.Advanced Purity Solutions (APS)For 2024, APS net sales are approximately flat at $1,850.2 million, compared to $1,846.6 million in 2023. APS reported a segment profit of $496.1 million for 2024, down 7% compared to $531.4 million in 2023. The decrease in APSâ€™s profit in 2024 was primarily due to increased costs associated with the ramp up of our new manufacturing facility in Taiwan and higher operating expenses.For 2023, APS net sales decreased to $1,846.6 million, down 4% from $1,914.0 million in 2022. The sales decrease was primarily due to lower sales from our microenvironment solutions products, partially offset by improved sales from our liquid filtration products.APS reported a segment profit of $531.4 million for 2023, down 11% compared to $595.2 million in 2022. The decrease in APSâ€™s profit in 2023 was primarily due to lower sales,

lower factory performance, increased costs associated with our new manufacturing facility in Taiwan and increased investment in research and development.Unallocated general and administrative expensesUnallocated general and administrative expenses for 2024 totaled $58.3 million compared to $114.2 million for 2023. The $55.9 million decrease is primarily due to a $53.2Â million decrease in deal, transaction and integration costs related to the acquisition of CMC Materials. Unallocated general and administrative expenses for 2023 totaled $114.2 million compared to $190.5 million for 2022. The $76.3 million decrease is primarily due to a $95.7 million decrease in deal, transaction and integration costs related to the acquisition of CMC Materials, partially offset by an increase in employee costs of $14.1 million.41Table of ContentsLiquidity and Capital ResourcesWe consider the following when assessing our liquidity and capital resources:(In thousands)December 31, 2024December 31, 2023Cash and cash equivalents$329,213Â $456,929Â Working capital1,091,126Â 1,463,332Â Total debt3,981,105Â 4,577,141Â The Company has historically financed its operations and capital requirements through cash flow from its operating activities, long-term loans, lease financing and borrowings under domestic and international short-term lines of credit. Based on our analysis, we believe our existing balances of domestic cash and cash equivalents and our currently anticipated operating cash flows will be sufficient to meet our cash needs arising in the ordinary course of business for the next twelve months and for the longer term. We may seek to take advantage of opportunities to raise additional capital through additional debt financing or through public or private sales of securities. If in the future our available liquidity is not sufficient to meet the Companyâ€™s operating and debt service obligations as they come due, management would need to pursue alternative arrangements through additional equity or debt financing in order to meet the Companyâ€™s cash requirements. There can be no assurance that any such financing would be available on commercially acceptable terms, or at all. During 2024, we did not experience difficulty accessing capital and credit markets, but future volatility in the capital and credit markets may increase costs associated with issuing debt instruments or affect our ability to access those markets. In addition, it is possible that our ability to access the capital and credit markets could be limited at a time when we would like, or need, to do so, which could have an adverse impact on our ability to refinance maturing debt and/or react to changing economic and business conditions.In summary, our cash flows for each period were as follows:(In thousands)Year ended December 31, 2024Year ended December 31, 2023Net cash provided by operating activities$631,721Â $644,476Â Net cash (used in) provided by investing activities(67,079)553,071Â Net cash used in financing activities(688,987)(1,297,543)Decrease in cash, cash equivalents and restricted cash(127,716)(106,510)Operating activitiesCashÂ provided byÂ operating activities is net income adjusted for certain non-cash items and changes in assets and liabilities. Compared toÂ 2023, theÂ $12.8 millionÂ decreaseÂ in cash provided by operating activities in 2024 was primarily driven by $174.5 million of changes in operating assets and liabilities, offset by a $161.7 million increase of net income adjusted for non-cash reconciling items. Changes in operating assets and liabilities were driven by changes in trade accounts and notes receivable, inventories and accounts payable and accrued liabilities. The change for trade receivables was mainly due to increased sales at the end of the period. The change for inventory was driven by increased business activity. The change for accounts payable and accrued liabilities was driven by timing of payments. Investing activities Investing cash flows consist primarily of capital expenditures, cash used for acquisitions, proceeds from sales of businesses and proceeds from sales of property and equipment. In 2024, there was $67.1 million of cash used in investing activities compared to $553.1 million cash provided by investing activities in 2023. The decrease in 2024 resulted primarily from less proceeds from divestitures of $564.2 million and the absence of net proceeds from the termination of the alliance agreement of $191.2 million, partially offset by a $141.2 million decrease in capital expenditures compared to the prior year. Acquisition of property and equipment totaled $315.6 million in 2024, which primarily reflected investments in facilities, equipment and tooling, compared to $456.8 million in 2023, which also primarily reflected investments in facilities, equipment and tooling. Capital expenditures in 2024 included spending related to our previously announced investment in our KSP site and new manufacturing facility in Colorado Springs, Colorado.42Table of ContentsFinancing activities Financing cash flows consist primarily of repurchases of common stock, payment of dividends to stockholders, issuance and repayment of short-term and long-term debt, and proceeds from the sale of shares of common stock through employee equity incentive plans.In 2024, there was $689.0 million of cash used in financing activities compared toÂ $1,297.5 million cash used in financing activities in 2023. The change in 2024 was primarily due to decreased net debt activity of $635.9 million compared to the prior year. See Note 10 to the Companyâ€™s consolidated financial statements for further discussion of the debt financing that occurred during the year. The Companyâ€™s total dividend payments wereÂ $60.6 millionÂ inÂ 2024Â compared toÂ $60.2 millionÂ inÂ 2023. The Company has paid a cash dividend in each quarter since the fourth quarter of 2017. On JanuaryÂ 15, 2025, the Companyâ€™s board of directors declared a quarterly cash dividend of $0.10 per share to be paid on FebruaryÂ 19, 2025 to shareholders of record as of JanuaryÂ 29, 2025.Other Liquidity and Capital Resources ConsiderationsDebt at par value outstanding(In thousands)December 31, 2024December 31, 2023Senior secured term loan due 2029 at 4.71% (1)$750,000Â $1,373,774Â Senior secured notes due 2029 at 4.75%1,600,000Â 1,600,000Â Senior unsecured notes due 2030 at 5.95%895,000Â 895,000Â Senior unsecured notes due 2029 at 3.625%400,000Â 400,000Â Senior unsecured notes due 2028 at 4.375%400,000Â 400,000Â Revolving facility due 2027 at 6.07% (2)â€”Â â€”Â Total debt (par value)$4,045,000Â $4,668,774Â (1) The Company entered into a floating-to-fixed swap contract on its variable rate debt under our senior secured term loan facility due 2029. The effective interest rate after consideration of this floating-to-fixed swap contract was 4.71%. Refer to Note 12 for a description of our interest rate swap contract. (2) Our senior secured revolving credit facility due 2027 (the â€œRevolving Facilityâ€) bears interest at a rate per annum equal to SOFR, plus an applicable margin of 1.75%. The Revolving Facility has commitments of $575.0Â million.On March 28, 2024, the Company amended its Existing Credit Agreement. The Third Amendment provides for, among other things, the refinancing of the Companyâ€™s outstanding term loans B under the Term Loan Facility in an aggregate principal amount of $955.0 million with a new tranche of term loans B in an aggregate principal amount of $955.0 million. The amended loans bear interest at a rate per annum equal to, at the Companyâ€™s option, either (i) the SOFR plus an applicable margin of 1.75%, which is a reduction from the applicable margin of 2.50% prior to the amendment, or (ii) a base rate plus an applicable margin of 0.75%, which is a reduction from the applicable margin of 1.50% prior to the amendment. In connection with the Third Amendment, the Company made a payment of $354.5 million on the term loans B. See Note 10 to our consolidated financial statements for further discussion. During the fiscal year 2024, the Company repaid $623.8 million net of borrowings under the term loans B under the Term Loan Facility.Through DecemberÂ 31, 2024, the Company was in compliance with all applicable financial covenants included in the terms of its debt arrangements. The Company has commitments under the Revolving Facility of $575.0 million. The Revolving Facility bears interest at a rate per annum equal to, at the Companyâ€™s option, either a base rate (such as prime rate) or SOFR, plus, in each case, an applicable margin. During the twelve months ended December 31, 2024, the Company borrowed and repaid $140.0Â million under this Revolving Facility and no balance was outstanding at December 31, 2024. The Company also has a line of credit with one bank that provides for borrowings of Japanese yen for the Companyâ€™s Japanese subsidiary equivalent to an aggregate of approximately $6.4 million. There were no outstanding borrowings under this line of credit and no balance was outstanding at DecemberÂ 31, 2024.43Table of ContentsCash and cash requirements(In thousands)December 31, 2024December 31, 2023Cash and cash equivalents$329,213Â $456,929Â Â Â U.S.49,027Â 154,015Â Â Â Non-U.S.280,186Â 302,914Â Our cash and cash equivalents include cash on hand and highly-liquid debt securities with original maturities of three months or less, which are valued at cost and approximate fair value. We utilize a variety of funding strategies in an effort to ensure that our worldwide cash is available in the locations in which it is needed. Cash requirementsWe have cash requirements to support working capital needs, capital expenditures, business acquisitions, contractual obligations, commitments, principal and interest payments on debt and other liquidity requirements associated with our operations. We generally intend to use available cash and funds generated from our operations to meet these cash requirements, but, in the event that additional liquidity is required, we may also borrow under our Revolving Facility. The following table summarizes our short and long-term cash requirements as of December 31, 2024:(In thousands)TotalDue within one year of December 31, 2024Due later than one year from December 31, 2024Long-term debt (principal)$4,045,000Â $â€”Â $4,045,000Â Interest payments on long-term debt924,114Â 198,168Â 725,946Â Capital purchase obligations125,645Â 67,761Â 57,884Â Supply purchase obligations60,030Â 29,134Â 30,896Â Operating and financing leases108,174Â 20,012Â 88,162Â Income tax liabilities 150,722Â 80,532Â 70,190Â Total$5,413,685Â $395,607Â $5,018,078Â Long-term debt and interest payments on long-term debt. We have contractual obligations for principal and interest payments on our long-term debt. See Note 10 of the consolidated financials for additional information. Debt obligations areÂ classified based on their stated maturity date, regardless of their classification on the Companyâ€™s consolidated balance sheets. Interest projections on both variable and fixed rate long-term debt are based on interest rates effective as ofÂ DecemberÂ 31, 2024 and do not include $63.9 million for net unamortized discounts and debt issuance costs. On July 28, 2022, the Company entered into a floating-to-fixed interest rate swap agreement to hedge the variability in SOFR-based interest payments associated with $1.95 billion of its $2.495 billion Initial Term Loan Facility. The notional amount of the swap is $750.0 million at December 31, 2024 and is scheduled to decrease quarterly and will expire on December 30, 2025. The impact of the interest rate swap is not considered in the interest payments above. Capital purchase obligations. We have capital purchase obligations that represent commitments for the construction or purchase of property, plant and equipment. They were not recorded as liabilities on the Companyâ€™s consolidated balance sheet as of DecemberÂ 31, 2024, as the Company had not yet received the related goods or taken title to the property.We expect capital expenditure spending to be approximately $325.0 million in 2025 and includes spending for construction of, and tools and equipment in our new manufacturing facility in Colorado Springs, Colorado. Supply purchase obligations. We have non-cancelable commitments, including take-or-pay contracts, that are not presented as capital purchase commitments above. They were not recorded as liabilities on the Companyâ€™s consolidated balance sheet as of DecemberÂ 31, 2024, as the Company had not yet received the related goods or taken title to the property.Operating and financing lease commitments. Commitments under operating and financing leases primarily relate to leasehold properties. See Note 14 of the consolidated financials for additional information.Income tax liabilities. Of the tax liabilities included in the table above, $44.3 million relates to uncertain tax positions. We are unable to accurately predict when these amounts will be realized or released. However, it is reasonably possible that there could be significant changes to our unrecognized tax benefits in the next twelve months due to an unforeseeable event (such as a tax audit settlement). See Note 16 of the consolidated financials for additional information.44Table of ContentsNew Accounting PronouncementsRecently adopted accounting pronouncements Refer to Note 1 to the Companyâ€™s consolidated financial statements for a discussion of accounting pronouncements implemented in 2024. Recently issued accounting pronouncements Refer to Note 1 of the Companyâ€™s consolidated financial statements for a discussion of accounting pronouncements recently issued but not yet adopted.Non-GAAP Information The Companyâ€™s consolidated financial statements are prepared in conformity with GAAP. The Company also utilizes certain non-GAAP financial measures as a complement to financial measures provided in accordance with GAAP in order to better assess and reflect trends affecting the Companyâ€™s business and results of operations. These non-GAAP financial measures include Adjusted EBITDA and Adjusted Operating Income, together with related measures thereof, and Non-GAAP EPS, as well as certain other supplemental non-GAAP financial measures included in the discussion of the Companyâ€™s financial results.Adjusted EBITDA is defined by the Company as net income before, as applicable, (1) equity in net loss of affiliates, (2) income tax expense (benefit), (3)Â interest expense, (4) interest income, (5) other expense, net, (6) goodwill impairment, (7) deal and transaction costs, (8) integration costs, (9) restructuring costs, (10) acquired tax equalization asset reduction, (11) (gain) loss on sale of businesses and held-for-sale assets, net, (12) gain on termination of the alliance agreement, (13) impairment of long-lived assets, (14)Â amortization of intangible assets, and (15)Â depreciation. Adjusted Operating Income is defined by the Company as Adjusted EBITDA exclusive of the depreciation addback noted above. The Company also utilizes ratios of non-GAAP financial measures such as Adjusted EBITDA to Company net sales and Adjusted Operating Income to Company net sales (referred to as Adjusted EBITDA Margin and Adjusted Operating Margin, respectively). Non-GAAP Net Income is defined by the Company as net income before, as applicable, (1) goodwill impairment, (2) deal and transaction costs, (3) integration costs, (4) restructuring costs, (5) patent infringement settlement gain, net (6) acquired tax equalization asset reduction, (7) loss on extinguishment of debt and modification, (8) (gain) loss on sale of businesses and held-for-sale assets, net, (9) gain on termination of the alliance agreement, (10) Infineum termination fee, net, (11) impairment of long-lived assets, (12) amortization of intangible assets, (13) the tax effect of the foregoing adjustments to net income, stated on a per share basis, divided by diluted weighted average shares outstanding. Non-GAAP EPS is defined as Non-GAAP Net Income divided by our diluted weighted-average shares outstanding.The Company provides supplemental non-GAAP financial measures to help management and investors to better understand its business and believes these measures provide investors and analysts additional and meaningful information for the assessment of the Companyâ€™s ongoing results. Management also uses these non-GAAP measures to assist in the evaluation of the performance of its business segments and to make operating decisions.Management believes the Companyâ€™s non-GAAP measures help indicate the Companyâ€™s baseline performance before certain gains, losses or other charges that may not be indicative of the Companyâ€™s business or future outlook and offer a useful view of business performance in that the measures provide a more consistent means of comparing performance. The Company believes the non-GAAP measures aid investorsâ€™ overall understanding of the Companyâ€™s results by providing a higher degree of transparency for such items and providing a level of disclosure that will help investors understand how management plans, measures and evaluates the Companyâ€™s business performance. Management believes that the inclusion of non-GAAP measures provides greater consistency in its financial reporting from period-to-period and facilitates investorsâ€™ understanding of the Companyâ€™s historical operating trends by providing an additional basis for comparisons to prior periods.Management uses Adjusted EBITDA and Adjusted Operating Income to assist it in evaluations of the Companyâ€™s operating performance by excluding items that management does not consider as relevant in the results of its ongoing operations. Internally, these non-GAAP measures are used by management for planning and forecasting purposes, including the preparation of internal budgets; for allocating resources to enhance financial performance; for evaluating the effectiveness of operational strategies; and for evaluating the Companyâ€™s capacity to fund capital expenditures, secure financing and expand its business.In addition, and as a consequence of the importance of these non-GAAP financial measures in managing its business, the Companyâ€™s Board of Directors uses non-GAAP financial measures in the evaluation process to determine management compensation.The Company believes that certain analysts and investors use Adjusted EBITDA, Adjusted Operating Income and Non-GAAP EPS as supplemental measures to evaluate the overall operating performance of firms in the Companyâ€™s industry. Additionally, lenders or potential lenders use Adjusted EBITDA measures to evaluate the Companyâ€™s creditworthiness.The presentation of non-GAAP financial measures is not meant to be considered in isolation, as a substitute for, or superior to, financial measures or information provided in accordance with GAAP. Management strongly encourages investors to review the Companyâ€™s consolidated financial statements in their entirety and to not rely on any single financial measure.45Table of ContentsManagement notes that the use of non-GAAP measures has limitations, including but not limited to:First, non-GAAP financial measures are not standardized. Accordingly, the methodology used to produce the Companyâ€™s non-GAAP financial measures is not computed under GAAP and may differ notably from the methodology used by other companies. For example, the Companyâ€™s non-GAAP measure of Adjusted EBITDA may not be directly comparable to EBITDA or an Adjusted EBITDA measure reported by other companies.Second, the Companyâ€™s non-GAAP financial measures exclude items such as amortization and depreciation that are recurring. Amortization of intangibles and depreciation have been, and will continue to be for the foreseeable future, significant recurring expenses with an impact upon the Companyâ€™s results of operations, notwithstanding the lack of immediate impact upon cash flows.Third, there is no assurance that the Company will not have future charges for fair value write-up of acquired inventory, restructuring activities, deal and transaction costs, integration costs, asset or goodwill impairments, loss on extinguishment of debt or similar items and, therefore, may need to record additional charges (or credits) associated with such items, including the tax effects thereon. The exclusion of these items in the Companyâ€™s non-GAAP measures should not be construed as an implication that these costs are unusual, infrequent or non-recurring.Management considers these limitations by providing specific information regarding the GAAP amounts excluded from these non-GAAP financial measures and evaluating these non-GAAP financial measures together with their most directly comparable financial measures calculated in accordance with GAAP. The calculations of Adjusted EBITDA, Adjusted Operating Income, and Non-GAAP EPS, and reconciliations between these financial measures and their most directly comparable GAAP equivalents, are presented below in the accompanying tables.The reconciliation of GAAP measures to Adjusted Operating Income and Adjusted EBITDA for the years ended DecemberÂ 31, 2024 and 2023 are presented below:46Table of Contents(In thousands)20242023Net sales$3,241,208Â $3,523,926Â Net income$292,787Â $180,669Â Net income - as a % of net sales9.0Â %5.1Â %Adjustments to net income Equity in net loss of affiliates933Â 414Â Income tax expense (benefit)28,332Â (8,413)Interest expense215,217Â 312,378Â Interest income(7,368)(11,257)Other expense, net4,021Â 25,367Â GAAP â€“ Operating income533,922Â 499,158Â Operating margin - as a % of net sales16.5Â %14.2Â %Â Â Â Â Â Â Â Goodwill impairment 1â€”Â 115,217Â Deal and transaction costs 2â€”Â 3,001Â Integration costs:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Professional fees 32,574Â 36,650Â Â Â Â Â Â Â Â Â Â Â Â Â Â Severance costs 4794Â 1,478Â Â Â Â Â Â Â Â Â Â Â Â Â Â Retention costs

5â€”Â 1,687Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other costs 6â€”Â 13,710Â Restructuring costs 73,930Â 14,745Â Acquired tax equalization asset reduction 82,959Â â€”Â (Gain) loss on sale of businesses and held-for-sale assets, net 9(4,311)23,839Â Gain on termination of alliance agreement 10â€”Â (184,754)Impairment of long-lived assets 1112,967Â 30,464Â Amortization of intangible assets 12190,119Â 214,477Â Adjusted Operating Income742,954Â 769,672Â Adjusted Operating Margin22.9Â %21.8Â %Depreciation188,120Â 172,683Â Adjusted EBITDA$931,074Â $942,355Â Adjusted EBITDA â€“ as a % of net sales28.7Â %26.7Â %1 Non-cash impairment charges associated with goodwill of our former Electronic Chemicals business and a small, industrial specialty chemicals business.2 Deal and transaction costs associated with the CMC Materials acquisition and completed divestitures.3 Represents professional and vendor fees recorded in connection with services provided by consultants, accountants, lawyers and other third-party service providers to assist us in integrating CMC Materials into our operations. 4 Represents severance charges related to the integration of the CMC Materials acquisition.5 Represents retention charges related directly to the CMC Materials acquisition and completed divestitures, and are not part of our normal, recurring cash operating expenses. 6 Represents other employee-related costs and other costs incurred relating to the CMC Materials acquisition and the completed divestitures. These costs arise outside of the ordinary course of our continuing operations.7 Restructuring charges resulting from cost saving initiatives.8 Represents an asset reduction of an acquired tax equalization asset from the CMC Materials acquisition.9 (Gain) loss from the sale of certain businesses and held-for-sale assets, net.10 Gain on termination of the alliance agreement with MacDermid Enthone.11 Impairment of long-lived assets.12 Non-cash amortization expense associated with intangibles acquired in acquisitions.47Table of ContentsThe reconciliation of GAAP measures to Non-GAAP EPS for the years ended DecemberÂ 31, 2024 and 2023 are presented below: (In thousands, except per share data)20242023Net income $292,787Â $180,669Â Adjustments to net income:Â Â Â Goodwill impairment 1â€”Â 115,217Â Â Â Â Deal and transaction costs 2â€”Â 3,001Â Â Â Â Integration costs:Â Â Â Â Â Â Â Â Â Â Â Â Professional fees 32,574Â 36,650Â Â Â Â Â Â Â Â Â Â Â Â Severance costs 4794Â 1,478Â Â Â Â Â Â Â Â Â Â Â Â Retention costs 5â€”Â 1,687Â Â Â Â Â Â Â Â Â Â Â Â Other costs 6â€”Â 13,710Â Â Â Â Restructuring costs 73,930Â 14,745Â Â Â Â Patent infringement settlement gain, net 8(20,033)â€”Â Â Â Â Acquired tax equalization asset reduction 92,959Â â€”Â Â Â Â Loss on extinguishment of debt and modification 1014,348Â 29,896Â Â Â Â (Gain) loss on sale of businesses and held-for-sale assets, net 11(4,311)23,839Â Â Â Â Gain on termination of alliance agreement 12â€”Â (184,754)Â Â Â Infineum termination fee, net 13â€”Â (10,877)Â Â Â Impairment on long-lived assets 1412,967Â 30,464Â Â Â Â Amortization of intangible assets 15190,119Â 214,477Â Â Â Â Tax effect of adjustments to net income and discrete tax items 16(40,146)(71,284)Non-GAAP net income $455,988Â $398,918Â Diluted earnings per common share $1.93Â $1.20Â Effect of adjustments to net income $1.07Â $1.45Â Diluted non-GAAP earnings per common share $3.00Â $2.64Â Diluted weighted average shares outstanding151,840Â 150,945Â 1 Non-cash impairment charges associated with goodwill of our Electronic Chemicals and a small, industrial specialty chemicals businesses.2 Deal and transaction costs associated with the CMC Materials acquisition and completed divestitures.3 Represents professional and vendor fees recorded in connection with services provided by consultants, accountants, lawyers and other third-party service providers to assist us in integrating CMC Materials into our operations. 4 Represents severance charges related to the integration of the CMC Materials acquisition.5 Represents retention charges related directly to the CMC Materials acquisition and completed divestitures, and are not part of our normal, recurring cash operating expenses. 6 Represents other employee-related costs and other costs incurred relating to the CMC Materials acquisition and the completed divestitures. These costs arise outside of the ordinary course of our continuing operations.7 Restructuring charges resulting from cost saving initiatives.8 During the fourth quarter of 2024, the Company settled patent infringement litigation and received net proceeds of $20.0 million.9 Represents an asset reduction of an acquired tax equalization asset from the CMC Materials acquisition.10 Loss on extinguishment of debt and modification of our Existing Credit Agreement.11 (Gain) loss from the sale of certain businesses and held-for-sale assets, net. 12 Gain on termination of the alliance agreement with MacDermid Enthone.13 Non-recurring gain from the termination fee with Infineum. 14 Impairment of long-lived assets. 15 Non-cash amortization expense associated with intangibles acquired in acquisitions.16 The tax effect of pre-tax adjustments to net income was calculated using the applicable marginal tax rate for each respective year.48Table of ContentsItem 7A. Quantitative and Qualitative Disclosure About Market Risks.Entegrisâ€™ principal financial market risks are sensitive to interest rates and foreign currency exchange rates. The Companyâ€™s interest-bearing cash and cash equivalents and variable rate debt are subject to interest rate fluctuations. The Companyâ€™s cash and cash equivalents include cash on hand and highly-liquid debt securities with original maturities of three months or less. A 100-basis point change in interest rates would potentially increase or decrease annual net income by approximately $2.5 million and $3.4Â million for the years ended December 31, 2024 and 2023, respectively. On July 28, 2022, the Company entered into a floating-to-fixed interest rate swap agreement to hedge the variability in SOFR-based interest payments associated with $1.95 billion of its $2.495 billion Initial Term Loan Facility. The notional amount of the swap is $750.0 million at December 31, 2024 and is scheduled to decrease quarterly and will expire on December 30, 2025.The cash flows and results of operations of the Companyâ€™s foreign-based operations are subject to fluctuations in foreign currency exchange rates. Approximately 16.7% and 22.0% of the Companyâ€™s sales during 2024 and 2023 were collectively denominated in the South Korean won, New Taiwan dollar, Chinese renminbi, Canadian dollar, Malaysian ringgit, Singapore dollar, euro, Israeli shekel and the Japanese yen. Financial results therefore will be affected by changes in currency exchange rates. If all foreign currencies were to see a 10% reduction versus the U.S. dollar during the years endedÂ DecemberÂ 31, 2024Â and 2023, revenue would be negatively impacted by approximately $53.2Â million and $76.8Â million, respectively.The Company occasionally uses derivative financial instruments to manage the foreign currency exchange rate risks associated with its foreign-based operations. However, we are unlikely to be able to hedge these exposures completely. We do not enter into forward contracts or other derivative instruments for speculative or trading purposes. See Note 12 of the consolidated financials for additional information. ItemÂ 8. Financial Statements and Supplementary Data.The information called for by this item is set forth in the Consolidated Financial Statements covered by the Report of Independent Registered Public Accounting Firm at the end of this report.ItemÂ 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.Not applicable.ItemÂ 9A. Controls and Procedures.Evaluation of Disclosure Controls and ProceduresÂ Based on managementâ€™s evaluation (with the participation of our principal executive officer and principal financial officer), as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.Â Changes in Internal Control Over Financial ReportingÂ There were no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter endedÂ DecemberÂ 31, 2024Â that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.Â Management Report on Internal Control Over Financial ReportingÂ Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of consolidated financial statements for external purposes in accordance with GAAP.Â Management assessed our internal control over financial reporting as ofÂ DecemberÂ 31, 2024. Management based its assessment on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Managementâ€™s assessment included evaluation of elements such as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment.49Table of ContentsBased on its assessment, management has concluded that our internal control over financial reporting was effective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external reporting purposes in accordance with GAAP. We reviewed the results of managementâ€™s assessment with the Audit and Finance Committee of our Board of Directors.Â The effectiveness of our internal control over financial reporting as of December 31, 2024 has been audited by KPMG LLP, our independent registered public accounting firm, as stated in their report which is included in F-2 of this Annual Report. Â Inherent Limitations on Effectiveness of ControlsÂ Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well-designed and operated, can provide only reasonable, not absolute, assurance that the control systemâ€™s objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected.ItemÂ 9B. Other Information.During the quarter ended December 31, 2024, no director or officer, as defined in Rule 16a-1 under the Exchange Act, adopted, modified or terminated a â€œRule 10b5-1 trading arrangementâ€ or a â€œnon-Rule 10b5-1 trading arrangementâ€, each as defined in Item 408 of Regulation S-K.Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.Not Applicable.PART IIIItemÂ 10. Directors, Executive Officers and Corporate Governance.Except as set forth below, the information required by this Item 10 has been omitted from this report, and is incorporated by reference to our Definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders, which is currently scheduled to be held on AprilÂ 23, 2025, and to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of our 2024 fiscal year.CODE OF BUSINESS ETHICSIn 2005, our board of directors adopted a code of business ethics, The Entegris, Inc. Code of Business Ethics, applicable to all of our executives, directors and employees, as well as a set of corporate governance guidelines, which have been updated from time to time. The Entegris, Inc. Code of Business Ethics, the Corporate Governance Guidelines and the charters for our AuditÂ & Finance Committee, Environmental, Health, Safety & Sustainability Committee, GovernanceÂ & Nominating Committee and our Management DevelopmentÂ & Compensation Committee all appear on our website at http://www.Entegris.com under â€œInvestor Relations - Corporate Governanceâ€. The Entegris, Inc. Code of Business Ethics, Corporate Governance Guidelines and committee charters are also available, free of charge, in print to any shareholder that requests a copy. Copies may be obtained by contacting our Secretary through our corporate headquarters. The Company intends to comply with the requirements of ItemÂ 5.05 of Form 8-K with respect to any amendment to, or waiver of, the provisions of the Entegris, Inc. Code of Business Ethics applicable to the registrantâ€™s Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer or Controller by posting notice of any such amendment or waiver at the same location on our website.INSIDER TRADING POLICYWe have adopted an insider trading policy governing the purchase, sale and other dispositions of our securities by our directors, officers and employees which we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and any applicable listing standards. A copy of the policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K.50Table of ContentsINFORMATION ABOUT OUR EXECUTIVE OFFICERSThe following is a list of our Executive Officers, their ages and their offices, as of the date of this Annual Report on Form 10-K. NameAgeOfficeBertrand Loy59President and Chief Executive OfficerLinda LaGorga56Senior Vice President and Chief Financial Officer Sue Rice66Senior Vice President, Global Human ResourcesJoe Colella43Senior Vice President, General Counsel, Chief Compliance Officer and SecretaryJim Oâ€™Neill60Senior Vice President and Chief Technology OfficerOlivier Blachier51Senior Vice President, Chief Strategy OfficerClint Haris52Senior Vice President and President, Advanced Purity SolutionsDaniel Woodland54Senior Vice President and President, Materials SolutionsMichael Besnard54Senior Vice President, Chief Commercial OfficerNeil Richards52Senior Vice President, Global Operations, Supply Chain, and QualityMichael D. Sauer59Vice President, Controller & Chief Accounting OfficerBertrand Loy has been our Chief Executive Officer, President and a director since November 2012 and Chair of our Board of Directors since 2023. From July 2008 to November 2012, he served as our Executive Vice President and Chief Operating Officer. From August 2005 until July 2008, he served as our Executive Vice President in charge of our IT, global supply chain and manufacturing operations. He served as the Vice President and Chief Financial Officer of Mykrolis, a company spun out of Millipore Corporation, a life science products company, from January 2001 until August 2005. Prior to that, Mr. Loy served as the Chief Information Officer of Millipore Corporation during 1999 and 2000, and previously served in various strategic planning, global supply chain and financial roles with Millipore and Sandoz Pharmaceuticals (now Novartis), a pharmaceutical company. He has served on the board of directors of Harvard Bioscience, Inc., a global manufacturer of a broad range of life sciences solutions, since November 2014, and is currently the lead independent director. Since July 2013, Mr. Loy has also been on the board of directors of SEMI, the global industry association representing the electronics manufacturing supply chain, serving as the chairman of the association until December 2022. Linda LaGorga has been our Senior Vice President and Chief Financial Officer since May 2023. Ms. LaGorga joined the Company from Honeywell International Inc., where she most recently served from March 2022 until April 2023 as vice president and Chief Financial Officer of Honeywellâ€™s UOP business unit, which provides process technology, catalysts, adsorbents, and equipment to the refining, gas processing, and petrochemical industries. Previously, from 2021 until 2022, she served as vice president and Chief Financial Officer of the Honeywell aerospace mechanical systems and components business unit. From 2018 to 2021, she led Honeywellâ€™s corporate financial planning and analysis organization. Prior to joining Honeywell, from 2013 until 2018, Ms. LaGorga served as the global treasurer and led business development for Bausch Health Companies Inc. Earlier in her career, she held various positions of increasing responsibilities at Goldman Sachs, most recently serving as a managing director in the investment banking division.Sue Rice has been our Senior Vice President of Global Human Resources since September 2017. Prior to that, Ms. Rice served as Senior Vice President and Chief Human Resources Officer for Thermo Fisher Scientific, a scientific equipment company, from 2013 to 2017,Â Region Vice President HR Asia Pacific & Emerging Markets from 2009 to 2013 and Group Vice President, HR Analytical Technologies Group from 2006 to 2009.Â Prior to that, Ms. Rice held senior human resource positions with Fidelity Human Resources Services Company and Sherbrooke Associates.Joe Colella has been our Senior Vice President, General Counsel, Chief Compliance Officer and Secretary since April 2020. Previously, Mr. Colella served as our Vice President, Deputy General Counsel from December 2018 until April 2020, Assistant General Counsel from April 2018 until December 2018 and Senior Corporate Counsel from December 2013 until April 2018. Prior to joining Entegris, Mr. Colella served as an associate at an international law firm from 2007 until 2013. Jim Oâ€™Neill, Ph.D. has been our Senior Vice President and Chief Technology Officer since September 2019, having previously served as our Vice President, Chief Technology Officer beginning in April 2014 when he joined Entegris as part of our acquisition of ATMI. At ATMI, Dr. Oâ€™Neill was Senior Vice President of Electronic Materials from January 2012 to April 2014. Prior to that, he held numerous technical and leadership roles in semiconductor research and development with over 23 years at IBM.Olivier Blachier has been our Senior Vice President, Chief Strategy Officer since February 2024. From November 2021 until February 2024, he was our Senior Vice President, Business and New Markets Development. Since joining the Company in November 2021, he has been responsible for the Companyâ€™s strategic planning, merger and acquisition activities and for the 51Table of Contentscommercialization of emerging businesses. Before joining Entegris, Mr. Blachier held various senior leadership positions between 2007 and 2021 at Air Liquide Group, a global leader in gases, technologies and services for the industrial and healthcare sectors. Most recently, he served as President of Air Liquide Far Eastern from September 2018 until June 2021 and APAC Vice President, Hydrogen & Energy Transition, from June 2021 until October 2021. From 1997 to 2007, Mr. Blachier worked for Edwards, Ltd., a global vacuum and abatement process leader and subsidiary of BOC Group, where he held multiple roles in the U.S. and United Kingdom, including leading acquisitions and joint ventures. Clint Haris has been our Senior Vice President and President, Advanced Purity Solutions since October 2024. Previously, he served as our Senior Vice President and President, Microcontamination Control from July 2022 until October 2024, our Senior Vice President and General Manager, Microcontamination Control from July 2016 until July 2022 and our Vice President, Liquid Microcontamination Control from August 2014 until July 2016. Prior to joining Entegris, Mr. Haris served in a variety of executive roles at Brooks Automation Inc., including Senior Vice President, Life Science Systems from 2010 until 2014 and Senior Vice President and General Manager, Systems Solutions from 2009 until 2010.Daniel Woodland, Ph.D. joined Entegris in 2022 as part of the acquisition of CMC Materials. Dr. Woodland has served as our Senior Vice President and President, Materials Solutions since September 2023. From July 2022 until September 2023, Dr. Woodland served as Senior Vice President and President, Advanced Planarization Solution. Prior to joining Entegris, Dr. Woodland served several roles at CMC Materials (previously Cabot Microelectronics) since 2003, including as Vice President and President, Electronic Materials from September 2019 until July 2022, Vice President and Chief Marketing and Operations Officer from October 2017 until November 2018, and Vice President of Marketing from January 2015 until October 2017.Michael Besnard has been our Senior Vice President and Chief Commercial Officer since 2016. Prior to that, Mr. Besnard served as Vice President of Global Strategic Accounts from 2014 until 2016. Prior to joining Entegris as part of the acquisition of ATMI, Mr. Besnard served ATMI as the vice president of global strategic accounts. Prior to that, he served as director of business development for Copper Plating at MacDermid Enthone (previously Enthone).Neil Richards has been our Senior Vice President, Global Operations, Supply Chain, and Quality since September 2019. Prior to that, Mr.

Richards served as Vice President of Operations for the Companyâ€™s Specialty Chemicals and Engineered Materials division from 2016 until September 2019. Prior to joining Entegris, Mr. Richards held several positions with the BOC Group, which merged with Linde in 2006.Michael D. Sauer has been our Vice President, Controller and Chief Accounting Officer since June 2012. Prior to that, he served as the Corporate Controller since 2008. From the time of the merger with Mykrolis in August 2005 until April 2008, Mr.Â Sauer served as Director of Treasury and Risk Management. Mr.Â Sauer joined Fluoroware, Inc., a predecessor to Entegris Minnesota, in 1988 and held a variety of finance and accounting positions until 2001 when he became the Director of Business Development for Entegris Minnesota, the successor to Fluoroware, serving in that position until the merger with Mykrolis.ItemÂ 11. Executive Compensation.The information required by this Item 11 has been omitted from this report, and is incorporated by reference to our Definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on AprilÂ 23, 2025, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of our 2024 fiscal year.ItemÂ 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.Securities Authorized for Issuance Under Equity Compensation Plans:As of DecemberÂ 31, 2024, our equity compensation plan information is as follows:Equity Compensation Plan InformationNumberÂ ofÂ securitiesÂ tobeÂ issuedÂ uponÂ exerciseof outstanding options,warrants and rightsWeighted-averageexercise price ofoutstandingÂ options,warrants and rights(1)NumberÂ ofÂ securitiesÂ remainingavailable for future issuanceunder equity compensationplans (excluding securitiesreflected in column (a))(2) (3)Plan category(a)(b)(c)Equity compensation plans approved by security holders2,617,736Â $71.76Â 7,997,763Â Equity compensation plans not approved by security holdersâ€”Â â€”Â â€”Â Total2,617,736Â $71.76Â 7,997,763Â Â (1)The weighted average exercise price does not take into account the shares issuable upon vesting of outstanding restricted stock units, which have no exercise price.52Table of Contents(2)These shares are available for future issuance under the 2020 Stock Plan in the form of stock options, restricted stock units, performance shares and other stock awards in accordance with the terms of the 2020 Stock Plan.(3)Includes 879,194 shares remaining available for future issuance under the Companyâ€™s Employee Stock Purchase Plan as of December 31, 2024.The other information required by this Item 12 has been omitted from this report and is incorporated by reference to our Definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on AprilÂ 23, 2025, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of our 2024 fiscal year.ItemÂ 13. Certain Relationships and Related Transactions, and Director Independence.The information required by this Item 13 has been omitted from this report and is incorporated by reference to our Definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on AprilÂ 23, 2025, and which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of our 2024 fiscal year.ItemÂ 14. Principal Accountant Fees and Services.The information required by this Item 14 has been omitted from this report, and is incorporated by reference to our Definitive Proxy Statement for the Entegris, Inc. Annual Meeting of Stockholders to be held on AprilÂ 23, 2025, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of our 2024 fiscal year.53Table of ContentsPART IVItemÂ 15. Exhibits and Financial Statement Schedules.(a)The following Financial Statements are included herein:1.Financial Statements:Report of Independent Registered Public Accounting FirmConsolidated Balance Sheets at DecemberÂ 31, 2024 and 2023Consolidated Statements of Operations for the Years Ended DecemberÂ 31, 2024, 2023 and 2022Consolidated Statements of Comprehensive Income for the Years Ended DecemberÂ 31, 2024, 2023 and 2022Consolidated Statements of Equity for the Years Ended DecemberÂ 31, 2024, 2023 and 2022Consolidated Statements of Cash Flows for the Years Ended DecemberÂ 31, 2024, 2023 and 2022Notes to Consolidated Financial StatementsÂ Â Â Â Â Â 2. Financial Statement Schedule - All financial statement schedules have been omitted since the information is either not applicable or is included in the consolidated financial statements notes thereof.3. Exhibits - The following exhibits are incorporated by reference into this Annual Report on Form 10-K:Reg. S-KItemÂ 601(b)ReferenceDocument IncorporatedReferenced Document on file with the Commission2.1Agreement and Plan of Merger, dated as of December 14, 2021, by and among Entegris, Inc., CMC Materials, Inc. and Yosemite Merger Sub, Inc.Exhibit 2.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on December 16, 20213.1Amended and Restated Certificate of Incorporation of Entegris, Inc., as amendedExhibit 3.1 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 20113.2By-Laws of Entegris, Inc., as amended December 8, 2022Exhibit 3.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on December 9, 20224.1Form of certificate representing shares of Common Stock, $.01 par value per shareExhibit 4.1 to Form S-4 Registration Statement of Entegris, Inc. and Eagle DE, Inc. (No. 333-124719)4.2Indenture, dated as of April 30, 2020, by and among the Company, certain subsidiaries of the Company and Wells Fargo Bank, National Association, as trustee, including the form of note representing the 2028 NotesExhibit 4.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on April 30, 20204.3Indenture, dated as of April 30, 2021, by and among the Company, certain subsidiaries of the Company and Wells Fargo Bank, National Association, as trustee, including the form of note representing the 2029 NotesExhibit 4.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on April 30, 20214.4Indenture, dated as of April 14, 2022, by and among Entegris Escrow Corporation, as escrow issuer and Truist Bank, as trustee and notes collateral agent, including the form of note issuable thereunderExhibit 4.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on April 15, 20224.5Indenture, dated as of June 30, 2022, by and among Entegris and Truist Bank, as trustee, including the form of note representing the Senior Unsecured Notes Exhibit 4.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 20224.6First Supplemental Indenture to the 2029 Secured Notes Indenture, dated as of July 6, 2022, by and among Entegris, certain subsidiaries of Entegris and Truist Bank, as trustee and notes collateral agentExhibit 4.3 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 20224.7First Supplemental Indenture to the 2030 Unsecured Notes Indenture, dated as of July 6, 2022, by and among Entegris, certain subsidiaries of Entegris and Truist Bank, as trustee.Exhibit 4.4 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 202254Table of Contents4.8Equal Priority Intercreditor Agreement, dated as of July 6, 2022, among Entegris, certain subsidiaries of Entegris, Morgan Stanley Senior Funding, Inc., as senior credit facilities collateral agent, and Truist Bank, as notes collateral agent.Exhibit 4.5 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 20224.9First Supplemental Indenture to the 2028 Notes Indenture, dated as of July 6, 2022, by and among Entegris, certain subsidiaries of Entegris and Computershare Trust Company, National Association, as successor to Wells Fargo Bank, National Association, as trustee.Exhibit 4.7 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 20224.10Supplemental Indenture to the 2029 Notes Indenture, dated as of July 6, 2022, by and among Entegris, certain subsidiaries of Entegris and Computershare Trust Company, National Association, as successor to Wells Fargo Bank, National Association, as trustee.Exhibit 4.9 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 20224.11Indenture, dated as of June 30, 2022, by and among Entegris Escrow Corporation, as escrow issuer and Truist Bank, as trustee, including the form of note issuable thereunder.Exhibit 4.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 20224.12Amendment and Restatement Agreement, dated as of July 6, 2022, among Entegris, as borrower, certain subsidiaries of Entegris, as guarantors, the lenders party thereto, the issuing banks party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent and collateral agent.Exhibit 4.10 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 20224.13Amendment Number 1 to the CMC Materials, Inc. 2021 Omnibus Incentive Plan*Exhibit 4.3 to Entegris, Inc. Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 7, 20224.14Amendment No. 1, dated as of March 10, 2023, among Entegris, Inc., as borrower, the other credit parties party thereto, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent.Exhibit 10.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on March 13, 20234.15Amendment No. 2, dated as of September 11, 2023, among Entegris, Inc., as borrower, the other credit parties party thereto, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent.Exhibit 10.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on September 13, 20234.16Amendment No. 3, dated as of March 28, 2024, among Entegris, as borrower, the other credit parties party thereto, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agentExhibit 10.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on March 28, 20244.17Description of Capital StockExhibit 4.1 to Entegris, Inc. Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 7, 202010.1CMC Materials, Inc. 2021 Omnibus Incentive Plan*Exhibit 10.1 to Entegris Registration Statement on Form S-3 filed with the Securities and Exchange Commission on July 7, 202210.2Cabot Microelectronics Corporation 2012 Omnibus Incentive Plan*Exhibit 10.2 to Entegris Registration Statement on Form S-3 filed with the Securities and Exchange Commission on July 7, 202210.3Entegris, Inc. â€“ 2010 Stock Plan, as amended*Exhibit 10.1 to Entegris, Inc. Quarterly Report on Form 10-Q for the period ended JulyÂ 3, 201010.4Entegris, Inc. 2020 Stock Plan*Annex 1 to the Entegris, Inc. Schedule 14A proxy statement for its 2020 Annual Meeting of Stockholders (No. 001-32598), as filed with the Securities and Exchange Commission on March 18, 202010.5Entegris, Inc. Outside Directorsâ€™ Stock Option Plan*Exhibit 10.2 to Entegris, Inc. Registration Statement on Form S-1 (No. 333-33668)55Table of Contents10.6Entegris, Inc. 2024 Employee Stock Purchase Plan*Appendix B to the Entegris, Inc. Schedule 14A proxy statement for its 2024 Annual Meeting of Stockholders (No. 001-32598), as filed with the Securities and Exchange Commission on March 18, 202410.7Second Amended and Restated Entegris Incentive Plan*Exhibit 10.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on May 24, 201710.8Lease Agreement, dated April 1, 2002 between Nortel Networks HPOCS Inc. and Mykrolis Corporation, relating to Executive office, R&D and manufacturing facility located at 129 Concord Road Billerica, MAExhibit 10.1.3 to Mykrolis Corporationâ€™s Quarterly Report on Form 10-Q for the quarter ended MarchÂ 31, 200210.9Amendment of Lease between Entegris, Inc. and KBS Rivertech, LLC dated April 1, 2012Exhibit 10.1 to Entegris, Inc. Quarterly Report on Form 10-Q for the period ended JuneÂ 30, 201210.10Second Amendment of Lease, dated March 8, 2016, between Entegris, Inc. and KBS Rivertech, LLCExhibit 10.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on March 11, 201610.11Third Amendment to Lease Agreement, dated as of October 21, 2021, between Entegris, Inc. and Rivertech Owner LLC Exhibit 10.4 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202110.12Fourth Amendment to Lease Agreement, dated as of September 16, 2022, by and between the Company and Rivertech Owner LLCExhibit 10.1 to Entegris, Inc. Quarterly Report on Form 10-Q for the period ended October 1, 202210.13Form of Indemnification Agreement between Entegris, Inc. and each of its executive officers and directors*Exhibit 10.30 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended August 27, 200510.14Form of Executive Change of Control Termination Agreement between Entegris, Inc. and certain of its executive officers*Exhibit 10.31 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended August 27, 200510.15Form of Revised Executive Change of Control Termination Agreement between Entegris, Inc. and certain of its executive officers executed in 2015 (other than those executive officers who executed the form previously filed)*Exhibit 10.1 to Entegris, Inc. Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 201610.16Entegris, Inc. 2018 Stock Option Award Agreement*Exhibit 10.3 to Entegris, Inc. Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 11, 201910.17Entegris, Inc. 2019 Stock Option Award Agreement*Exhibit 10.3 to Entegris, Inc. Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 7, 202010.18Entegris, Inc. 2020 Stock Option Award Agreement (under 2010 Stock Plan)*Exhibit 10.3 to Entegris, Inc. Quarterly Report on Form 10-Q for the period ended March 28, 202010.19Entegris, Inc. 2021 RSU Award Agreement*Exhibit 10.3 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202010.20Entegris, Inc. 2021 Stock Option Award Agreement*Exhibit 10.4 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202010.21Entegris, Inc. 2022 Performance-Based RSU Award Agreement*Exhibit 10.1 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202110.22Entegris, Inc. 2022 RSU Award Agreement*Exhibit 10.2 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202110.23Entegris, Inc. 2022 Stock Option Award Agreement*Exhibit 10.3 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202156Table of Contents10.24Entegris, Inc. 2023 Performance-Based RSU Award Agreement *Exhibit 10.1 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202210.25Entegris, Inc. 2023 RSU Award Agreement *Exhibit 10.2 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202210.26Entegris, Inc. 2023 Stock Option Award Agreement *Exhibit 10.3 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202210.27Executive Employment Agreement, effective November 28, 2012, between Entegris, Inc. and Bertrand Loy*Exhibit 10.1 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 201210.28Amendment No. 1, dated April 26, 2013, to Executive Change in Control Termination Agreement, between Entegris, Inc. and Bertrand Loy*Exhibit 99.1 to Entegris, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on April 26, 201310.29Amendment No. 2, dated February 5, 2020, to Executive Change in Control Termination Agreement, between Entegris, Inc. and Bertrand Loy*Exhibit 10.4 to Entegris, Inc. Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 7, 202010.30Employment Offer Letter, dated April 8, 2023, between Entegris, Inc. and Linda LaGorga*Exhibit 10.1 to Entegris, Inc. Quarterly Report on Form 10-Q for the period ended April 1, 202310.31Amended and Restated Supplemental Executive Retirement Plan for Key Salaried Employees of Entegris, Inc.*Exhibit 10.38 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 202310.32Amended and Restated Entegris, Inc. Clawback PolicyExhibit 97 to Entegris, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2023Â * A â€œmanagement contract or compensatory planâ€57Table of ContentsThe Company hereby files as exhibits to this Annual Report on Form 10-K the following documents:Reg. S-KItemÂ 601(b)ReferenceExhibitÂ No.Documents Filed Herewith(10)10.33Deferred Compensation Plan for Non-Employee Directors of Entegris, Inc.* (10)10.34Form of Entegris, Inc. Performance Share Unit Award Agreement (2024+)*(10)10.35Form of Entegris, Inc. Global RSU Award Agreement (2024+)*(10)10.36Form of Entegris, Inc. Stock Option Award Agreement (2024+)*(10)10.37Form of Entegris, Inc. RSU Award Agreement (Directors) (2024+)*(19)19.1Insider Trading Policy of Entegris, Inc.(21)21.1Subsidiaries of Entegris, Inc.(23)23.1Consent of Independent Registered Public Accounting Firm(24)24.1Power of Attorney by the Directors of Entegris, Inc.(31)31.1Certification required by Rule 13a-14(a) in accordance with Section 302 of the Sarbanesâ€”Oxley Act of 2002.(31)31.2Certification required by Rule 13a-14(a) in accordance with Section 302 of the Sarbanesâ€”Oxley Act of 2002.(32)32.1Certification required by Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(32)32.2Certification required by Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(101)101.INSXBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document(101)101.SCHXBRL Taxonomy Extension Schema Document (101)101.CALXBRL Taxonomy Extension Calculation Linkbase Document (101)101.DEFXBRL Taxonomy Extension Definition Linkbase Document (101)101.LABXBRL Taxonomy Extension Label Linkbase Document (101)101.PREXBRL Taxonomy Extension Presentation Linkbase Document(104)104Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)*Â A â€œmanagement contract or compensatory planâ€ItemÂ 16. Form 10-K Summary.None.58Table of ContentsSIGNATURESPursuant to the requirements of SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.ENTEGRIS, INC.Date: February 12, 2025ByÂ /s/ BERTRAND LOYÂ Bertrand LoyÂ President & Chief Executive OfficerPursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.SIGNATURETITLEDATE/s/ BERTRAND LOYPresident, Chief Executive Officer and Director(Principal executive officer)February 12, 2025Bertrand Loy/s/ LINDA LAGORGASenior Vice President, Chief Financial Officer (Principal financial officer)February 12, 2025Linda LaGorga/s/ MICHAEL D. SAUERVice President, Controller & Chief Accounting Officer (Principal accounting officer)February 12, 2025Michael D. SauerRODNEY CLARK*DirectorFebruary 12, 2025Rodney ClarkJAMES F. GENTILCORE*DirectorFebruary 12, 2025James F. GentilcoreYVETTE KANOUFF*DirectorFebruary 12, 2025Yvette KanouffJAMES P. LEDERER*DirectorFebruary 12, 2025James P. LedererMARY G. PUMA*DirectorFebruary 12, 2025Mary G. PumaDAVID REEDER*DirectorFebruary 12, 2025David ReederAZITA SALEKI-GERHARDT*DirectorFebruary 12, 2025Azita Saleki-Gerhardt*ByÂ /s/ LINDA LAGORGALinda LaGorga, Attorney-in-fact59Table of ContentsENTEGRIS, INC.INDEX TO FINANCIAL STATEMENTSReport of Independent Registered Public Accounting FirmF-2Consolidated Balance Sheets at DecemberÂ 31, 2024 and 2023F-4Consolidated Statements of Operations for the Years Ended DecemberÂ 31, 2024, 2023 and 2022F-4Consolidated Statements of Comprehensive Income for the Years Ended DecemberÂ 31, 2024, 2023 and 2022F-6Consolidated Statements of Equity for the Years Ended DecemberÂ 31, 2024, 2023 and 2022F-7Consolidated Statements of Cash Flows for the Years Ended DecemberÂ 31, 2024, 2023 and 2022F-8Notes to Consolidated Financial StatementsF-10F-1Table of ContentsReport of Independent Registered Public Accounting FirmTo the Stockholders and Board of Directors Entegris, Inc.:Opinions on the Consolidated Financial Statements and Internal Control Over Financial ReportingWe have audited the accompanying consolidated balance sheets of Entegris, Inc. and subsidiaries (the Company) as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2024, and the related notes (collectively, the consolidated financial statements). We also have audited

the Companyâ€™s internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control â€“ Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024 based on criteria established in Internal Control â€“ Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.Basis for OpinionsThe Companyâ€™s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements and an opinion on the Companyâ€™s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.Definition and Limitations of Internal Control Over Financial ReportingA companyâ€™s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A companyâ€™s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the F-2Table of Contentscompany; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements.Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.Critical Audit MatterThe critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.Annual impairment evaluation of the MS reporting unitAs discussed in Note 9 to the consolidated financial statements, the goodwill balance as of December 31, 2024 was $3.6 billion, of which a portion of which related to the Materials Solutions (MS) reporting unit. The Company performs goodwill impairment testing on an annual basis and whenever events or changes in circumstances indicate that the carrying value of a reporting unit exceeds its fair value. This includes annually assessing qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value.We identified the evaluation of qualitative factors within the goodwill impairment testing for the MS reporting unit as a critical audit matter. Subjective auditor judgment was required to evaluate certain qualitative factors, including macroeconomic conditions, industry and market considerations, and overall financial performance. These qualitative factors could have had a significant effect on the Companyâ€™s qualitative assessment and the determination of whether further quantitative analysis of goodwill impairment was required.The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of an internal control related to the evaluation of qualitative factors within the goodwill impairment testing. We evaluated macroeconomic conditions including general economic conditions, fluctuations in foreign exchange rates, and inflation by key regions around the world for negative indicators by comparing to analyst reports and other external information. We evaluated information from analyst reports in the semiconductor industry, which were compared to industry and market considerations used by the Company. We evaluated the financial performance of the reporting unit by comparing actual performance against historical projections./s/ KPMG LLPWe or our predecessor firms have served as the Companyâ€™s auditor since 1966. Minneapolis, MinnesotaFebruaryÂ 12, 2025 F-3Table of ContentsENTEGRIS, INC. AND SUBSIDIARIESCONSOLIDATED BALANCE SHEETS(In thousands, except per share data)December 31, 2024December 31, 2023ASSETSCurrent assets:Cash and cash equivalents$329,213Â $456,929Â Trade accounts and notes receivable, net495,312Â 457,052Â Inventories, net638,080Â 607,051Â Deferred tax charges and refundable income taxes39,613Â 63,879Â Assets held-for-sale5,519Â 278,753Â Other current assets108,567Â 113,663Â Total current assets1,616,304Â 1,977,327Â Property, plant and equipment, net1,622,926Â 1,468,043Â Other assets:Right-of-use assets - Operating lease62,548Â 57,990Â Right-of-use assets - Finance lease20,927Â 22,409Â Goodwill3,943,571Â 3,945,860Â Intangible assets, net1,091,746Â 1,281,969Â Deferred tax assets and other noncurrent tax assets12,463Â 31,432Â Â Other noncurrent assets24,135Â 27,561Â Total assets$8,394,620Â $8,812,591Â LIABILITIES AND EQUITYCurrent liabilities:Accounts payable193,261Â 134,211Â Accrued payroll and related benefits114,668Â 109,559Â Accrued interest payable24,316Â 24,759Â Liabilities held-for-sale1,213Â 19,223Â Other accrued liabilities111,188Â 148,840Â Income taxes payable80,532Â 77,403Â Total current liabilities525,178Â 513,995Â Long-term debt3,981,105Â 4,577,141Â Pension benefit obligations and other liabilities54,484Â 53,733Â Deferred tax liabilities and other noncurrent tax liabilities70,190Â 190,142Â Long term lease liability - Operating lease53,758Â 49,719Â Long term lease liability - Finance lease18,401Â 19,267Â Equity:Preferred stock, par value $.01; 5,000 shares authorized; none issued and outstanding as of DecemberÂ 31, 2024 and DecemberÂ 31, 2023â€”Â â€”Â Common stock, par value $.01; 400,000 shares authorized; issued and outstanding shares as of DecemberÂ 31, 2024: 151,324 and 151,122, respectively; issued and outstanding shares as of DecemberÂ 31, 2023: 150,566 and 150,364, respectively1,513Â 1,506Â Treasury stock, common, at cost: 202 shares held as of DecemberÂ 31, 2024 and DecemberÂ 31, 2023(7,112)(7,112)Additional paid-in capital2,385,343Â 2,305,367Â Retained earnings1,383,877Â 1,151,765Â Accumulated other comprehensive loss(72,117)(42,932)Total equity3,691,504Â 3,408,594Â Total liabilities and equity$8,394,620Â $8,812,591Â See the accompanying notes to consolidated financial statements.F-4Table of ContentsENTEGRIS, INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF OPERATIONS(In thousands, except per share data)Year ended December 31, 2024Year ended December 31, 2023Year ended December 31, 2022Net sales$3,241,208Â $3,523,926Â $3,282,033Â Cost of sales1,754,489Â 2,026,321Â 1,885,620Â Gross profit1,486,719Â 1,497,605Â 1,396,413Â Selling, general and administrative expenses446,567Â 576,194Â 543,485Â Engineering, research and development expenses316,111Â 277,313Â 228,994Â Amortization of intangible assets190,119Â 214,477Â 143,953Â Goodwill impairmentâ€”Â 115,217Â â€”Â Gain on termination of alliance agreementâ€”Â (184,754)â€”Â Operating income533,922Â 499,158Â 479,981Â Interest expense215,217Â 312,378Â 212,669Â Interest income(7,368)(11,257)(3,694)Other expense, net4,021Â 25,367Â 23,926Â Income before income tax expense (benefit)322,052Â 172,670Â 247,080Â Income tax expense (benefit)28,332Â (8,413)38,160Â Equity in net loss of affiliates933Â 414Â â€”Â Net income$292,787Â $180,669Â $208,920Â Basic net income per common share$1.94Â $1.21Â $1.47Â Diluted net income per common share$1.93Â $1.20Â $1.46Â Weighted average shares outstandingBasic150,946Â 149,900Â 142,294Â Diluted151,840Â 150,945Â 143,146Â See the accompanying notes to consolidated financial statements.F-5Table of ContentsENTEGRIS, INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In thousands)Year ended December 31, 2024Year ended December 31, 2023Year ended December 31, 2022Net income$292,787Â $180,669Â $208,920Â Other comprehensive (loss) income, net of taxForeign currency translation adjustments(15,750)(12,797)(10,220)Pension adjustments(324)397Â 1,139Â Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for DecemberÂ 31, 2024, DecemberÂ 31, 2023 and DecemberÂ 31, 2022, respectively.(13,111)(17,435)36,069Â Other comprehensive (loss) income, net of tax(29,185)(29,835)26,988Â Comprehensive income$263,602Â $150,834Â $235,908Â See the accompanying notes to consolidated financial statements.F-6Table of ContentsENTEGRIS, INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF EQUITY(In thousands)CommonsharesissuedTreasury sharesCommonsharesoutstandingCommonstockTreasury stockAdditionalpaid-incapitalRetained earnings Foreign currency translation adjustmentsDefined benefit pension adjustmentsInterest rate swap - cash flow hedgeTotalBalance at December 31, 2021135,719Â (202)135,517Â 1,357Â (7,112)879,845Â 879,776Â (38,863)(1,222)â€”Â 1,713,781Â Shares issued under stock plans692Â â€”Â 692Â 7Â â€”Â (6,659)â€”Â â€”Â â€”Â â€”Â (6,652)Share-based compensation expenseâ€”Â â€”Â â€”Â â€”Â â€”Â 66,578Â â€”Â â€”Â â€”Â â€”Â 66,578Â Issuance of common stock in connection with CMC Materials acquisition12,928Â â€”Â 12,928Â 129Â â€”Â 1,265,561Â â€”Â â€”Â â€”Â 1,265,690Â Dividends declared ($0.40 per share)â€”Â â€”Â â€”Â â€”Â â€”Â (57,305)â€”Â â€”Â â€”Â (57,305)Interest rate swap - cash flow hedgeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 36,069Â 36,069Â Pension adjustmentâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 1,139Â â€”Â 1,139Â Foreign currency translationâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (10,220)â€”Â â€”Â (10,220)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â 208,920Â â€”Â â€”Â â€”Â 208,920Â Balance at December 31, 2022149,339Â (202)149,137Â 1,493Â (7,112)2,205,325Â 1,031,391Â (49,083)(83)36,069Â 3,218,000Â Shares issued under stock plans1,227Â â€”Â 1,227Â 13Â â€”Â 38,671Â â€”Â â€”Â â€”Â â€”Â 38,684Â Share-based compensation expenseâ€”Â â€”Â â€”Â â€”Â â€”Â 61,371Â â€”Â â€”Â â€”Â 61,371Â Dividends declared ($0.40 per share)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (60,295)â€”Â â€”Â â€”Â (60,295)Interest rate swap - cash flow hedgeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (17,435)(17,435)Pension adjustmentâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 397Â â€”Â 397Â Foreign currency translationâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (12,797)â€”Â â€”Â (12,797)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 180,669Â â€”Â â€”Â â€”Â 180,669Â Balance at December 31, 2023150,566Â (202)150,364Â 1,506Â (7,112)2,305,367Â 1,151,765Â (61,880)314Â 18,634Â 3,408,594Â Shares issued under stock plans758Â â€”Â 758Â 7Â â€”Â 14,117Â â€”Â â€”Â â€”Â â€”Â 14,124Â Share-based compensation expenseâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 65,859Â â€”Â â€”Â â€”Â â€”Â 65,859Â Dividends declared ($0.40 per share)â€”Â â€”Â â€”Â â€”Â â€”Â (60,675)â€”Â â€”Â â€”Â (60,675)Interest rate swap - cash flow hedgeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (13,111)(13,111)Pension adjustmentâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (324)â€”Â (324)Foreign currency translationâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (15,750)â€”Â â€”Â (15,750)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â 292,787Â â€”Â â€”Â â€”Â 292,787Â Balance at December 31, 2024151,324Â (202)151,122Â $1,513Â $(7,112)$2,385,343Â $1,383,877Â $(77,630)$(10)$5,523Â $3,691,504Â See the accompanying notes to consolidated financial statements.F-7Table of ContentsENTEGRIS, INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF CASH FLOWS(In thousands)Year ended December 31, 2024Year ended December 31, 2023Year ended December 31, 2022Operating activities:Net income$292,787Â $180,669Â $208,920Â Adjustments to reconcile net income to net cash provided by operating activities:Depreciation188,120Â 172,683Â 135,371Â Amortization190,119Â 214,477Â 143,953Â Share-based compensation expense65,859Â 61,371Â 66,577Â Charge for fair value mark-up of acquired inventory soldâ€”Â â€”Â 61,932Â Provision for deferred income taxes(78,902)(145,606)(102,744)Impairment of goodwillâ€”Â 115,217Â â€”Â Loss on extinguishment of debt13,386Â 27,865Â 3,287Â (Gain) loss from sale of businesses and held-for-sale assets, net(4,311)23,839Â â€”Â Impairment on long-lived assets12,967Â 30,464Â â€”Â Gain on termination of alliance agreement â€”Â (184,754)â€”Â Charge for excess and obsolete inventory39,885Â 38,184Â 28,896Â Amortization of debt issuance costs and original issuance discounts14,985Â 21,243Â 15,725Â Other5,810Â 23,341Â 28,733Â Changes in operating assets and liabilities, net of effects of acquisitions:Trade accounts receivable and notes receivable(49,031)608Â (59,643)Inventories(76,708)102,751Â (203,335)Accounts payable and other accrued liabilities8,870Â (14,633)15,365Â Other current assets(5,440)(11,912)(13,641)Income taxes payable and refundable income taxes7,889Â (10,177)21,751Â Other5,436Â (1,154)11,982Â Net cash provided by operating activities631,721Â 644,476Â 363,129Â Investing activities:Acquisition of property and equipment(315,606)(456,847)(466,192)Acquisition of businesses, net of cash acquiredâ€”Â â€”Â (4,474,925)Proceeds from sale of businesses, net250,789Â 814,960Â â€”Â Proceeds from termination of alliance agreementâ€”Â 191,151Â â€”Â Other(2,262)3,807Â (4,592)Net cash (used in) provided by investing activities(67,079)553,071Â (4,945,709)Financing activities:Proceeds from revolving credit facility and short-term debt140,000Â â€”Â 476,000Â Payments of revolving credit facility and short-term debt(140,000)(135,000)(341,000)Proceeds from long-term debt224,537Â 217,449Â 4,940,753Â Payments of long-term debt(848,311)(1,338,675)(145,000)Payments for debt issuance costsâ€”Â (3,475)(99,488)Payments for dividends(60,583)(60,221)(57,309)Issuance of common stock from employee stock plans14,046Â 35,878Â 5,322Â Taxes paid related to net share settlement of equity awards(16,834)(12,108)(22,820)Other(1,842)(1,391)(1,101)Net cash (used in) provided by financing activities(688,987)(1,297,543)4,755,357Â Effect of exchange rate changes on cash, cash equivalents and restricted cash(3,371)(6,514)(11,903)(Decrease) increase in cash, cash equivalents and restricted cash(127,716)(106,510)160,874Â Cash, cash equivalents and restricted cash at beginning of year456,929Â 563,439Â 402,565Â Cash, cash equivalents and restricted cash at end of year$329,213Â $456,929Â $563,439Â See the accompanying notes to consolidated financial statementsF-8Table of ContentsENTEGRIS, INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)Supplemental Cash Flow Information(In thousands)Year ended December 31, 2024Year ended December 31, 2023Year ended December 31, 2022Non-cash transactions:Equity consideration on acquisition of CMC Materials, Inc.$â€”Â $â€”Â $1,265,690Â Share issuance in exchange for extinguishment of Employee Stock Purchase Plan liability16,912Â 14,914Â 10,846Â Deferred acquisition and divestiture payments, netâ€”Â 5,474Â â€”Â Equipment purchases in accounts payable57,579Â 20,573Â 28,295Â Dividends payable822Â 730Â 654Â Schedule of interest and income taxes paid:Interest paid, net of capitalized interest$199,198Â $287,846Â $164,183Â Income taxes paid, net of refunds received103,795Â 138,875Â 113,666Â See the accompanying notes to consolidated financial statementsF-9Table of ContentsENTEGRIS, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSDECEMBER 31, 20241.Â Â SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESNature of Operations Entegris, Inc. (â€œEntegrisâ€, the â€œCompanyâ€, â€œweâ€, or â€œourâ€) is a leading supplier of advanced materials and process solutions for the semiconductor and other high-technology industries. Principles of Consolidation The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. Intercompany profits, transactions and balances have been eliminated in consolidation. Use of Estimates and Basis of Presentation The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, Entegris evaluates its estimates, including those related to receivables, inventories, property, plant and equipment, goodwill, intangible assets, accrued liabilities, income taxes and share-based compensation, among others. Actual results could differ from those estimates. Reclassifications of certain prior year amounts have been made to conform to the current year presentation. Cash and Cash Equivalents Cash and cash equivalents include cash on hand and highly-liquid debt securities with original maturities of three months or less, which are valued at cost and approximate fair value.Allowance for Credit Losses An allowance for uncollectible trade receivables is estimated based on a combination of write-off history, aging analysis and any specific, known troubled accounts. The Company maintains an allowance for credit losses that management believes is adequate to cover expected losses on trade receivables.Inventories Inventories are stated at the lower of cost and net realizable value. Cost is determined by the first-in, first-out (FIFO) method. The Company

records a charge to cost of sales for excess and obsolete inventory to reduce the carrying value of inventories to net realizable value. Leases The Company determines if an arrangement is a lease at inception. Right-of-use (ROU) assets include operating and financing leases. Short-term operating lease liabilities are classified in â€œOther accrued liabilitiesâ€ and long-term operating lease liabilities are classified in â€œLong-term lease liability - Operating leaseâ€ in the consolidated balance sheet. Short-term finance leases are classified in â€œOther accrued liabilitiesâ€ and long-term finance lease liabilities are classified in â€œLong-term lease liability - Finance leaseâ€ in our consolidated balance sheet. Lease assets and liabilities greater than 12 months are recognized at commencement date based on the present value of the lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. The ROU assets include prepaid lease payments and exclude lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Leases with an original term of 12 months or less are not recorded in the accompanying consolidated balance sheet.Lease and non-lease components are generally accounted for separately for real estate leases. For non-real estate leases, we account for the lease and non-lease components as a single lease component. Property, Plant and Equipment Property, plant and equipment are carried at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. When assets are retired or disposed of, the cost and related accumulated depreciation are removed from the accounts, and gains or losses are recognized in the same period. Maintenance and repairs are expensed as incurred, while significant additions and improvements are capitalized. Long-lived assets, including property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable based on estimated future undiscounted cash flows. The amount of impairment, if any, is measured as the difference between the net book value and the estimated fair value of the asset(s).Fair Value of Financial Instruments The carrying value of cash equivalents, accounts receivable, accounts payable, accrued payroll and related benefits, and other accrued liabilities approximates fair value due to the short maturity of those instruments. Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three-level hierarchy for disclosure is based on the extent and level of judgment used to estimate fair value. Level 1 inputs consist of valuations based on quoted market prices in active markets for identical assets or liabilities. Level 2 inputs consist of valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or F-10Table of Contentsliabilities in an inactive market, or other observable inputs. Level 3 inputs consist of valuations based on unobservable inputs that are supported by little or no market activity.Goodwill and Intangible Assets Goodwill represents the excess of acquisition costs over the fair value of the net assets of businesses acquired. Goodwill is not subject to amortization, but is tested for impairment annually at AugustÂ 31, the Companyâ€™s annual testing date, and whenever events or changes in circumstances indicate that impairment may have occurred. In performing the Companyâ€™s annual goodwill impairment test, the Company is permitted to first assess qualitative factors to determine whether it is more likely than not that the fair value of the Companyâ€™s reporting unit exceeds its carrying amount, including goodwill. In performing the qualitative assessment, the Company considers certain events and circumstances specific to the reporting unit and to the entity as a whole, such as macroeconomic conditions, industry and market considerations, overall financial performance and cost factors when evaluating whether it is more likely than not that the fair value of the reporting unit exceeds its carrying amount. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative assessment. If the Company chooses to undertake the qualitative assessment and concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the Company would then proceed to the quantitative impairment assessment. In the quantitative assessment, the Company compares the fair value of the reporting unit to its carrying amount, which includes goodwill. If the fair value exceeds the carrying value, no impairment loss exists. If the fair value is less than the carrying amount, a goodwill impairment loss is measured and recorded. Amortizable intangible assets include, among other items, patented, unpatented and other developed technology and customer-based intangibles, and are amortized using the straight-line method over their respective estimated useful lives. The Company reviews intangible assets and other long-lived assets for impairment if changes in circumstances or the occurrence of events suggest the remaining value may not be recoverable. Derivative Financial Instruments The Company is exposed to various market risks, including risks associated with interest rates and foreign currency exchange rates. We enter into certain derivative transactions to mitigate the volatility associated with these exposures. We have policies in place that define acceptable instrument types we may enter into and we have established controls to limit our market risk exposure. We do not use derivative financial instruments for trading or speculative purposes. In addition, all derivatives, whether designated in hedging relationships or not, are recorded on the consolidated balance sheets at fair value on a gross basis.Interest Rate SwapThe fair value of the interest rate swap is estimated using standard valuation models using market-based observable inputs over the contractual term, including one-month Secured Overnight Financing Rate (â€œSOFRâ€) based yield curves, among others. We consider the risk of nonperformance, including counterparty credit risk, in the calculation of the fair value. We have designated this swap agreement as a cash flow hedge. As a cash flow hedge, unrealized gains are recognized as assets and unrealized losses are recognized as liabilities. Unrealized gains and losses are designated as effective or ineffective based on a comparison of the changes in fair value of the interest rate swap and changes in fair value of the underlying exposures being hedged. The effective portion is recorded as a component of accumulated other comprehensive loss, while the ineffective portion is recorded as a component of Interest expense. Changes in the method by which we pay interest from one-month SOFR to another rate of interest could create ineffectiveness in the swap, and result in amounts being reclassified from other comprehensive income (loss) into net income. Hedge effectiveness is tested quarterly to determine if hedge treatment is appropriate. Realized gains and losses are recorded on the same financial statement line as the hedged item, which is Interest expense.Foreign Currency Contracts Not Designated as HedgesOn a periodic basis, we enter into forward foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting; therefore, the gains and losses resulting from the impact of currency exchange rate movements on our forward foreign exchange contracts are recognized as Other expense (income), net in the accompanying consolidated statements of operations in the period in which the exchange rates change.Foreign Currency Translation Assets and liabilities of certain foreign subsidiaries are translated from foreign currencies into U.S. dollars at period-end exchange rates, and the resulting gains and losses arising from translation of net assets located outside the U.S. are recorded as a cumulative translation adjustment, a component of accumulated other comprehensive loss in the consolidated balance sheets. Income statement amounts are translated at the average exchange rates for the year. Translation adjustments are not adjusted for income taxes, as substantially all translation adjustments relate to permanent investments in non-U.S. subsidiaries. Gains and losses resulting from foreign currency transactions are included in Other expense (income), net, in the Companyâ€™s consolidated statements of operations.Revenue Recognition Revenue is measured based on consideration specified in a contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.F-11Table of ContentsTaxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of sales. The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less. When the Company receives consideration, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of a sales contract, the Company records deferred revenue, which represents a contract liability. Such deferred revenue typically results from advance payments received on sales of the Companyâ€™s products. The Company makes the required disclosures with respect to deferred revenue in Note 2 to the consolidated financial statements. The Company does not disclose information about remaining performance obligations that have original expected durations of one year or less. The following is a description of principal activities from which the Company generates its revenues. The Company has two reportable segments. For more detailed information about reportable segments, see Note 20 to the consolidated financial statements. For each of the two reportable segments, the recognition of revenue regarding the nature of goods and services provided by the segments are similar and described below. The Company recognizes revenue for product sales at a point in time following the transfer of control of such products to the customer, which generally occurs upon shipment or delivery, depending on the terms of the underlying contracts. For product sales contracts that contain multiple performance obligations, the Company allocates the transaction price to each performance obligation identified in the contract based on relative standalone selling prices, or estimates of such prices, and recognizes the related revenue as control of each individual product is transferred to the customer in satisfaction of the corresponding performance obligations. All material revenue is being recognized at a point in time. The Company generally recognizes revenue for sales of services when the Company has satisfied the performance obligation. The payment terms and revenue recognized are based on time and materials.The Company also enters into arrangements to license its intellectual property. These arrangements typically permit the customer to use a specialized manufacturing process and in return the Company receives a royalty fee. The Company recognizes revenue for a sales-based or usage-based royalty promised in exchange for a license of intellectual property when the subsequent sale or usage occurs. The Company offers certain customers cash discounts and volume rebates as sales incentives. The discounts and volume rebates are recorded as a reduction in sales at the time revenue is recognized in an amount estimated based on historical experience and contractual obligations. The Company periodically reviews the assumptions underlying its estimates of discounts and volume rebates and adjusts its revenues accordingly. In addition, the Company offers free product rebates to certain customers. The Company utilizes an adjusted market approach to estimate the stand-alone selling price of the loyalty program and allocates a portion of the consideration received to the free product offering. The free product offering is redeemable upon future purchases of the Companyâ€™s products. The amount associated with free product rebates is recorded as deferred revenue on the balance sheet and is recognized as revenue when the free product is redeemed or when the likelihood of redemption is remote. The Company has deemed that the amount is immaterial for disclosure. The Company provides for the estimated costs of fulfilling its obligations under product warranties at the time the related revenue is recognized. The Company estimates the costs based on historical failure rates, projected repair costs, and knowledge of specific product failures (if any). The specific warranty terms and conditions vary depending upon the product sold and the country in which we do business, but generally include parts and labor over a period generally ranging from 90Â days to one year. The Company regularly reevaluates its estimates to assess the adequacy of the recorded warranty liabilities and adjusts the amounts as necessary. The Companyâ€™s contracts are generally short-term in nature. Most contracts do not exceed twelve months. Payment terms vary by the type and location of the Companyâ€™s customers and the products or services offered. The term between invoicing and when payment is due is not significant. For certain products or services and customer types, the Company requires payment before the products or services are delivered to the customer. Those customers that prepay are represented by the contract liabilities until the performance obligations are satisfied.Engineering, Research and Development Expenses Engineering, research and development expenses are expensed as incurred.F-12Table of ContentsShare-Based Compensation The Company measures the cost of employee services received in exchange for the award of equity instruments based on the fair value of the award at the date of grant. Share-based compensation expense is recognized using the straight-line attribution method to recognize share-based compensation over the service period of the award, with adjustments recorded for forfeitures as they occur. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis.Government Grants The Company entered into certain incentive arrangements with the state of Colorado and U.S. Department of Commerce. We account for funds we receive from government grants by either reducing the costs of the assets (if the grant relates to capital expenditures) or expenses which could be Cost of goods sold, Selling, general and administrative, and Research and development expenses in the consolidated statements of income once the conditions and restrictions of the grant have been met and payment has been received. Income Taxes The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined on the basis of the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income tax expense in the period that includes the enactment date.The Company recognizes deferred tax assets to the extent that it believes these assets are more likely than not to be realized. A valuation allowance is recorded to reduce deferred tax assets when it is more likely than not that the Company would not be able to realize all or part of its deferred tax assets. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.The Companyâ€™s policy for recording interest and penalties associated with audits and unrecognized tax benefits is to record such items as a component of income before taxes. Penalties and interest to be paid or received are recorded in other expense (income), net, in the statement of operations.Comprehensive Income Comprehensive income represents the change in equity resulting from items other than shareholder investments and distributions. The Companyâ€™s foreign currency translation adjustments, unrealized gains and losses on available-for-sale investments, interest rate swap - cash flow hedge and minimum pension adjustments are included in accumulated other comprehensive loss. Comprehensive income and the components of accumulated other comprehensive loss are presented in the accompanying consolidated statements of comprehensive income and consolidated statements of equity.Recent Accounting Pronouncements AdoptedDuring the year ended December 31, 2024, the Company adopted Accounting Standards Update (ASU) 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". This update enhances segment reporting by requiring additional disclosures, including disclosure of significant segment expenses, identification of the Chief Operating Decision Maker (CODM) and their use of segment profit or loss measures, and enhanced interim reporting requirements. The Company applied the guidance retrospectively to all periods presented. These changes did not impact the Companyâ€™s consolidated financial results but improved transparency for users of the financial statements. See Note 20 to the consolidated financial statements for further details.Recent Accounting Pronouncements Yet to be AdoptedIn December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. The updated standard is effective for our annual reporting periods beginning in fiscal year 2025. The Company is currently evaluating the impact of this standard on our consolidated financial statements and related disclosures.In November 2024, the FASB issued ASU 2024-03, Income Statementâ€”Reporting Comprehensive Incomeâ€”Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires public companies to disclose, in interim and annual reporting periods, additional information about certain expenses in the notes to financial statements. The amendments in this ASU are effective for our annual reporting periods beginning in fiscal 2027 and interim reporting periods beginning in the first quarter of fiscal year 2028, with early adoption permitted. We are currently evaluating the impact of this ASU on our consolidated financial statements and related disclosures.The Company currently has no other material recent accounting pronouncements yet to be adopted.F-13Table of Contents2. REVENUESThe following table provides information about disaggregated net sales by customer category for the years ended DecemberÂ 31, 2024, 2023 and 2022: (In thousands)202420232022Semiconductor:Fabs$1,965,569Â $1,919,998Â $1,747,437Â Equipment and Engineering493,501Â 566,806Â 547,956Â Chemical and Materials327,441Â 355,157Â 382,552Â Semi Distributor/Other262,584Â 326,936Â 343,559Â Non-Semi192,113Â 355,029Â 260,529Â Total net sales$3,241,208Â $3,523,926Â $3,282,033Â The following table provides information about current contract liabilities from contracts with customers. The contract liabilities are included in other accrued liabilities balance in the consolidated balance sheet. (In thousands)20242023Balance at beginning of year$69,051Â $60,476Â Revenue recognized that was included in the contract liability balance at the beginning of the period(65,064)(37,830)Increases due to cash received, excluding amounts recognized as revenue during the period37,751Â 52,720Â Contract liabilities included as part of dispositions and held for saleâ€”Â (6,315)Balance at end of year$41,738Â $69,051Â 3. GOODWILL AND LONG-LIVED ASSET IMPAIRMENTDuring 2023, the Company was exploring market interest in sales of two of our businesses, Electronic Chemicals and a small, industrial specialty chemicals business, both within our Materials Solutions (â€œMSâ€) segment. As a result, the Company had triggering

events and evaluated goodwill and long-lived assets for impairment. GoodwillIn 2023, the Company compared the reporting unitsâ€™ fair value to the carrying amounts, including goodwill. As the reporting unitsâ€™ carrying amount, including goodwill exceeded fair value, the Company recorded goodwill impairment charges of $115.2Â million in 2023. The impairment is classified as goodwill impairment in the Companyâ€™s consolidated statement of operations. The goodwill impairment is not deductible for tax purposes. The fair value of the reporting unit was determined using a market and income-based approach. We consider this a Level 3 measurement in the fair value hierarchy. There was no goodwill impairment charge recorded during 2024. Long-lived assets, including finite-lived intangible assetsThe Company compared the estimated undiscounted future cash flows generated by the asset groups to the carrying amount of the asset groups for the reporting units and determined that the undiscounted cash flows were expected to exceed the carrying value on a held and used basis for the EC business but did not for the small, industrial specialty chemical business. As a result, the Company recorded an impairment of $30.5Â million in 2023 and $13.0Â million in 2024 related to the industrial specialty chemical business. The impairment is classified as selling, general and administrative expenses in the Companyâ€™s consolidated statements of operations. The fair value of the reporting unit was determined using a market-based approach. We consider this a Level 3 measurement in the fair value hierarchy. The small, industrial specialty chemical business remains classified as an asset held-for-sale as of DecemberÂ 31, 2024; see Note 5 for further discussion.4. ACQUISITIONCMC Materials, Inc.On July 6, 2022, the Company completed its acquisition of CMC Materials, Inc. (â€œCMC Materialsâ€), a Delaware corporation, for approximately $6.0Â billion in cash and stock (the â€œAcquisitionâ€) pursuant to an Agreement and Plan of Acquisition dated as F-14Table of Contentsof December 14, 2021 (the â€œAcquisition Agreementâ€). As a result of the Acquisition, CMC Materials became a wholly owned subsidiary of the Company. The Acquisition was accounted for under the acquisition method of accounting and the results of operations of CMC Materials are included in the Company's consolidated financial statements as of and since July 6, 2022. CMC Materials reports into the MS segment of the Company. Direct costs of $39.5Â million associated with the acquisition of CMC Materials, consisting primarily of professional and consulting fees, were expensed as incurred in the twelve months ended DecemberÂ 31, 2022, respectively. These costs are classified as selling, general and administrative expense in the Company's consolidated statement of operations. The amounts of net sales and net loss from CMC Materials since the acquisition date included in the consolidated statement of operations for the twelve months ended DecemberÂ 31, 2022 are $581.0 million and $75.8 million, respectively. The purchase price of CMC Materials consisted of the following:(In thousands)Cash paid to CMC Materialsâ€™ shareholders$3,836,983Â Stock paid to CMC Materialsâ€™ shareholders1,265,690Â Repayment of CMC Materialsâ€™ indebtedness918,578Â Total purchase price6,021,251Â Less cash and cash equivalents acquired280,636Â Total purchase price, net of cash acquired$5,740,615Â Under the terms of the Acquisition Agreement, the Company paid $133.00 per share for all outstanding shares of CMC Materials (excluding treasury shares). In addition, the Company settled all outstanding share-based compensation awards held by CMC Materialsâ€™ employees at the same per share price except for certain unvested performance units that were replaced by the Companyâ€™s restricted share units. The acquisition method of accounting requires the Company to include the amount associated with pre-combination service as purchase price for the acquisition, reflected in the table immediately above. The Acquisition was funded with existing cash balances as well as funds raised by the Company through the issuance of debt in the form of a new term loan facility in the aggregate principal amount of $2,495.0Â million, senior secured notes due 2029 in an aggregate principal amount of $1,600.0Â million, senior unsecured notes due 2030 in an aggregate principal amount of $895.0Â million, and a 364-Day Bridge Credit Facility in the aggregate principal amount of $275.0Â million (collectively â€œCMC Materials Acquisition Financingâ€). The following table summarizes the allocation of the purchase price to the fair values assigned to the assets acquired and liabilities assumed at the date of the Acquisition as originally reported and as of December 31, 2022:(In thousands)As of July 6, 2022Cash and cash equivalents$280,636Â Accounts receivable and other current assets207,472Â Inventory256,598Â Property, plant and equipment537,387Â Identifiable intangible assets1,736,219Â Other noncurrent assets39,725Â Current liabilities(211,417)Deferred tax liabilities and other noncurrent liabilities(452,805)Net assets acquired2,393,815Â Goodwill3,627,436Â Total purchase price$6,021,251Â The final valuation of assets acquired and liabilities assumed in connection with the Acquisition was completed in the second quarter of 2023.The fair value of acquired inventories was $256.6Â million and was valued at the estimated selling price less the cost of disposal and reasonable profit for the selling effort. The fair value write-up of acquired finished goods inventory was $61.9Â million. This F-15Table of Contentsamount was recorded as an incremental cost of sales charge, amortized over the expected turn of the acquired inventory, during the year ended December 31, 2022. The fair value of acquired property, plant and equipment of $537.4Â million is valued at its fair value assuming held and used, unless market data was available supporting the fair value. The Company recognized the following intangible assets as part of the acquisition of CMC Materials and finite lived assets will be amortized on a straight-line basis: (In thousands)AmountWeightedaverageÂ lifeÂ inyearsDeveloped technology$1,043,000Â 7.3Trademarks and trade names236,600Â 14.9Customer relationships414,300Â 18.3In-process research and development(1)31,400Â Other10,919Â 1.2$1,736,219Â 11.0(1) In-process research and development assets are treated as indefinite-lived until the completion or abandonment of the associated research and development project, at which time the appropriate useful lives would be determined. The fair value of acquired identifiable finite intangible assets was determined using an income method, which utilizes discounted cash flows to fair value each of the identifiable intangible assets. The Company normally utilizes the â€œincome method,â€ which starts with a forecast of all of the expected future net cash flows attributable to the subject intangible asset. These cash flows are then adjusted to present value by applying an appropriate discount rate that reflects the risk factors associated with the cash flow streams. Depending on the asset valued, the key assumptions included one or more of the following: (1) future revenue growth rates, (2) future gross margin, (3) future selling, general and administrative expenses, (4) royalty rates, and (5) discount rates. The valuations were based on the information that was available as of the acquisition date and the expectations and assumptions that have been deemed reasonable by the Companyâ€™s management. There are inherent uncertainties and management judgment required in these determinations. The fair value measurements of the assets acquired and liabilities assumed were based on valuations involving significant unobservable inputs, or Level 3 in the fair value hierarchy. The purchase price of CMC Materials exceeded the fair value of the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed by $3,627.4 million. Cash flows used to determine the purchase price included strategic and synergistic benefits (investment value) specific to the Company, which resulted in a purchase price in excess of the fair value of identifiable net assets. The purchase price also included the fair values of other assets that were not identifiable, not separately recognizable under accounting rules (e.g., assembled workforce) or of immaterial value in addition to a going-concern element that represents the Companyâ€™s ability to earn a higher rate of return on the group of assets than would be expected on the separate assets as determined during the valuation process. This additional investment value resulted in goodwill. No amount of goodwill is expected to be deductible for tax purposes. Pro Forma Results (Unaudited)The following unaudited pro forma financial information presents the combined results of operations of the Company as if the acquisition of CMC Materials had occurred as of the beginning of the year presented. The unaudited pro forma financial information is not necessarily indicative of what the Companyâ€™s consolidated results of operations would have been had the acquisition occurred at the beginning of the year. In addition, the unaudited pro forma financial information does not attempt to project the future results of operations of the combined company. The pro forma information does not include any potential revenue enhancements, cost synergies or other operating efficiencies that could result from the acquisition. F-16Table of ContentsÂ Year Ended(In thousands)December 31, 2022Net sales$3,920,850Â Net income292,867Â Per share amounts:Net income per common share - basic$1.97Â Net income per common share - diluted$1.95Â The unaudited pro forma financial information above gives effect to the following:â€¢The elimination of transactions between Entegris and CMC Materials, which upon completion of the Acquisition would be considered intercompany transactions. This reflects the elimination of intercompany sales and associated intercompany accounts.â€¢Incremental amortization and depreciation expense related to the estimated fair value of identifiable intangible assets and property, plant and equipment from the purchase price allocation.â€¢Interest expense on the new debt raised to fund in part the consideration paid to effect the Acquisition using the effective interest rates.â€¢The elimination of interest expense, net of the gain on the termination of two swap instruments which were terminated on June 24, 2022 associated with the extinguished CMC Materialsâ€™ debt outstanding.â€¢The elimination of interest expense associated with the repayment of the $145.0 million senior secured term loan facility due 2025.â€¢The amortization of deferred financing costs and original issue discount associated with the aggregate new debt facilities.â€¢Transaction and integration costs directly attributable to the Acquisition were reclassified as of the beginning of the comparable prior annual reporting period. â€¢The incremental pro forma stock-based compensation expense for accelerated vesting upon the change in control for stock options, restricted stock units, restricted stock shares, phantom units, and other deferred restricted stock units. â€¢The additional cost of goods sold recognized in connection with the write-up of acquired finished goods inventory of $61.9Â million. The write-up is recognized in cost of sales as the inventory is sold, which for purposes of these pro forma financial statements is assumed to occur within the first quarter after the Acquisition.â€¢The income tax effect of the transaction accounting adjustments related to the Acquisition calculated using a blended statutory income tax rate of 22.5%.5. ASSETS HELD-FOR-SALE AND DIVESTITURESAsset Held-For-Sale - OtherDuring the fourth quarter of 2023, the Company began the process to sell a small, industrial specialty chemicals business that reports within the MS segment. The related assets and liabilities of the business were classified as held-for-sale in the Companyâ€™s consolidated balance sheets and measured at the lower of their carrying amount or fair value less cost to sell. The assets and liabilities continue to be marketed for sale and are classified as held-for-sale at December 31, 2024. The proposed disposition of the business did not meet the criteria to be classified as a discontinued operation in the Companyâ€™s financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Companyâ€™s operations and financial results. Assets held-for-sale and liabilities held-for-sale recorded on the balance sheet were $5.5Â million and $1.2Â million, respectively, as of December 31, 2024. The loss before income taxes attributable to the business was not significant for the twelve months ended December 31, 2024, except for the impairment charge of $13.0Â million as noted in Note 3 for the twelve months ended December 31, 2024. F-17Table of ContentsDivestiture - Pipeline and Industrial MaterialsDuring the first quarter of 2024, the Company completed the sale of its Pipeline and Industrial Materials (â€œPIMâ€) business, which became part of the Company with the acquisition of CMC Materials, to SCF Partners, Inc. The PIM business specializes in the manufacture and sale of drag reducing agents and a range of valve maintenance products and services for the oil and gas industry, and reported into the MS segment of the Company. The Company received gross cash proceeds of $263.2Â million, or net proceeds of $256.2Â million, and may receive up to $25.0Â million in cash earn-out payments contingent upon the performance of the PIM business in 2025 and 2026.The Companyâ€™s policy is to account for the contingent consideration arrangement in accordance with ASC 450, Contingencies (Subtopic 450-30). Under this approach, the Company recognizes the contingent consideration receivable in earnings after the contingency is resolved. Accordingly, to determine the initial gain on the sale of the PIM business, the Company did not include an amount related to the contingent consideration arrangement as part of the consideration received.The following table summarizes the fair value of the sale proceeds received in connection with the divestiture:(In thousands)March 1, 2024Cash proceeds received, gross$263,208Â Final working capital adjustment 1,189Â Cash transferred to the buyer on the closing balance sheet(230)Direct costs to sell(8,005)Â Â Â Fair value of sale consideration$256,162Â The disposition of the PIM business did not meet the criteria to be classified as a discontinued operation in the Companyâ€™s financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Companyâ€™s operations and financial results.The carrying amount of net assets associated with the PIM business was approximately $252.8 million. The major classes of assets and liabilities sold consisted of the following:(In thousands)Assets:March 1, 2024Current assets$58,684Â Property, Plant and Equipment, net118,146Â Intangible assets, net76,692Â Goodwill12,707Â Other assets2,500Â Total assets-held-for sale$268,729Â Liabilities:Accounts payable$9,485Â Accrued expenses4,672Â Long-term liabilities1,737Â Total liabilities-held-for sale$15,894Â As a result of the sale of the PIM business, the Company recognized a pre-tax gain of $4.3Â million, inclusive of a $1.0Â million gain reclassified from Accumulated other comprehensive loss for foreign currency translation, presented in Selling, general and administrative expenses in the consolidated statements of operations for the year ended DecemberÂ 31, 2024. The Company recorded an income tax expense associated with the PIM divestiture of approximately $1.0Â million for the year ended DecemberÂ 31, 2024.Divestiture - QEDF-18Table of ContentsOn March 1, 2023, the Company completed the divestiture of QED. The Company received proceeds of $134.3Â million, net of final adjustments with respect to cash, working capital, indebtedness and transaction expenses. The carrying amount of net assets associated with the QED business was approximately $149.2 million. As a result of the QED divestiture, the Company recognized a pre-tax loss of $14.9Â million presented in selling, general and administrative expenses on the consolidated statements of operations for the twelve months ended December 31, 2023. The Company recorded an income tax expense associated with the QED divestiture of approximately $16.9Â million in the twelve months ended December 31, 2023. The disposition of QED did not meet the criteria to be classified as a discontinued operation in the Companyâ€™s financial statements since the disposition did not represent a strategic shift that had a major effect on the Companyâ€™s operations and financial results.Divestiture - EC BusinessOn October 2, 2023, the Company completed the divestiture of its EC business. The Company received proceeds of $675.3Â million, net of final adjustments with respect to cash, working capital, indebtedness and transaction expenses. The carrying amount of net assets associated with the EC business was approximately $681.5Â million. As a result of the EC business divestiture, the Company recognized a pre-tax loss of $8.9Â million, including a $2.6Â million loss reclassified from accumulated other comprehensive income for foreign currency translation and minimum pension liability, presented in selling, general and administrative expenses on the consolidated statements of operations for the twelve months ended December 31, 2023. The Company recorded an income tax benefit associated with the EC business divestiture of approximately $63.4Â million in the twelve months ended December 31, 2023. The disposition of the EC business did not meet the criteria to be classified as a discontinued operation in the Companyâ€™s financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Companyâ€™s operations and financial results.Termination - Alliance AgreementOn June 5, 2023, the Company announced the termination of the Alliance Agreement (the â€œAlliance Agreementâ€) between the Company and MacDermid Enthone Inc., a global business unit of Element Solutions Inc (â€œMacDermid Enthoneâ€). Under the Alliance Agreement, Entegris had been granted the exclusive right to distribute MacDermid Enthone's Viaform products, subject to certain conditions. In connection with the termination of the Alliance Agreement, Entegris received net proceeds of $191.2Â million for the twelve months ended December 31, 2023. The Company recognized a pre-tax gain of $184.8 million (tax expense of $41.7Â million) presented in gain on termination of the Alliance Agreement on the consolidated statements of operations for the twelve months ended DecemberÂ 31, 2023.6. TRADE ACCOUNTS AND NOTES RECEIVABLETrade accounts and notes receivable from customers at DecemberÂ 31, 2024 and 2023 consist of the following:(In thousands)20242023Trade accounts receivable$497,284Â $457,566Â Notes receivable1,164Â 5,898Â Total trade accounts and notes receivable498,448Â 463,464Â Less allowance for credit losses3,136Â 6,412Â Trade accounts and notes receivable, net$495,312Â $457,052Â 7. INVENTORIESInventories at DecemberÂ 31, 2024 and 2023 consist of the following:(In thousands)20242023Raw materials$231,046Â $248,656Â Work-in-process59,620Â 49,704Â Finished goods (1)347,414Â 308,691Â Inventories, net$638,080Â $607,051Â F-19Table of Contents(1) Includes consignment inventories held by customers of $24.0 million and $20.8 million at DecemberÂ 31, 2024 and 2023, respectively.8. PROPERTY, PLANT AND EQUIPMENTProperty, plant and equipment at DecemberÂ 31, 2024 and 2023 consists of the following:(In thousands)20242023EstimatedusefulÂ livesÂ inyearsLand$47,192Â $44,177Â Buildings and improvements849,835Â 779,589Â 5-35Manufacturing equipment799,611Â 685,504Â 5-10Canisters and cylinders203,962Â 186,231Â 3-12Molds85,403Â 83,745Â 3-5Office furniture and lab equipment338,208Â 299,438Â 3-8Construction in progress356,087Â 297,448Â Total property, plant and equipment2,680,298Â 2,376,132Â Less accumulated depreciation1,057,372Â 908,089Â Property, plant and equipment, net$1,622,926Â $1,468,043Â The table below sets forth the depreciation expense for the years ended DecemberÂ 31, 2024, 2023 and 2022:(In thousands)202420232022Depreciation expense$188,120Â $172,683Â $135,371Â 9. GOODWILL AND INTANGIBLE ASSETSGoodwill activity for each of the Companyâ€™s reportable segments, Materials Solutions (â€œMSâ€) and Advanced Purity Solutions (â€œAPSâ€), for the years ended DecemberÂ 31, 2024 and 2023 is shown below:(In thousands)MSAPSTotalDecember 31, 2022$4,092,141Â $316,190Â $4,408,331Â Goodwill impairment(115,217)â€”Â (115,217)Disposition of businesses(340,643)â€”Â (340,643)Purchase accounting adjustments(1,021)â€”Â (1,021)Goodwill included in assets held-for-sale(3,885)â€”Â (3,885)Foreign currency translation(25)(1,680)(1,705)December 31, 2023$3,631,350Â $314,510Â $3,945,860Â Foreign currency translation(36)(2,253)(2,289)December 31, 2024$3,631,314Â $312,257Â $3,943,571Â As of DecemberÂ 31, 2024, goodwil amounted to approximately $3,943.6Â million, a decrease of $2.3Â million from the balance at DecemberÂ 31, 2023, relating to foreign currency translation. As described in Note 20, the Company realigned its segments in the fourth quarter of 2024. The Company combined its previous segments, Advanced Materials Handing and Microcontamination Control into the new APS segment. We completed an assessment of any potential goodwil impairment for all reporting units immediately prior and subsequent to the reallocation and determined that no impairment existed.Identifiable intangible assets at DecemberÂ 31, 2024 and 2023 consist of the following:F-20Table of Contents2024(In thousands)GrossÂ carryingamountAccumulatedamortizationNet

carryingvalueWeightedaverageÂ lifeÂ inyearsDeveloped technology$1,256,766Â $601,700Â $655,066Â 7.2Trademarks and trade names171,970Â 48,754Â 123,216Â 14.0Customer relationships630,496Â 326,495Â 304,001Â 14.0In-process research and development (1)6,600Â â€”Â 6,600Â Other25,544Â 22,681Â 2,863Â 5.1$2,091,376Â $999,630Â $1,091,746Â 9.72023(In thousands)GrossÂ carryingamountAccumulatedamortizationNet carryingvalueWeightedaverageÂ lifeÂ inyearsDeveloped technology$1,256,469Â $455,720Â $800,749Â 7.2Trademarks and trade names172,031Â 37,877Â 134,154Â 14.0Customer relationships630,743Â 293,782Â 336,961Â 14.0In-process research and development (1)7,100Â â€”Â 7,100Â Other23,924Â 20,919Â 3,005Â 5.6$2,090,267Â $808,298Â $1,281,969Â 9.7(1) Intangible assets acquired in a business combination that are in-process and used in research and development activities are considered indefinite-lived until the completion or abandonment of the research and development efforts. Once the research and development efforts are completed, we determine the useful life and begin amortizing the assets.The table below sets forth the amortization expense for finite-lived intangible assets for the years ended DecemberÂ 31, 2024, 2023, and 2022:(In thousands)202420232022Amortization expense$190,119Â $214,477Â $143,953Â The amortization expense for each of the five succeeding years and thereafter relating to finite-lived intangible assets currently recorded in the Companyâ€™s consolidated balance sheets is estimated to be the following at DecemberÂ 31, 2024:(InÂ thousands)20252026202720282029ThereafterTotalFuture amortization expense$185,671Â 182,505Â 178,891Â 176,449Â 110,693Â 257,537Â $1,091,746Â 10. DEBTThe Companyâ€™s debt at DecemberÂ 31, 2024 and 2023 consists of the following:(In thousands)20242023Senior secured term loan due 2029 at 4.71% (1)$750,000Â $1,373,774Â Senior secured notes due 2029 at 4.75%1,600,000Â 1,600,000Â Senior unsecured notes due 2030 at 5.95%895,000Â 895,000Â Senior unsecured notes due 2029 at 3.625%400,000Â 400,000Â Senior unsecured notes due 2028 at 4.375%400,000Â 400,000Â Revolving facility due 2027 at 6.07% (2)â€”Â â€”Â Total debt (par value)$4,045,000Â $4,668,774Â Unamortized discount and debt issuance costs63,895Â 91,633Â Total debt, net$3,981,105Â $4,577,141Â Less current portion of long-term debtâ€”Â â€”Â Total long-term debt, net$3,981,105Â $4,577,141Â F-21Table of ContentsAnnual maturities of long-term debt, excluding unamortized discount and issuance costs, due as of DecemberÂ 31, 2024 are as follows:(In thousands)20252026202720282029ThereafterTotalLong-term debt obligation maturities*$â€”Â â€”Â â€”Â 400,000Â 2,750,000Â 895,000Â $4,045,000Â * Senior secured term loans B subject to Excess Cash Flow payments to the lenders.(1) The Company entered into a floating-to-fixed swap contract on its variable rate debt under our senior secured term loan facility due 2029. The effective interest rate after consideration of this floating-to-fixed swap contract was 4.71%. Refer to Note 12 for a description of our interest rate swap contract. (2) Our senior secured revolving credit facility due 2027 (the â€œRevolving Facilityâ€) bears interest at a rate per annum equal to SOFR, plus an applicable margin of 1.75%. The Revolving Facility has commitments of $575.0Â million.Senior secured term loans B due 2029On March 28, 2024, the Company and certain of its subsidiaries entered into Amendment No. 3 (the â€œThird Amendmentâ€), with the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent, which amended the Credit and Guaranty Agreement, dated as of November 6, 2018 (as amended and restated as of July 6, 2022 and as subsequently amended on each of March 10, 2023 and September 11, 2023, the â€œExisting Credit Agreementâ€ and, the Existing Credit Agreement as amended by the Third Amendment, the â€œAmended Credit Agreementâ€), by and among the Company, as borrower, certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent and collateral agent.The Third Amendment provides for, among other things, the reduction of the applicable rate of the Companyâ€™s outstanding senior secured term loans B under the Existing Credit Agreement. After giving effect to the Third Amendment, such outstanding term loans B bear interest, at a rate per annum equal to, at the Companyâ€™s option, either (i) Term SOFR plus an applicable margin of 1.75% or (ii) a base rate plus an applicable margin of 0.75%. Other than as described herein (and more fully described in the Third Amendment), the terms of the Amended Credit Agreement are substantially similar to the terms of the Existing Credit Agreement. In connection with the Third Amendment, the Company made a prepayment of $354.5Â million on the term loans B.During the twelve months ended December 31, 2024, the Company has repaid $623.8Â million of the outstanding borrowings under the term loans B. In connection with these repayments and entry into the Third Amendment, the Company incurred a pre-tax loss on extinguishment and modification of debt of $14.3Â million for the twelve months ended DecemberÂ 31, 2024, which is included in Other expense, net on the consolidated statements of operations.11. FAIR VALUE OF FINANCIAL INSTRUMENTSThe Company is required to record certain assets and liabilities at fair value. The valuation methods used for determining the fair value of these financial instruments by hierarchy are as follows: Level 1 Cash and cash equivalents consist of various bank accounts used to support our operations and investments in institutional money-market funds that are traded in active markets. Level 2 Derivative financial instruments include an interest rate swap contract and foreign exchange contracts. The fair value of our derivative instruments is estimated using standard valuation models and market-based observable inputs over the contractual term, including the prevailing SOFR-based yield curves for the interest rate swap, and forward rates and/or the Overnight Index Swap curve for forward foreign exchange contracts, among others. The fair value of our debt is estimated based on independent broker/dealer bids or by comparison to other debt securities having similar durations, yields and credit ratings.Level 3 No Level 3 financial instrumentsThe following table presents financial instruments that we measure at fair value on a recurring basis. See Note 10 to our consolidated financial statements for a discussion of our debt. In instances where the inputs used to measure the fair value of an F-22Table of Contentsasset fall into more than one level of the hierarchy, we have classified it based on the lowest level input that is significant to the determination of the fair value. Fair Value Measurements at Reporting Date Using(In thousands)Level 1Level 2Level 3TotalAssets:20242023202420232024202320242023Cash and cash equivalents$329,213Â $456,929Â $â€”Â $â€”Â $â€”Â $â€”Â $329,213Â $456,929Â Derivative financial instruments - interest rate swap - cash flow hedgeâ€”Â â€”Â 7,135Â 24,069Â â€”Â â€”Â 7,135Â 24,069Â Total Assets$329,213Â $456,929Â $7,135Â $24,069Â $â€”Â $â€”Â $336,348Â $480,998Â Other Fair Value DisclosuresThe fair value of our debt is considered Level 2. The estimated fair value and carrying value of our debt as of DecemberÂ 31, 2024 and 2023 were as follows:December 31, 2024December 31, 2023(In thousands)Carrying ValueFair ValueCarrying ValueFair ValueTotal debt, net$3,981,105Â $3,909,256Â $4,577,141Â $4,536,238Â 12. DERIVATIVE INSTRUMENTSThe Company is exposed to various market risks, including risks associated with interest rates and foreign currency exchange rates. One objective of the Company's risk management program is to mitigate these risks using derivative instruments. Cash Flow Hedges - Interest Rate Swap ContractIn July 2022, the Company entered into a floating-to-fixed swap agreement on its variable rate debt under the Term Loan Facility. The interest rate swap was designated specifically to the Term Loan Facility, is highly effective and qualifies as a cash flow hedge. The notional amount is scheduled to decrease quarterly and will expire on December 30, 2025. As cash flow hedges, unrealized gains are recognized as assets and unrealized losses are recognized as liabilities. Unrealized gains and losses are designated as effective or ineffective based on a comparison of the changes in fair value of the interest rate swaps and changes in fair value of the underlying exposures being hedged. The effective portion is recorded as a component of Accumulated other comprehensive loss and will be reflected in earnings during the period the hedged transaction effects earnings, while the ineffective portion is recorded as a component of Interest expense.Foreign Currency Contracts Not Designated as HedgesThe Company enters into foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting. TheCompany recognizes the change in fair value of its foreign currency forward contracts in the consolidated statementof operations. The notional amounts of our derivative instruments are as follows:(In thousands)December 31, 2024December 31, 2023Derivatives designated as hedging instruments:Interest rate swap contract - cash flow hedge$750,000Â $1,350,000Â The fair values of our derivative instruments included in the consolidated balance sheets are as follows:(In thousands)Derivative AssetsConsolidated Balance Sheet LocationDecember 31, 2024December 31, 2023Derivatives designated as hedging instruments: Interest rate swap contract - cash flow hedgeOther current assets$7,135Â $21,451Â Other assetsâ€”Â 2,618Â F-23Table of ContentsThe following table summarizes the effects of our derivative instruments on our consolidated statements of operations for the years ended DecemberÂ 31, 2024, 2023 and 2022: (In thousands)Consolidated Statements of Operations LocationGain recognized in Consolidated Statements of IncomeDerivatives designated as hedging instruments:202420232022Interest rate swap contract - cash flow hedgeInterest expense$(26,969)$(37,220)$â€”Â Derivatives not designated as hedging instruments:202420232022Foreign exchange contractsOther expense, netâ€”Â (374)(3,435)The following table summarizes the effects of our derivative instruments on Accumulated other comprehensive loss for the years ended DecemberÂ 31, 2024, 2023 and 2022: (Loss) gain recognized in Accumulated other comprehensive loss(In thousands)202420232022Derivatives designated as hedging instruments:Interest rate swap contract - cash flow hedge$(13,111)$(17,435)$36,069Â We expect approximately $7.1Â million to be reclassified from Accumulated other comprehensive loss into Interest expense during the next twelve months related to our interest rate swap based on projected rates of the SOFR forward curve as of DecemberÂ 31, 2024.13. OTHER EXPENSE, NETThe table below sets forth the Other expense, net for the years ended DecemberÂ 31, 2024, 2023 and 2022:(In thousands)202420232022Infineum termination fee, netâ€”Â $(10,876)$â€”Â Patent infringement settlement gain, net(20,033)â€”Â â€”Â Loss on foreign currency remeasurement7,705Â 5,718Â 23,034Â Loss on extinguishment of debt and modification14,348Â 29,896Â 3,287Â Other, net2,001Â 629Â (2,395)Other expense, net$4,021Â $25,367Â $23,926Â Patent infringement settlement gain, netDuring the fourth quarter of 2024, the Company settled patent infringement litigation and received net proceeds of $20.0 million. Infineum termination fee, netOn October 11, 2022, the Company and Infineum entered into a definitive agreement for the sale of the Companyâ€™s PIM business. On February 10, 2023, the Company terminated the definitive agreement. In accordance with the terms of the definitive agreement, the Company received a $12.0Â million termination fee from Infineum in the first quarter of 2023 and incurred a transaction fee of $1.1Â million to the third-party financial adviser it had engaged to assist with the transaction.14. LEASESAs of DecemberÂ 31, 2024, the Company was obligated under operating and finance lease agreements for certain office space and manufacturing facilities, manufacturing equipment, vehicles, information technology equipment and warehouse space. Our leases have remaining lease terms of 1 year to 29 years, some of which may include options to extend the lease for up to 10 years, and some of which may include options to terminate the leases within 1 year. As of DecemberÂ 31, 2024 and 2023, the Companyâ€™s operating and financing lease components with initial or remaining terms in excess of one year were classified on the consolidated balance sheets as follows, together with certain supplemental balance sheet information:F-24Table of Contents(In thousands)Classification20242023AssetsRight-of-use assets:Â Â Â Â Operating leaseRight-of-use assets62,548Â 57,990Â Â Â Â Â Finance leaseRight-of-use assets20,927Â 22,409Â Â Â Â Â Â Total right-of-use assets$83,475Â $80,399Â LiabilitiesShort-term lease liability:Â Â Â Operating leaseOther accrued liabilities13,793Â 14,475Â Â Â Â Â Finance leaseOther accrued liabilities1,898Â 1,880Â Total short-term lease liability$15,691Â $16,355Â Long-term lease liability:Â Â Â Â Operating leasesLong-term lease liability53,758Â 49,719Â Â Â Â Â Finance leasesLong-term lease liability18,401Â 19,267Â Total long-term lease liability$72,159Â $68,986Â Total lease liabilities$87,850Â $85,341Â Lease Term and Discount RateWeighted average remaining lease term (years) - Operating leases7.86.9Weighted average remaining lease term (years) - Finance leases13.414.7Weighted average discount rate - Operating leases4.5Â %4.2Â %Weighted average discount rate - Finance leases5.1Â %5.0Â %Expense for leases less than 12 months for the year ended DecemberÂ 31, 2024, 2023 and 2022 were not material. The components of lease expense for the year ended DecemberÂ 31, 2024, 2023 and 2022 are as follows:(In thousands)202420232022Operating lease cost$17,936Â $18,107Â $17,997Â Finance lease cost:Â Â Â Â Amortization of ROU assets2,216Â 1,841Â 1,213Â Â Â Â Â Interest on lease liabilities1,069Â 821Â 401Â The Company combines the amortization of the right-of-use assets and the change in the operating lease liability in the same line item in the Statement of Cash Flows. Other information related to the Companyâ€™s operating leases for the year ended DecemberÂ 31, 2024, 2023 and 2022 are as follows: (In thousands)202420232022Cash paid for amounts included in the measurement of lease liabilities:Cash flows - Operating leases$18,931Â $18,528Â $14,916Â Â Â Â Â Cash flows - Finance leases2,719Â 2,164Â 1,300Â Right-of-use assets obtained in exchange for lease obligations:Operating leases$22,341Â $6,155Â $16,241Â Finance leases1,544Â 8,806Â 7,357Â F-25Table of ContentsFuture minimum lease payments for noncancellable leases as of DecemberÂ 31, 2024, were as follows:(InÂ thousands)Operating leasesFinance leasesOne year$17,265Â $2,747Â Two years13,572Â 2,728Â Three years9,864Â 2,630Â Four years8,053Â 2,639Â Five years6,542Â 2,629Â Beyond five years21,222Â 18,283Â Total minimum lease payments$76,518Â $31,656Â Less: Interest8,967Â 11,357Â Present value of lease liabilities$67,551Â $20,299Â 15. ASSET RETIREMENT OBLIGATIONS The Company has asset retirement obligations (â€œAROsâ€) related to environmental disposal obligations associated with cylinders used to supply customers with gas products, and certain restoration obligations associated with certain of its leased facilities. Changes in the carrying amounts of the Companyâ€™s AROs for the years ended DecemberÂ 31, 2024 and 2023 are shown below:(In thousands)20242023Balance at beginning of year$21,715Â $28,035Â Liabilities settled(612)(7,254)Liabilities incurred2,341Â 2,869Â Accretion expense143Â 139Â Revision of estimate(1,180)(2,074)Balance at end of year$22,407Â $21,715Â ARO liabilities expected to be settled within twelve months are included in the consolidated balance sheets in Other accrued liabilities, while all other ARO liabilities are included in Pension benefit obligations and other liabilities in the consolidated balance sheets.16. INCOME TAXES Income before income tax expense (benefit) for the years ended DecemberÂ 31, 2024, 2023 and 2022 was derived from the following sources:(In thousands)202420232022Domestic$(239,773)$(457,888)$(272,365)Foreign561,825Â 630,558Â 519,445Â Income before income tax expense (benefit)$322,052Â $172,670Â $247,080Â Income tax expense (benefit) for the years ended DecemberÂ 31, 2024, 2023 and 2022 is summarized as follows:F-26Table of Contents(In thousands)202420232022Current:Federal$14,786Â $10,835Â $39,216Â State896Â 1,267Â 4,077Â Foreign91,552Â 125,091Â 97,611Â $107,234Â $137,193Â $140,904Â Deferred (net of valuation allowance):Federal$(73,952)$(135,408)$(90,238)State(3,225)(5,829)(5,749)Foreign(1,725)(4,369)(6,757)$(78,902)$(145,606)$(102,744)Income tax expense (benefit)$28,332Â $(8,413)$38,160Â Income tax expense (benefit) differs from the expected amounts based upon the statutory federal tax rates for the years ended DecemberÂ 31, 2024, 2023 and 2022 as follows:(In thousands)202420232022Expected federal income tax at statutory rate$66,657Â $36,261Â $51,887Â State income taxes before valuation allowance, net of federal tax effect(6,169)(9,374)(5,907)Effect of foreign source income(25,685)(18,383)(7,607)Tax contingencies(2,271)11,048Â 5,762Â Valuation allowance11,501Â 9,032Â 8,052Â U.S. federal research credit(14,250)(18,679)(13,525)Equity compensation5,386Â 7,431Â 5,290Â Foreign derived intangible income(7,861)(5,144)(15,265)Acquisition related retention, severance, and transaction costsâ€”Â â€”Â 8,924Â Legal entity divestiture activity973Â (20,311)â€”Â Other items, net51Â (294)549Â Income tax expense (benefit) $28,332Â $(8,413)$38,160Â The Company has made employment and spending commitments to Singapore. In return for those commitments, the Company was granted a partial tax holiday for eight years starting in 2013. During 2017, this agreement was extended to 2027 in exchange for revised employment and spending commitments. The income tax benefits attributable to the tax status are $27.7 million ($0.18 per diluted share), $19.7 million ($0.13 per diluted share) and $24.8 million ($0.17 per diluted share) for the years ending December 31, 2024, 2023 and 2022, respectively. The 2024, 2023 and 2022 effective tax rates include additional benefits of $17.1 million, $12.1 million and $14.2 million because the corporate tax rate in Singapore is lower than the U.S. rate.At December 31, 2024, there were approximately $339.7 million of accumulated undistributed earnings of subsidiaries outside of the United States, all of which are considered to be indefinitely reinvested. Management estimates that approximately $23.0 million of withholding taxes would be incurred if these undistributed earnings were distributed.Â Â Â The significant components of the Companyâ€™s deferred tax assets and deferred tax liabilities at DecemberÂ 31, 2024 and 2023 are as follows:F-27Table of Contents(In thousands)20242023Deferred tax assets attributable to:Accounts receivable$1,307Â $1,304Â Inventory11,891Â 12,456Â Accruals not currently deductible for tax purposes11,984Â 16,341Â Net operating loss and credit carryforwards69,461Â 55,685Â Capital loss carryforward7,542Â 5,281Â Equity compensation10,701Â 11,382Â Interest expense limitations51,429Â 37,691Â Capitalization of engineering, research and development expenses134,398Â 100,832Â Other, net6,298Â 15,064Â Gross deferred tax assets$305,011Â $256,036Â Valuation allowance(71,785)(60,330)Net deferred tax assets$233,226Â $195,706Â Deferred tax liabilities attributable to:Purchased intangible assets$(215,906)$(230,550)Depreciation and amortization(24,853)(44,007)Total deferred tax liabilities$(240,759)$(274,557)Net deferred tax liabilities$(7,533)$(78,851)Deferred tax assets are generally required to be reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized.As of DecemberÂ 31, 2024 and 2023, the Company had net U.S. deferred tax assets of $20.1 million and deferred tax liabilities of $76.7 million, respectively, which are composed of temporary differences and various tax credit carryforwards. The Company had state operating loss and credit carryforwards of approximately $26.3 million, which begin to expire in 2025. Management believes that it is more likely than not that the benefit from certain state net operating loss carryforwards, state credit carryforwards, capital loss carryforwards and certain federal foreign tax credit carryforwards will not be realized. In recognition of this risk, management has provided valuation allowances of $36.5 million and $29.7 million as of DecemberÂ 31, 2024 and 2023, respectively, on the related deferred tax assets. If the assumptions change and management determines the assets will be realized, the tax benefits relating to any reversal of the valuation allowance on deferred tax assets at DecemberÂ 31, 2024 will be recognized as a reduction of income tax expense. As of DecemberÂ 31, 2024 and 2023, the Company had net non-U.S. deferred tax assets of $44.2 million and $58.2 million, respectively, for which management determined based upon the available

evidence a valuation allowance of $35.3 million and $30.6 million as of DecemberÂ 31, 2024 and 2023, respectively, was required against the non-U.S. gross deferred tax assets. For other non-U.S. jurisdictions, management relies upon projections of future taxable income to utilize deferred tax assets.At DecemberÂ 31, 2024, the Company had foreign operating loss carryforwards of $64.3 million, which begin to expire in 2025. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax positions will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that fail to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. The provisions also provide guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties.Reconciliations of the beginning and ending balances of the total amounts of gross unrecognized tax benefits for the years ended DecemberÂ 31, 2024 and 2023 are as follows:F-28Table of Contents(In thousands)20242023Gross unrecognized tax benefits at beginning of year$67,717Â $53,478Â Increase in tax positions from prior years305Â 242Â Decrease in tax positions from prior years(4,818)â€”Â Increases in tax positions for current year5,455Â 17,111Â Settlement of tax positions for current year(21,570)â€”Â Lapse in statute of limitations(2,765)(3,114)Gross unrecognized tax benefits at end of year$44,324Â $67,717Â The total amount of net unrecognized tax benefits that, if recognized, would affect the effective tax rate was $39.3 million at DecemberÂ 31, 2024.Penalties and interest paid or received are recorded in other expense, net in the consolidated statements of operations. As of DecemberÂ 31, 2024 and 2023, the Company had accrued interest and penalties related to unrecognized tax benefits of $6.0 million and $6.6 million, respectively. Expenses of $3.0 million, $2.5 million and $2.0 million were recognized as interest and penalties in the consolidated statements of operations for the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively.The Company files income tax returns in the U.S. and in various state, local and foreign jurisdictions. The statutes of limitations related to both the consolidated federal income tax return and state returns are closed for all years up to and including 2020 and 2020, respectively. With respect to foreign jurisdictions, the statute of limitations varies from country to country, with the earliest open year for the Companyâ€™s major foreign subsidiaries being 2018.Due to the expiration of various statutes of limitations and settlements of audits, it is reasonably possible that the Companyâ€™s gross unrecognized tax benefit balance may decrease within the next twelve months by approximately $0.2 million.The Organization Economic Co-operation and Development (â€œOECDâ€) introduced Base Erosion and Profit Shifting (â€œBEPSâ€) Pillar 2 rules that impose a global minimum tax rate of 15%. Numerous countries, including European Union member states, have enacted or are expected to enact legislation to be effective as early as January 1, 2024, with general implementation of a global minimum tax by January 1, 2025. There was no material impact in 2024 and we continue to evaluate the future potential impact on our consolidated financial statements and related disclosures.17. EQUITYDividendsHolders of the Companyâ€™s common stock are entitled to receive dividends when and if they are declared by the Companyâ€™s board of directors. The Companyâ€™s board of directors declared quarterly cash dividends of $0.10 per share during 2024, which totaled $60.7Â million. The Companyâ€™s board of directors declared quarterly cash dividends of $0.10 per share during 2023, which totaled $60.3Â million. The Companyâ€™s board of directors declared quarterly cash dividends of $0.10 per share during 2022, which totaled $57.3Â million. On January 15, 2025, the Companyâ€™s board of directors declared a quarterly cash dividend of $0.10 per share to be paid on February 19, 2025 to shareholders of record as of January 29, 2025.Future dividend declarations, if any, as well as the record and payment dates for such dividends, are subject to the final determination of the Companyâ€™s board of directors. 2020 Stock PlanIn 2020, the Companyâ€™s board of directors and stockholders approved the Entegris, Inc. 2020 Stock Plan (the â€œ2020 Stock Planâ€). The 2020 Stock Plan replaced the Entegris, Inc. 2010 Stock Plan for future stock awards and stock option grants. The 2020 Stock Plan has a term of ten years and provides for the issuance of stock options and other share-based awards to selected employees, directors, and other individuals or entities that provide services to the Company or its affiliates. Under the 2020 Stock Plan, the board of directors or a committee selected by the board of directors will determine for each award, the term, price, number of shares, rate at which each award is exercisable and whether restrictions are imposed on the shares subject to the awards. The exercise price for option awards generally may not be less than the fair market value per share of the underlying common stock on the date granted. The 2020 Stock Plan provides that after DecemberÂ 31, 2019, any shares subject to stock awards that were awarded from the Companyâ€™s expired plans and that are forfeited, expired or otherwise terminated without issuance of shares will again be available for issuance under the 2020 Stock Plan.For all plans, exclusive of the employee stock purchase plan, the Company had shares available for future grants of 9.7 million, 10.2 million, and 10.9 million shares at DecemberÂ 31, 2024, 2023 and 2022, respectively.F-29Table of ContentsStock OptionsStock option activity for the years ended DecemberÂ 31, 2024, 2023 and 2022 is summarized as follows:Â 202420232022(Shares in thousands)Number ofsharesWeightedaverageexercisepriceNumberÂ ofsharesWeightedaverageexercisepriceNumberÂ ofsharesWeightedaverageexercisepriceOptions outstanding, beginning of year1,314Â $71.83Â 1,839Â $62.59Â 657Â $55.32Â Granted135Â 140.62Â 232Â 81.79Â 146Â 128.44Â Assumed in CMC acquisitionâ€”Â â€”Â â€”Â 1,178Â 55.80Â Exercised(281)52.19Â (715)51.04Â (141)40.00Â Cancelled or forfeited(2)88.11Â (42)76.02Â (1)61.42Â Options outstanding, end of year1,166Â $84.51Â 1,314Â $71.83Â 1,839Â $62.59Â Options exercisable, end of year788Â $71.76Â 900Â $63.08Â 1,386Â $54.53Â Options outstanding under the Companyâ€™s stock plans at DecemberÂ 31, 2024 are summarized as follows:(Shares in thousands)Options outstandingOptions exercisableRange of exercise pricesNumberoutstandingWeightedaverageremainingÂ lifein yearsWeighted-averageexercisepriceNumberexercisableWeightedaverageexerciseprice $0.00 to $35.15129Â 1.2 years$31.83Â 129Â $31.83Â $35.16 to $70.30276Â 2.9 years58.20Â 275Â 58.20Â $70.31 to $105.45500Â 4.5 years86.29Â 311Â 87.07Â $105.46 to $140.62261Â 5.1 years134.73Â 73Â 128.44Â 1,166Â 3.9 years$84.51Â 788Â $71.76Â The weighted average remaining contractual term for options outstanding and options exercisable for all plans at DecemberÂ 31, 2024 was 3.9 years and 3.3 years, respectively.Under the stock plans, the total pre-tax intrinsic value of stock options exercised during the years ended December 31, 2024 and 2023 was $23.2 million and $29.2 million, respectively. The aggregate intrinsic value, which represents the total pre-tax intrinsic value based on the Companyâ€™s closing stock price of $99.06 at DecemberÂ 31, 2024, which theoretically could have been received by the option holders had all option holders exercised their options as of that date, was $26.3 million and $23.6 million for options outstanding and options exercisable, respectively.Share-based payment awards in the form of stock option awards for 0.1 million, 0.2 million and 0.1 million shares were granted to employees during the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively. Compensation expense is based on the grant date fair value. The awards vest annually over a period of four years and have a contractual term of 7 years. The Company estimates the fair value of stock options using the Black-Scholes valuation model. Key inputs and assumptions used to estimate the fair value of stock options include the grant price of the award, the expected option term, volatility of the Companyâ€™s stock, the risk-free rate and the Companyâ€™s dividend yield. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of reasonableness of the original estimates of fair value made by the Company.The fair value of each stock option grant was estimated at the date of grant using a Black-Scholes option pricing model. The following table presents the weighted-average assumptions used in the valuation and the resulting weighted-average fair value per option granted for the years ended DecemberÂ 31, 2024, 2023 and 2022:F-30Table of ContentsEmployee stock options:202420232022Volatility47.6Â %46.5Â %40.9Â %Risk-free interest rate4.4Â %3.7Â %1.5Â %Dividend yield0.3Â %0.5Â %0.3Â %Expected life (years)4.64.74.2Weighted average fair value per option$61.94Â $34.40Â $43.47Â A historical daily measurement of volatility is determined based on the expected life of the option granted. The risk-free interest rate is determined by reference to the yield on an outstanding U.S. Treasury note with a term equal to the expected life of the option granted. Expected life is determined by reference to the Companyâ€™s historical experience. The Company determines the dividend yield by dividing the expected annual dividend on the Companyâ€™s stock by the option exercise price.Employee Stock Purchase PlanDuring 2024, the Company adopted a new 2024 Employee Stock Purchase Plan (â€œESPPâ€) that superseded the Entegris, Inc. Amended and Restated Employee Stock Purchase Plan. The ESPP allows employees to elect, at six-month intervals, to contribute up to 10% of their compensation, subject to certain limitations, to purchase shares of the Companyâ€™s common stock at a discount of 15% from the fair market value on the first day or last day of each six-month period. The Company treats the ESPP as a compensatory plan. At DecemberÂ 31, 2024, 0.9 million shares remained available for issuance under the ESPP. Employees purchased 0.2 million, 0.2 million and 0.2 million shares, at a weighted-average price of $89.59, $68.87, and $65.25 during the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively.Restricted Stock UnitsRestricted stock units are awards of common stock made under the Stock Plans that are subject to a risk of forfeiture if the awardee terminates employment with the Company prior to the lapse of the restrictions. The value of such restricted stock units is determined using the market price on the grant date. Compensation expense for restricted stock units is generally recognized using the straight-line single-option method. A summary of the Companyâ€™s restricted stock unit activity for the years ended DecemberÂ 31, 2024, 2023 and 2022 is presented in the following table:202420232022(Shares in thousands)NumberofsharesWeightedaveragegrantÂ datefair valueNumberofsharesWeightedaveragegrantÂ datefair valueNumberofsharesWeightedaveragegrantÂ datefair valueUnvested, beginning of year1,005Â $89.08Â 844Â $90.37Â 897Â $62.69Â Granted484Â 138.44Â 640Â 80.45Â 366Â 117.82Â Assumed in CMC acquisitionâ€”Â â€”Â â€”Â â€”Â 155Â 92.96Â Vested(371)86.92Â (389)78.17Â (523)64.77Â Forfeited(61)101.31Â (90)89.23Â (51)85.16Â Unvested, end of year1,057Â 111.81Â 1,005Â 89.08Â 844Â 90.37Â During the years ended December 31, 2024, 2023 and 2022, the Company awarded performance-based restricted stock units for up to 0.1 million, 0.2 million and 0.1 million shares of common stock, respectively, to be issued upon the achievement of performance conditions under the Companyâ€™s stock plans to certain officers. Compensation expense is based on the grant date fair value. The awards vest on the third anniversary of the award date if the performance conditions have been satisfied. The Company estimates the fair value of the performance shares using a Monte Carlo simulation process. As of DecemberÂ 31, 2024, the total compensation cost related to unvested stock options, performance-based restricted stock units and restricted stock unit awards not yet recognized was $5.0 million, $5.4 million and $62.7 million, respectively, and is expected to be recognized over the next 2.7 years on a weighted-average basis.ModificationsDuring the year ended December 31, 2022, the Company modified all employee awards of restricted share units, options, and performance-based restricted share units that were granted in the 2022 fiscal year to provide that the awards will generally vest in connection with the granteeâ€™s qualifying retirement. The Company accounted for this as a modification of awards and recognized incremental compensation cost of $15.3Â million. The incremental compensation cost was measured as the F-31Table of Contentsaccelerated expense over the requisite service period. The fair-value-based measure of the modified awards was the same as the fair-value based measure of the original award immediately before modification because the modification only affected the service period of the award.During the years ended December 31, 2023 and 2022, the Company modified restricted share units, options, and performance-based restricted share units granted prior to the 2022 fiscal year for certain employees to accelerate the unvested awards upon their respective retirements from the Company. The Company accounted for this as a modification of awards and recognized incremental compensation cost of $0.7Â million and $6.2Â million for the years ended December 31, 2023 and 2022, respectively. The incremental compensation cost was measured as the excess of the fair value of the modified award over the fair value of the original award immediately before its terms were modified and was recognized on the date of the modification for the vested awards.There were no material modifications to employee awards during the year ended December 31, 2024. Valuation and Expense InformationThe Company recognizes compensation expense for all share-based payment awards made to employees and directors based on their estimated fair values on the date of grant. Compensation expense is recognized using the straight-line attribution method to recognize share-based compensation over the service period of the award, with adjustments recorded for forfeitures as they occur. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis. The following table summarizes the allocation of share-based compensation expense related to employee stock options, restricted stock awards, performance-based restricted stock awards and grants under the employee stock purchase plan for the years ended DecemberÂ 31, 2024, 2023 and 2022:(In thousands)202420232022Cost of sales$11,086Â $8,896Â $5,780Â Engineering, research and development expenses10,461Â 7,999Â 4,596Â Selling, general and administrative expenses44,312Â 44,476Â 56,201Â Share-based compensation expense$65,859Â $61,371Â $66,577Â Tax benefit12,967Â 12,472Â 13,977Â Share-based compensation expense, net of tax$52,892Â $48,899Â $52,600Â 18. BENEFIT PLANS401(k) Plan The Company maintains 401(k) defined contribution plans covering employees in the U.S. The related expense totaled $24.6 million, $25.4 million and $21.9 million in the fiscal years ended DecemberÂ 31, 2024, 2023 and 2022, respectively. During the year ended December 31, 2024, the Company matched employeesâ€™ contributions to a maximum of 6% of the employeeâ€™s eligible wages. The Companyâ€™s Singapore and South Korea subsidiaries also make immaterial contributions to retirement plans that function as defined contribution retirement plans.Defined Benefit Plans The employees of the Companyâ€™s subsidiaries in Japan, Taiwan, France and Germany are covered in defined benefit pension plans. The benefit obligation was reduced by $1.4Â million due to the EC disposition in the year ended December 31, 2023. On December 31, 2023, the Company converted its South Korea defined pension plans to defined contribution plans. As a result of this conversion, the Company settled and paid out to beneficiaries an amount of $2.3Â million on January 2, 2024. The Company uses a DecemberÂ 31 measurement date for its pension plans. A summary of these combined plans are:(In thousands)20242023Projected benefit obligation$11,606Â $12,618Â Fair value of plan assets1,475Â 1,407Â Plan assets less benefit obligation - net amount recognized(10,131)(11,211)Accumulated benefit obligation8,996Â 10,375Â Cash FlowsBenefits for the combined plans were $0.6 million, $1.0 million and $0.7 million in fiscal years 2024, 2023 and 2022, respectively, consisting primarily of service costs. Net service costs are included in Cost of sales and Operating expenses, and F-32Table of Contentsall other costs are recorded in Other expense, net in our Consolidated Statements of Operations. The Company expects to make the following benefit payments:(In thousands)Payments2025$592Â 2026218Â 2027246Â 2028361Â 2029218Â Years 2030-20341,581Â 19. EARNINGS PER COMMON SHAREBasic earnings per common share (â€œEPSâ€) is calculated based on the weighted average number of shares of common stock outstanding during the applicable period. Diluted EPS is calculated based on the weighted average number of shares of common stock outstanding plus potentially dilutive shares of common stock outstanding during the applicable period. The following table presents a reconciliation of the share amounts used in the computation of basic and diluted EPS:(In thousands)202420232022Basicâ€”weighted average common shares outstanding150,946Â 149,900Â 142,294Â Weighted average common shares assumed upon exercise of stock options and vesting of restricted common stock894Â 1,045Â 852Â Dilutedâ€”weighted average common shares and common shares equivalent outstanding151,840Â 150,945Â 143,146Â The Company excluded the following shares underlying stock-based awards from the calculations of diluted EPS because their inclusion would have been anti-dilutive for the years ended DecemberÂ 31, 2024, 2023 and 2022:(In thousands)202420232022Shares excluded from calculations of diluted EPS464Â 657Â 447Â 20. SEGMENT INFORMATIONIn the fourth quarter of 2024, the Company announced an internal reorganization, combining two complementary divisions into one and realigning its customer facing organization. Our business is now organized and operated in two operating segments as discussed below. All prior periods have been recast to reflect the change. These segments share common business systems and processes, technology centers and technology roadmaps. With our complementary capabilities, we believe we are uniquely positioned to create new, co-optimized and increasingly integrated solutions for our customers, which should translate into improved device performance, lower cost of ownership and faster time to market. â€¢The Materials Solutions segment, or MS, provides materials-based solutions, such as chemical vapor and atomic layer deposition materials, chemical mechanical planarization (â€œCMPâ€) slurries and pads, ion implantation specialty gases, formulated etch and clean materials, and other specialty materials that enable our customers to achieve better device performance and faster time to yield, while providing for lower total cost of ownership. â€¢The Advanced Purity Solutions segment, or APS, offers filtration, purification and contamination-control solutions that improve customersâ€™ yield, device reliability and cost by ensuring the purity of critical liquid chemistries and gases and the cleanliness of wafers and other substrates used throughout semiconductor manufacturing processes, the semiconductor ecosystem and other high-technology industries.The Company's method for measuring profitability on a reportable segment basis is segment profit. Segment profit is defined as net sales less direct and indirect segment operating expenses, including certain general and administrative costs for the Companyâ€™s human resources, finance and information technology functions. The Company accounts for inter-segment sales and transfers as if the sales or transfers were to third parties. Inter-segment sales are presented as an elimination below. The remaining unallocated expenses consist mainly of the Companyâ€™s corporate functions as well as interest expense, interest income, amortization of intangible assets and income tax expense.F-33Table of ContentsThe Company's chief operating decision maker (CODM) is the President and Chief Executive Officer. For each of the reportable segments, the CODM uses segment profit (based on each segmentâ€™s target model) for determining the allocation of resources (including employees, financial, or capital resources) to the segments to

achieve the Company's strategic plan and to assess the performance of each segment by monitoring actual results against performance targets established in the Company's annual budget and forecasting process. Total assets by segment are not presented as that information is not used to allocate resources or assess performance at the segment level and is not regularly reviewed by the Companyâ€™s CODM. Summarized financial information for the Companyâ€™s reportable segments is shown in the following tables for the years ended DecemberÂ 31, 2024, 2023 and 2022: 2024(In thousands)MSAPSInter-segmentTotalNet sales$1,400,082Â $1,850,199Â $(9,073)$3,241,208Â Cost of sales769,182Â 994,380Â (9,073)1,754,489Â Operating expenses344,680Â 359,688Â â€”Â 704,368Â Segment profit$286,220Â $496,131Â $â€”Â $782,351Â 2023(In thousands)MSAPSInter-segmentTotalNet sales$1,689,467Â $1,846,596Â $(12,137)$3,523,926Â Cost of sales1,060,639Â 977,819Â (12,137)2,026,321Â Operating expenses332,453Â 337,329Â â€”Â 669,782Â Segment profit$296,375Â $531,448Â $â€”Â $827,823Â 2022(In thousands)MSAPSInter-segmentTotalNet sales$1,380,208Â $1,913,985Â $(12,160)$3,282,033Â Cost of sales892,801Â 1,004,979Â (12,160)1,885,620Â Operating expenses268,218Â 313,793Â â€”Â 582,011Â Segment profit$219,189Â $595,213Â $â€”Â $814,402Â The following table reconciles total segment profit to income before income tax expense (benefit) for the years ended DecemberÂ 31, 2024, 2023 and 2022:F-34Table of Contents(In thousands)202420232022Total segment profit$782,351Â $827,823Â $814,402Â Less:Amortization of intangibles190,119Â 214,477Â 143,953Â Unallocated general and administrative expenses58,310Â 114,188Â 190,468Â Operating income$533,922Â $499,158Â 479,981Â Interest expense215,217Â 312,378Â 212,669Â Interest income(7,368)(11,257)(3,694)Other expense, net4,021Â 25,367Â 23,926Â Income before income tax expense (benefit)$322,052Â $172,670Â $247,080Â The following tables summarize depreciation and capital expenditures for the Companyâ€™s reportable segments for the years ended DecemberÂ 31, 2024, 2023 and 2022:(In thousands)202420232022Depreciation:MS$90,242Â $95,373Â $82,841Â APS97,878Â 77,310Â 52,530Â Total depreciation $188,120Â $172,683Â $135,371Â (In thousands)202420232022Capital expenditures:MS$86,694Â $141,851Â $151,331Â APS228,912Â 314,996Â 314,861Â Total capital expenditures$315,606Â $456,847Â $466,192Â In the following tables, revenue is disaggregated by country or region based on the ship to location of the customer for the years ended DecemberÂ 31, 2024, 2023 and 2022:2024(In thousands)MSAPSInter-segmentTotalNorth America$316,010Â $364,718Â $(9,073)$671,655Â Taiwan238,835Â 423,869Â â€”Â 662,704Â South Korea202,555Â 216,195Â â€”Â 418,750Â Japan128,537Â 180,857Â â€”Â 309,394Â China256,966Â 414,253Â â€”Â 671,219Â Europe115,755Â 159,733Â â€”Â 275,488Â Southeast Asia141,424Â 90,574Â â€”Â 231,998Â $1,400,082Â $1,850,199Â $(9,073)$3,241,208Â 2023(In thousands)MSAPSInter-segmentTotalNorth America$540,347Â $363,042Â $(12,137)$891,252Â Taiwan231,982Â 358,651Â â€”Â 590,633Â South Korea218,192Â 224,993Â â€”Â 443,185Â Japan104,977Â 262,331Â â€”Â 367,308Â China196,970Â 369,934Â â€”Â 566,904Â Europe229,368Â 172,982Â â€”Â 402,350Â Southeast Asia167,631Â 94,663Â â€”Â 262,294Â $1,689,467Â $1,846,596Â $(12,137)$3,523,926Â F-35Table of Contents2022(In thousands)MSAPSInter-segmentTotalNorth America$422,185Â $385,634Â $(12,160)$795,659Â Taiwan202,565Â 457,562Â â€”Â 660,127Â South Korea162,601Â 251,476Â â€”Â 414,077Â Japan107,239Â 242,763Â â€”Â 350,002Â China198,022Â 303,934Â â€”Â 501,956Â Europe150,914Â 174,101Â â€”Â 325,015Â Southeast Asia136,682Â 98,515Â â€”Â 235,197Â $1,380,208Â $1,913,985Â $(12,160)$3,282,033Â The following table summarizes property, plant and equipment, net, attributed to significant countries for the years ended DecemberÂ 31, 2024, 2023 and 2022:(In thousands)202420232022Property, plant and equipment, net:North America$876,767Â $747,823Â $776,913Â South Korea117,662Â 101,107Â 84,253Â Japan114,770Â 118,872Â 104,282Â Malaysia44,258Â 50,183Â 46,703Â China30,380Â 32,884Â 31,592Â Taiwan434,641Â 412,346Â 253,285Â Other4,448Â 4,82 Company reported net sales of 10 percent or more for one customer in the amount of $508.0 million, $382.9 million and $408.6 million for the years ended December 31, 2024, 2023 and 2022, respectively, all of which include sales from all the Companyâ€™s segments. 21. GOVERNMENT GRANTSCHIPS and Science Act AgreementOn December 3, 2024, the Company entered into a definitive agreement to receive funding under the CHIPS and Science Act of 2022 (â€œCHIPS Actâ€). The agreement provides the Company with up to $77.0Â million intended to support capital expenditures related to the construction of a manufacturing facility in Colorado Springs, Colorado, research and development, and workforce training initiatives. The grant is subject to certain conditions, including compliance with applicable federal regulations, progress milestones, and reporting requirements as set forth by the U.S. Department of Commerce. The Company is also required to meet specific performance and employment targets to maintain eligibility for the funding. As of December 31, 2024, the Company has not received any disbursements and anticipates completing milestones beginning in 2025.There are no material penalties or contingencies that would significantly affect the Companyâ€™s financial position, except as described above.F-36Table of Contents22. COMMITMENTS AND CONTINGENT LIABILITIESWe are, from time-to-time, involved in various claims, proceedings and lawsuits relating to our business, employees, intellectual property and other matters. The outcomes of these legal actions are not within our complete control and may not be known for prolonged periods of time. In some actions, the claimants seek damages, as well as other relief, that could require significant expenditures or result in lost revenues. We record a liability for these legal actions when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate than any other, the minimum amount of the range is accrued. There is judgment required in the determination of the likelihood of outcome, and if necessary determination of the estimate or range of potential outcomes. Based on the current information, the Company does not believe any known matters have a reasonable possibility of a material amount for litigation or other contingencies related to legal proceedings. 23. SUBSEQUENT EVENTSThe Company has evaluated subsequent events to the date of the issuance of the consolidated financial statements. The Company has determined that there are no events occurring in this period that require disclosure or adjustment, except as disclosed above.F-37 EX-10.33 2 exhibit1033deferredcompens.htm EX-10.33 DocumentExhibit 10.33DEFERRED COMPENSATION PLANFOR NON-EMPLOYEE DIRECTORS OF ENTEGRIS, INC.Article 1(Effective as of January 1, 2025)Article 1INTRODUCTION1.1Purposes of the Plan. The purposes of the Plan are (a) to attract and retain highly qualified individuals to serve as Directors of the Company, and (b) to provide an opportunity for such Directors to defer a portion of their compensation on an unfunded, nonqualified basis as provided herein.Article 2DEFINITIONS 2.1Definitions. For purposes of the Plan, the following capitalized terms shall have the following meanings: (a)â€œAccountâ€ means a bookkeeping account established and maintained by the Company on behalf of a Director reflecting amounts credited under the Plan, and includes a Cash Deferral/Dividend Equivalent Account and a Share Deferral Account. Each participating Director will have a Cash Deferral/Dividend Equivalent Account, and if applicable, a Share Deferral Account. An Account shall be a bookkeeping entry only and shall be used solely as a device to measure and determine the amounts, if any, to be paid to a Director or his or her Beneficiary under the Plan. (b)â€œAdministratorâ€ means the Management Development and Compensation Committee of the Board, or such successor committee of the Board thereto. (c)â€œBeneficiaryâ€ or â€œBeneficiariesâ€ means the person or persons, including one or more trusts, designated by a Director in accordance with Article 9 to receive payment of the Directorâ€™s Accounts in the event of the death of the Director prior to the Directorâ€™s receipt of the entire amount credited to his or her Accounts.(d)"Boardâ€ means the Board of Directors of the Company.(e)â€œCalendar Yearâ€ means a 12-month period beginning January 1 of each year and continuing through December 31 of such year.(f)â€œCash Deferral/Dividend Equivalent Accountâ€ of a Director means the bookkeeping account established and maintained by the Company on behalf of the Director reflecting the amount of Director Fees deferred by the Director and credited under the Plan, and as adjusted pursuant to ArticleÂ 7. (g) â€œCodeâ€ means the Internal Revenue Code of 1986, as amended, and the Treasury Regulations or any other authoritative guidance issued thereunder, as may be amended from time to time. Reference to any section or subsection of the Code includes reference to any comparable or succeeding provisions of any legislation which amends, supplements or replaces such section or subsection.(h)â€œCompanyâ€ means Entegris, Inc., a Delaware corporation, or any successor thereto. ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL(i)â€œCompensationâ€ means Director Fees and/or Share Awards.(j)â€œDirectorâ€ means a duly elected member of the Board who is not an employee of the Company. The term â€œDirectorâ€ shall also include a former Director who continues to be entitled to a benefit under the Plan. (k)â€œDirector Feeâ€ of a Director for any Calendar Year means the cash compensation, including the cash retainer and any additional cash fees, payable by the Company to the Director related to services performed during such Calendar Year. For example, where the cash retainer is paid upfront quarterly, the Calendar Year for a quarterly retainer is the Calendar Year in which the quarterly retainer is paid. (l)â€œElection Formâ€ means the form(s) on which a Director elects to defer Compensation under the Plan, specifies the Form of Payment of the Directorâ€™s Accounts, specifies the Hypothetical Investment(s) for the Directorâ€™s Cash Deferral/Dividend Equivalent Account, or designates a Beneficiary or Beneficiaries. If and to the extent the Administrator permits elections under the Plan to be made electronically, the Election Form will be the electronic procedure by which the elections are made.(m)â€œEquity Planâ€ means the Entegris, Inc. 2020 Stock Plan, as amended or restated from time to time and including any successor equity plan thereto.(n)â€œForm of Paymentâ€ means the form in which the Directorâ€™s Accounts are paid, as determined in accordance with the terms of the Plan, which may be a lump sum or two to 10 annual installments.(o)â€œPlanâ€ means the Deferred Compensation Plan for Non-Employee Directors of Entegris, Inc. (p)â€œSectionÂ 409Aâ€ means SectionÂ 409A of the Code. (q)â€œSeparation from Serviceâ€ means the Directorâ€™s â€œseparation from serviceâ€ from the Company within the meaning given such term by SectionÂ 409A, which generally means that the Director has terminated his or her service as a member of the Board.(r)â€œShareâ€ means one share of the common stock, par value $0.01 per share, of the Company. (s)â€œShare Awardâ€ of a Director for any Calendar Year means an award of Restricted Stock Units by the Company to the Director pursuant to the Equity Plan in such Calendar Year.(t)â€œShare Deferral Accountâ€ of a Director means the bookkeeping account established and maintained by the Company on behalf of the Director reflecting the number of Shares from Share Awards deferred by the Director and credited under the Plan, and as adjusted pursuant to ArticleÂ 7. (u)â€œUnforeseeable Emergencyâ€ with respect to a Director means a severe financial hardship to the Director resulting from an illness or accident of the Director, the Directorâ€™s spouse, or a dependent (as defined in Section 152(a) of the Code) of the Director, loss of the Directorâ€™s property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Director. In making its determination, the Administrator shall be guided by the prevailing authorities applicable under SectionÂ 409A.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL22.2Construction. The masculine gender as used herein shall include the feminine and the singular shall include the plural, and vice versa, unless the context indicates otherwise. The titles and headings given to the various articles, sections, subsections and schedules of the Plan are for convenience of reference only and do not form part of the Plan, and they shall not be considered in determining the purpose, meaning or intent of any provision hereof.Article 3ADMINISTRATION 3.1General. The Administrator shall be responsible for the administration of the Plan and for carrying out the provisions hereof. In general, the Administrator shall have full and complete discretionary authority to carry out the provisions of the Plan. In particular, the Administrator shall have full discretionary authority to: (a) interpret the provisions of the Plan and resolve all questions arising in the administration, interpretation and application of the Plan; (b) determine all questions of eligibility and of the status or rights of Directors, Beneficiaries and other persons under the Plan; (c) determine the amount, form and timing of benefits payable under the Plan and the recipient thereof, in accordance with the terms of the Plan, and to resolve any claim for benefits under the Plan; (d) subject to SectionÂ 7.1, add or discontinue any Hypothetical Investment, and designate the reallocation of any discontinued Hypothetical Investment pursuant to SectionÂ 7.1; (h) establish rules for the administration of the Plan and prescribe the Election Forms and any other forms required to administer the Plan; (i)Â engage advisors and consultants, including without limitation legal and accounting advisors, and rely on recommendations therefrom; (j) correct any defect, reconcile any inconsistency or supply any omission with respect to the Plan; and (k) take such other actions as are determined by the Administrator to be necessary or advisable for the proper administration of the Plan. 3.2Actions of the Administrator. All determinations, interpretations, rules and decisions of the Administrator shall be conclusive and binding upon all persons having or claiming to have any interest or right under the Plan. 3.3Delegation. The Administrator shall have the power to delegate any of its duties or responsibilities to officers or other employees of the Company or other individuals or entities. Any delegation by the Administrator may allow further delegations by the officer, employee, individual or entity to which the delegation is made. The Administrator may rescind any delegation at any time. Each officer, employee, individual or entity to which a duty or responsibility has been delegated shall be responsible for the exercise of such duty or responsibility and shall not be responsible for any act or failure to act of any other officer, employee, individual or entity. 3.4Conflict of Interest. Any discretionary action by the Administrator under the Plan that affects the rights or benefits under the Plan of an individual who is a member of the Administrator (other than an action of general applicability to all Directors) must be approved by the Board. 3.5Indemnification. The Company shall indemnify and hold harmless each Director, officer and employee of the Company (other than a Director with respect to his or her own benefits under the Plan) and each other individual and entity to whom any duty or power relating to the administration or interpretation of the Plan may be delegated or allocated, against any cost or expense (including reasonable counsel fees) or liability (including any sum paid in settlement of a claim with the approval of the Company) arising out of any act or omission to act in connection with the Plan unless arising out of such personâ€™s own fraud or ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL3bad faith. The amount of the indemnification shall be offset by all amounts received by such person under any liability insurance policies. Article 4ELIGIBILITY, SELECTION AND ENROLLMENT4.1Eligibility. (a)Generally. Any Director is eligible to participate in the Plan. By NovemberÂ 1 (or such other date established by the Administrator) preceding a Calendar Year, the Administrator shall notify Directors of their eligibility to participate in the Plan for the Calendar Year.(b)Newly Eligible Directors. In the event that the Administrator determines that a Director will first become eligible to participate in the Plan during a Calendar Year, the Administrator shall notify such individual of its determination and the Director shall first become eligible as of the date such notification is given. 4.2Enrollment Requirements. As a condition to participation in the Plan, an eligible Director must complete, execute and return to the Administrator the Election Form(s) requested by the Administrator within the time specified by it. In addition, the Administrator may establish such other enrollment requirements as it determines are necessary or advisable. 4.3Termination. An individualâ€™s right to defer Compensation shall cease on the last day of the Calendar Year in which he or she ceases to be a Director, although such individual shall continue to be subject to all of the terms and conditions of the Plan for as long as his or her Accounts remain outstanding. Article 5COMPENSATION DEFERRALS 5.1Deferral Elections Generally. Except as otherwise permitted by SectionÂ 5.2, each Director for a Calendar Year may elect to defer a percentage (in whole number percentages) of his or her Directors Fees related to services performed during the Calendar Year and Share Awards granted in such Calendar Year, up to the applicable maximum permitted by SectionÂ 5.3, by filing an Election Form with the Administrator (a â€œDeferral Electionâ€) by DecemberÂ 31 of the Calendar Year preceding the Calendar Year during which the services related to the Compensation are to be performed (or such earlier date as specified by the Administrator). For example, a Deferral Election for Director Fees related to services to be provided for the April 2025 to June 2025 service period (and which is paid in March 2025) must be filed no later than December 31, 2024, and a Deferral Election for a Share Award granted in Calendar Year 2025 must be filed no later than DecemberÂ 31, 2024; and a Deferral Election for Director Fees related to services to be provided for the January 2026 to June 2026 service period (and which is paid in December 2025) must be filed no later than December 31, 2024. Deferral Elections for Compensation related to services to be performed during a Calendar Year shall become irrevocable as of DecemberÂ 31 of the preceding Calendar Year. Unless the Administrator provides otherwise prior to the start of a subsequent Calendar Year, a Directorâ€™s Deferral Election for a Calendar Year shall apply to each subsequent Calendar Year thereafter unless and until the Director revokes or changes his or her Deferral Election prior to the subsequent Calendar Year. 5.2Newly Eligible Directors. Notwithstanding SectionÂ 5.1, an individual who first becomes a Director during a Calendar Year pursuant to SectionÂ 4.2(b) may make a Deferral Election for such Calendar Year by filing an Election Form no later than 30 days following the ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL4date that notification of eligibility is given to the extent permitted by SectionÂ 409A; provided, however, such Deferral Election will only apply to (a) Director Fees related to services performed during the Calendar Year after the date that is 30 days following the date that notification of eligibility is given (and which are payable after the date that is 30 days following the date that notification of eligibility is given), and (b) Share Awards granted in such Calendar Year after the date that is 30 days following the date that notification of eligibility is given. Deferral Elections made pursuant to this SectionÂ 5.2 shall become irrevocable as of the date that is 30 days following the date that notification of eligibility is given. If the Directorâ€™s irrevocable Deferral Election is received by the Administrator prior to their initial election or appointment as a Director, it will be eï¬€ective subject to and upon his or her election or appointment as a Director and will apply to Director Fees earned and Share Awards granted on or after the date of their initial election or appointment as a Director. If the Directorâ€™s irrevocable Deferral Election is received by the Administrator after 30 days following their initial election or appointment as a Director, it will be eï¬€ective as of and apply (a) to their Director Fees earned for the service period commencing in the following Calendar Year in which they were initially elected or appointed as a Director (and which are payable in such following Calendar Year), and (b) to their Share Awards granted in the following Calendar Year in which they were initially elected or appointed as a Director. An individual who already participates or is eligible to

participate in (including an individual who has any entitlement, vested or unvested, to payments under) any other nonqualified deferred compensation plan that would be required to be aggregated with the Plan for purposes of Section 1.409A-1(c)(2) of the Treasury Regulations shall not be treated as eligible for the mid-year election rules of this SectionÂ 5.2 with respect to the Plan, even if he or she had never previously been eligible to participate in the Plan itself.5.3Maximum Deferral. Unless the Administrator provides otherwise for a Calendar Year, a Director may elect to defer:(a)up to 100% of his or her Director Fee for the Calendar Year; and (b)up to 100% of his or her Share Award for the Calendar Year. The Administrator may decrease the maximum deferral limits for any Calendar Year as it may determine in its sole and absolute discretion. If a Deferral Election for a Calendar Year is made for more than the maximum percentage permitted for the Calendar Year, then the Deferral Election shall default to the applicable maximum percentage for the Calendar Year.5.4Form of Deferral Election. Each Deferral Election shall be made in writing on an Election Form prescribed by the Administrator. 5.5Cash Deferral/Dividend Equivalent Accounts. (a)Director Fees. The amount of Director Fees deferred by a Director shall be credited to a Cash Deferral/Dividend Equivalent Account established and maintained by the Company for the Director. For the avoidance of doubt, a Director shall have only one Cash Deferral/Dividend Equivalent Account that contains deferrals of Director Fees for all Calendar Years in which the Director has a valid Deferral Election. Unless otherwise provided by the Administrator, the amount of Director Fees deferred shall be credited at the time that the deferred Director Fees would otherwise have been paid to the Director. (b)Dividend Equivalents. In addition, (i) any dividend equivalents payable on Shares from a Share Award deferred by a Director shall be credited to the Cash Deferral/Dividend Equivalent Account established and maintained by the Company for the Director at ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL5the time that the deferred Shares are credited to the Directorâ€™s Share Deferral Account pursuant to SectionÂ 5.6, and (ii)Â any dividend equivalents on the Shares credited to a Directorâ€™s Share Deferral Account pursuant to SectionÂ 7.3(c) shall be credited to the Cash Deferral/Dividend Equivalent Account established and maintained by the Company for the Director on the dividend payment date applicable to such dividend.5.6Share Deferral Accounts. The number of Shares from any Share Awards deferred by a Director shall be credited to a Share Deferral Account established and maintained by the Company for the Director. For the avoidance of doubt, a Director shall have only one Share Deferral Account that contains deferrals of Share Awards for all Calendar Years in which the Director has a valid Deferral Election. Unless otherwise provided by the Administrator, the number of Shares from a deferred Share Awards shall be credited at the time that the Share Award would otherwise have been paid to the Director.5.7Payment Election. As part of a Directorâ€™s initial Deferral Election, the Director may elect one Form of Payment that shall apply to both his or her Cash Deferral/Dividend Equivalent Account and Share Deferral Account. The Director may elect the Form of Payment to be a lump sum, or two to 10 annual installments. If a Director does not timely elect a Form of Payment for his or her Accounts, then the Form of Payment shall be a lump sum. Except as otherwise permitted by Article 6, a Director may not change the Form of Payment. 5.8Vesting. A Director shall at all times be 100% vested in his or her Accounts.Article 6CHANGES TO FORM OF PAYMENT6.1Change to Form of Payment Election. Subject to this Article 6 and any terms or restrictions that may be imposed by the Administrator, a Director may elect to change the Form of Payment with respect to his or her Accounts to another permissible Form of Payment (e.g., lump sum or two to 10 annual installments) by filing a new Election Form with the Administrator. A Director may only make a subsequent election to change the Form of Payment once. A subsequent election to change the Form of Payment shall become irrevocable after the date made.6.2Limitations on Change to Form of Payment. Any subsequent election by a Director to change the Form of Payment pursuant to SectionÂ 6.1 shall be subject to the following limitations, in addition to any terms or restrictions that may be imposed by the Administrator: (a)the subsequent election to change the Form of Payment must be made not less than 12 months before the first March or September that is at least six months following the Directorâ€™s Separation of Service; if the subsequent election is not timely made, the change shall not be effective and the prior Form of Payment shall continue to apply; and(b)regardless of the Form of Payment for the Accounts, the subsequent election to change the Form of Payment shall not take effect until the 12-month anniversary of the date on which the subsequent election is made; if the Director has a Separation from Service before the 12-month anniversary of the date on which the subsequent election is made, the change shall not be effective and the prior Form of Payment shall continue to apply.6.3Effects of Change to Form of Payment. If a subsequent election by a Director to change the Form of Payment pursuant to SectionÂ 6.1 becomes effective pursuant to SectionÂ 6.2, then the time of payment under SectionÂ 8.1 for the Directorâ€™s Accounts shall be delayed by five years. For example, if the Accounts were payable on the first March or ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL6September that is at least six months following the Directorâ€™s Separation from Service, then the Accounts will become payable on the first March or September that is at least six months following the five-year anniversary of the Directorâ€™s Separation from Service. Article 7ACCOUNT INVESTMENT7.1Cash Deferral/Dividend Equivalent Account Hypothetical Investments. The hypothetical investment(s) made available under the Plan for purposes of valuing Directorsâ€™ Cash Deferral/Dividend Equivalent Accounts (each a â€œHypothetical Investmentâ€) shall be those made available under the Amended and Restated Supplemental Executive Retirement Plan for Key Salaried Employees of Entegris, Inc., as amended or restated from time to time (the â€œSERPâ€), as such Hypothetical Investments may be added or discontinued under the SERP from time to time. Notwithstanding the foregoing, a Director shall not be permitted to select a Hypothetical Investment based on the value of Shares. In the event there are no Hypothetical Investments under the SERP, then the Administrator shall establish from time to time the Hypothetical Investment(s) made available under the Plan for purposes of valuing Directorsâ€™ Cash Deferral/Dividend Equivalent Accounts and (i) at any time, the Administrator may, in its discretion, add one or more additional Hypothetical Investments under the Plan and (ii) the Administrator, in its sole discretion, may discontinue any Hypothetical Investment at any time, and provide for the portions of Directorsâ€™ Cash Deferral/Dividend Equivalent Accounts designated to the discontinued Hypothetical Investment to be reallocated to another Hypothetical Investment.7.2Share Deferral Account Hypothetical Investment. Shares credited to a Directorâ€™s Share Deferral Account from the deferral of Share Awards shall be hypothetically invested in Shares. 7.3Account Adjustments for Hypothetical Investments. (a)Hypothetical Investments. While a Directorâ€™s Accounts do not represent the Directorâ€™s ownership of, or any ownership interest in, any particular assets, the Directorâ€™s Accounts shall be adjusted in accordance with the Hypothetical Investment(s), subject to the conditions and procedures set forth herein or established by the Administrator from time to time. (b)Cash Deferral/Dividend Equivalent Accounts. For Directorsâ€™ Cash Deferral/Dividend Equivalent Accounts, any notional cash earnings generated under a Hypothetical Investment (such as interest and cash dividends and distributions) shall, at the Administratorâ€™s sole discretion, either be deemed to be reinvested in that Hypothetical Investment or reinvested in one or more other Hypothetical Investment(s) designated by the Administrator. (c)Share Deferral Accounts. For Directorsâ€™ Share Deferral Accounts, on the date on which the Company pays a dividend on Shares, dividend equivalents, in an amount equal to the per-Share cash dividend multiplied by the number of Shares credited to a Directorâ€™s Share Deferral Account on the shareholder record date applicable to such dividend, will be credited to the Directorâ€™s Cash Deferral/Dividend Equivalent Account. In the event of any change in the outstanding Shares by reasons of any stock split, stock dividend, split up, split-off, spin-off, recapitalization, merger, consolidation, rights offering, reorganization, combination or exchange of Shares, a sale by the Company of all or part of its assets, any distribution to the shareholders other than a normal cash dividend, or other extraordinary or unusual event, the number of Shares credited to the Directorsâ€™ Share Deferral Accounts shall be ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL7automatically adjusted on the same basis so that the proportionate interest of the Directors shall be maintained as before the occurrence of such event.(d)Timing. All notional acquisitions and dispositions of Hypothetical Investments under the Directorsâ€™ Accounts shall be deemed to occur at such times as the Administrator shall determine to be administratively feasible in its sole discretion and the Directorâ€™s Accounts shall be adjusted accordingly. In addition, the Directorâ€™sâ€™ Accounts may be adjusted from time to time, in accordance with procedures and practices established by the Administrator, in its sole discretion, to reflect any notional transactional costs and other fees and expenses relating to the deemed investment, disposition or carrying of any Hypothetical Investment for the Directorsâ€™ Accounts. 7.4Direction of Hypothetical Investments. Subject to the terms of the Plan and applicable laws, the Administrator may allow Directors to designate how they would prefer their Cash Deferral/Dividend Equivalent Account be deemed to be invested among the Hypothetical Investments made available by the Administrator, subject to any limitations, operating rules and procedures as may be required by the Administrator or its designated agents from time to time; provided, however, the Administrator shall have the authority to specify an allocation of all or a portion of a Directorâ€™s Cash Deferral/Dividend Equivalent Account among one or more Hypothetical Investments different from the allocation designated by the Director, in which case the designation by the Administrator shall control. Directorsâ€™ Cash Deferral/Dividend Equivalent Accounts shall be adjusted to reflect the aggregate performance of the Hypothetical Investment(s).7.5No Guarantee of Return. Neither the Company nor the Administrator makes any representation or guarantee regarding whether and to what extent there will be any increase or decrease in the value of a Directorâ€™s Accounts. It is possible that a Directorâ€™s Accounts will go down in value. The Company and the Administrator shall not be liable or responsible for, and the Director assumes all risk in connection with, any decrease (or lack of increase) in the Directorâ€™s Accounts. Article 8PAYMENT OF ACCOUNTS8.1Payments. Except as otherwise provided by SectionÂ 8.3, a Directorâ€™s Cash Deferral/Dividend Equivalent Account and Share Deferral Account will be paid or commence to be paid either the first March or September that is at least six months following a Directorâ€™s Separation from Service and in the Form of Payment as determined pursuant to SectionÂ 5.7. Notwithstanding the foregoing, in the event of the death of a Director, the balance of the Directorâ€™s Accounts will be paid to the Directorâ€™s Beneficiary or Beneficiaries in a lump sum no later than December 31 of the Calendar Year following the Calendar Year that includes the date of the Directorâ€™s death.8.2Amount of Payment. (a)Cash Deferral/Dividend Equivalent Accounts. The amount of payment for a Directorâ€™s Cash Deferral/Dividend Equivalent Account shall be the value of such Account (as adjusted pursuant to Article 7) as of a date (determined by the Administrator in its sole discretion) preceding the date on which the payment is made. (b)Share Deferral Accounts. The number of Shares paid from a Directorâ€™s Share Deferral Account shall be the number of Shares equal to the number of hypothetical Shares credited to such Account (as adjusted pursuant to Article 7) as of a date (determined by the Administrator in its sole discretion) preceding the date on which the payment is made. A ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL8Directorâ€™s Share Deferral Account shall only be paid in Shares under the Equity Plan, provided that cash shall be distributed in lieu of any fractional Share. 8.3Installment Payments. (a)Cash Deferral/Dividend Equivalent Accounts. In the event that a Cash Deferral/Dividend Equivalent Account is payable in installments, the amount of each installment will be the value of the Cash Deferral/Dividend Equivalent Account as of the installment payment date, determined in accordance with SectionÂ 8.2, multiplied by a fraction, the numerator of which is one and the denominator of which is the number of remaining payments (e.g., if the Director elected to have his or her Cash Deferral/Dividend Equivalent Account paid in five installments, the first annual installment payment would be the amount of the Directorâ€™s Cash Deferral/Dividend Equivalent Account multiplied by 1/5, the second annual installment payment would be the remaining amount of the Directorâ€™s Cash Deferral/Dividend Equivalent Account multiplied by 1/4, etc.).(b)Share Deferral Accounts. In the event that a Share Deferral Account is payable in installments, the number of Shares of each installment will be the number of Shares credited to the Share Deferral Account as of the installment payment date, determined in accordance with SectionÂ 8.2, multiplied by a fraction, the numerator of which is one and the denominator of which is the number of remaining payments, rounded down to the nearest whole number and with any fractional Share remaining with the final installment paid in cash (e.g., if the Director elected to have his or her Share Deferral Account paid in five installments, the first annual installment payment would be the number of Shares credited to the Directorâ€™s Share Deferral Account multiplied by 1/5 (rounded down to the nearest whole number), the second annual installment payment would be the remaining number of Shares credited to the Directorâ€™s Share Deferral Account multiplied by 1/4 (rounded down to the nearest whole number), etc.).8.4Acceleration of Payments. Except as specifically permitted by this SectionÂ 8.4 or in other sections of the Plan, no acceleration of the time or schedule of any payment may be made hereunder. Notwithstanding the foregoing, payments may be accelerated hereunder by the Administrator in the following circumstances, subject to and in accordance with the provisions of SectionÂ 1.409A-3(j)(4) of the Treasury Regulations: (a)De Minimis Cash-Out. The Administrator shall have the discretion to require a mandatory lump sum payment of a Directorâ€™s Accounts, provided that: (i) the payment results in the termination and liquidation of the Directorâ€™s interest in the Plan and all arrangements which would be aggregated with the Plan under SectionÂ 409A; and (ii) the payment is not greater than the applicable dollar amount under SectionÂ 402(g)(1)(B) of the Code for the Calendar Year of acceleration (e.g., $22,500 for 2023). (b)Payment upon Income Inclusion under SectionÂ 409A. The Plan will permit the acceleration of the time or schedule of a payment to a Director at any time the Plan fails to meet the requirements of SectionÂ 409A. Such payment may not exceed the amount required to be included in income as a result of the failure to comply with the requirements of SectionÂ 409A.8.5Delay of Payments. The Administrator may, in its sole discretion, delay the time of a payment under the Plan to a time otherwise permitted under SectionÂ 409A in accordance ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL9with the requirements, restrictions and limitations of SectionÂ 1.409A-2(b)(7) of the Treasury Regulations. 8.6Actual Date of Payment. To the extent permitted by SectionÂ 409A: (a)If calculation of the amount of a payment is not administratively practicable due to events beyond the control of the Director (or the Directorâ€™s Beneficiary), the payment may be delayed, provided that the payment must be made as soon as calculation of the amount of the payment is administratively practicable. The inability of the Administrator to calculate the amount or timing of a payment due to a failure of the Director (or the Directorâ€™s Beneficiary) to provide reasonably available information necessary to make such calculation does not constitute an event beyond the control of the Director. (b) If the making of a payment at the date specified under the Plan would jeopardize the ability of the Company to continue as a going concern, the payment may be delayed, provided that the payment must be made as soon as administratively practicable after the making of the payment would not have such effect. 8.7Unforeseeable Emergency. In the event that a Director experiences an Unforeseeable Emergency, the Director may petition the Administrator to receive a partial or full payout of amounts credited to the Directorâ€™s Accounts. The Administrator shall determine, in its sole discretion, whether the requested payout shall be made, the amount of the payout and the Account(s) from which the payout will be made; provided, however, that the payout shall not exceed the lesser of the balance of the Directorâ€™s Accounts or the amount reasonably needed to satisfy the Unforeseeable Emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the distribution. In making its determination under this SectionÂ 8.7, the Administrator shall be guided by the requirements of Section 409A and any other related prevailing legal authorities, and the Administrator shall take into account the extent to which a Directorâ€™s Unforeseeable Emergency is or may be relieved through reimbursement or compensation by insurance or otherwise or by the liquidation by the Director of his or her assets (to the extent the liquidation of such assets would not itself cause severe financial hardship).8.8Discharge of Obligations. The payment to a Director or his or her Beneficiary of the Directorâ€™s Accounts shall discharge all obligations of the Company to such Director and his or her Beneficiary under the Plan. 8.9Payment to Representative; Uncertainty as to Recipient. (a)Incompetency. Any person entitled to receive a payment under the Plan shall be presumed to be mentally competent until the date on which the Administrator receives a written notice in a form and manner acceptable to the Administrator that such person is incompetent and that a guardian, conservator or other person legally vested with the interest of his or her estate has been appointed. If a guardian, conservator or other person legally vested with the interest of the estate of any person receiving or claiming payments under the Plan is appointed, payments under the Plan may be made to such guardian, conservator or other person provided that the proper proof of appointment and continuing qualification is furnished in a form and manner acceptable to the Administrator. (b)Minors. If a distribution is to be made to a minor and no guardian or conservator has been appointed with respect to such minor, payments under the Plan may be made to a parent of such minor or an adult with whom the minor maintains his residence, or to the custodian for such minor under the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act, if such is permitted by the laws of the state in which the minor resides. ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL10(c)Uncertainty. Notwithstanding SectionÂ 8.1, the Administrator may, at its option, in the event of doubt as to the proper individual or entity entitled to receive payment under the Plan, pay over any and all sums of money to a court of appropriate jurisdiction, as determined by the Administrator in its sole discretion, to await disposition after determination of the rightful individual or entity entitled thereto by final judgment or otherwise.(d)Discharge of Liability. Any payments made in accordance with this SectionÂ 8.9 shall be a complete discharge of any liability of the Company for such payments. There shall be no accrual of interest or other earnings on payments delayed pending determination of the proper recipient under this SectionÂ 8.9. Article 9BENEFICIARY DESIGNATION 9.1Designation. Each Director may designate any person or persons to receive any benefits payable under the Plan upon the Directorâ€™s death, and the designation may be changed from time to time by the Director by filing a new designation. Each designation will revoke all prior designations by the same Director, shall be in the form prescribed by the Administrator, and shall be effective only when filed in writing with the Administrator during the Directorâ€™s lifetime. 9.2No Valid Designation. In the absence of a valid Beneficiary designation, or if, at the time of a Directorâ€™s death, there is no living Beneficiary validly named by the Director, the Company shall pay the deceased Directorâ€™s Accounts to the Directorâ€™s estate, which shall be considered the Beneficiary for purposes of the Plan.9.3Uncertainty. If a question arises as to the existence or identity of anyone entitled to receive a death benefit payment under the Plan, or if a dispute arises

with respect to any death benefit payment under the Plan, the Company may distribute the payment to the Directorâ€™s estate without liability for any tax or other consequences, or may take any other action which the Administrator deems to be appropriate. Article 10AMENDMENT, MODIFICATION AND TERMINATION10.1Amendment. The Administrator may, at any time, amend or modify the Plan in whole or in part; provided, however, that, except to the extent necessary to bring the Plan into compliance with SectionÂ 409A, no amendment or modification shall be effective to decrease the value of a Directorâ€™s Account in existence at the time an amendment or modification is made.10.2Termination. The Administrator reserves the right to terminate and liquidate the Plan in accordance with Section 1.409A-3(j)(4)(ix) of the Treasury Regulations. Article 11MISCELLANEOUS11.1Director Information. Each Director and Beneficiary must inform the Administrator of any change in his or her address. All notices to any person from the Administrator will be sent to the last known address of such person and there will be no further obligation to such person in the event any such communication is not received by the person. In addition, each Director and Beneficiary will promptly furnish information to the Administrator as to any and all facts which the Administrator may reasonably require concerning any person affected by the terms of the Plan. The Administrator shall not be ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL11obligated to search for any Director or Beneficiary beyond the sending of a registered letter to the last known address. 11.2Corrections. If any fact relating to a Director, Beneficiary or any other person has been misstated, the correct fact may be used to determine the amount of benefit payable to him or her or to such other person. If overpayments or underpayments have been made because of such incorrect statement, the amount of any future payments may be appropriately adjusted.11.3Severability. In case any provision of the Plan shall be illegal or invalid for any reason, said illegality or invalidity shall not affect the remaining parts hereof, but the Plan shall be construed and enforced as if such illegal or invalid provision had never been inserted herein.11.4Nonassignability. Neither a Director nor any other person shall have any right to commute, sell, assign, transfer, pledge, anticipate, mortgage or otherwise encumber, transfer, hypothecate, alienate or convey in advance of actual receipt, the amounts, if any, payable hereunder, or any part hereof, which are, and all rights to which are expressly declared to be, unassignable and non-transferable. No part of the amounts payable shall, prior to actual payment, be subject to seizure, attachment, garnishment (except to the extent the Company may be required to garnish amounts from payments due under the Plan pursuant to applicable law) or sequestration for the payment of any debts, judgments, alimony or separate maintenance owed by a Director or any other person, be transferable by operation of law in the event of a Directorâ€™s or any other personâ€™s bankruptcy or insolvency or be transferable to a spouse as a result of a property settlement or otherwise. If any Director, Beneficiary or successor in interest is adjudicated bankrupt or purports to commute, sell, assign, transfer, pledge, anticipate, mortgage or otherwise encumber transfer, hypothecate, alienate or convey in advance of actual receipt, the amount, if any, payable hereunder, or any part thereof, the Administrator, in its discretion and subject to SectionÂ 409A, may cancel such distribution or payment (or any part thereof) to or for the benefit of such Director, Beneficiary or successor in interest in such manner as the Administrator shall direct. 11.5Loans. No loans to Directors shall be permitted under the Plan.11.6No Right to Continued Service. Nothing in the Plan shall be deemed to give Director the right to be retained in the service of the Company or to interfere with the right of the Company to discipline or discharge the Director at any time. 11.7Unsecured General Creditor Status of Director. Payment to a Director, Beneficiary or other person hereunder shall be made from assets which shall continue, for all purposes, to be part of the general, unrestricted assets of the Company and no person shall have any interest in any such asset by virtue of any provision of the Plan. The Companyâ€™s obligation hereunder shall be an unfunded and unsecured promise to pay money in the future. To the extent that any person acquires a right to receive payments from the Company under the provisions hereof, such right shall be no greater than the right of any unsecured general creditor of the Company and no such person shall have or acquire any legal or equitable right, interest or claim in or to any property or assets of the Company. 11.8Rights as a Shareholder. A Director shall have no voting rights with respect to any Hypothetical Investment or hypothetical investment in Shares hereunder and shall have ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL12none of the rights of a shareholder with respect to Shares covered by any deferred Share Awards until the Director becomes the record holder of such Shares. 11.9Unclaimed Benefits. In the case of a benefit payable on behalf of such Director, if the Administrator is unable, after reasonable and diligent effort, to locate the Director or Beneficiary to whom such benefit is payable, such Plan benefit may be forfeited to the Company upon the Administratorâ€™s determination one year after the date the benefit first became payable. Notwithstanding the foregoing, if, subsequent to any such forfeiture, the Director or Beneficiary to whom such Plan benefit is payable makes a valid claim for such Plan benefit, such forfeited Plan benefit shall be paid by the Company to the Director or Beneficiary, without interest from the date it would have otherwise been paid. Notification by certified or registered mail to the last known address of the person is deemed a reasonable and diligent effort to locate the person. 11.10Governing Law. Except to the extent preempted by federal law, the provisions of the Plan shall be construed and interpreted according to the internal laws of the Commonwealth of Massachusetts, without regard to its conflicts of laws principles.11.11Taxes.(a)Tax Withholding. For each Calendar Year in which a deferral amount is being withheld from a Director pursuant to the Plan, the Company shall withhold from the portion of the Directorâ€™s compensation that is not being deferred, all applicable taxes, and any and all other amounts required to be withheld under Federal, state or local law and other applicable guidance. The Company will also withhold from any payment made under the Plan to a Director or Beneficiary, and from any amount taxable under SectionÂ 409A, all applicable taxes, and any and all other amounts required to be withheld under Federal, state or local law and other applicable guidance, and the amount withheld shall reduce the amount payable to the Director or Beneficiary.(b)Compliance with SectionÂ 409A. The benefits under the Plan are intended to comply with the requirements of SectionÂ 409A, and the Plan and the forms and materials used in the administration and operation of the Plan shall be interpreted and construed in a manner consistent with such intention. Notwithstanding the foregoing, the Company makes no representation or guarantee that the benefits under the Plan comply with the requirements of SectionÂ 409A, and the Company shall not be liable to any Director, Beneficiary or other person for any Federal, state or local taxes, penalties or interest imposed on such person as a result of a failure to comply with Section 409A. For purposes of Section 409A, payments to be made in a series of installments shall be treated as separate payments.(c)Directors Should Consult Advisors. Neither the Administrator, the Company, nor any of the Companyâ€™s Directors, officers, employees or agents make any representation or warranty with respect to the tax (including SectionÂ 409A), financial, estate planning or other legal implications of participation in the Plan. Directors should consult with their own tax, financial and legal advisors with respect to their participation in the Plan.*Â Â Â Â *Â Â Â Â *Â Â Â Â *Â Â Â Â *ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL13 EX-10.34 3 exhibit1034formofentegrisi.htm EX-10.34 DocumentExhibit 10.34ENTEGRIS, INC.Performance Share Unit Award Agreement(2020 Stock Plan)Â Â Â Â Entegris, Inc. (the â€œCompanyâ€) may periodically make equity incentive awards consisting of performance share units with respect to the Companyâ€™s Common Stock, $0.01 par value (â€œStockâ€), to certain key employees, non-employee directors, consultants or advisors of the Company under the Companyâ€™s 2020 Stock Plan (as amended from time to time, the â€œPlanâ€). Any key employee, non-employee director, consultant or advisor (a â€œParticipantâ€) who receives a performance share unit award (the â€œAwardâ€) is notified in writing or via email and the Award is credited to the Participantâ€™s account and reflected under the Stock Plans section on Fidelityâ€™s NetBenefits website. To accept the Award, click on the â€œBegin your grant acceptance nowâ€ link located in the New Grant Alert notification or scroll down to and expand the Stock Plans section; then click on â€œBegin Acceptanceâ€ and follow the prompts. To accept the Award, the Participant must agree to the Restrictive Covenant Agreement attached hereto as Exhibit A. By accepting the Award, Participant: (i) acknowledges that Participant has received a copy of the Plan, of the related prospectus providing information concerning awards under the Plan and of the Companyâ€™s most recent Annual Report on Form 10-K; and (ii) accepts the Award and agrees with the Company that the Award is subject to the terms of the Plan and to the following terms and conditions:Article I â€“ PERFORMANCE SHARE UNIT AWARD1.1Â Â Â Â Award Date. This Agreement shall take effect as of the date specified as the Award Date with respect to the Award in the Award summary provided to you online through the Portal (the â€œAward Dateâ€).1.2.Â Â Â Â Performance Share Units Subject to Award. The Award consists of that number of performance share units (the â€œPSUâ€) with respect to the Stock that has been approved for the Award to Participant by the Administrator as the target number of PSUs (â€œTarget PSUsâ€). The Target PSUs shall be subject to increase or decrease in accordance with Sections 1.3 and 1.4 below. Each PSU is equivalent to one share of the Stock (subject to adjustment under the Plan). The Participantâ€™s rights to the PSU are subject to the restrictions described in this Agreement and in the Plan (which is incorporated herein by reference with the same effect as if set forth herein in full) in addition to such other restrictions, if any, as may be imposed by law.1.3.Â Â Â Â Earned Performance Share Units. The number of PSUs earned under this Agreement (the â€œEarned PSUsâ€) shall be equal to the Target PSUs multiplied by the TSR Performance Multiplier (as defined herein). The â€œTSR Performance Multiplierâ€ will be determined by comparing the Companyâ€™s total stockholder return to the total stockholder return of each of the companies in the Comparator Peer Group (as set forth below) over the period commencing on January 1, 2024 and ending on December 31, 2026 (the â€œPerformance Periodâ€) to determine the Companyâ€™s TSR ranking against the Comparator Group. For purposes of computing total stockholder return: (i), any dividends paid by the Company or the companies in the Comparator Group shall be treated as having been reinvested at the closing price as of the ex-dividend date; and (ii) the beginning stock price will be the ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALaverage stock price over the 20 trading days ending on the last trading day immediately preceding the date on which the Performance Period begins and the ending stock price will be the average stock price over the 20 trading days ending on the last day of the Performance Period (adjusted, as applicable, for stock splits, reorganizations, recapitalizations, or similar corporate transactions during such period).1.4.Â Â Â Â Calculation of the TSR Performance Multiplier. The TSR Performance Multiplier will be calculated as set forth in the following table based upon the Companyâ€™s total stockholder return over the Performance Period when ranked against the total stockholder return over the Performance Period of each of the companies in the Comparator Peer Group:Company TSR Percentile RankTSR Performance MultiplierBelow 25th percentile0%25th percentile50%50th percentile100%85th percentile or above200%If the Companyâ€™s total stockholder return percentile rank during the Performance Period is between the 25th and the 50th percentiles or between the 50th and the 85th percentiles, the TSR Performance Multiplier will be determined using straight line interpolation based on the actual percentile ranking.As used herein, the â€œComparator Peer Groupâ€ consists of those companies that are in the Philadelphia Semiconductor Index on the Award Date; provided that, except as provided below, the common stock (or similar equity security) of each such peer company is continually listed or traded on a national securities exchange from the first day of the Performance Period through the last trading day of the Performance Period. In the event a member of the Comparator Peer Group files for bankruptcy or liquidates due to an insolvency or is delisted due to failure to meet the national securities exchangeâ€™s minimum market capitalization requirement, such company shall continue to be treated as a Comparator Peer Group member, and such companyâ€™s ending price will be treated as $0 if the common stock (or similar equity security) of such company is no longer listed or traded on a national securities exchange on the last trading day of the Performance Period (and if multiple members of the Comparator Peer Group file for bankruptcy or liquidate due to an insolvency or are delisted for such reason, such members shall be ranked in order of when such bankruptcy or liquidation occurs, with earlier bankruptcies, liquidations or delistings ranking lower than later bankruptcies, liquidations or delistings). In the event of a formation of a new parent company by a Comparator Peer Group member, substantially all of the assets and liabilities of which consist immediately after the transaction of the equity interests in the original Comparator Peer Group member or the assets and liabilities of such Comparator Peer Group member immediately prior to the transaction, such new parent company shall be substituted for the Comparator Peer Group member to the extent (and for such period of time) as its common stock (or similar equity securities) are listed or traded on Â Â Â Â -2-a national securities exchange but the common stock (or similar equity securities) of the original Comparator Peer Group member are not. In the event of a merger or other business combination of two Comparator Peer Group members (including, without limitation, the acquisition of one Comparator Peer Group member, or all or substantially all of its assets, by another Comparator Peer Group member), the surviving, resulting or successor entity, as the case may be, shall continue to be treated as a member of the Comparator Peer Group, provided that the common stock (or similar equity security) of such entity is listed or traded on a national securities exchange through the last trading day of the Performance Period. With respect to the preceding two sentences, the applicable stock prices shall be equitably and proportionately adjusted to the extent (if any) necessary to preserve the intended incentives of the awards and mitigate the impact of the transaction.The Award shall be subject to limitation that, if the Companyâ€™s absolute total shareholder return is negative, then the maximum number of shares that may be earned is the Target PSUs.1.5.Â Â Â Â Vesting of PSUs. The term â€œvestâ€ as used herein with respect to any PSU means the lapsing of the restrictions described herein with respect to such PSU. The Award shall not be vested as of the Award Date and shall be forfeitable by the Participant without consideration or compensation in accordance with Section 1.6 below unless and until otherwise vested pursuant to the terms of this Agreement. The Participant has no rights, partial or otherwise, in the Award and/or any Stock subject thereto unless and until the Award has been earned pursuant to Section 1.3 and vested pursuant to this Section 1.5 or vested pursuant to Section 1.7. A number of PSUs equal to the Earned PSUs will become vested (referred to as â€œVested Unitsâ€) on the third anniversary of the Award Date (the â€œMaturity Dateâ€), provided that the Participant remains continuously employed by the Company or an Affiliate through the Maturity Date. Each Vested Unit shall be settled by the delivery of one share of Stock (subject to adjustment under the Plan). Subject to Section 1.7 and Section 2.3 below, settlement will occur as soon as practicable following certification by the Administrator of the number of Earned PSUs and passage of the Maturity Date (or, if earlier, the date the Award becomes vested), but in no event later than the earlier of (i) 90 days following the Maturity Date (or such earlier date that the Award becomes vested), or (ii) March 15th of the year following the year in which the Award becomes vested. No fractional shares of Stock shall be issued pursuant to this Agreement.1.6.Â Â Â Â Forfeiture Risk. Subject to Section 1.7, if the Participant ceases to be employed or retained by the Company or an Affiliate for any reason, any then-outstanding PSU that is not a Vested Unit acquired by the Participant hereunder shall be automatically and immediately forfeited. The Participant hereby appoints the Company as the attorney-in-fact of the Participant to take such actions as may be necessary or appropriate to effectuate the cancellation of a forfeited PSU.Â Â Â Â -3-1.7.Â Â Â Â Early Vesting of PSUs. This Section sets forth the exclusive circumstances under which the Participant may become entitled to Vested Units even though he or she is not employed through the Maturity Date. The provisions of clauses (c) and (d) of this Section 1.7 shall govern the Award notwithstanding the provisions of any Executive Change In Control Termination Agreement (or similar agreement) that may exist between the Company or an Affiliate and the Participant.(a) Death.Â Â Â Â If the Participantâ€™s employment, tenure or service, as applicable, terminates due to the death of the Participant and such death occurs (i) prior to the Maturity Date and also the date of a Change in Control, the Participant shall continue to be entitled to receive the Earned PSUs granted hereunder (without proration), to the extent earned as of the earlier of the Maturity Date and the date of a Change in Control, and any such Earned PSU shall be settled in accordance with Section 1.5 or (ii) prior to the Maturity Date but on or following the date of a Change in Control and such PSUs become Earned PSUs as of the date of a Change in Control as provided in clause (d) below and as calculated in accordance with clause (c) below, such Earned PSUs shall be Vested Units and shall be settled and delivered to the Participant as soon as practicable following the date of such death and, in any event, no later than thirty (30) days thereafter. (b) Retirement.Â Â Â Â If the Participant ceases to be an employee due to Retirement prior to the Maturity Date, then, subject to compliance with the Retirement Vesting Criteria, the Participant shall continue to be entitled to receive the Earned PSUs hereunder (without proration) to the extent earned as of the earlier of the Maturity Date and the date of a Change in Control, and shall be settled in accordance with Section 1.5 (to the extent such PSUs become Earned PSUs as of the Maturity Date) or clauses (c)-(d) below (to the extent such PSUs become Earned PSUs as of the date of a Change in Control), as applicable. Notwithstanding the foregoing, to the extent the PSU becomes an Earned PSU as of the date of a Change in Control, (i) the applicable level of performance shall be calculated in accordance with clause (c) below and (ii) such Earned PSU shall be subject to clauses (c) and (d) below.(c) Change in Control â€“ Award Not Assumed or Substituted. In the event of a Change in Control where the Award is not continued or assumed by a public company, the Earned PSU, to the extent earned pursuant to the next sentence, shall be fully vested immediately prior to the Change in Control and such Earned PSUs shall be Vested Units. The number of Earned PSUs at the time of a Change in Control shall be determined as of the date such Change in Control is consummated, rather than the Maturity Date (as defined in Section 1.5), with the number of Earned PSUs determined as set forth in Section 1.4 above, based upon the Companyâ€™s total stockholder return and the total stockholder return of each of the companies in the Comparator Peer Group through the date of the Change in Control (and, with respect to the Company, instead of the 20-business day average, taking into account the consideration per share to be paid in the Change in Control transaction). Such Vested Units shall be settled and delivered to the participant as soon as practicable following the date of the Change in Control and, in any event, no later than thirty (30) days thereafter. Â Â Â Â -4-(d) Change in Control â€“ Award Assumed or Substituted. In the event of a Change in Control where the Award is continued or assumed by a public company, then payment of the Earned PSUs calculated in accordance with clause (c) above, shall continue to be contingent on the Participantâ€™s employment through the Maturity Date unless (x) there is a Qualifying Termination within two years following the Change in Control or (y) the Participant ceases to be an employee due to Retirement (subject to compliance with the Retirement Vesting Criteria). If such a Qualifying Termination occurs, the restrictions on all unvested Earned PSUs

shall immediately lapse and such unvested Earned PSUs shall be Vested Units and shall be settled and delivered to the Participant as soon as practicable following the date of the Qualifying Termination and, in any event, no later than thirty (30) days thereafter. Notwithstanding the foregoing, to the extent that such Earned PSUs are held by a Participant who is or may become eligible for Retirement prior to the Maturity Date, such Participantâ€™s employment is terminated in accordance with this Section 1.7(d) and (i) such Change in Control constitutes a change in control event within the meaning of Section 409A of the Code, then such Earned PSUs shall be settled as soon as practicable following such termination, and in no event later than thirty (30) days thereafter or (ii) such Change in Control does not constitute a change in control event within the meaning of Section 409A of the Code, then to the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, such Earned PSUs shall continue to be settled on the Maturity Date or at such earlier time that does not result in such accelerated taxation and/or tax penalties. Except as provided in the foregoing paragraph or in Section 1.7(a), if the Participant ceases to be an employee due to Retirement prior to the Maturity Date, then, subject to the Participantâ€™s compliance with the Retirement Vesting Criteria through the Maturity Date, the restrictions on all unvested Earned PSUs shall immediately lapse as of the Maturity Date and such unvested Earned PSUs shall be Vested Units, and shall be settled and delivered to the Participant on the Maturity Date.1.8.Â Â Â Â Nontransferability of PSUs. The PSU acquired by the Participant pursuant to this Agreement shall not be sold, transferred, pledged, assigned or otherwise encumbered or disposed of except as provided below and in the Plan.1.9.Â Â Â Â Dividends Equivalent Rights. The Participant shall not be entitled: (i) to receive any dividends or other distributions paid with respect to the Stock to which the PSU relates, or (ii) to vote any Stock with respect to which the PSU relates, unless and until, and only to the extent, the PSU becomes vested and the Participant becomes a stockholder of record with respect to such shares of Stock. Notwithstanding the foregoing, as of each date on which the Company pays an ordinary cash dividend to record owners of shares of Stock, the Participantâ€™s account shall, as of each such dividend date, be credited with a cash amount (without interest) equal to the product of the total number of shares subject to the Target PSU immediately prior to such dividend date multiplied by the dollar amount of the cash dividend paid per share of Stock by the Company on such dividend date (such amount, the â€œDividend Equivalent Amountâ€). The Dividend Equivalent Amount, which shall be adjusted Â Â Â Â -5-to reflect the number of Earned PSUs, shall be subject to the same vesting conditions and settlement terms as the PSU shares to which they relate.1.10.Â Â Â Â Sale of Vested Shares. The Participant understands that Participant will be free to sell any Stock with respect to which the PSU relates once the PSU has vested and settled, subject to (i) satisfaction of any applicable tax withholding requirements with respect to the vesting of such PSU; (ii) the completion of any administrative steps (for example, but without limitation, the transfer of certificates) that the Company may reasonably impose; and (iii) applicable requirements of federal and state securities laws.1.11.Â Â Â Â Certain Tax Matters. The Participant expressly acknowledges that the award or vesting of the PSU acquired hereunder may give rise to income subject to withholding. The Participant expressly acknowledges and agrees that Participantâ€™s rights hereunder are subject to Participant promptly paying to the Company all taxes required to be withheld in connection with such award, vesting, settlement and/or payment. Unless the Administrator determines otherwise, such payment of Participantâ€™s withholding tax obligations shall be made through net share settlement procedures whereby that number of the vesting shares needed to cover the withholding tax obligation (calculated using the Fair Market Value of the Companyâ€™s stock on the date of vesting) shall be cancelled to fund the Companyâ€™s payment of the withholding tax obligation and the net shares remaining after such cancellation shall be credited to Participantâ€™s account.1.12Â Â Â Â Equitable Adjustments. The Award is subject to adjustment pursuant to Section 15.1 of the Plan.Article II â€“ GENERAL PROVISIONS2.1.Â Â Â Â Definitions. Except as otherwise expressly provided, all terms used herein shall have the same meaning as in the Plan. The following terms shall have the indicated meanings:â€œCauseâ€ means (a) â€œCauseâ€ as defined in any individual agreement to which the Participant and the Company or an Affiliate are parties or (b) if there is no such agreement or if it does not define Cause, the Company's termination of the Participantâ€™s employment with the Company or any Affiliate following the occurrence of any one or more of the following: (i) the Participantâ€™s conviction of, or plea of guilty or nolo contendere to, a felony; (ii) the Participantâ€™s willful and continual failure to substantially perform the Participantâ€™s duties after written notification by the Company; (iii) the Participantâ€™s willful engagement in conduct that is materially injurious to the Company or an Affiliate monetarily or otherwise; (iv) the Participantâ€™s commission of an act of gross misconduct in connection with the performance of the Participantâ€™s duties; (v) the Participantâ€™s material breach of any employment, confidentiality, or other similar agreement between the Company or an Affiliate and the Participant; or (vi) prior to a Change in Control, such other events as shall be determined by the Administrator.â€œRetirementâ€ means Participantâ€™s employment, tenure or service, as applicable, with the Company and its Affiliates is terminated after (x) Participant has provided at least five (5) Â Â Â Â -6-years of consecutive years of service with the Company or an Affiliate thereof, (y) Participant is at least fifty-five (55) years old as of the date of Retirement, and (z) Participantâ€™s age plus complete years of service with the Company or an Affiliate thereof as of Participantâ€™s date of termination equals at least seventy (70).â€œRetirement Vesting Criteriaâ€ means that Participant (x) provides six (6) monthsâ€™ advance written notice to the Company of Participantâ€™s Retirement (which notice may be waived at the discretion of the Administrator), (y) executes a release of claims in favor of the Company in a form satisfactory to the Company and such release becomes effective within sixty (60) days following the date of termination due to Retirement (which release may be waived at the direction of the Administrator), and (z) continues to comply with and does not violate the terms of the Restrictive Covenant Agreement attached hereto as Exhibit A through the Maturity Date. Determination as to whether Participant complies with and has not violated the terms of the Restrictive Covenant Agreement will be made in good faith by the Company.â€œQualifying Terminationâ€ means the termination of a Participantâ€™s employment with the Company or an Affiliate (a) by the Company for any reason other than Cause, death, or total and permanent disability (as that term is defined in the Companyâ€™s disability insurance policy in effect on the Award Date); or (b) by the Participant because of the occurrence, without the Participantâ€™s consent, of (i) a material reduction in the position, duties, or responsibilities of the Participant from those in effect immediately prior to such change; (ii) a reduction in the Participantâ€™s base salary; (iii) a relocation of the Participantâ€™s primary work location to a distance of more than 50 miles from its location as of immediately prior to such change; or (iv) a material breach by the Company or an Affiliate of any employment agreement with the Participant. In order to invoke a termination of employment pursuant to clause (b) of this definition, Participant shall provide written notice to the Company of the existence of one or more of the conditions described in clauses (i) through (iv) within 90 days following the Participantâ€™s knowledge of the initial existence of such condition or conditions, and the Company shall have 30 days following receipt of such written notice (the â€œCure Periodâ€) during which it may remedy the condition(s). In the event that the Company fails to remedy the condition(s) covered by clause (b) of this definition during the Cure Period, the Participant must terminate employment, if at all, within 90 days following the Cure Period in order for such termination of employment to constitute a Qualifying Termination.2.2.Â Â Â Â No Understandings as to Employment etc. The Participant further expressly acknowledges that nothing in the Plan or any modification thereto, in the Award or in this Agreement shall constitute or be evidence of any understanding, express or implied, on the part of the Company to employ or retain the Participant for any period or with respect to the terms of the Participantâ€™s employment or to give rise to any right to remain in the service of the Company or any Affiliate, and the Participant shall remain subject to discharge to the same extent as if the Plan had never been adopted or the Award had never been made.Â Â Â Â -7-2.3.Â Â Â Â Compliance with Section 409A of the Code. Notwithstanding any other provision of the Plan or this Agreement to the contrary, the Plan and this Agreement shall be construed or deemed to be amended as necessary to remain exempt from or comply with the requirements of Section 409A of the Code and to avoid the imposition of any additional or accelerated taxes or other penalties under Section 409A of the Code. The Committee, in its sole discretion, shall determine the requirements of Section 409A of the Code applicable to the Plan and this Agreement and shall interpret the terms of each consistently therewith. Under no circumstances, however, shall the Company, an Affiliate, or a subsidiary have any liability under the Plan or this Agreement for any taxes, penalties, or interest due on amounts paid or payable pursuant to the Plan and/or this Agreement, including any taxes, penalties, or interest imposed under Section 409A of the Code. In the event that it is determined by the Company that, as a result of the deferred compensation tax rulesÂ under SectionÂ 409A of the Code (and any related regulations or other pronouncements thereunder) (the â€œDeferred Compensation Tax Rulesâ€), benefits that the Participant is entitled to receive under the terms of this Agreement are deferred compensation subject to tax under the Deferred Compensation Tax Rules, (i) the Participant shall not be considered to have terminated employment for purposes hereof until the Participant would be considered to have incurred a â€œseparation from serviceâ€ within the meaning of the Deferred Compensation Tax Rules and (ii) the Company shall, in lieu of providing such benefit when otherwise due under this Agreement, instead provide such benefit on the first day on which such provision would not result in the Participant incurring any tax liability under the Deferred Compensation Tax Rules; which day, if the Participant is a â€œspecified employeeâ€ (within the meaning of the Deferred Compensation Tax Rules), shall, in the event the benefit to be provided is due to the Participantâ€™s â€œseparation from serviceâ€ (within the meaning of the Deferred Compensation Tax Rules) with the Company and its subsidiaries, be the first day following the six-month period beginning on the date of such separation from service. Each amount to be paid or benefit to be provided under this Agreement shall be construed as a separately identified payment for purposes of the Deferred Compensation Tax Rules, and any payments described in this Agreement that are due within the â€œshort term deferral periodâ€ as defined in the Deferred Compensation Tax Rules shall not be treated as deferred compensation unless applicable law requires otherwise.2.4.Â Â Â Â Data Protection Waiver. Participant understands and agrees that in order to process and administer the Award and the Plan, the Company and the Administrator may process personal data and/or sensitive personal information concerning the Participant. Such data and information includes, but is not limited to, the information provided in the Award grant package and any changes thereto, other appropriate personal and financial data about Participant, and information about Participantâ€™s participation in the Plan and transactions under the Plan from time to time. Participant hereby gives his or her explicit consent to the Company and the Administrator to process any such personal data and/or sensitive personal information. Participant also hereby gives his or her explicit consent to the Company and the Administrator to transfer any such personal data and/or sensitive personal data outside the country in which Participant works, is employed or provides services and to the United States. The legal persons granted access to such Participant personal data are intended to include the Company, the Administrator, the outside plan administrator as selected by the Â Â Â Â -8-Company from time to time, and any other compensation consultant or person that the Company or the Administrator may deem appropriate for the administration of the Plan or the Award. Participant has been informed of his or her right of access and correction to Participantâ€™s personal data by contacting the Company. Participant also understands that the transfer of the information outlined herein is important to the administration of the Award and the Plan and failure to consent to the transmission of such information may limit or prohibit Participantâ€™s participation under the Plan and/or void the Award.2.5.Â Â Â Â Savings Clause. In the event that Participant is employed or provides services in a jurisdiction where the performance of any term or provision of this Agreement by the Company: (i) will result in a breach or violation of any statute, law, ordinance, regulation, rule, judgment, decree, order or statement of public policy of any court or governmental agency, board, bureau, body, department or authority, or (ii) will result in the creation or imposition of any penalty, charge, restriction, or material adverse effect upon the Company or an Affiliate, then any such term or provision shall be null, void and of no effect.2.6.Â Â Â Â Amendment. The Company may amend the provisions of this Agreement at any time; provided that an amendment that would materially adversely affect the Participantâ€™s rights under this Agreement shall be subject to the written consent of the Participant. No course of conduct or failure or delay in enforcing the provisions of this Agreement shall affect the validity, binding effect or enforceability of this Agreement.2.7.Â Â Â Â Acts of Misconduct. If Participant has allegedly committed an act of serious misconduct, including, but not limited to, embezzlement, fraud, dishonesty, unauthorized disclosure of trade secrets or confidential information, breach of fiduciary duty or nonpayment of an obligation owed to the Company, an executive officer of the Company may suspend Participantâ€™s rights under the Award, including the vesting of the Award and the settlement of vested PSUs, subject to the Administratorâ€™s final decision regarding termination of the Award. No rights under the Award may be exercised during such suspension or after such termination.2.8.Â Â Â Â Disputes. (a)Â Â Â Â Participants Located Outside of the United States. If the Participant is located outside of the United States, the Administrator or its delegate shall finally and conclusively determine any disagreement concerning the Award.(b)Â Â Â Â Participants Located in the United States. If the Participant is located in the United States, the Participant agrees to be bound by the Arbitration Agreement attached hereto as Exhibit B.(c)Â Â Â Â Release. The Participant hereby declares that the Participant does not reserve any action or right to bring any claim against the Company for any compensation or damages as a result of the Participantâ€™s participation in the Plan and therefore grants a full and broad release to the Company with respect to any claim that may arise under the Plan.Â Â Â Â -9-2.9.Â Â Â Â Plan. The terms and provisions of the Plan are incorporated herein by reference, a copy of which has been provided or made available to the Participant. In the event of a conflict or inconsistency between the terms and provisions of the Plan and the provisions of this Agreement, the Plan shall govern and control.2.10.Â Â Â Â Successors. The terms of this Agreement shall be binding upon and inure to the benefit of the Company, its successors and assigns, and the Participant and the beneficiaries, executors, administrators, heirs and successors of the Participant.2.11.Â Â Â Â Entire Agreement. This Agreement and the Plan contain the entire agreement and understanding of the parties hereto with respect to the subject matter contained herein and supersede all prior communications, representations and negotiations in respect thereof; provided, however, that to the extent that the Participant has entered into an employment agreement, severance agreement or change in control termination agreement with the Company that provides for vesting terms that are more favorable than the vesting terms set forth in this Agreement or the Plan, such more favorable vesting terms shall apply.2.12Â Â Â Â Claw Back Policy. This grant is subject to the terms of the Companyâ€™s Claw Back Policy, as it may be amended, modified, superseded or replaced from time to time.2.13Â Â Â Â Governing Law and Venue. This Agreement and all determinations made and actions taken hereunder, to the extent not otherwise governed by the Code or the laws of the United States, shall be governed by the laws of the State of Delaware, without reference to principles of conflict of laws, and construed accordingly. Any and all disputes relating to, concerning or arising from this Agreement, or relating to, concerning or arising from the relationship between the parties evidenced by the PSU or this Agreement, shall be brought and heard exclusively in the United States District Court for the District of New Delaware or the Delaware Superior Court, New Castle County. Each of the parties hereby represents and agrees that such party is subject to the personal jurisdiction of said courts; hereby irrevocably consents to the jurisdiction of such courts in any legal or equitable proceedings related to, concerning or arising from such dispute, and waives, to the fullest extent permitted by law, any objection which such party may now or hereafter have that the laying of the venue of any legal or equitable proceedings related to, concerning or arising from such dispute which is brought in such courts is improper or that such proceedings have been brought in an inconvenient forum.2.14 Compliance with Law. Notwithstanding any other provision in the Plan or this Agreement, unless there is an available exemption from registration, qualification or other legal requirement applicable to the shares of Stock, the Company shall not be required to permit the vesting of the Award and/or deliver any shares of Stock prior to the completion of any registration or qualification of the shares of Stock under any U.S. or non-U.S. local, state or federal securities, exchange control or other applicable law or under rulings or regulations of the U.S. Securities and Exchange Commission (â€œSECâ€) or of any other governmental regulatory body, or prior to obtaining any approval or other clearance from any U.S. or non-U.S. local, state or federal governmental agency, which registration, qualification or approval the Company shall, in its absolute discretion, deem necessary or advisable. Â Â Â Â -10-Participant understands that the Company is under no obligation to register or qualify the shares of Stock with the SEC or any state or non-U.S. securities commission or to seek approval or clearance from any governmental authority for the issuance or sale of the shares of Stock subject to this Award. Further, Participant agrees that the Company shall have unilateral authority to amend this Agreement without Participantâ€™s consent to the extent necessary to comply with securities or other laws applicable to the issuance of shares of Stock subject to this Award.2.15 Insider Trading Restrictions/Market Abuse Laws. Participant acknowledges that, Participant may be subject to insider trading restrictions and/or market abuse laws in applicable jurisdictions, including but not limited Participantâ€™s country, the Service Providerâ€™s country and the country or country in which the shares of Stock are or may be listed, which may affect his or her ability, directly or indirectly, to acquire, sell or attempt to sell or otherwise dispose of shares of Stock or rights to shares of Stock (e.g., PSUs), under the Plan during such times as Participant is considered to have â€œinside informationâ€ regarding the Company (as defined by laws in the applicable jurisdiction(s)). Furthermore, Participant understands that he or she may be prohibited from (i) disclosing the inside information to any third party, including fellow employees, and (ii) â€œtippingâ€ third parties by sharing with them Company inside information, or otherwise causing third parties to buy or sell Company securities. Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under any applicable Company insider trading policy. Participant acknowledges that it is his or her responsibility to comply with any applicable restrictions as well as any applicable Company insider trading policy, and Participant should consult with his or her personal legal advisor on this matter. 2.16 Exchange Control, Foreign Asset/Account and/or Tax Requirements. Participant acknowledges that there may be certain foreign asset and/or account reporting requirements which may affect Participantâ€™s ability to acquire or hold shares of Stock or cash received from participating in the Plan (including from any dividends paid on

shares of Stock or sale proceeds arising from the sale of shares of Stock) in a brokerage or bank account outside Participantâ€™s country. Participant may be required to report such accounts, assets, or transactions to the tax or other authorities in Participantâ€™s country. Participant may also be required to repatriate sale proceeds or other funds received as a result of participating in the Plan to Participantâ€™s country through a designated bank or broker and/or within a certain time after receipt. Participant acknowledges that he or she may be subject to tax payment and/or reporting obligations as the result of participating in the Plan and/or the sale of shares of Stock acquired under the Plan. Participant further acknowledges that it is his or her responsibility to comply with such requirements and that Participant should speak with his or her personal tax, legal and financial advisors on this matter.2.17 Electronic Delivery and Participation. The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means. Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line electronic system established and maintained by the Company or a third party designated by the Company.Â Â Â Â -11-2.18 Language. Participant acknowledges that he or she is sufficiently proficient in English or has consulted with an advisor who is sufficiently proficient in English so as to allow Participant to understand the terms and conditions of this Agreement. If Participant has received this Agreement or any other document related to the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control, unless otherwise required by applicable law.2.19 Appendix. Notwithstanding any provisions in this Global PSU Award Agreement, the PSUs shall be subject to any additional terms and conditions for Participantâ€™s country set forth in the Appendix attached hereto. Moreover, if Participant relocates to one of the countries included in the Appendix, the additional terms and conditions for such country, if any, will apply to Participant, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Appendix constitutes part of this Agreement.2.20 Imposition of Other Requirements. The Company reserves the right to impose other requirements on Participantâ€™s participation in the Plan, on the PSUs and on the shares of Stock acquired upon settlement of the PSUs, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.Â Â Â Â -12- EX-10.35 4 exhibit1035formofentegrisi.htm EX-10.35 DocumentExhibit 10.35ENTEGRIS, INC.Global RSU Award Agreement(2020 Stock Plan)Â Â Â Â Entegris, Inc. (the â€œCompanyâ€) may periodically make equity incentive awards consisting of restricted stock units with respect to the Companyâ€™s Common Stock, $0.01 par value (â€œStockâ€), to certain key employees, non-employee directors, consultants or advisors of the Company and its affiliates under the Companyâ€™s 2020 Stock Plan (as amended from time to time, the â€œPlanâ€). Except as otherwise expressly provided, all terms used herein shall have the same meaning as in the Plan. Any key employee, non-employee director, consultant or advisor (a â€œParticipantâ€) who receives a restricted stock unit award (the â€œAwardâ€) is notified in writing or via email alert. The Award is credited to the Participantâ€™s account and reflected under the Stock Plans section on Fidelityâ€™s NetBenefits website. To accept the Award, click on the â€œBegin your grant acceptance nowâ€ link located in the New Grant Alert notification or scroll down to and expand the Stock Plans section; then click on â€œBegin Acceptanceâ€ and follow the prompts. To accept the Award, the Participant must agree to the Restrictive Covenant Agreement attached hereto as Exhibit A. If so requested by the Company or an Affiliate, as applicable, Participant may be required to separately sign (with wet signature) the Restrictive Covenant Agreement and/or the Agreement to Arbitrate for United States Employees. If Participant does not accept the Restrictive Covenant Agreement applicable to Participant by such time as may be required by the Company, the Participant will forfeit the Award. By accepting the Award, Participant: (i) acknowledges that Participant has received a copy of the Plan, of the related prospectus providing information concerning awards under the Plan and of the Companyâ€™s most recent Annual Report on Form 10-K; and (ii) accepts the Award and agrees with the Company that the Award is subject to the terms of the Plan and to the following terms and conditions:Article I â€“ RSU Award1.1.Â Â Â Â Award Date. This Global RSU Award Agreement, including any additional terms and conditions for Participantâ€™s country set forth in the appendix attached hereto (the â€œAppendix,â€ and together with the Global RSU Award Agreement, the â€œAgreementâ€) shall take effect as of the date specified in the Stock Plans section as of the Award Date provided to Participant online through Fidelityâ€™s NetBenefits website (the â€œAward Dateâ€).1.2.Â Â Â Â Restricted Stock Units Subject to Award. The Award consists of that number of restricted stock units (the â€œRSUâ€) with respect to the Stock that has been approved for the Award to Participant by the Administrator. Each RSU is equivalent to one share of the Stock. The Participantâ€™s rights to the RSU are subject to the restrictions described in this Agreement and in the Plan (which is incorporated herein by reference with the same effect as if set forth herein in full) in addition to such other restrictions, if any, as may be imposed by law.1.3.Â Â Â Â Nontransferability of RSUs. The RSU acquired by the Participant pursuant to this Agreement shall not be sold, transferred, pledged, assigned or otherwise encumbered or disposed of except as provided below and in the Plan.1.4.Â Â Â Â Forfeiture Risk. Except as otherwise provided in this Agreement, if the Participant ceases to be employed or retained by the Company or an Affiliate for any reason, any then-outstanding and unvested RSU acquired by the Participant hereunder shall be automatically and immediately forfeited. The Participant hereby appoints the Company as the attorney-in-fact of the Participant to take such actions as may be necessary or appropriate to effectuate the cancellation of a forfeited RSU. For the avoidance of doubt, employment or other service during only a portion of the vesting period, but where Participantâ€™s employment or other service relationship has terminated prior to a Vesting Date (as defined in Paragraph 2), will not entitle Participant to vest in a pro-rata portion of the RSUs. Â Â Â Â For purposes of this Award, Participantâ€™s employment or other service relationship will be considered terminated as of the date Participant is no longer actively employed or otherwise providing services to the Company or any of its Affiliates (regardless of the reason for such termination and whether or not later found to be invalid or in breach of employment or other laws in the jurisdiction where Participant is employed or otherwise rendering services or the terms of Participantâ€™s employment or other service agreement, if any), and will not be extended by any notice period (e.g., Participantâ€™s period of service would not include any contractual notice period or any period of â€œgarden leaveâ€ or similar period mandated under employment or other laws in the jurisdiction where Participant is employed or otherwise rendering services or the terms of Participantâ€™s employment or other service agreement, if any). The Administrator shall have the exclusive discretion to determine when Participant is no longer actively providing services for purposes of this Award (including whether Participant may still be considered to be providing services while on a leave of absence).1.5.Â Â Â Â Vesting of RSUs. The RSU granted hereunder shall vest in accordance with the provisions of this Article I, Section 1.6 and applicable provisions of the Plan, as follows (each, a â€œVesting Dateâ€):25% of the RSUs vest on #VestDate_1#an additional 25% of the RSUs vest on #VestDate_2#an additional 25% of the RSUs vest on #VestDate_3# the final 25% of the RSUs vest on #VestDate_4#Notwithstanding the foregoing, no RSU shall vest on any Vesting Date specified above unless: (A) the Participant is then, and since the Award Date has continuously been, employed or retained by the Company or an Affiliate (subject to Sections 1.6 and 2.2); and (B) the Participant has fulfilled the obligations specified in Section 1.10 below. Upon vesting, each RSU shall entitle Participant to receive one share of Stock (subject to adjustment under the Plan).1.6.Â Â Â Â Retirement; Death.
(a)Â Â Â Â Notwithstanding Section 1.5, if the Participantâ€™s employment, tenure or service, as applicable, is terminated prior to the final Vesting Date as a result of the Participantâ€™s Retirement, then, subject to the Participantâ€™s compliance with the Retirement Vesting Criteria, each of the RSUs granted hereunder that are outstanding as immediately prior to the Participantâ€™s Retirement shall remain outstanding and eligible to vest for purposes of this Award and be delivered on the applicable Vesting Dates in accordance with Section 1.7 below. Notwithstanding the preceding sentence, if the Company receives an opinion of counsel that there has been a legal judgment and/or legal development in Participantâ€™s jurisdiction that likely would result in the favorable Retirement treatment that otherwise would apply to the RSUs pursuant to this Section 1.6(a) being deemed unlawful and/or discriminatory, then the Company will not apply this favorable Retirement treatment at the time of Participantâ€™s termination of service and the RSUs will be treated as they would under the rules that otherwise would have applied if Participantâ€™s termination of service did not qualify as a Retirement.(b)Â Â Â Â Notwithstanding Sections 1.5, 1.6(a) and 2.2, if the Participantâ€™s employment, tenure or service, as applicable, terminates due to the death of the Participant, each then-outstanding RSU shall vest effective as of the death of the Participant and shall be settled no later than thirty (30) days thereafter. Â Â Â Â (c)Â Â Â Â For purposes of this Award:Â Â Â Â Â Â Â Â (i)Â Â Â Â â€œRetirementâ€ means the Participantâ€™s employment, tenure or service, as applicable, with the Company and its Affiliates is terminated after (x) the Participant has provided at least five (5) years of consecutive years of service with the Company or an Affiliate thereof, (y) the Participant is at least fifty-five (55) years old as of the date of Retirement, and (z) the Participantâ€™s age plus complete years of service with the Company or an Affiliate thereof as of Participantâ€™s date of termination equals at least seventy (70).Â Â Â Â Â Â Â Â (ii)Â Â Â Â â€œRetirement Vesting Criteriaâ€ means that the Participant (x) provides six (6) monthsâ€™ advance written notice to the Company of the Participantâ€™s Retirement (which notice may be waived at the discretion of the Administrator and shall be waived on and following a Change in Control), (y) executes a release of claims in favor of the Company in a form satisfactory to the Company and such release becomes effective within sixty (60) days following the date of termination due to Retirement (which release may be waived at the direction of the Administrator), and (z) continues to comply with and does not violate the terms of the Restrictive Covenant Agreement attached hereto as Exhibit A through the final Vesting Date. Determination as to whether the Participant complies with and has not violated the terms of the Restrictive Covenant Agreement will be made in good faith by the Company.1.7.Â Â Â Â Settlement of RSUs. Vested RSUs shall be settled in shares of Stock (or, in the discretion of the Administrator, in cash equal to the Fair Market Value thereof). Any shares of Stock (or cash equivalent, if applicable) issuable in respect of RSUs that have vested in accordance with the terms of this Agreement shall be delivered to the Participant: (i) for RSUs that are exempt from Section 409A of the Code, as soon as practicable following vesting, and in no event later than 30 days thereafter and (ii) for RSUs that constitute deferred compensation under Section 409A of the Code, upon the date such vesting occurs, except as determined by the Company, but in no event later than the end of the calendar year in which such vesting occurs (or, if such calendar year ends within two and half months following the date such vesting occurs, no later than the fifteenth day of the third month following the date such vesting occurs). No fractional shares of Stock shall be issued pursuant to this Agreement.1.8.Â Â Â Â Dividend Equivalent Rights. The Participant shall not be entitled: (i) to receive any dividends or other distributions paid with respect to the Stock to which the RSU relates, or (ii) to vote any Stock with respect to which the RSU relates, unless and until, and only to the extent, the RSU becomes vested and the Participant becomes a stockholder of record with respect to such shares of Stock. Notwithstanding the foregoing, as of each date on which the Company pays an ordinary cash dividend to record owners of shares of Stock, the Participantâ€™s account shall, as of each such dividend date, be credited with a cash amount (without interest) equal to the product of the total number of shares subject to the RSU immediately prior to such dividend date multiplied by the dollar amount of the cash dividend paid per share of Stock by the Company on such dividend date (such amount, the â€œDividend Equivalent Amountâ€). The Dividend Equivalent Amount shall be subject to the same vesting conditions and settlement terms as the RSU shares to which they relate.1.9.Â Â Â Â Sale of Vested Shares. The Participant understands that Participant will be free to sell any Stock with respect to which the RSU relates once the RSU has vested and settled, subject to (i) satisfaction of any applicable tax withholding requirements or rights for Tax-Related Items (as defined in Section 1.10 below) with respect to the vesting of such RSU; (ii) the completion of any administrative steps (for example, but without limitation, the transfer of certificates) that the Company may reasonably impose; and (iii) applicable requirements of federal and state securities laws.1.10. Responsibility for Taxes. (a)Participant acknowledges that, regardless of any action taken by the Company or, if different, the Affiliate which employs Participant or for which Participant otherwise provides services (the â€œService Recipientâ€), the ultimate liability for all income tax, social security contributions, payroll tax, fringe benefits tax, payment on account or other tax-related items related to Participantâ€™s participation in the Plan and legally applicable or deemed applicable to Participant (â€œTax-Related Itemsâ€) is and remains Participantâ€™s responsibility and may exceed the amount, if any, actually withheld by the Company or the Service Recipient. Participant further acknowledges that the Company and/or the Service Recipient (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the RSUs or the underlying shares of Stock, including, but not limited to, the grant, vesting or settlement of the RSUs, the subsequent sale of shares of Stock acquired pursuant to such settlement and receipt of any Dividend Equivalent Amounts or dividends; and (ii) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the RSUs to reduce or eliminate Participantâ€™s liability for Tax-Related Items or to achieve any particular tax result. Further, if Participant is subject to Tax-Related Items in more than one jurisdiction, Participant acknowledges that the Company and/or the Service Recipient (or former service recipient, as applicable) may be required to withhold or account for Tax-Related Items in more than one jurisdiction.(b)In connection with any relevant taxable or tax withholding event, as applicable, Participant agrees, and authorizes the Company accordingly, that any applicable withholding obligation or right with regard to Tax-Related Items will be satisfied by a net settlement procedure whereby a number of shares of Stock to cover the Tax-Related Items shall be cancelled to fund the Company's or the Service Recipient's, as applicable, withholding obligation or right and the net shares remaining after such cancellation shall be credited to Participant's account. If the net settlement procedure is problematic under or not in compliance with applicable laws or causes adverse accounting consequences, as determined by the Company in its discretion, the Company and/or the Service Recipient, or their respective agents, may satisfy any applicable withholding obligation or right with regard to Tax-Related Items by one or a combination of the following: (i) requiring Participant to make a payment in a form acceptable to the Company; (ii) withholding from Participantâ€™s wages or other compensation payable to Participant, (iii) withholding from proceeds of the sale of shares of Stock acquired upon settlement of the RSUs either through a voluntary sale or through a mandatory sale arranged by the Company (on Participantâ€™s behalf pursuant to this authorization without further consent), or (iv) any other method of withholding determined by the Company to be permitted by applicable law. (c)The Company and/or Service Recipient may withhold or account for Tax-Related Items by considering statutory or other withholding rates, including maximum rates applicable in Participantâ€™s jurisdiction. In the event of over-withholding, Participant may receive a refund from the Company of any over-withheld amount in cash (with no entitlement to the equivalent in shares of Stock), or if not refunded by the Company, Participant may seek a refund from local tax authorities to the extent Participant wishes to recover the over-withheld amount in the form of a refund. In the event of under-withholding, Participant may be required to pay any additional Tax-Related Items directly to the applicable tax authority or to the Company and/or the Service Recipient. To the extent the obligation for Tax-Related Items is satisfied by a net settlement procedure, for tax purposes, Participant will be deemed to have been issued the full number of shares of Stock subject to the vested RSUs, notwithstanding that a number of shares of Stock is cancelled solely for the purpose of funding the Tax Related Items. (d)Finally, Participant agrees to pay to the Company or the Service Recipient any amount of Tax-Related Items that the Company or the Service Recipient may be required to withhold or account for as a result of Participantâ€™s participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the underlying shares of Stock or the proceeds from the sale of the shares of Stock if Participant fails to comply with his or her obligations in connection with the Tax-Related Items.1.11 Nature of Grant. In accepting the RSUs, Participant acknowledges, understands and agrees that:(a)the Plan is established voluntarily by the Company, it is discretionary in nature, and may be modified, amended, suspended or terminated by the Company at any time, to the extent permitted under the Plan;(b)the grant of the RSUs is exceptional, voluntary and occasional and does not create any contractual or other right to receive future grants of RSUs, or benefits in lieu of RSUs, even if RSUs have been granted in the past; (c)all decisions with respect to future RSUs or other grants, if any, will be at the sole discretion of the Company;(d)Participant is voluntarily participating in the Plan;(e)the RSUs and the shares of Stock subject to the RSUs, and the income from and value of same, are not intended to replace any pension rights or compensation;(f)the RSUs and the shares of Stock subject to the RSUs, and the income from and value of same, are not part of normal or expected wages or salary for any purpose, including, but not limited to, calculation of any severance, resignation, termination, redundancy, dismissal, end-of-service payments, bonuses, holiday pay, long-service awards, pension or retirement or welfare benefits or similar payments; (g)the future value of the underlying shares of Stock is unknown, indeterminable, and cannot be predicted with certainty;(h)no claim or entitlement to compensation or damages shall arise from forfeiture of the RSUs resulting from the termination of Participantâ€™s employment or other service relationship (for any reason whatsoever, whether or not later found to be invalid or in breach of employment or other laws in the jurisdiction where Participant is employed or otherwise rendering services or the terms of Participantâ€™s employment or other service agreement, if any);(i)unless otherwise provided by the Company, the RSUs and any shares of Stock acquired under the Plan, and the income from and value of same, are not granted as consideration for, or in connection with, the service Participant may provide as a director of any Affiliate;(j)unless otherwise provided in the Plan or by the Company in its discretion, the RSUs and the benefits evidenced by this Agreement do not create any entitlement to have the RSUs or any such benefits transferred to, or assumed by, another company, nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the shares of Stock; and(k)neither the Company, the Service Recipient nor any other Affiliate shall be liable for any foreign exchange rate fluctuation between Participantâ€™s local currency and the United States Dollar that may affect the value of the RSUs or of any amounts due to Participant pursuant to the settlement of the RSUs or the subsequent sale of shares of Stock acquired upon settlement.Article II â€“ GENERAL PROVISIONS2.1.Â Â Â Â Definitions. Except as

otherwise expressly provided, all terms used herein shall have the same meaning as in the Plan.2.2.Â Â Â Â Change in Control.Â Â Â Â Â Â Â Â (a)Â Â Â Â Assumption or Substitution.Â Â Â Â Â Â Â Â Â Â Â Â (i)Â Â Â Â If the Change in Control is one in which there is an acquiring or surviving entity, the Administrator may provide for the assumption or continuation of some or all outstanding Awards or for the grant of new awards in substitution therefor by the acquiror or survivor or an affiliate of the acquiror or survivor.Â Â Â Â Â Â Â Â Â Â Â Â Â Â (ii)Â Â Â Â In the event of a Change in Control in which the successor company assumes or substitutes for the RSU (or in which the Company is the ultimate parent corporation and continues the Award), if Participantâ€™s employment with such successor company (or the Company) or an affiliate thereof is involuntarily terminated without Cause by the successor employer or Participant resigns for Good Reason, in either case within 24 months following such Change in Control: the restrictions, limitations and other conditions applicable to the RSU shall lapse and the RSU shall become free of all restrictions, limitations and conditions and become fully vested and shall be settled in accordance with Section 1.7. Notwithstanding the foregoing, to the extent that such RSUs are held by a Participant who is or may become eligible for Retirement prior to the final Vesting Date, such Participantâ€™s employment is terminated in accordance with this Section 2.2(a)(ii) and (A) such Change in Control constitutes a change in control event within the meaning of Section 409A of the Code, then such RSUs shall be settled as soon as practicable following such termination, and in no event later than 30 days thereafter or (B) such Change in Control does not constitute a change in control event within the meaning of Section 409A of the Code, then to the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, such RSUs shall continue to be settled on the applicable Vesting Dates or at such earlier time that does not result in such accelerated taxation and/or tax penalties. Â Â Â Â Â Â Â Â (b)Â Â Â Â Awards Not Assumed or Substituted. In the event of a Change in Control in which the successor company does not assume or substitute for the RSU (or in which the Company is the ultimate parent corporation and does not continue the Award): the restrictions, limitations and other conditions applicable to the RSU shall lapse and the RSU shall become free of all restrictions, limitations and conditions and become fully vested and shall be settled in accordance with Section 1.7. Notwithstanding the foregoing, to the extent that such RSUs are held by a Participant who has Retired in accordance with Section 1.6 above or who is or may become eligible for Retirement prior to the final Vesting Date and (A) such Change in Control constitutes a change in control event within the meaning of Section 409A of the Code, then such RSUs shall be settled as soon as practicable following such Change in Control, and in no event later than 30 days thereafter or (B) such Change in Control does not constitute a change in control event within the meaning of Section 409A of the Code, then to the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, such RSUs shall continue to be settled on the applicable Vesting Dates or at such earlier time that does not result in such accelerated taxation and/or tax penalties.Â Â Â Â Â Â Â Â (c)Â Â Â Â Good Reason Definition. For purposes of this Section 2.2, â€œGood Reasonâ€ means (i) â€œGood Reasonâ€ as defined in any individual agreement to which Participant and the Company or an Affiliate are parties, or (ii) if there is no such agreement or if it does not define Good Reason, without the Participantâ€™s prior written consent: (A) a reduction in the Participantâ€™s base salary; (B) a relocation of the Participantâ€™s primary work location to a distance of more than 50 miles from its location as of immediately prior to such change; or (C) a material breach by the Company or an Affiliate of any employment agreement with the Participant. In order to invoke a termination of employment for Good Reason, a Participant shall provide written notice to the Company of the existence of one or more of the conditions described in clauses (A) through (C) within 90 days following the Participantâ€™s knowledge of the initial existence of such condition or conditions, and the Company shall have 30 days following receipt of such written notice (the â€œCure Periodâ€) during which it may remedy the condition(s). In the event that the Company fails to remedy the condition(s) constituting Good Reason during the Cure Period, the Participant must terminate employment, if at all, within 90 days following the Cure Period in order for such termination to constitute a termination of employment for Good Reason.Â Â Â Â (d)Â Â Â Â Cause Definition. â€œCauseâ€ means (i) â€œCauseâ€ as defined in any individual agreement to which the Participant and the Company or an Affiliate are parties or (ii) if there is no such agreement or if it does not define Cause, the Companyâ€™s termination of the Participantâ€™s employment with the Company or any Affiliate following the occurrence of any one or more of the following: (A) the Participantâ€™s conviction of, or plea of guilty or nolo contendere to, a felony; (B) the Participantâ€™s willful and continual failure to substantially perform the Participantâ€™s duties after written notification by the Company; (C) the Participantâ€™s willful engagement in conduct that is materially injurious to the Company or an Affiliate monetarily or otherwise; (D) the Participantâ€™s commission of an act of gross misconduct in connection with the performance of the Participantâ€™s duties; or (E) the Participantâ€™s material breach of any employment, confidentiality, or other similar agreement between the Company or an Affiliates and the Participant.2.3.Â Â Â Â Equitable Adjustments. The Award is subject to adjustment pursuant to Section 15.1 of the Plan.2.4.Â Â Â Â No Understandings as to Employment etc. The Participant further expressly acknowledges that nothing in the Plan or any modification thereto, in the Award or in this Agreement shall constitute or be evidence of any understanding, express or implied, on the part of the Company to employ or retain the Participant for any period or with respect to the terms of the Participantâ€™s employment or to give rise to any right to remain in the service of the Company or any Affiliate, and the Participant shall remain subject to discharge to the same extent as if the Plan had never been adopted or the Award had never been made.2.5.Â Â Â Â Data Privacy Consent. (a)Data Collection and Usage. The Company and the Service Recipient collect, process and use certain personal information about Participant, including, but not limited to, Participantâ€™s name, home address, telephone number, email address, date of birth, social insurance number, passport or other identification number, salary, nationality, job title, any shares of Stock or directorships held in the Company, details of all RSUs granted under the Plan or any other entitlement to shares of Stock awarded, canceled, exercised, vested, unvested or outstanding in Participantâ€™s favor (â€œDataâ€), for the legitimate purpose of implementing, administering and managing the Plan. Where required, the legal basis for the collection and processing of Data is Participantâ€™s consent.(b)Stock Plan Administration and Service Providers. Participant understands that the Company transfers Data to Fidelity Stock Plan Services, a third-party stock plan administrator/broker (together with certain of its affiliates, the â€œService Providerâ€), which assists the Company with the implementation, administration and management of the Plan. Participant may be asked to agree on separate terms and data processing practices with the Service Provider, with such agreement being a condition to the ability to participate in the Plan. Where required, the legal basis for the transfer of Data to the Service Provider is Participantâ€™s consent.(c)International Data Transfers. Participantâ€™s country or jurisdiction may have different data privacy laws and protections than the country(ies) where the Data will be stored, and foreign courts, law enforcement, regulators and national security authorities may be able to access the Data. The Companyâ€™s legal basis, where required, for the international transfer of Data is Participantâ€™s consent. (d)Data Retention. The Company will hold and use Data only as long as is necessary to implement, administer and manage Participantâ€™s participation in the Plan, or as required to comply with legal or regulatory obligations, including under tax, exchange control, securities and labor laws. This may mean Data is retained after Participantâ€™s employment or other service relationship ends, plus any additional time periods necessary for compliance with law, exercise or defense of legal rights, archiving, back-up and deletion purposes.(e)Voluntariness and Consequences of Consent Denial or Withdrawal. Participation in the Plan is voluntary and Participant is providing the consents herein on a voluntary basis. Participant understands that Participant may refuse the collection of the Data or request to stop the transfer and processing of the Data and that Participantâ€™s compensation from or Employment or other service relationship with the Service Recipient will not be affected. Participant understands that the only consequence of refusing or withdrawing consent is that the Company may not be able to continue to facilitate Participantâ€™s participation in the Plan. (f)Data Subject Rights. Participant may have a number of rights under data privacy laws in Participantâ€™s jurisdiction. Depending on where Participant is based, such rights may include the right to (specifically in respect of Participantâ€™s Data): (i) request access to or copies of Data held by the Company, (ii) request that inaccurate or incomplete Data be rectified, (iii) request that Data be deleted, (iv) request that the processing of Data be restricted to certain purposes, (v) request that the transfer of Data be restricted to certain purposes, (vi) lodge complaints with competent authorities in Participantâ€™s jurisdiction, and/or (vii) receive a list with the names and addresses of any potential third party recipients or transferees of Data. To receive clarification regarding the availability of these rights, to exercise these rights or to otherwise inquire about the Companyâ€™s collection, use or transfer of Data, Participant can contact Participantâ€™s local human resources representative.2.6.Â Â Â Â Savings Clause. In the event that Participant is employed or provides services in a jurisdiction where the performance of any term or provision of this Agreement by the Company: (i) will result in a breach or violation of any statute, law, ordinance, regulation, rule, judgment, decree, order or statement of public policy of any court or governmental agency, board, bureau, body, department or authority, or (ii) will result in the creation or imposition of any penalty, charge, restriction, or material adverse effect upon the Company or an Affiliate, then any such term or provision shall be null, void and of no effect.2.7.Â Â Â Â Amendment. The Company may amend the provisions of this Agreement at any time; provided that an amendment that would materially adversely affect the Participantâ€™s rights under this Agreement shall be subject to the written consent of the Participant. No course of conduct or failure or delay in enforcing the provisions of this Agreement shall affect the validity, binding effect or enforceability of this Agreement.2.8.Â Â Â Â Acts of Misconduct. If Participant has allegedly committed an act of serious misconduct, including, but not limited to, embezzlement, fraud, dishonesty, unauthorized disclosure of trade secrets or confidential information, breach of fiduciary duty or nonpayment of an obligation owed to the Company, an executive officer of the Company may suspend Participantâ€™s rights under the Award, including the vesting of the Award and the settlement of vested RSUs, subject to the Administratorâ€™s final decision regarding termination of the award. No rights under the Award may be exercised during such suspension or after such termination.2.9.Â Â Â Â Disputes. (a)Â Â Â Â Participants Located Outside of the United States. If the Participant is located outside of the United States, the Administrator or its delegate shall finally and conclusively determine any disagreement concerning the Award.(b)Â Â Â Â Participants Located in the United States. If the Participant is located in the United States, the Participant agrees to be bound by the Arbitration Agreement attached hereto as Exhibit B.(c)Â Â Â Â Release. The Participant hereby declares that the Participant does not reserve any action or right to bring any claim against the Company for any compensation or damages as a result of the Participantâ€™s participation in the Plan and therefore grants a full and broad release to the Company with respect to any claim that may arise under or relate to the Plan.2.10.Â Â Â Â Plan. The terms and provisions of the Plan are incorporated herein by reference, a copy of which has been provided or made available to the Participant. In the event of a conflict or inconsistency between the terms and provisions of the Plan and the provisions of this Agreement, the Plan shall govern and control.2.11.Â Â Â Â Compliance with Section 409A of the Code. Notwithstanding any other provision of the Plan or this Agreement to the contrary, the Plan and this Agreement shall be construed or deemed to be amended as necessary to remain exempt from or comply with the requirements of Section 409A of the Code and to avoid the imposition of any additional or accelerated taxes or other penalties under Section 409A of the Code. The Committee, in its sole discretion, shall determine the requirements of Section 409A of the Code applicable to the Plan and this Agreement and shall interpret the terms of each consistently therewith. Under no circumstances, however, shall the Company, an Affiliate, or a subsidiary have any liability under the Plan or this Agreement for any taxes, penalties, or interest due on amounts paid or payable pursuant to the Plan and/or this Agreement, including any taxes, penalties, or interest imposed under Section 409A of the Code. In the event that it is determined by the Company that, as a result of the deferred compensation tax rulesÂ under SectionÂ 409A of the Code (and any related regulations or other pronouncements thereunder) (the â€œDeferred Compensation Tax Rulesâ€), benefits that the Participant is entitled to receive under the terms of this Agreement are deferred compensation subject to tax under the Deferred Compensation Tax Rules, (i) the Participant shall not be considered to have terminated employment for purposes hereof until the Participant would be considered to have incurred a â€œseparation from serviceâ€ within the meaning of the Deferred Compensation Tax Rules and (ii) the Company shall, in lieu of providing such benefit when otherwise due under this Agreement, instead provide such benefit on the first day on which such provision would not result in the Participant incurring any tax liability under the Deferred Compensation Tax Rules; which day, if the Participant is a â€œspecified employeeâ€ (within the meaning of the Deferred Compensation Tax Rules), shall, in the event the benefit to be provided is due to the Participantâ€™s â€œseparation from serviceâ€ (within the meaning of the Deferred Compensation Tax Rules) with the Company and its subsidiaries, be the first day following the six-month period beginning on the date of such separation from service. Each amount to be paid or benefit to be provided under this Agreement shall be construed as a separately identified payment for purposes of the Deferred Compensation Tax Rules, and any payments described in this Agreement that are due within the â€œshort term deferral periodâ€ as defined in the Deferred Compensation Tax Rules shall not be treated as deferred compensation unless applicable law requires otherwise.2.12.Â Â Â Â Successors. The terms of this Agreement shall be binding upon and inure to the benefit of the Company, its successors and assigns, and the Participant and the beneficiaries, executors, administrators, heirs and successors of the Participant.2.13.Â Â Â Â Entire Agreement. This Agreement and the Plan contain the entire agreement and understanding of the parties hereto with respect to the subject matter contained herein and supersede all prior communications, representations and negotiations in respect thereof; provided, however, that to the extent that the Participant has entered into an employment agreement, severance agreement or change in control termination agreement with the Company that provides for vesting terms that are more favorable than the vesting terms set forth in this Agreement or the Plan, such more favorable vesting terms shall apply.2.14Â Â Â Â Claw Back Policy. This grant is subject to the terms of the Companyâ€™s Claw Back Policy, as it may be amended, modified, superseded or replaced from time to time.2.15 Governing Law and Venue. This Agreement and all determinations made and actions taken hereunder, to the extent not otherwise governed by the Code or the laws of the United States, shall be governed by the laws of the State of Delaware, without reference to principles of conflict of laws, and construed accordingly. Any and all disputes relating to, concerning or arising from this Agreement, or relating to, concerning or arising from the relationship between the parties evidenced by the RSU or this Agreement, shall be brought and heard exclusively in the United States District Court for the District of New Delaware or the Delaware Superior Court, New Castle County. Each of the parties hereby represents and agrees that such party is subject to the personal jurisdiction of said courts; hereby irrevocably consents to the jurisdiction of such courts in any legal or equitable proceedings related to, concerning or arising from such dispute, and waives, to the fullest extent permitted by law, any objection which such party may now or hereafter have that the laying of the venue of any legal or equitable proceedings related to, concerning or arising from such dispute which is brought in such courts is improper or that such proceedings have been brought in an inconvenient forum.2.16 Compliance with Law. Notwithstanding any other provision in the Plan or this Agreement, unless there is an available exemption from registration, qualification or other legal requirement applicable to the shares of Stock, the Company shall not be required to permit the vesting of the Award and/or deliver any shares of Stock prior to the completion of any registration or qualification of the shares of Stock under any U.S. or non-U.S. local, state or federal securities, exchange control or other applicable law or under rulings or regulations of the U.S. Securities and Exchange Commission (â€œSECâ€) or of any other governmental regulatory body, or prior to obtaining any approval or other clearance from any U.S. or non-U.S. local, state or federal governmental agency, which registration, qualification or approval the Company shall, in its absolute discretion, deem necessary or advisable. Participant understands that the Company is under no obligation to register or qualify the shares of Stock with the SEC or any state or non-U.S. securities commission or to seek approval or clearance from any governmental authority for the issuance or sale of the shares of Stock subject to this Award. Further, Participant agrees that the Company shall have unilateral authority to amend this Agreement without Participantâ€™s consent to the extent necessary to comply with securities or other laws applicable to the issuance of shares of Stock subject to this Award.2.17 Insider Trading Restrictions/Market Abuse Laws. Participant acknowledges that, Participant may be subject to insider trading restrictions and/or market abuse laws in applicable jurisdictions, including but not limited Participantâ€™s country, the Service Providerâ€™s country and the country or country in which the shares of Stock are or may be listed, which may affect his or her ability, directly or indirectly, to acquire, sell or attempt to sell or otherwise dispose of shares of Stock or rights to shares of Stock (e.g., RSUs), under the Plan during such times as Participant is considered to have â€œinside informationâ€ regarding the Company (as defined by laws in the applicable jurisdiction(s)). Furthermore, Participant understands that he or she may be prohibited from (i) disclosing the inside information to any third party, including fellow employees, and (ii) â€œtippingâ€ third parties by sharing with them Company inside information, or otherwise causing third parties to buy or sell Company securities. Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under any applicable Company insider trading policy. Participant acknowledges that it is his or her responsibility to comply with any applicable restrictions as well as any applicable Company insider trading policy, and Participant should consult with his or her personal legal advisor on this matter. 2.18 Exchange Control, Foreign Asset/Account and/or Tax Requirements. Participant acknowledges that there may be certain foreign asset and/or account reporting requirements which may affect Participantâ€™s ability to acquire or hold shares of Stock or cash received from participating in the Plan (including from any dividends paid on shares of Stock or sale proceeds arising from the sale of shares of Stock) in a brokerage or bank account outside Participantâ€™s country. Participant may be required to report such accounts, assets, or transactions to the tax or other authorities in Participantâ€™s country. Participant may also be required to repatriate sale proceeds or other funds received as a result of participating in the Plan to Participantâ€™s country through a designated bank or broker and/or within a certain time after receipt. Participant acknowledges that he or she may be subject to

tax payment and/or reporting obligations as the result of participating in the Plan and/or the sale of shares of Stock acquired under the Plan. Participant further acknowledges that it is his or her responsibility to comply with such requirements and that Participant should speak with his or her personal tax, legal and financial advisors on this matter.2.19 Electronic Delivery and Participation. The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means. Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line electronic system established and maintained by the Company or a third party designated by the Company.2.20 Language. Participant acknowledges that he or she is sufficiently proficient in English or has consulted with an advisor who is sufficiently proficient in English so as to allow Participant to understand the terms and conditions of this Agreement. If Participant has received this Agreement or any other document related to the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control, unless otherwise required by applicable law.2.21 Appendix. Notwithstanding any provisions in this Global RSU Award Agreement, the RSUs shall be subject to any additional terms and conditions for Participantâ€™s country set forth in the Appendix attached hereto. Moreover, if Participant relocates to one of the countries included in the Appendix, the additional terms and conditions for such country, if any, will apply to Participant, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Appendix constitutes part of this Agreement.2.22 Imposition of Other Requirements. The Company reserves the right to impose other requirements on Participantâ€™s participation in the Plan, on the RSUs and on the shares of Stock acquired upon settlement of the RSUs, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.Â Â Â Â EX-10.36 5 exhibit1036formofentegrisi.htm EX-10.36 DocumentExhibit 10.36ENTEGRIS, INC.Stock Option Award Agreement(2020 Stock Plan)Â Â Â Â Entegris, Inc. (the â€œCompanyâ€) may periodically make equity incentive awards consisting of stock options with respect to the Companyâ€™s Common Stock, $0.01 par value (â€œStockâ€), to certain key employees, non-employee directors, consultants or advisors of the Company under the Companyâ€™s 2020 Stock Plan (as amended from time to time, the â€œPlanâ€). Any key employee, non-employee director, consultant or advisor (a â€œParticipantâ€) who receives a stock option award (the â€œAwardâ€) is notified in writing or via email and the Award is credited to the Participantâ€™s account as reflected on the Overview tab under the Stock Options Plan section on Fidelityâ€™s NetBenefits website. To accept the Award, click on the â€œBegin your grant acceptance nowâ€ link located in the New Grant Alert notification or scroll down to and expand the Stock Plans section; then click on â€œBegin Acceptanceâ€ and follow the prompts. To accept the Award, the Participant must agree to the Restrictive Covenant Agreement attached hereto as Exhibit A. By accepting the Award, Participant: (i) acknowledges that Participant has received a copy of the Plan, of the related prospectus providing information concerning awards under the Plan and of the Companyâ€™s most recent Annual Report on Form 10-K; and (ii) accepts the Award and agrees with the Company that the Award is subject to the terms of the Plan and to the following terms and conditions:Article I â€“Stock Option Grant1.1.Â Â Â Â Option Grant. Effective as of the grant date specified in the Stock Options Plan section provided to you online (the â€œGrant Dateâ€), the Company hereby grants Participant a non-statutory stock option to purchase that number of shares of Stock that has been approved for the Award to the Participant by the Administrator (â€œOptionâ€). The shares of Stock awarded are specified in the Stock Options Plan section in the Granted column online through Fidelityâ€™s NetBenefits website. The Option is not intended to be an incentive stock option under Section 422 of the Internal Revenue Code of 1986, as amended, and will be interpreted accordingly.1.2.Â Â Â Â Option Exercise Price. The exercise (grant) price of the Option shall be 100% of the closing price of the Stock on the NASDAQ stock market on the Grant Date. The exercise price is provided to Participant online through Fidelityâ€™s NetBenefits website.1.3.Â Â Â Â Option Vesting Schedule. This Option shall vest and become exercisable, except as hereinafter provided, in whole or in part, as follows:25% vest on #VestDate_1#an additional 25% vest on #VestDate_2#an additional 25% vest on #VestDate_3# the final 25% vest on #VestDate_4#Notwithstanding the foregoing, no Option shall vest and become exercisable on any such vesting date specified above unless: (A) the Participant is then, and since the Grant Date has ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALcontinuously been, employed or retained by the Company or an Affiliate (subject to Sections 1.8, 2.2 and 2.3); and (B) the Participant has fulfilled the obligations specified in Section 1.5 and 1.10 below.1.4.Â Â Â Â Expiration of Option. To the extent that the Option shall not have been exercised, this Option shall expire at 5:00 p.m. local time at the Companyâ€™s headquarters on _____, ____ and no part of the Option may be exercised thereafter. If an expiration, termination or forfeiture date described herein falls on a weekday, Participant must exercise the Option before 5:00 p.m. local time at the Companyâ€™s headquarters on that date. If an expiration, termination or forfeiture date described herein falls on a weekend or any other day on which the NASDAQ stock market is not open, Participant must exercise the Option before 5:00 p.m. local time at the Companyâ€™s headquarters on the last NASDAQ business day prior to the expiration, termination or forfeiture date.1.5.Â Â Â Â Exercise of Option. When and as vested, this Option may be exercised up to the number of shares of Stock specified in Section 1.1 above only by serving written notice on the designated stock plan administrator. Payment of the Option exercise price specified in Section 1.2 above may be made (i) in cash or by certified check, (ii) through net share settlement procedures whereby that number of the Option shares being exercised that are needed to cover the payment of the Option exercise price (calculated using the Fair Market Value of the Companyâ€™s stock on the date of exercise) shall be cancelled to fund the payment of the Option exercise price, (iii) by broker assisted sale of shares to satisfy the Option exercise price; or (iv) by any other method specified in the Plan or as permitted by the Administrator. No fractional shares of Stock shall be issued pursuant to this Agreement. Participant will have the rights of a stockholder only after the shares of Stock have been issued to the Participant in accordance with this Agreement.1.6.Â Â Â Â No Assignment of Option. This Option may not be assigned or transferred except as may otherwise be provided by the terms of this Agreement.1.7.Â Â Â Â Equitable Adjustments. The Award is subject to adjustment pursuant to Section 15.1 of the Plan.1.8.Â Â Â Â Termination of Employment or Service with the Company. Except as provided in this Section 1.8 and in Sections 2.2 and 2.3 below, each then unvested Option will terminate and be forfeited upon any termination of the Participantâ€™s employment or services with the Company and its Affiliates. All exercisable Options granted herein must be exercised within ninety (90) days following the date on which the employment or services of Participant with the Company or an Affiliate terminates (i.e., last day worked, excluding any severance period), or, if earlier, prior to the original expiration date of the Option (â€œTermination Dateâ€), or be forfeited, except as provided in Sections 2.2 and 2.3 below and as follows: (a)Â Â Â Â In the event of Participantâ€™s death during employment/services, each Option granted hereunder will be exercisable, whether or not vested on or prior to the date of Â Â Â Â -2- Participantâ€™s death, until the earlier of: (1) the first anniversary of Participantâ€™s date of death; or (2) the original expiration date of the Option.(b)Â Â Â Â In the event of the termination of employment/services of Participant due to Disability, Participant may exercise each Option that is vested as of the date of such termination at any time prior to the earlier of the original expiration date of the Option and 365 days following the later of the date of Participantâ€™s separation from service due to Participantâ€™s Disability or the date of determination of Participantâ€™s Disability. The Option shall terminate on the earlier of the original expiration date of the Option and 365 days following the later of the date of Participantâ€™s separation from service due to Participantâ€™s Disability or the date of determination of Participantâ€™s Disability, to the extent that it is unexercised. For these purposes â€œDisabilityâ€ shall be determined in accordance with the standards and procedures of the then-current Long-Term Disability policies maintained by the Company, which is generally a physical condition arising from an illness or injury which renders an individual incapable of performing work in any occupation, as determined by the Company.(c)Â Â Â Â If Participantâ€™s employment/services is terminated for â€œCauseâ€, all granted but unexercised stock Options, whether vested or unvested, shall be forfeited on Participantâ€™s Termination Date.1.9.Â Â Â Â Suspension of Option Exercises. For administrative or other reasons, the Company may, from time to time, suspend the ability of Participants to exercise options for limited periods of time. Notwithstanding the above, the Company shall not be obligated to deliver any shares of Stock during any period when the Company determines that the exercisability of the Option or the delivery of shares hereunder would violate any federal, state or other applicable laws.1.10.Â Â Â Â Withholding of Income Taxes. The Company shall have no obligation to issue shares upon exercise of this Option unless the Participant has satisfied any tax withholding obligation with respect to such exercise. Payment of Participantâ€™s withholding tax obligations may be made through any method specified in the Plan or as permitted by the Administrator. Article II â€“ GENERAL PROVISIONS2.1.Â Â Â Â Definitions. Except as otherwise expressly provided, all terms used herein shall have the same meaning as in the Plan.2.2.Â Â Â Â Change in Control.Â Â Â Â Â Â Â Â (a)Â Â Â Â Assumption or Substitution.Â Â Â Â Â Â Â Â Â Â Â Â (i)Â Â Â Â If the Change in Control is one in which there is an acquiring or surviving entity, the Administrator may provide for the assumption or continuation of some or all outstanding Awards or for the grant of new awards in substitution therefor by the acquiror or survivor or an affiliate of the acquiror or survivor.Â Â Â Â -3-Â Â Â Â Â Â Â Â Â Â Â Â (ii)Â Â Â Â In the event of a Change in Control in which the successor company assumes or substitutes for the Option (or in which the Company is the ultimate parent corporation and continues the Award), if Participantâ€™s employment with such successor company (or the Company) or an affiliate thereof is involuntarily terminated without Cause by the successor employer or Participant resigns for Good Reason, in either case within 24 months following such Change in Control: the Option will immediately vest, become fully exercisable, and may thereafter be exercised for 24 months (but in no event after the original expiration date specified in Section 1.4 above). For the purposes of this Section 2.2, the Option shall be considered assumed or substituted for if following the Change in Control the Award confers the right to purchase or receive, for each share of Stock subject to the Option immediately prior to the Change in Control, the consideration (whether stock, cash or other securities or property) received in the transaction constituting a Change in Control by holders of Stock for each Share held on the effective date of such transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Stock); provided, however, that if such consideration received in the transaction constituting a Change in Control is not solely common stock of the successor company, the Administrator may, with the consent of the successor company, provide that the consideration to be received upon the exercise or vesting of the Option, for each Share subject thereto, will be solely common stock of the successor company substantially equal in fair market value to the per Share consideration received by holders of Stock in the transaction constituting a Change in Control. The determination of such substantial equality of value of consideration shall be made by the Administrator in its sole discretion and its determination shall be conclusive and binding.Â Â Â Â Â Â Â Â (b)Â Â Â Â Awards Not Assumed or Substituted. In the event of a Change in Control in which the successor company does not assume or substitute for the Option (or in which the Company is the ultimate parent corporation and does not continue the Award): the Option shall immediately vest and become fully exercisable.Â Â Â Â Â Â Â Â (c)Â Â Â Â Good Reason Definition. For purposes of this Section 2.2, â€œGood Reasonâ€ means (i) â€œGood Reasonâ€ as defined in any individual agreement to which Participant and the Company or an Affiliate are parties, or (ii) if there is no such agreement or if it does not define Good Reason, without the Participantâ€™s prior written consent: (A) a reduction in the Participantâ€™s base salary; (B) a relocation of the Participantâ€™s primary work location to a distance of more than 50 miles from its location as of immediately prior to such change; or (C) a material breach by the Company or an Affiliate of any employment agreement with the Participant. In order to invoke a termination of employment for Good Reason, a Participant shall provide written notice to the Company of the existence of one or more of the conditions described in clauses (A) through (C) within 90 days following the Participantâ€™s knowledge of the initial existence of such condition or conditions, and the Company shall have 30 days following receipt of such written notice (the â€œCure Periodâ€) during which it may remedy the condition(s). In the event that the Company fails to remedy the condition(s) constituting Good Reason during the Cure Period, the Participant must terminate employment, if at all, within 90 days following the Cure Period in order for such termination to constitute a termination of employment for Good Reason.Â Â Â Â -4-Â Â Â Â Â Â Â Â (d)Â Â Â Â Cause Definition. â€œCauseâ€ means (i) â€œCauseâ€ as defined in any individual agreement to which the Participant and the Company or an Affiliate are parties or (ii) if there is no such agreement or if it does not define Cause, the Companyâ€™s termination of the Participantâ€™s employment with the Company or any Affiliate following the occurrence of any one or more of the following: (A) the Participantâ€™s conviction of, or plea of guilty or nolo contendere to, a felony; (B) the Participantâ€™s willful and continual failure to substantially perform the Participantâ€™s duties after written notification by the Company; (C) the Participantâ€™s willful engagement in conduct that is materially injurious to the Company or an Affiliate monetarily or otherwise; (D) the Participantâ€™s commission of an act of gross misconduct in connection with the performance of the Participantâ€™s duties; or (E) the Participantâ€™s material breach of any employment, confidentiality, or other similar agreement between the Company or an Affiliate and the Participant.2.3.Â Â Â Â Retirement. Notwithstanding any provision to the contrary in Sections 1.3 and 2.2 above, if Participant is an employee of the Company or an Affiliate and ceases to be an employee due to Retirement then, to the extent that Participant (x) provides six (6) monthsâ€™ advance written notice to the Company of such Retirement (which notice may be waived at the discretion of the Administrator and shall be waived on and following a Change in Control), (y) executes a release of claims in favor of the Company in a form satisfactory to the Company and such release becomes effective within sixty (60) days following the date of termination due to Retirement (which release may be waived at the discretion of the Administrator), and (z) continues to comply with and does not violate the terms of the Restrictive Covenant Agreement attached hereto as Exhibit A through the final vesting date provided in Section 1.3, the Option will continue to vest in accordance with the schedule specified in Section 1.3 above as if Participant continued in the employment of or service with the Company or an Affiliate and such Options will be exercisable until the earlier to occur of (A) four (4) years following the date of Retirement and (B) the original expiration date specified in Section 1.4 above. Determination as to whether Participant complies with and has not violated the terms of the Restrictive Covenant Agreement will be made in good faith by the Company.Â Â Â Â For purposes of this Award, â€œRetirementâ€ means Participantâ€™s employment, tenure or service, as applicable, with the Company and its Affiliates is terminated after (x) Participant has provided at least five (5) years of consecutive years of service with the Company or an Affiliate thereof, (y) Participant is at least fifty-five (55) years old as of the date of Retirement, and (z) Participantâ€™s age plus complete years of service with the Company or an Affiliate thereof as of Participantâ€™s date of termination equals at least seventy (70).2.4.Â Â Â Â No Understandings as to Employment, etc. The Participant further expressly acknowledges that nothing in the Plan or any modification thereto, in the Award or in this Agreement shall constitute or be evidence of any understanding, express or implied, on the part of the Company to employ or retain the Participant for any period or with respect to the terms of the Participantâ€™s employment or to give rise to any right to remain in the service of the Company or any Affiliate, and the Participant shall remain subject to discharge to the same extent as if the Plan had never been adopted or the Award had never been made.Â Â Â Â -5-2.5.Â Â Â Â Acts of Misconduct. If Participant has allegedly committed an act of serious misconduct, including, but not limited to, embezzlement, fraud, dishonesty, unauthorized disclosure of trade secrets or confidential information, breach of fiduciary duty or nonpayment of an obligation owed to the Company, an Executive Officer of the Company may suspend Participantâ€™s rights under the Award, including the vesting of Options and the exercise of vested Options, subject to the Administratorâ€™s final decision regarding termination of the award. No rights under the Award may be exercised during such suspension or after such termination.2.6.Â Â Â Â Data Protection Waiver. Participant understands and agrees that in order to process and administer the Award and the Plan, the Company and the Administrator may process personal data and/or sensitive personal information concerning the Participant. Such data and information includes, but is not limited to, the information provided in the Award grant package and any changes thereto, other appropriate personal and financial data about Participant, and information about Participantâ€™s participation in the Plan and transactions under the Plan from time to time. Participant hereby gives his or her explicit consent to the Company and the Administrator to process any such personal data and/or sensitive personal information. Participant also hereby gives his or her explicit consent to the Company and the Administrator to transfer any such personal data and/or sensitive personal data outside the country in which Participant works, is employed or provides services and to the United States. The legal persons granted access to such Participant personal data are intended to include the Company, the Administrator, the outside plan administrator as selected by the Company from time to time, and any other compensation consultant or person that the Company or the Administrator may deem appropriate for the administration of the Plan or the Award. Participant has been informed of his or her right of access and correction to Participantâ€™s personal data by contacting the Company. Participant also understands that the transfer of the information outlined herein is important to the administration of the Award and the Plan and failure to consent to the transmission of such information may limit or prohibit Participantâ€™s participation under the Plan and/or void the Award.2.7.Â Â Â Â Disputes. (a)Â Â Â Â Participants Located Outside of the United States. If the Participant is located outside of the United States, the Administrator or its delegate shall finally and conclusively determine any disagreement concerning the Award.(b)Â Â Â Â Participants Located in the United States. If the Participant is located in the United States, the Participant agrees to be bound by the Arbitration Agreement attached hereto as Exhibit B.(c)Â Â Â Â Release. The Participant hereby declares that the Participant does not reserve any action or right to bring any claim against the Company for any compensation or damages as a result of the Participantâ€™s participation in the Plan and therefore grants a full and broad release to the Company with respect to any claim that may arise under the Plan.Â Â Â Â -6-2.8.Â Â Â Â Savings Clause. In the event that Participant is employed or provides services in a jurisdiction where the performance of any term or provision of this Agreement by the Company: (i) will result in a breach or violation of any statute, law, ordinance,

regulation, rule, judgment, decree, order or statement of public policy of any court or governmental agency, board, bureau, body, department or authority, or (ii) will result in the creation or imposition of any penalty, charge, restriction, or material adverse effect upon the Company or an Affiliate, then any such term or provision shall be null, void and of no effect.2.9.Â Â Â Â Amendment. The Company may amend the provisions of this Agreement at any time; provided that an amendment that would materially adversely affect the Participantâ€™s rights under this Agreement shall be subject to the written consent of the Participant. No course of conduct or failure or delay in enforcing the provisions of this Agreement shall affect the validity, binding effect or enforceability of this Agreement.2.10. Â Â Â Â Plan. The terms and provisions of the Plan are incorporated herein by reference, a copy of which has been provided or made available to the Participant. In the event of a conflict or inconsistency between the terms and provisions of the Plan and the provisions of this Agreement, the Plan shall govern and control.2.11.Â Â Â Â Successors. The terms of this Agreement shall be binding upon and inure to the benefit of the Company, its successors and assigns, and the Participant and the beneficiaries, executors, administrators, heirs and successors of the Participant.2.12.Â Â Â Â Entire Agreement. This Agreement and the Plan contain the entire agreement and understanding of the parties hereto with respect to the subject matter contained herein and supersede all prior communications, representations and negotiations in respect thereof; provided, however, that to the extent that the Participant has entered into an employment agreement, severance agreement or change in control termination agreement with the Company that provides for vesting and/or exercise terms that are more favorable than the vesting and/or exercise terms set forth in this Agreement or the Plan, such more favorable vesting and/or exercise terms shall apply.2.13Â Â Â Â Claw Back Policy. This grant is subject to the terms of the Companyâ€™s Claw Back Policy, as it may be amended, modified, superseded or replaced from time to time.2.14Â Â Â Â Governing Law and Venue. This Agreement and all determinations made and actions taken hereunder, to the extent not otherwise governed by the Code or the laws of the United States, shall be governed by the laws of the State of Delaware, without reference to principles of conflict of laws, and construed accordingly. Any and all disputes relating to, concerning or arising from this Agreement, or relating to, concerning or arising from the relationship between the parties evidenced by the Option or this Agreement, shall be brought and heard exclusively in the United States District Court for the District of New Delaware or the Delaware Superior Court, New Castle County. Each of the parties hereby represents and agrees that such party is subject to the personal jurisdiction of said courts; hereby irrevocably consents to the jurisdiction of such courts in any legal or equitable proceedings related to, concerning or arising from such dispute, and waives, to the fullest Â Â Â Â -7-extent permitted by law, any objection which such party may now or hereafter have that the laying of the venue of any legal or equitable proceedings related to, concerning or arising from such dispute which is brought in such courts is improper or that such proceedings have been brought in an inconvenient forum.2.15 Compliance with Law. Notwithstanding any other provision in the Plan or this Agreement, unless there is an available exemption from registration, qualification or other legal requirement applicable to the shares of Stock, the Company shall not be required to permit the vesting of the Award and/or deliver any shares of Stock prior to the completion of any registration or qualification of the shares of Stock under any U.S. or non-U.S. local, state or federal securities, exchange control or other applicable law or under rulings or regulations of the U.S. Securities and Exchange Commission (â€œSECâ€) or of any other governmental regulatory body, or prior to obtaining any approval or other clearance from any U.S. or non-U.S. local, state or federal governmental agency, which registration, qualification or approval the Company shall, in its absolute discretion, deem necessary or advisable. Participant understands that the Company is under no obligation to register or qualify the shares of Stock with the SEC or any state or non-U.S. securities commission or to seek approval or clearance from any governmental authority for the issuance or sale of the shares of Stock subject to this Award. Further, Participant agrees that the Company shall have unilateral authority to amend this Agreement without Participantâ€™s consent to the extent necessary to comply with securities or other laws applicable to the issuance of shares of Stock subject to this Award.2.16 Insider Trading Restrictions/Market Abuse Laws. Participant acknowledges that, Participant may be subject to insider trading restrictions and/or market abuse laws in applicable jurisdictions, including but not limited Participantâ€™s country, the Service Providerâ€™s country and the country or country in which the shares of Stock are or may be listed, which may affect his or her ability, directly or indirectly, to acquire, sell or attempt to sell or otherwise dispose of shares of Stock or rights to shares of Stock (e.g., Options), under the Plan during such times as Participant is considered to have â€œinside informationâ€ regarding the Company (as defined by laws in the applicable jurisdiction(s)). Furthermore, Participant understands that he or she may be prohibited from (i) disclosing the inside information to any third party, including fellow employees, and (ii) â€œtippingâ€ third parties by sharing with them Company inside information, or otherwise causing third parties to buy or sell Company securities. Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under any applicable Company insider trading policy. Participant acknowledges that it is his or her responsibility to comply with any applicable restrictions as well as any applicable Company insider trading policy, and Participant should consult with his or her personal legal advisor on this matter. 2.17 Exchange Control, Foreign Asset/Account and/or Tax Requirements. Participant acknowledges that there may be certain foreign asset and/or account reporting requirements which may affect Participantâ€™s ability to acquire or hold shares of Stock or cash received from participating in the Plan (including from any dividends paid on shares of Stock or sale proceeds arising from the sale of shares of Stock) in a brokerage or bank account outside Â Â Â Â -8-Participantâ€™s country. Participant may be required to report such accounts, assets, or transactions to the tax or other authorities in Participantâ€™s country. Participant may also be required to repatriate sale proceeds or other funds received as a result of participating in the Plan to Participantâ€™s country through a designated bank or broker and/or within a certain time after receipt. Participant acknowledges that he or she may be subject to tax payment and/or reporting obligations as the result of participating in the Plan and/or the sale of shares of Stock acquired under the Plan. Participant further acknowledges that it is his or her responsibility to comply with such requirements and that Participant should speak with his or her personal tax, legal and financial advisors on this matter.2.18 Electronic Delivery and Participation. The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means. Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line electronic system established and maintained by the Company or a third party designated by the Company.2.19 Language. Participant acknowledges that he or she is sufficiently proficient in English or has consulted with an advisor who is sufficiently proficient in English so as to allow Participant to understand the terms and conditions of this Agreement. If Participant has received this Agreement or any other document related to the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control, unless otherwise required by applicable law.2.20 Appendix. Notwithstanding any provisions in this Agreement, the Options shall be subject to any additional terms and conditions for Participantâ€™s country set forth in the Appendix attached hereto. Moreover, if Participant relocates to one of the countries included in the Appendix, the additional terms and conditions for such country, if any, will apply to Participant, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Appendix constitutes part of this Agreement.2.21 Imposition of Other Requirements. The Company reserves the right to impose other requirements on Participantâ€™s participation in the Plan, on the Options and on the shares of Stock acquired upon exercise of the Options, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.Â Â Â Â -9- EX-10.37 6 exhibit1037formofentegrisi.htm EX-10.37 DocumentExhibit 10.37ENTEGRIS, INC.Directorâ€™s RSU Award Agreement(2020 Stock Plan)Â Â Â Â In consideration of services rendered to Entegris, Inc. (the â€œCompanyâ€), the Company may periodically make equity incentive awards consisting of restricted stock units with respect to the Companyâ€™s Common Stock, $0.01 par value (â€œStockâ€), to non-employee directors of the Company under the Companyâ€™s 2020 Stock Plan (as amended from time to time, the â€œPlanâ€). Except as otherwise expressly provided, all terms used herein shall have the same meaning as in the Plan. Any non-employee director of the Company (a â€œParticipantâ€) who receives a restricted stock unit award (the â€œAwardâ€) is notified in writing or via email alert. The Award is credited to the Participantâ€™s account and reflected under the Stock Plans section on Fidelityâ€™s NetBenefits website. To Accept the award; click on the â€œBegin your grant acceptance nowâ€ link located in the New Grant Alert notification or scroll down to and expand the Stock Plans section; then click on â€œBegin Acceptanceâ€ and follow the prompts. By accepting the Award, Participant: (i) acknowledges that Participant has received a copy of the Plan, of the related prospectus providing information concerning awards under the Plan and of the Companyâ€™s most recent Annual Report on Form 10-K; and (ii) accepts the Award and agrees with the Company that the Award is subject to the terms of the Plan and to the following terms and conditions:Article I â€“ RSU Award1.1.Â Â Â Â Award Date. This Agreement shall take effect as of the date specified in the Stock Plans section as of the Award Date provided to Participant online through Fidelityâ€™s NetBenefits website (the â€œAward Dateâ€).1.2.Â Â Â Â Restricted Stock Units Subject to Award. The Award consists of that number of restricted stock units (the â€œRSUâ€) with respect to the Stock that has been approved for the Award to Participant by the Administrator. Each RSU is equivalent to one share of the Stock. The Participantâ€™s rights to the RSU are subject to the restrictions described in this Agreement and in the Plan (which is incorporated herein by reference with the same effect as if set forth herein in full) in addition to such other restrictions, if any, as may be imposed by law.1.3.Â Â Â Â Nontransferability of RSUs. The RSU acquired by the Participant pursuant to this Agreement shall not be sold, transferred, pledged, assigned or otherwise encumbered or disposed of except as provided below and in the Plan.1.4.Â Â Â Â Forfeiture Risk. Except as otherwise provided in this Agreement, if the Participant ceases to serve as a director of the Company for any reason other than death or Permanent Disability, any then-outstanding and unvested RSU acquired by the Participant hereunder shall be automatically and immediately forfeited. The Participant hereby appoints the Company as the attorney-in-fact of the Participant to take such actions as may be necessary or appropriate to effectuate the cancellation of a forfeited RSU.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALÂ Â Â Â [2024 Directors RSU Award Agreement]5133881.41.5.Â Â Â Â Vesting and Settlement of RSUs. The RSU acquired hereunder shall vest with respect to one hundred percent (100%) of the Award specified in Section 1.2 above on the earlier of the date of the Annual Meeting of Stockholders next occurring after the Award Date or the first anniversary of the Award Date. Notwithstanding the foregoing, subject to the provisions of this Section 1.5, no RSU shall vest on the vesting date specified above unless the Participant is then, and since the Award Date has continuously served as, a non-employee director of the Company (subject to Section 2.2). Upon vesting, each RSU shall entitle Participant to receive one share of Stock (subject to adjustment under the Plan).Vested RSUs shall be settled in shares of Stock (or, in the discretion of the Administrator, in cash equal to the Fair Market Value thereof). Subject to Section 2.12, settlement and delivery of the applicable number of shares of Stock (or cash equivalent, if applicable) shall be made as soon as practicable following vesting, but in no event later than 30 days after the applicable vesting date. No fractional shares of Stock shall be issued pursuant to this Agreement.In the event that the Participant ceases to be a director by reason of death or Permanent Disability, the Award shall immediately vest with respect to one hundred percent (100%) of the Award. For purposes of Section 1.4 and this Section 1.5, â€œPermanent Disabilityâ€ shall mean that the Participant is unable to engage in any substantial gainful activity by reason of a medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.1.6.Â Â Â Â Dividend Equivalent Rights. The Participant shall not be entitled: (i) to receive any dividends or other distributions paid with respect to the Stock to which the RSU relates, or (ii) to vote any Stock with respect to which the RSU relates, unless and until, and only to the extent, the RSU becomes vested and the Participant becomes a stockholder of record with respect to such shares of Stock. Notwithstanding the foregoing, as of each date on which the Company pays an ordinary cash dividend to record owners of shares of Stock, the Participantâ€™s account shall, as of each such dividend date, be credited with a cash amount (without interest) equal to the product of the total number of shares subject to the RSU immediately prior to such dividend date multiplied by the dollar amount of the cash dividend paid per share of Stock by the Company on such dividend date (such amount, the â€œDividend Equivalent Amountâ€). The Dividend Equivalent Amount shall be subject to the same vesting conditions and settlement terms as the RSU shares to which they relate.1.7.Â Â Â Â Sale of Vested Shares. The Participant understands that Participant will be free to sell any Stock with respect to which the RSU relates once the RSU has vested and settled, subject to (i) the completion of any administrative steps (for example, but without limitation, the transfer of certificates) that the Company may reasonably impose; and (ii) applicable requirements of federal and state securities laws.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALÂ Â Â Â -2-Â Â Â Â 2024 Directors RSU Award Agreement5133881.41.8.Â Â Â Â Certain Tax Matters. The Participant expressly acknowledges that the award or vesting of the RSU acquired hereunder may give rise to income and other taxes, and that the Participant shall be solely responsible for any such taxes.1.9. Nature of Grant. In accepting the RSUs, Participant acknowledges, understands and agrees that:(a)the Plan is established voluntarily by the Company, it is discretionary in nature, and may be modified, amended, suspended or terminated by the Company at any time, to the extent permitted under the Plan;(b)the grant of the RSUs is exceptional, voluntary and occasional and does not create any contractual or other right to receive future grants of RSUs, or benefits in lieu of RSUs, even if RSUs have been granted in the past; (c)all decisions with respect to future RSUs or other grants, if any, will be at the sole discretion of the Company;(d)Participant is voluntarily participating in the Plan;(e)the RSUs and the shares of Stock subject to the RSUs, and the income from and value of same, are not intended to replace any pension rights or compensation;(f)the RSUs and the shares of Stock subject to the RSUs, and the income from and value of same, are not part of normal or expected wages or salary for any purpose, including, but not limited to, calculation of any severance, resignation, termination, redundancy, dismissal, end-of-service payments, bonuses, holiday pay, long-service awards, pension or retirement or welfare benefits or similar payments; (g)the future value of the underlying shares of Stock is unknown, indeterminable, and cannot be predicted with certainty;(h)no claim or entitlement to compensation or damages shall arise from forfeiture of the RSUs resulting from the termination of Participantâ€™s service relationship; and(i)unless otherwise provided in the Plan or by the Company in its discretion, the RSUs and the benefits evidenced by this Agreement do not create any entitlement to have the RSUs or any such benefits transferred to, or assumed by, another company, nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the shares of Stock.Article II â€“ General Provisions2.1.Â Â Â Â Definitions. Except as otherwise expressly provided, all terms used herein shall have the same meaning as in the Plan.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALÂ Â Â Â -3-Â Â Â Â 2024 Directors RSU Award Agreement5133881.42.2.Â Â Â Â Change in Control. In the event of any of (i) a consolidation or merger in which the Company is not the surviving corporation or a transaction which results in the acquisition of all or substantially all of the Companyâ€™s then outstanding common stock by a single person or entity or by a group of persons and/or entities acting in concert, (ii) a sale or transfer of all or substantially all the Companyâ€™s assets, or (iii) a dissolution or liquidation of the Company (a â€œCovered Transactionâ€), the restrictions, limitations and other conditions applicable to the RSU shall lapse and the RSU shall become free of all restrictions, limitations and conditions and become fully vested, provided that, if such Covered Transaction does not qualify as a change in ownership of effective control of a corporation, or sale of a substantial portion of the assets of a corporation, pursuant to Treas. Reg. 1.409-3(i)(5), then to the extent required to avoid the penalty tax under Section 409A of the Code, the RSU will not be settled until the regularly scheduled vesting date, and, in that event, unless otherwise determined by the Administrator, the RSU shall be converted into and represent the right to receive the consideration to be paid in such Covered Transaction for each share of Stock issuable upon settlement of the RSU. In connection with any Covered Transaction in which there is an acquiring or surviving entity, the Administrator may provide for substitute or replacement Awards from, or the assumption of Awards by, the acquiring or surviving entity or its Affiliates, any such substitution, replacement or assumption to be on such terms as the Administrator determines, provided that no such substitution or replacement shall diminish in any way the acceleration provided for in this section.2.3.Â Â Â Â Equitable Adjustments. The Award is subject to adjustment pursuant to Section 15.1 of the Plan.2.4.Â Â Â Â No Understandings as to Employment etc. The Participant further expressly acknowledges that nothing in the Plan or any modification thereto, in the Award or in this Agreement shall constitute or be evidence of any understanding, express or implied, on the part of the Company for the continuance of the Participant as a director of the Company for any period or with respect to the terms of the Participantâ€™s continuation in that role or to give rise to any right to remain in the service of the Company or any Affiliate, and the Participant shall remain subject to discharge to the same extent as if the Plan had never been adopted or the Award had never been made.2.5.Â Â Â Â Data Privacy Consent. (a)Data Collection and Usage. The Company and the Service Recipient collect, process and use certain personal information about Participant, including, but not limited to, Participantâ€™s name, home address, telephone number, email address, date of birth, social insurance number, passport or other identification number, salary, nationality, job title, any shares of Stock or directorships held in the Company, details of all RSUs granted under the Plan or any other entitlement to shares of Stock awarded, canceled, exercised, vested, unvested or outstanding in Participantâ€™s favor (â€œDataâ€), for the legitimate purpose of implementing, administering and managing the Plan. Where ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALÂ Â Â Â -4-Â Â Â Â 2024 Directors RSU Award Agreement5133881.4required, the legal basis for the collection and processing of Data is Participantâ€™s consent.(b)Stock Plan Administration and Service Providers. Participant understands that the Company transfers Data to Fidelity Stock Plan Services, a third-party stock plan administrator/broker (together with certain of its affiliates, the â€œService Providerâ€), which assists the Company with the implementation, administration and management of the Plan.

Participant may be asked to agree on separate terms and data processing practices with the Service Provider, with such agreement being a condition to the ability to participate in the Plan. Where required, the legal basis for the transfer of Data to the Service Provider is Participantâ€™s consent.(c)Data Retention. The Company will hold and use Data only as long as is necessary to implement, administer and manage Participantâ€™s participation in the Plan, or as required to comply with legal or regulatory obligations, including under tax, exchange control, securities and labor laws. This may mean Data is retained after Participantâ€™s service relationship ends, plus any additional time periods necessary for compliance with law, exercise or defense of legal rights, archiving, back-up and deletion purposes.(d)Voluntariness and Consequences of Consent Denial or Withdrawal. Participation in the Plan is voluntary and Participant is providing the consents herein on a voluntary basis. Participant understands that Participant may refuse the collection of the Data or request to stop the transfer and processing of the Data and that Participantâ€™s compensation from its service relationship with the Service Recipient will not be affected. Participant understands that the only consequence of refusing or withdrawing consent is that the Company may not be able to continue to facilitate Participantâ€™s participation in the Plan. (e)Data Subject Rights. Participant may have a number of rights under data privacy laws in Participantâ€™s jurisdiction. Depending on where Participant is based, such rights may include the right to (specifically in respect of Participantâ€™s Data): (i) request access to or copies of Data held by the Company, (ii) request that inaccurate or incomplete Data be rectified, (iii) request that Data be deleted, (iv) request that the processing of Data be restricted to certain purposes, (v) request that the transfer of Data be restricted to certain purposes, (vi) lodge complaints with competent authorities in Participantâ€™s jurisdiction, and/or (vii) receive a list with the names and addresses of any potential third party recipients or transferees of Data. 2.6.Â Â Â Â Savings Clause. In the event that Participant is employed or provides services in a jurisdiction where the performance of any term or provision of this Agreement by the Company: (i) will result in a breach or violation of any statute, law, ordinance, regulation, rule, judgment, decree, order or statement of public policy of any court or governmental agency, board, bureau, body, department or authority, or (ii) will result in the creation or imposition of any penalty, charge, restriction, or material adverse effect ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALÂ Â Â Â -5-Â Â Â Â 2024 Directors RSU Award Agreement5133881.4upon the Company or an Affiliate, then any such term or provision shall be null, void and of no effect.2.7.Â Â Â Â Amendment. The Company may amend the provisions of this Agreement at any time; provided that an amendment that would materially adversely affect the Participantâ€™s rights under this Agreement shall be subject to the written consent of the Participant. No course of conduct or failure or delay in enforcing the provisions of this Agreement shall affect the validity, binding effect or enforceability of this Agreement.2.8.Â Â Â Â Acts of Misconduct. If Participant has allegedly committed an act of serious misconduct, including, but not limited to, embezzlement, fraud, dishonesty, unauthorized disclosure of trade secrets or confidential information, breach of fiduciary duty or nonpayment of an obligation owed to the Company, an executive officer of the Company may suspend Participantâ€™s rights under the Award, including the vesting of the Award and the settlement of vested RSUs, subject to the Administratorâ€™s final decision regarding termination of the Award. No rights under the Award may be exercised during such suspension or after such termination.2.9.Â Â Â Â Disputes. The Administrator or its delegate shall finally and conclusively determine any disagreement concerning the Award.2.10.Â Â Â Â Release. The Participant hereby declares that the Participant does not reserve any action or right to bring any claim against the Company for any compensation or damages as a result of the Participantâ€™s participation in the Plan and therefore grants a full and broad release to the Company with respect to any claim that may arise under or relate to the Plan.2.11.Â Â Â Â Plan. The terms and provisions of the Plan are incorporated herein by reference, a copy of which has been provided or made available to the Participant. In the event of a conflict or inconsistency between the terms and provisions of the Plan and the provisions of this Agreement, the Plan shall govern and control.2.12.Â Â Â Â Compliance with Section 409A of the Code. Notwithstanding any other provision of the Plan or this Agreement to the contrary, the Plan and this Agreement shall be construed or deemed to be amended as necessary to remain exempt from or comply with the requirements of Section 409A of the Code and to avoid the imposition of any additional or accelerated taxes or other penalties under Section 409A of the Code. The Committee, in its sole discretion, shall determine the requirements of Section 409A of the Code applicable to the Plan and this Agreement and shall interpret the terms of each consistently therewith. Under no circumstances, however, shall the Company, an Affiliate, or a subsidiary have any liability under the Plan or this Agreement for any taxes, penalties, or interest due on amounts paid or payable pursuant to the Plan and/or this Agreement, including any taxes, penalties, or interest imposed under Section 409A of the Code.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALÂ Â Â Â -6-Â Â Â Â 2024 Directors RSU Award Agreement5133881.42.13.Â Â Â Â Successors. The terms of this Agreement shall be binding upon and inure to the benefit of the Company, its successors and assigns, and the Participant and the beneficiaries, executors, administrators, heirs and successors of the Participant. 2.14.Â Â Â Â Entire Agreement. This Agreement and the Plan contain the entire agreement and understanding of the parties hereto with respect to the subject matter contained herein and supersede all prior communications, representations and negotiations in respect thereof; provided, however, that to the extent that the Participant has entered into an employment agreement, severance agreement or change in control termination agreement with the Company that provides for vesting terms that are more favorable than the vesting terms set forth in this Agreement or the Plan, such more favorable vesting terms shall apply.2.15.Â Â Â Â Claw Back Policy. This grant is subject to the terms of the Companyâ€™s Claw Back Policy, as it may be amended, modified, superseded or replaced from time to time.2.16. Governing Law and Venue. This Agreement and all determinations made and actions taken hereunder, to the extent not otherwise governed by the Code or the laws of the United States, shall be governed by the laws of the State of Delaware, without reference to principles of conflict of laws, and construed accordingly. Any and all disputes relating to, concerning or arising from this Agreement, or relating to, concerning or arising from the relationship between the parties evidenced by the RSU or this Agreement, shall be brought and heard exclusively in the United States District Court for the District of New Delaware or the Delaware Superior Court, New Castle County. Each of the parties hereby represents and agrees that such party is subject to the personal jurisdiction of said courts; hereby irrevocably consents to the jurisdiction of such courts in any legal or equitable proceedings related to, concerning or arising from such dispute, and waives, to the fullest extent permitted by law, any objection which such party may now or hereafter have that the laying of the venue of any legal or equitable proceedings related to, concerning or arising from such dispute which is brought in such courts is improper or that such proceedings have been brought in an inconvenient forum.2.17. Compliance with Law. Notwithstanding any other provision in the Plan or this Agreement, unless there is an available exemption from registration, qualification or other legal requirement applicable to the shares of Stock, the Company shall not be required to permit the vesting of the Award and/or deliver any shares of Stock prior to the completion of any registration or qualification of the shares of Stock under any U.S. or non-U.S. local, state or federal securities, exchange control or other applicable law or under rulings or regulations of the U.S. Securities and Exchange Commission (â€œSECâ€) or of any other governmental regulatory body, or prior to obtaining any approval or other clearance from any U.S. or non-U.S. local, state or federal governmental agency, which registration, qualification or approval the Company shall, in its absolute discretion, deem necessary or advisable. Participant understands that the Company is under no obligation to register or qualify the shares of Stock with the SEC or any state or non-U.S. securities commission or to seek approval or clearance from any governmental authority for the issuance or sale of the shares of Stock subject to this Award. Further, Participant agrees ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALÂ Â Â Â -7-Â Â Â Â 2024 Directors RSU Award Agreement5133881.4that the Company shall have unilateral authority to amend this Agreement without Participantâ€™s consent to the extent necessary to comply with securities or other laws applicable to the issuance of shares of Stock subject to this Award.2.18. Insider Trading Restrictions/Market Abuse Laws. Participant acknowledges that, Participant may be subject to insider trading restrictions and/or market abuse laws in applicable jurisdictions, including but not limited Participantâ€™s country, the Service Providerâ€™s country and the country or country in which the shares of Stock are or may be listed, which may affect his or her ability, directly or indirectly, to acquire, sell or attempt to sell or otherwise dispose of shares of Stock or rights to shares of Stock (e.g., RSUs), under the Plan during such times as Participant is considered to have â€œinside informationâ€ regarding the Company (as defined by laws in the applicable jurisdiction(s)). Furthermore, Participant understands that he or she may be prohibited from (i) disclosing the inside information to any third party, including fellow employees, and (ii) â€œtippingâ€ third parties by sharing with them Company inside information, or otherwise causing third parties to buy or sell Company securities. Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under any applicable Company insider trading policy. Participant acknowledges that it is his or her responsibility to comply with any applicable restrictions as well as any applicable Company insider trading policy, and Participant should consult with his or her personal legal advisor on this matter. 2.19. Electronic Delivery and Participation. The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means. Participant hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line electronic system established and maintained by the Company or a third party designated by the Company.2.20. Language. Participant acknowledges that he or she is sufficiently proficient in English or has consulted with an advisor who is sufficiently proficient in English so as to allow Participant to understand the terms and conditions of this Agreement. If Participant has received this Agreement or any other document related to the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control, unless otherwise required by applicable law. 2.21. Imposition of Other Requirements. The Company reserves the right to impose other requirements on Participantâ€™s participation in the Plan, on the RSUs and on the shares of Stock acquired upon settlement of the RSUs, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALÂ Â Â Â -8-Â Â Â Â 2024 Directors RSU Award Agreement5133881.4 EX-19.1 7 exhibit191insidertradingpo.htm EX-19.1 DocumentExhibit 19.1INSIDER TRADING POLICY(The â€œPolicyâ€)Entegris, Inc. and its subsidiaries (collectively, the â€œCompanyâ€) are committed to complying with applicable securities regulations and maintaining the highest ethical standards. We prohibit trading in Company securities while in possession of material non-public information about the Company.Summary of Key Pointsâ€¢Trading in Company securities by you or your family members while in possession of material non-public information about the Company (â€œInside Informationâ€) is a violation of this Policy as well as federal and state laws regulating securities (â€œSecurities Lawsâ€), and is known as â€œinsider tradingâ€. â€¢Individuals who engage in insider trading may be subject to consequences that include, among other things, imprisonment, fines, and termination of their relationship with the Company.â€¢You are prohibited from trading in derivatives relating to the Companyâ€™s stock (for example, buying or selling puts or calls) or otherwise hedging the Companyâ€™s stock (for example, short selling).â€¢All officers, directors, and those other persons identified on an attachment to this Policy (as may be amended from time to time by the Compliance Officer) are prohibited from buying, selling or otherwise effecting transactions in any stock or other securities of the Company or derivatives thereof EXCEPT during the Open Window (as defined below). â€¢Even during an Open Window, all Designated Insiders (as defined below) must obtain pre-clearance to make any trade in the Companyâ€™s securities. â€¢The Companyâ€™s General Counsel is the Insider Trading Compliance Officer (the â€œCompliance Officerâ€), except that, solely with respect to proposed transactions by the General Counsel, the Companyâ€™s Chief Financial Officer is the Compliance Officer.â€¢While this Policy is designed to assist you in avoiding violation of Securities Laws, it is YOUR PERSONAL RESPONSIBILITY to comply with Securities Laws while trading in securities. If you are unsure whether any planned trading in securities is in compliance with this Policy and applicable Securities Laws, you should consult with the Compliance Officer.Policy ApplicationThis Policy applies to all officers, directors and employees of, and consultants and contractors to, the Company or its subsidiaries, as well as their immediate families and members of their households (â€œInsider(s)â€). You are responsible for ensuring that members of your immediate family and household understand the rules regarding insider trading and comply with this Policy.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNALIn addition, Insiders who have recently departed from the Company or otherwise terminated a relationship with the Company will be expected to comply with the terms of this Policy for a minimum of 30 days after the date of departure or termination of the relationship or for the period of time during which such individuals are in possession of Inside Information until its public release and absorption by the securities market, whichever period is longer.Trading While in Possession of Material Non-Public Information Is ProhibitedWhile in possession of material non-public information, Insiders may not offer to buy, sell, or otherwise transact in Company securities, including common stock, options and any other securities that the Company may issue, such as preferred stock, notes, bonds and convertible securities, as well as derivative securities. It is also a violation of this Policy and applicable Securities Laws to disclose Inside Information (â€œtipâ€) to another individual, except as permitted below.In the ordinary course of business, you may learn highly sensitive information regarding the Company and our activities. This information may not be adequately disclosed to the general public at the time you become aware of it and may be considered â€œmaterialâ€ to an investorâ€™s decision about whether to trade in the Companyâ€™s securities.It may be difficult to determine whether particular information is material or not. Although you may be entrusted with Inside Information due to your relationship with the Company, it is the property of the Company. Consequently, pursuant to both this Policy and applicable Securities Laws, you may not use Inside Information for personal gain, either by trading in securities yourself, or through an agent, or by passing the information on to others.This Policy was developed to provide you with an overview of the most significant aspects of insider trading. It also was developed to advise you of your legal responsibilities in handling Inside Information and the severe repercussions that may be imposed for any misuse of such information, including, among other things, imprisonment, fines, and termination of your relationship with the Company. However, it is your responsibility to comply with all Securities Laws when you trade in securities.Other Prohibited TransactionsIn order to avoid even the appearance of impropriety, you are prohibited from engaging in the following activities related to Company securities whether or not you are in possession of material non-public information:â€¢Hedging or Monetization of Company Securities. You are prohibited from effecting any transaction designed to hedge or offset economic risks of owning Company securities, including, but not limited to, the use of financial instruments such as exchange funds, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments. Hedging is highly speculative and may also create the appearance of a lack of confidence in the Companyâ€™s future prospects. Prohibited hedging activities include short sales of Company securities (i.e., the sale of securities that the seller does not own).â€¢Trading in Options in the Open Market or Derivatives Related to Company Securities. These activities are highly speculative and are prohibited by this Policy.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL2Effective as of April 26, 2023â€¢Pledging, Hypothecating or Otherwise Encumbering Company Securities. You may not pledge, hypothecate or otherwise encumber Company securities as collateral for indebtedness. â€¢Purchases of Company Securities on Margin. You may not purchase Company securities on margin (i.e., borrowing money to fund the purchase). You may not hold Company securities in a margin account.In addition to these prohibitions, Designated Insiders are also barred from engaging in short-term trading where Company securities are sold within six months following purchase (or vice versa), including other transactions treated as sales and purchases under the Securities Laws.Non-Public InformationNon-public information is typically information that members of the investing public may not generally be able to access. It is important to note that even after information is disclosed to the general public or the market, such information still may be considered non-public until it has been widely disseminated (such as through a press release or a filing with the Securities and Exchange Commission (the â€œSECâ€)) and the market has had sufficient time to absorb and respond to such information. For this reason, information remains non-public until at least two full trading days have passed after such disclosures have been made.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL3Effective as of April 26, 2023Material InformationIn general, information is considered material if a reasonable investor would likely consider it to be important in arriving at a decision to buy, sell, or hold the stock of a company or would view its disclosure as significantly altering the â€œtotal mixâ€ of information available to the investor. Information also is material if public disclosure of that information would likely cause a change in the price of a companyâ€™s securities, whether positive or negative.While it is not possible to outline all types of material information, some examples of information that ordinarily would be regarded as material include:Financial results and reporting (including revenues, expenses, earnings, earnings estimates, earnings guidance, and new sales or investment returns)Actual or anticipated signing of, or cancellation of, major contractsPotential mergers, acquisitions, divestitures, joint ventures and restructuring activitiesChanges in policies or practices regarding dividends or repurchases of Company securities, or the declaration of a stock splitThe gain or loss of a significant customer or supplierDevelopment of a significant new product, process or serviceMajor marketing changesCybersecurity risks and incidentsChanges in senior managementActual or threatened litigation, investigations, or related activities, or the resolution thereof Information related to product releases, audits, regulatory certifications, defects, or recallsOfferings of Company securitiesBank borrowings or other financing transactions out of the ordinary courseA change in auditors, the withdrawal of an auditorâ€™s report or a determination that financial statements may no longer be relied uponImpending bankruptcy or the existence of liquidity problemsMaterial information is not limited to historical facts but may also include projections and forecasts. With respect to a future event, the point at which negotiations or product developments are determined to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would be expected to have on operations or stock price should it occur.Open Window PeriodsTo support compliance with Securities Laws and this Policy, all officers,

directors, and those other persons identified on an attachment to this Policy (as may be amended from time to time by the Compliance Officer) are prohibited from buying, selling or otherwise effecting transactions in any stock or other securities of the Company or derivatives thereof EXCEPT during an Open Window. In general, Open Windows are the times when individuals within the Company are least likely to have Inside Information and when the public has absorbed the information contained in the Companyâ€™s annual or quarterly reports. However, even during an Open Window, you may possess Inside Information, and would therefore be prohibited from trading in Company securities at those times.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL4Effective as of April 26, 2023The Company typically designates four Open Windows annually, each associated with the Companyâ€™s fiscal quarters and subsequent financial reporting and disclosures.Typical Start of Open WindowTypical Expiration of Open WindowAt the open of market on the third Nasdaq trading day following the date of public disclosure of the Companyâ€™s financial results for the preceding quarter or year.At the close of market on the 16th Nasdaq trading day prior to the end of the then-current financial quarter or year.In addition, the Company, through the Compliance Officer, may authorize longer or additional trading windows in which buying, selling or otherwise effecting transactions in the Companyâ€™s securities will be permitted pursuant to this Policy as if it were an Open Window. Similarly, the Company, through the Compliance Officer, may impose special black-out periods during which specified persons will be prohibited from buying, selling or otherwise effecting transactions in any stock or other securities of the Company or derivatives thereof, even though the trading window would otherwise be open. If a special black-out period is imposed, the Company will notify affected individuals, who thereafter should not buy, sell or otherwise effect transactions in the Companyâ€™s securities and should not disclose to others the fact of such suspension of trading. Open Window ExceptionsIf you are not in possession of Inside Information, you may request an exception for certain gifts and similar transactions. This may include acquisitions, dispositions, and transfers of Company securities for no consideration, including genuine gifts, inheritances, or transfers to family members or trusts for estate planning purposes. Insiders subject to the Open Window trading requirement must seek prior authorization from the Compliance Officer in writing in order to seek such exception.Additional Restrictions for Designated InsidersTo support compliance with applicable Securities Laws and this Policy, the Company has identified specific individuals (collectively, â€œDesignated Insidersâ€) who must follow additional pre-clearance procedures and comply with additional trading restrictions. Designated Insiders are:â€¢Members of the Companyâ€™s Board of Directors;â€¢Section 16 Officers (those Company employees designated as Section 16 officers in writing by the Companyâ€™s Board of Directors or as determined by the General Counsel); â€¢Any other person designated by the Compliance Officer in writing; andâ€¢Immediate family members and members of the household of the foregoing persons.Pre-clearance Requirements:Designated Insiders are required to obtain written pre-clearance from the Compliance Officer prior to trading in Company securities at any time â€“ even during an Open Window. In addition, Designated Insiders must obtain written pre-clearance from the Compliance Officer prior to ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL5Effective as of April 26, 2023authorizing any change in beneficial ownership in Company securities, for example ownership changes through a gift to a charity or a transfer to a family trust.Pre-clearance Conditions:Designated Insiders may not engage in any transactions related to Company securities until and unless they request pre-clearance in writing and receive written pre-clearance from the Compliance Officer. If the Designated Insider receives pre-clearance, the Designated Insider will have until the end of the third trading day following the date pre-clearance is received to take investment actions, unless otherwise noted by the Compliance Officer. When a request for pre-clearance is made, the requestor should confirm in the request that he or she (i) has reviewed this Policy and (ii) is not aware of any material non-public information about the Company.Transaction Completion Notification:Designated Insiders must provide the Compliance Officer with written notice of the occurrence of any cleared transaction on the same day that it occurs.Securities Laws Obligations for Directors and Section 16 OfficersDirectors and Section 16 Officers are subject to additional obligations under Securities Laws. Among these obligations are individual reporting requirements under Section 16(a) of the Securities Exchange Act of 1934 (the â€œExchange Actâ€), which requires such directors and Section 16 Officers to file Forms 3, 4 and 5 with the SEC upon the occurrence of certain transactions or events. The Company, in its sole discretion, may provide administrative and other support services for completing and/or filing applicable regulatory forms; however, the obligation to comply with all obligations under the Securities Laws is personal. Directors and Section 16 Officers should be aware that the Company will be required to make quarterly disclosures regarding all 10b5-1 Trading Plans adopted, amended or terminated by such persons.Additionally, directors and Section 16 Officers are subject to special limitations on their ability to sell or otherwise transfer Company securities imposed by Rule 144 under the Securities Act of 1933 and short-swing profit liability under Section 16(b) of the Exchange Act. Each of Rule 144 and the rule on short-swing profits requires that directors and Section 16 Officers hold Company securities for certain periods of time in order to avoid liability, among other requirements. ExceptionsThe trading restrictions of this Policy do not apply to the following:â€¢Purchasing Company stock through periodic, automatic payroll contributions to the Companyâ€™s Employee Stock Purchase Plan (â€œESPPâ€). However, electing to enroll in the ESPP, making any changes in your elections under the ESPP and selling any Company stock acquired under the ESPP are subject to this Policy.â€¢Exercising stock options granted under the Companyâ€™s stock option and equity incentive plans for cash, the delivery of previously owned Company stock or the surrender of shares issuable upon such exercise (a so-called â€œnet exerciseâ€ or â€œnet settlementâ€), including to pay the exercise price and any related tax withholding. However, the sale of any shares issued on ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL6Effective as of April 26, 2023the exercise of Company-granted stock options and any broker-assisted cashless exercise of Company-granted stock options (in which the broker sells shares in the market to cover the exercise price and related tax withholding and remits the proceeds to the Company) are subject to this Policy.â€¢The vesting of restricted stock or restricted stock units, or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock units. This Policy does apply, however, to any market sale of Company securities that underlie restricted stock or restricted stock units.10b5-1 Trading PlansAn Insider may wish to establish a 10b5-1 Trading Plan under which transactions in Company securities may take place when the Insider possesses Inside Information and may occur outside of an Open Trading Window Period. However, a 10b5-1 Trading Plan may only be established during an Open Window, when the individual is not in possession of any material non-public information about the Company and in compliance with Rule 10b5-1 under the Exchange Act. The waiting periods from the time a plan is adopted until the time of the first trade under the plan must comply with requirements of Rule 10b5-1: â€¢For directors and Section 16 Officers, the waiting period must be the later of (i) 90 days after the adoption of the plan, or (ii) two business days following the disclosure of the Companyâ€™s financial results in a Form 10-Q or Form 10-K for the fiscal quarter in which the plan was adopted (with a maximum waiting period of 120 days after adoption). â€¢For all other individuals, the waiting period must be at least 30 days from adoption of the plan.Amendments to 10b5-1 Trading Plans will be treated as new plans and will be subject to the same conditions and waiting periods as would be applicable to a new plan, as described above.A 10b5-1 Trading Plan may be terminated at any time subject to the pre-clearance procedures outlined above for Designated Insiders and upon prior written approval of the Compliance Officer. However, terminating a 10b5-1 Trading Plan is strongly discouraged because it may call into question whether the plan was entered into and operated in good faith and not as part of a plan or scheme to evade the insider trading rules, which could affect the availability of the Rule 10b5-1 affirmative defense.Each 10b5-1 Trading Plan, amendment and/or termination must be reviewed and approved by the Compliance Officer. If you wish to establish a 10b5-1 Trading Plan, contact the Compliance Officer for approval. Disclosure of Inside InformationInsiders are prohibited from disclosing any material non-public information, except that they may make disclosures (a) when necessary for them to perform their duties and responsibilities to the ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL7Effective as of April 26, 2023Company, to individuals who have a bona fide need to know the information and who have a legal obligation to the Company to maintain the confidentiality of the information, or (b) as directed by the Chief Executive Officer, Chief Financial Officer or other executive officer with the authority to disclose material non-public information on behalf of the Company.Material Non-Public Information Related to Other CompaniesIn the course of normal business, you may obtain material non-public information about other companies, such as vendors, customers, competitors, and potential acquisition targets. You must keep this information confidential and are prohibited from trading in related securities while in possession of this information.Policy LimitationsThis Policy does not prohibit reporting possible violations of law or regulation to any governmental authority or making legally protected whistleblower disclosures. No one subject to this Policy needs permission from anyone at the Company or the Companyâ€™s legal counsel to make such reports or disclosures or needs to notify the Company about them. This policy is not intended to interfere with or restrain the immunity provided under 18 U.S.C. Â§ 1833(b) for confidential disclosures of trade secrets to government officials, or lawyers, solely for the purpose of reporting or investigating a suspected violation of law, or in a sealed filing in a court or other proceeding.Questions and AssistanceIf you have any doubt about whether information you possess may be considered material or non-public, you should consult the Compliance Officer before trading securities.Policy ViolationsFailure to abide by applicable Securities Laws or this Policy may result in civil and criminal liabilities, as well as Company disciplinary action, up to and including termination of employment or other relationship with the Company.Policy EnforcementThis Policy is enforced by the Compliance Officer with authority from the Board of Directors. In administering this Policy, the Compliance Officer may consult with the Companyâ€™s other officers and/or outside legal counsel. The Compliance Officer may designate one or more individuals who may perform the Compliance Officerâ€™s duties in the event that the Compliance Officer is unable or unavailable to perform such duties.The Compliance Officer is responsible for ensuring that:â€¢this Policy is reviewed and updated, as appropriate;â€¢pre-clearance requests are reviewed in a timely manner and documented in accordance with a pre-established procedure;â€¢directors, officers, employees, consultants and contractors have been trained on this Policy; andENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL8Effective as of April 26, 2023â€¢allegations of non-compliance or violation of this Policy are investigated.ENTEGRIS PROPRIETARY AND CONFIDENTIAL â€“ INTERNAL9Effective as of April 26, 2023 EX-21.1 8 entg-12312024xex211.htm EX-21.1 DocumentExhibit 21.1Subsidiaries of Entegris, Inc.Name of SubsidiaryJurisdictionATMI International Trading Co. Ltd.ChinaCMC Materials B.V.The NetherlandsCMC Materials Global Corp.DelawareCMC Korea Co. LtdSouth KoreaCMC Materials LLCDelawareCMC Materials Shanghai Co., Ltd.ChinaCMC Materials Taiwan Co., Ltd.TaiwanEntegris Canada LimitedCanadaDigital Specialty Chemicals UK LimitedUnited KingdomEntegris Asia LLCDelawareEntegris Asia-U.S. LLCDelawareEntegris Asia Pte. Ltd.SingaporeEntegris Ecosys LLCDelawareEntegris GmbHGermanyEntegris GP, Inc.DelawareEntegris International Holdings II B.V.The NetherlandsEntegris International Holdings VIII LLCThe NetherlandsEntegris International Holdings, LLCDelawareEntegris Ireland Unlimited CompanyIrelandEntegris Israel Ltd.IsraelEntegris Japan Co. Ltd.JapanEntegris Korea Co., Ltd.South KoreaEntegris Malaysia Sdn. Bhd.MalaysiaEntegris (Shanghai) Microelectronics Trading Company Ltd.ChinaEntegris Pacific Ltd.DelawareEntegris Pacific Pte., LtdSingaporeEntegris Pacific II Pte., LtdSingaporeEntegris Professional Solutions, LLCDelawareEntegris SASFranceEntegris Singapore Pte. Ltd.SingaporeEntegris Specialty Materials, LLCDelawareEntegris Taiwan Holdings, LLCDelawareEntegris Taiwan Technologies Co. Ltd.TaiwanHanguk CMC Co., LtdSouth KoreaHanguk Entegris Co., LtdSouth KoreaHangzhou Anow Filtration and Materials Co., Ltd.ChinaHangzhou AiNuo Microfiltration Co., Ltd.ChinaInternational Test Solutions, LLCDelawareKMG-Bernuth, Inc.DelawareKMG-Flowchem, Inc.DelawareNexPlanar CorporationDelawareNihon Entegris G.K.JapanPoco Graphite, Inc.Delaware EX-23.1 9 entg-12312024xex231.htm EX-23.1 DocumentEXHIBIT 23.1Consent of Independent Registered Public Accounting FirmWe consent to the incorporation by reference in the registration statements (No. 333-203789, 333-203790, 333-211444, 333-237905, 333-266040, and 333-279085 on Form S-8, No. 333-229931 and 333-262172 on Form S-4, and No. 333-266041 on Form S-3ASR) of our report dated FebruaryÂ 12, 2025, with respect to the consolidated financial statements of Entegris, Inc. and subsidiaries and the effectiveness of internal control over financial reporting./s/ KPMG LLPMinneapolis, MinnesotaFebruaryÂ 12, 2025 EX-24.1 10 entg-12312024xex241.htm EX-24.1 DocumentExhibit 24.1POWER OF ATTORNEYÂ Â Â Â KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Directors and Officers ofÂ Entegris, Inc.Â (the â€œCorporationâ€), do hereby constitute and appoint Bertrand Loy and Linda LaGorga and each of them individually, their true and lawful attorneys and agents to execute on behalf of the Corporation the Form 10-K Annual Report of the Corporation for the fiscal year ended DecemberÂ 31, 2024, together with all such amendments thereto on Form 10-K/A as well as additional instruments related thereto which such attorneys and agents may deem to be necessary and desirable to enable the Corporation to comply with the requirements of the Securities Exchange Act of 1934, as amended, and any regulations, orders, or other requirements of the United States Securities and Exchange Commission thereunder in connection with the preparation and filing of said documents, including specifically, but without limitation of the foregoing, power and authority to sign the names of each of such Directors and Officers on his behalf, as such Director or Officer, as indicated below to the said Form 10-K Annual Report or documents filed or to be filed as a part of or in connection with such Form 10-K Annual Report; and each of the undersigned hereby ratifies and confirms all that said attorneys and agents shall do or cause to be done by virtue thereof.SIGNATURETITLEDATE/s/ Bertrand LoyPresident, Chief Executive OfficerFebruary 12, 2025Bertrand Loyand Director/s/ Rodney ClarkDirectorFebruary 12, 2025Rodney Clark/s/ James F. GentilcoreDirectorFebruary 12, 2025James F. Gentilcore/s/ Yvette KanouffDirectorFebruary 12, 2025Yvette Kanouff/s/ James P. LedererDirectorFebruary 12, 2025James P. Lederer/s/ Mary G. PumaDirectorFebruary 12, 2025Mary G.Puma/s/ David ReederDirectorFebruary 12, 2025David Reeder/s/ Azita Saleki-GerhardtDirectorFebruary 12, 2025Azita Saleki-Gerhardt EX-31.1 11 entg-12312024xex311.htm EX-31.1 DocumentExhibit 31.1CERTIFICATIONSI, Bertrand Loy, certify that:1.I have reviewed this Annual Report on Form 10-K of Entegris, Inc.;2.Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Â Â Â Â Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Â Date: February 12, 2025/s/ Bertrand LoyBertrand LoyChief Executive Officer(Principal Executive Officer) EX-31.2 12 entg-12312024xex312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATIONSI, Linda LaGorga, certify that:1.I have reviewed this Annual Report on Form 10-K of Entegris, Inc.;2.Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c) Evaluated the effectiveness of the registrantâ€™s disclosure

controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Â Date: February 12, 2025/s/ Linda LaGorgaLinda LaGorgaChief Financial Officer(Principal Financial Officer) EX-32.1 13 entg-12312024xex321.htm EX-32.1 DocumentEXHIBIT 32.1CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906OF THE SARBANES-OXLEY ACT OF 2002In connection with the Annual Report on Form 10-K (the â€œReportâ€) of Entegris, Inc, a Delaware corporation (the â€œCompanyâ€), for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof, I, Bertrand Loy, President and Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002 that:(1)The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Â Date: February 12, 2025/s/ Bertrand LoyBertrand LoyChief Executive Officer EX-32.2 14 entg-12312024xex322.htm EX-32.2 DocumentEXHIBIT 32.2CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906OF THE SARBANES-OXLEY ACT OF 2002In connection with the Annual Report on Form 10-K (the â€œReportâ€) of Entegris, Inc, a Delaware corporation (the â€œCompanyâ€), for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof, I, Linda LaGorga, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002 that:(1)The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Â Date: February 12, 2025/s/ Linda LaGorgaLinda LaGorgaChief Financial Officer EX-101.SCH 15 entg-20241231.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Consolidated Statements Of Operations link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Consolidated Statements Of Comprehensive Income link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Consolidated Statements Of Comprehensive Income Paranthetical link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Consolidated Statements Of Equity link:presentationLink link:calculationLink link:definitionLink 9952157 - Statement - Consolidated Statements Of Equity Consolidated Statement of Equity (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952158 - Statement - Consolidated Statements Of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Revenues link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Asset impairment link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Acquisitions link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Assets Held For Sale and Divestitures link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Trade Accounts and Notes Receivable link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Inventories link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Property, Plant and Equipment link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Goodwill and Intangible Assets link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Fair Value Measures and Disclosures link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Derivative Instruments and Hedging Activities link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Other Income (Expense), Net link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Lease Commitments link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - Asset Retirement Obligations link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952175 - Disclosure - Equity link:presentationLink link:calculationLink link:definitionLink 9952176 - Disclosure - Benefit Plans link:presentationLink link:calculationLink link:definitionLink 9952177 - Disclosure - Earning Per Share (EPS) link:presentationLink link:calculationLink link:definitionLink 9952178 - Disclosure - Segment Information link:presentationLink link:calculationLink link:definitionLink 9952179 - Disclosure - Government Assistance link:presentationLink link:calculationLink link:definitionLink 9952180 - Disclosure - Commitments and Contingent Liabilities link:presentationLink link:calculationLink link:definitionLink 9952181 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 9955511 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9955512 - Disclosure - Subsequent Events (Policies) link:presentationLink link:calculationLink link:definitionLink 9955513 - Disclosure - Revenues (Tables) link:presentationLink link:calculationLink link:definitionLink 9955514 - Disclosure - Asset impairment and retirement (Tables) link:presentationLink link:calculationLink link:definitionLink 9955515 - Disclosure - Business Combinations and Asset Acquisitions (Tables) link:presentationLink link:calculationLink link:definitionLink 9955516 - Disclosure - Assets Held For Sale and Divestitures (Tables) link:presentationLink link:calculationLink link:definitionLink 9955517 - Disclosure - Trade Accounts and Notes Receivable (Tables) link:presentationLink link:calculationLink link:definitionLink 9955518 - Disclosure - Inventories (Tables) link:presentationLink link:calculationLink link:definitionLink 9955519 - Disclosure - Property, Plant and Equipment (Tables) link:presentationLink link:calculationLink link:definitionLink 9955520 - Disclosure - Goodwill and Intangible Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 9955521 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9955522 - Disclosure - Fair Value Measures and Disclosures (Tables) link:presentationLink link:calculationLink link:definitionLink 9955523 - Disclosure - Derivative Instruments and Hedging Activities (Tables) link:presentationLink link:calculationLink link:definitionLink 9955524 - Disclosure - Other Income (Expense), Net (Tables) link:presentationLink link:calculationLink link:definitionLink 9955525 - Disclosure - Lease Commitments (Tables) link:presentationLink link:calculationLink link:definitionLink 9955526 - Disclosure - Asset Retirement Obligations (Tables) link:presentationLink link:calculationLink link:definitionLink 9955527 - Disclosure - Income Taxes (Tables) link:presentationLink link:calculationLink link:definitionLink 9955528 - Disclosure - Equity (Tables) link:presentationLink link:calculationLink link:definitionLink 9955529 - Disclosure - Benefit Plans (Tables) link:presentationLink link:calculationLink link:definitionLink 9955530 - Disclosure - Earning Per Share (EPS) (Tables) link:presentationLink link:calculationLink link:definitionLink 9955531 - Disclosure - Segment Information (Tables) link:presentationLink link:calculationLink link:definitionLink 9955532 - Disclosure - Government Assistance (Tables) link:presentationLink link:calculationLink link:definitionLink 9955533 - Disclosure - Summary of Significant Accounting Policies - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9955534 - Disclosure - Revenues (Details) link:presentationLink link:calculationLink link:definitionLink 9955535 - Disclosure - Revenues Revenues - Contract Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9955536 - Disclosure - Asset Impairment and retirement (Details) link:presentationLink link:calculationLink link:definitionLink 9955537 - Disclosure - CMC Acquisition (Details) link:presentationLink link:calculationLink link:definitionLink 9955538 - Disclosure - PIM Disposal (Details) link:presentationLink link:calculationLink link:definitionLink 9955539 - Disclosure - Other Held for sale (Details) link:presentationLink link:calculationLink link:definitionLink 9955540 - Disclosure - QED sale (Details) link:presentationLink link:calculationLink link:definitionLink 9955541 - Disclosure - EC Sale (Details) link:presentationLink link:calculationLink link:definitionLink 9955542 - Disclosure - Enthone (Details) link:presentationLink link:calculationLink link:definitionLink 9955543 - Disclosure - Trade Accounts and Notes Receivable (Detail) link:presentationLink link:calculationLink link:definitionLink 9955544 - Disclosure - Inventories (Detail) link:presentationLink link:calculationLink link:definitionLink 9955545 - Disclosure - Inventories Inventories - Additional Detail (Details) link:presentationLink link:calculationLink link:definitionLink 9955546 - Disclosure - Property, Plant and Equipment (Detail) link:presentationLink link:calculationLink link:definitionLink 9955547 - Disclosure - Property, Plant and Equipment Property, Plant and Equipment - Depreciation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9955548 - Disclosure - Goodwill and Intangible Assets Goodwill Rollforward (Details) link:presentationLink link:calculationLink link:definitionLink 9955549 - Disclosure - Goodwill and Intangible Assets Goodwill additional (Details) link:presentationLink link:calculationLink link:definitionLink 9955550 - Disclosure - Intangible Assets (Detail) link:presentationLink link:calculationLink link:definitionLink 9955551 - Disclosure - Amortization Expense (Detail) link:presentationLink link:calculationLink link:definitionLink 9955552 - Disclosure - Estimated Future Amortization Expense (Detail) link:presentationLink link:calculationLink link:definitionLink 9955553 - 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Disclosure - Lease Commitments Leases - Other Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955562 - Disclosure - Lease - Future Minimum Lease Payments (Details) link:presentationLink link:calculationLink link:definitionLink 9955563 - Disclosure - Asset Retirement Obligations (Details) link:presentationLink link:calculationLink link:definitionLink 9955564 - Disclosure - Income Taxes - Income Before Income Taxes (Detail) link:presentationLink link:calculationLink link:definitionLink 9955565 - Disclosure - Income Taxes - Components of Income Tax Expense (Benefit) (Detail) link:presentationLink link:calculationLink link:definitionLink 9955566 - Disclosure - Income Taxes - Reconciliation of Income Tax Expense With Expected Amounts Based Upon Statutory Federal Tax Rates (Detail) link:presentationLink link:calculationLink link:definitionLink 9955567 - Disclosure - Income Taxes - Singapore subsidiary commitments (Detail) link:presentationLink link:calculationLink link:definitionLink 9955568 - Disclosure - Income Taxes - Deferred Tax Assets and Deferred Tax Liabilities (Detail) link:presentationLink link:calculationLink link:definitionLink 9955569 - Disclosure - Income Taxes Income Taxes - Deferred tax additional information (Details) link:presentationLink link:calculationLink link:definitionLink 9955570 - Disclosure - Income Taxes - Reconciliations of Total Amount of Gross Unrecognized Tax Benefits (Detail) link:presentationLink link:calculationLink link:definitionLink 9955571 - Disclosure - Income Taxes Income Tax - Unrecognized tax benefits additional information (Details) link:presentationLink link:calculationLink link:definitionLink 9955572 - Disclosure - Equity - Summary of Option Activity (Detail) link:presentationLink link:calculationLink link:definitionLink 9955573 - Disclosure - Equity - Summary of Options Outstanding (Detail) link:presentationLink link:calculationLink link:definitionLink 9955574 - Disclosure - Equity - Weighted Average Assumptions Used in Valuation (Detail) link:presentationLink link:calculationLink link:definitionLink 9955575 - Disclosure - Summary of Restricted Stock Activity (Detail) link:presentationLink link:calculationLink link:definitionLink 9955576 - Disclosure - Summary of Allocation of Share Based Compensation Expense (Detail) link:presentationLink link:calculationLink link:definitionLink 9955577 - Disclosure - Equity - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9955578 - Disclosure - Benefit Plans - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 9955579 - Disclosure - Expected Contribution and Benefit Payments (Detail) link:presentationLink link:calculationLink link:definitionLink 9955580 - Disclosure - Earnings Per Share (EPS) - Reconciliation of Share Amount Used in Computation of Basic and Diluted Earnings Per Share (Detail) link:presentationLink link:calculationLink link:definitionLink 9955581 - Disclosure - Earnings Per Share (EPS) - Shares Excluded Underlying Stock Based Awards from Calculations of Diluted EPS (Detail) link:presentationLink link:calculationLink link:definitionLink 9955582 - Disclosure - Segment information - Summary of Financial Information for Reportable Segments (Detail) link:presentationLink link:calculationLink link:definitionLink 9955583 - Disclosure - Segment Information - Reconciliation of Total Segment Profit to Operating Income (Detail) link:presentationLink link:calculationLink link:definitionLink 9955584 - Disclosure - Segment Information - Summary of Total Net Sales to External Customers (Detail) link:presentationLink link:calculationLink link:definitionLink 9955585 - Disclosure - Segment Information - Summary of Property, Plant and Equipment Attributed to Significant Countries (Detail) link:presentationLink link:calculationLink link:definitionLink 9955586 - Disclosure - Segment Information - Sales from Largest Customer (Details) link:presentationLink link:calculationLink link:definitionLink 9955587 - Disclosure - Government Assistance (Details) link:presentationLink link:calculationLink link:definitionLink 9955588 - Disclosure - Subsequent Events (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 16 entg-20241231_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 17 entg-20241231_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 18 entg-20241231_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Payments in Year 2026 Defined Benefit Plan, Expected Future Benefit Payment, Year Two Adjustments to reconcile net income to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Interest expense limitations Deferred Tax Asset, Interest Carryforward Payments of long-term debt Repayments of Long-term Debt Repayments of Long-Term Debt Expected federal income tax at statutory rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Cover page. Cover [Abstract] After Year Five-Operating lease liability Lessee, Operating Lease, Liability, to be Paid, after Year Five Senior unsecured notes due 2029 at 3.625% Senior Unsecured Notes 2029 [Member] Senior Unsecured Notes 2029 (Decrease) increase in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect In Process Research and Development In Process Research and Development [Member] Lessee, Liability, Maturity Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Inventory Deferred Tax Assets, Inventory Income Tax Jurisdiction Income Tax Jurisdiction [Domain] Trading Symbol Trading Symbol Income Taxes [Table] Income Taxes [Table] Non-NEOs Non-NEOs [Member] Share-based Payment Arrangement, Expense, Tax Benefit Share-Based Payment Arrangement, Expense, Tax Benefit Common Stock, Dividends, Per Share, Declared Common Stock, Dividends, Per Share, Declared Payments in Year 2027 Defined Benefit Plan, Expected Future Benefit Payment, Year Three Position [Axis] Position [Axis] Disposal Group Name [Domain] Disposal Group Name [Domain] Inventories Inventory, Policy [Policy Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Fair Value Disclosures Fair Value Disclosures [Text Block] Other [Member] Other [Member] Other Award Timing Disclosures [Line Items] One customer Other Customer [Member] Share-based Payment Arrangement, Option, Exercise Price Range [Table] Share-Based Payment Arrangement, Option, Exercise Price Range [Table] Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Plan Name Plan Name [Domain] NORTH AMERICA UNITED STATES Finance Lease, Liability, Statement of Financial Position [Extensible Enumeration] Finance Lease, Liability, Statement of Financial Position [Extensible Enumeration] Inventory Net Inventory, Net [Abstract] Weighted common shares assumed upon exercise of options and vesting of restricted stock units Weighted Average Number of Shares Outstanding, Diluted, Adjustment Other noncurrent assets Other Assets, Noncurrent Leases [Abstract] Leases [Abstract] Gross carrying Amount Finite-Lived Intangible Assets, Gross Leases balance sheet leases balance sheet [Table Text Block] leases balance sheet Foreign derived intangible income Effective Income Tax Rate Reconciliation, FDII, Amount Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Secured Debt [Member] Secured Debt [Member] Deferred Tax Assets, Operating Loss Carryforwards, State and Local Deferred Tax Assets, Operating Loss Carryforwards, State and Local Accretion expense Asset Retirement Obligation, Accretion Expense SOFR SOFR SOFR Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Award Timing Method Award Timing Method [Text Block] Net periodic pension benefit cost Defined Benefit Plan, Net Periodic Benefit Cost (Credit) Office Furniture and Equipment Office Equipment [Member] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] TAIWAN TAIWAN Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Finance Lease, Weighted Average Remaining Lease Term Finance Lease, Weighted Average Remaining Lease Term Insider

Trading Policies and Procedures [Line Items] Fair value of plan assets Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Plan Assets Proceeds from Divestiture of Businesses Proceeds from Divestiture of Businesses Use of Estimates Use of Estimates, Policy [Policy Text Block] Adjustment to Compensation, Amount Adjustment to Compensation Amount Additional paid-in capital Additional Paid in Capital, Common Stock Compensation Amount Outstanding Recovery Compensation Amount Trade accounts receivable and notes receivable Increase (Decrease) in Accounts and Notes Receivable Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Capital loss carryforward Deferred Tax Assets, Capital Loss Carryforwards Short-Term Lease Commitment, Amount Short-Term Lease Commitment, Amount Molds Tools, Dies and Molds [Member] Payments for debt issuance costs Payments of Debt Issuance Costs Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] Fair Value, Inputs, Level 3 [Member] Fair Value, Inputs, Level 3 [Member] Unrealized Gain (Loss) on Derivatives Unrealized Gain (Loss) on Derivatives Equity compensation Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, Amount Shares excluded from calculations of diluted EPS Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Interest Finance Lease, Liability, Undiscounted Excess Amount Supplemental Income Statement Elements [Abstract] Goodwill Goodwill Less allowance for credit losses Accounts Receivable, Allowance for Credit Loss Taxes paid related to net share settlement of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Other comprehensive (loss) income, net of tax Other Comprehensive Income (Loss), Net of Tax [Abstract] Inventories Inventory Disclosure [Text Block] Employee Stock Option Share-Based Payment Arrangement, Option [Member] Depreciation Depreciation Senior secured term loan due 2029 at 4.71% (1) Senior debt due 2029 [Member] Senior debt due 2029 One Year-Operating lease liability Lessee, Operating Lease, Liability, to be Paid, Year One Other Proceeds from (Payments for) Other Financing Activities Comprehensive income Comprehensive Income (Loss), Net of Tax, Attributable to Parent Income taxes payable Accrued Income Taxes, Current Finance Lease, Weighted Average Discount Rate, Percent Finance Lease, Weighted Average Discount Rate, Percent One Year-Finance lease liability Finance Lease, Liability, to be Paid, Year One Award Type Award Type [Axis] Net deferred tax liabilities Deferred Tax Liabilities, Net Deferred Tax Liabilities, Net Summary of Options Outstanding Share-Based Payment Arrangement, Option, Exercise Price Range [Table Text Block] Foreign currency translation Goodwill, Foreign Currency Translation Gain (Loss) Accounts payable Disposal Group, Including Discontinued Operation, Accounts Payable Work-in-process Inventory, Work in Process, Net of Reserves Property, plant and equipment, net Property, plant and equipment, net Property, plant and equipment Property, Plant and Equipment, Net Repayments of Debt Repayments of Debt ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Dividends declared per share Common Stock, Dividends, Per Share, Cash Paid Weighted average exercise price, Options exercisable, end of year Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Unvested Stock Options Unvested Stock Options [Member] Unvested Stock Options [Member] Common stock, par value Common Stock, Par or Stated Value Per Share Acquired Finite-lived Intangible Assets, Weighted Average Useful Life Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Foreign Currency Translation Foreign Currency Transactions and Translations Policy [Policy Text Block] Revolving facility due 2027 at 6.07% (2) Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Global Minimum tax rate [Abstract] Global Minimum tax rate Global Minimum tax rate percent Investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Short-term lease liability Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Liabilities incurred Asset Retirement Obligation, Liabilities Incurred Net operating loss and credit carryforwards Deferred Tax Assets, Operating Loss Carryforwards Manufacturing Equipment Equipment [Member] Subsequent Event [Line Items] Subsequent Event [Line Items] Total property, plant and equipment Property, Plant and Equipment, Gross Number of shares, Exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Debt Instrument Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Engineering, Research and Development Expense Research and Development Expense [Member] Weighted average exercise price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Lapse in statute of limitations Unrecognized Tax Benefits, Reduction Resulting from Lapse of Applicable Statute of Limitations Diluted Diluted earnings per share-Weighted common shares outstanding Weighted Average Number of Shares Outstanding, Diluted Short-term lease liability: Accrued Liabilities [Member] Contract with Customer, Basis of Pricing [Axis] Contract with Customer, Basis of Pricing [Axis] MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] PIM [Member] PIM [Member] PIM Gross deferred tax assets Deferred Tax Assets, Gross Treasury stock, common, at cost: 202 shares held as of DecemberÂ 31, 2024 and DecemberÂ 31, 2023 Treasury Stock, Value Acquisition related retention, severance, and transaction costs Legal entity restructuring dividends received deduction Legal entity restructuring dividends received deduction Construction in progress Construction in Progress, Gross Business Combinations [Abstract] Business Combinations [Abstract] Schedule of Goodwill Schedule of Goodwill [Table Text Block] Concentration Risk Type [Domain] Concentration Risk Type [Domain] Selling, general and administrative expenses Selling, General and Administrative Expense Employer profit sharing and matching contribution expense Defined Contribution Plan, Cost Cost of Sales Cost of Sales [Member] Finite-Lived Intangible Assets, Purchase Accounting Adjustments Finite-Lived Intangible Assets, Purchase Accounting Adjustments Fair Value Measurements, Recurring and Nonrecurring [Table Text Block] Fair Value Measurements, Recurring and Nonrecurring [Table Text Block] Document Fiscal Period Focus Document Fiscal Period Focus Business Combination, Acquisition Related Costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Statement of Financial Position Location, Balance [Domain] Statement of Financial Position Location, Balance [Domain] Business Acquisition, Share Price Business Acquisition, Share Price 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Weighted average remaining contractual term option outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term ASSETS Assets [Abstract] Other comprehensive (loss) income, net of tax Other Comprehensive Income (Loss), Net of Tax Dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document Type Document Type Derivative Contract [Domain] Derivative Contract [Domain] Summary of Financial Information for Reportable Segments Schedule of Segment Reporting Information, by Segment [Table Text Block] Weighted average remaining contractual term option exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Schedule Of Equity [Table] Schedule Of Equity [Table] Schedule Of Equity [Table] Other Income and Expenses [Abstract] Other Income and Expenses [Abstract] Income Taxes [Line Items] Income Taxes [Line Items] Income Taxes [Line Items] Contract with Customer, Asset and Liability Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Estimated Future Amortization Expense Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Subsequent Event [Table] Subsequent Event [Table] Maximum Maximum [Member] Number of Options outstanding Share-Based Payment Arrangement, Option, Exercise Price Range, Shares Outstanding Line of Credit Facility, Commitment Fee Description Line of Credit Facility, Commitment Fee Description Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Tax contingencies Effective Income Tax Rate Reconciliation, Tax Contingency, Amount Intangible assets, net Net carrying value Intangible assets, net Finite-Lived Intangible Assets, Net Accounts payable Accounts Payable, Current Weighted Average Assumptions Used In Valuation And Resulting Weighted Average Fair Value Per Option Granted Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Rate of discount from the fair market value Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Purchase Date Other assets: Assets, Noncurrent [Abstract] Range Statistical Measurement [Axis] Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income before income tax expense (benefit) Income before income tax expense (benefit) Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Depreciation and amortization Deferred Tax Liabilities, Property, Plant and Equipment Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Disposal Groups, Including Discontinued Operations [Table Text Block] Disposal Groups, Including Discontinued Operations [Table Text Block] Shares Excluded Underlying Stock Based Awards from Calculations of Diluted EPS Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Goodwill impairment Goodwill, Impairment Loss Total purchase price Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Goodwill Disposal Group, Including Discontinued Operation, Goodwill Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable [Table] Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable [Table] Award Timing Predetermined Award Timing Predetermined [Flag] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Cash transferred to the buyer on the closing balance sheet Payments for (Proceeds from) Businesses and Interest in Affiliates Customer Relationships Customer Relationships [Member] Diluted net income per common share Earnings Per Share, Diluted State and Local Jurisdiction State and Local Jurisdiction [Member] Domestic Income (Loss) from Continuing Operations before Income Taxes, Domestic Current, Total Current Income Tax Expense (Benefit) Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Other, net Other Nonrecurring (Income) Expense Goodwill and Intangible Assets Intangible Assets, Finite-Lived, Policy [Policy Text Block] Maximum matching contribution Defined Contribution Plan, Employer Matching Contribution, Percent of Employees' Gross Pay Loss on foreign currency remeasurement Gain (Loss), Foreign Currency Transaction, before Tax Accrued expenses Disposal Group, Including Discontinued Operation, Accrued Liabilities Preferred stock, shares issued Preferred Stock, Shares Issued Customer Customer [Axis] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] U.S. federal research credit Effective Income Tax Rate Reconciliation, Tax Credit, Research, Amount Net income Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Inventory Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Inventory Income Tax Expense (Benefit) Income tax expense Income Tax Expense (Benefit) Derivative, Notional Amount Derivative, Notional Amount Derivative financial instruments - interest rate swap - cash flow hedge Derivative Asset Number of shares, Expired or Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Share-based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Contract liabilities included as part of dispositions and held for sale Contract liabilities included in asset held-for-sale Contract liabilities included in asset held-for-sale Net Sales Total net sales Revenue from Contract with Customer, Excluding Assessed Tax Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Charge for excess and obsolete inventory Inventory Write-down Net cash (used in) provided by investing activities Net Cash Provided by (Used in) Investing Activities Interest expense Interest Expense, Operating and Nonoperating Income Tax Jurisdiction Income Tax Jurisdiction [Axis] Business Acquisition Business Acquisition [Line Items] All Adjustments to Compensation All Adjustments to Compensation [Member] Accrued payroll and related benefits Employee-related Liabilities, Current Schedule of Other Nonoperating Income (Expense) [Table Text Block] Schedule of Other Nonoperating Income (Expense) [Table Text Block] Tax Credit Carryforward [Axis] Tax Credit Carryforward [Axis] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Legal Entity [Axis] Legal Entity [Axis] Advanced Purity Solutions Advanced Purity Solutions [Member] Advanced Purity Solutions Interest Rate Swap -Cash Flow Hedge Accumulated Gain (Loss), Net, Cash Flow Hedge, Parent [Member] Weighted Average Exercise Price, Options assumed in acquisition. Assumed in CMC acquisition Award, Options, Weighted Average Exercise Price Assumed in CMC acquisition Award, Options, Grants in Period, Weighted Average Fair Value Long-term Debt, Type Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Weighted-average price per share paid by the employees Share-Based Compensation Arrangement by Share-Based Payment Award, Per Share Weighted Average Price of Shares Purchased Derivative Instruments and Hedging Activities Disclosure [Abstract] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Cash earn-out payments Disposal Group, Including Discontinued Operation, Consideration Weighted average grant date fair value, Unvested, beginning of year Weighted average grant date fair value, Unvested, end of year Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value LIABILITIES AND EQUITY Liabilities and Equity [Abstract] Health Care Organization, Revenue Sources [Axis] Health Care Organization, Revenue Sources [Axis] Employee Benefits and Share-Based Compensation Employee Benefits and Share-Based Compensation Debt Debt [Member] Restatement Determination Date Restatement Determination Date Accounts receivable Deferred Tax Asset, Tax Deferred Expense, Reserve and Accrual, Accounts Receivable, Allowance for Credit Loss Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Unallocated general and administrative expenses Unallocated General And Administrative Expenses General and administrative expenses not allocated to segment profit of company's business segments Schedule of Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Weighted average exercise price, Options outstanding, beginning of year Weighted average exercise price, Options outstanding, end of year Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Right-of-use assets - Operating lease Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Number of shares, Options outstanding, beginning of year Number of shares, Options outstanding, end of year Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Final working capital adjustment Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Consideration Transferred Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range Exercise Price Range [Domain] Deferred tax liabilities and other noncurrent liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Other Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] Earning Per Share (EPS) Earnings Per Share [Text Block] Stock Issued During Period, Value, Employee Stock Purchase Plan Stock Issued During Period, Value, Employee Stock Purchase Plan Subsequent Event [Member] Subsequent Event [Member] Patent infringement settlement gain, net Litigation Settlement, Gain Weighted average grant date fair value, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Income Taxes Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Segments Segments [Domain] Charge for fair value mark-up of acquired inventory sold Charge for fair value mark-up of acquired inventory sold Charge for fair value mark-up of acquired inventory sold Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for DecemberÂ 31, 2024, DecemberÂ 31, 2023 and DecemberÂ 31, 2022, respectively. Other Comprehensive Income (Loss), Tax Options exercisable, Weighted average exercise price Share-Based Payment Arrangement, Option, Exercise Price Range, Exercisable, Weighted Average Exercise Price Trademarks and Trade names Trademarks and Trade Names [Member] PEO PEO [Member] Asset Retirement Obligations Asset Retirement Obligation Disclosure [Text Block] Name Trading Arrangement, Individual Name Plan assets less than benefit obligation - Net amount recognized Defined Benefit Plan, Funded (Unfunded) Status of Plan Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float Disposal Group Name [Axis] Disposal Group Name [Axis] Income tax expense benefit per diluted share Income Tax Holiday, Income Tax Benefits Per Share Noncash or Part Noncash Divestitures [Table] Noncash or Part Noncash Divestitures [Table] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Dividends payable Dividends Payable 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] Lease terminate option Lessee, Operating Lease, Option to Terminate Shares, Outstanding, Balance Shares, Outstanding, Balance Shares, Outstanding Cash and cash equivalents Cash and Cash Equivalents, Fair Value Disclosure Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Valuation allowance Deferred Tax Assets, Valuation Allowance Deferred Tax Assets, Valuation Allowance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Operating Expenses Operating Expenses Business Acquisition Asset Acquisition [Line Items] Changes in operating assets and liabilities, net of effects of acquisitions: Increase (Decrease) in Operating Capital [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Schedule of Employee Service Share-based Compensation, Allocation of Recognized Period Costs, by Report Line Statement of Income Location, Balance [Axis] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common stock Common Stock [Member] 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] Consignment inventory held by customers Other Inventory, Materials, Supplies and Merchandise under Consignment, Gross Open Tax Year Open Tax Year Segment Reporting [Abstract]

Segment Reporting [Abstract] Pension benefit obligations and other liabilities Liability, Pension and Other Postretirement and Postemployment Benefits, Noncurrent Entity Central Index Key Entity Central Index Key Inventories Schedule of Inventory, Current [Table Text Block] $0.00 to $35.15 Range One [Member] Range One [Member] Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Foreign currency translation adjustments Accumulated Foreign Currency Adjustment Attributable to Parent [Member] Discontinued Operations and Disposal Groups [Abstract] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Equity Equity [Text Block] Accounts payable and other accrued liabilities Increase (Decrease) in Accounts Payable and Accrued Liabilities Senior secured notes due 2029 at 4.75% Senior Secured Notes Due 2029 [Member] Senior Secured Notes Due 2029 Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Less current portion of long-term debt Long-Term Debt, Current Maturities Segment Information Segment Reporting Disclosure [Text Block] Asset Retirement Obligation [Abstract] Asset Retirement Obligation [Abstract] Fair Value, Inputs, Level 1, Level 2, and Level 3 [Member] Fair Value, Inputs, Level 1, Level 2, and Level 3 [Member] SOUTHEAST ASIA Southeast Asia [Member] Southeast Asia [Member] Share-based compensation expense APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Restricted Stock Restricted Stock [Member] Schedule Of Other Segment Information Schedule Of Other Segment Information [Table Text Block] Schedule Of Other Segment Information Gain on termination of alliance agreement Gain (Loss) on Contract Termination Income Tax [Line Items] Income Tax [Line Items] Income Tax [Line Items] Title Trading Arrangement, Individual Title intersegment sales elimination [Member] intersegment sales elimination [Member] intersegment sales elimination Income (Loss) Before Income Taxes Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block] Gross unrecognized tax benefits at beginning of year Gross unrecognized tax benefits at end of year Unrecognized Tax Benefits Position [Domain] Position [Domain] City Area Code City Area Code Tax Effect Discontinued Operation, Tax Effect of Discontinued Operation Income (Loss) from Subsidiaries, Net of Tax Income (Loss) from Subsidiaries, Net of Tax Current liabilities: Liabilities, Current [Abstract] Auditor Location Auditor Location Revenue Recognition Revenue [Policy Text Block] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Long-term debt Total long-term debt, net Long-Term Debt, Excluding Current Maturities share based compensation modification amount share based compensation modification amount share based compensation modification amount Schedule of Segment Reporting Information, by Segment Schedule of Segment Reporting Information, by Segment [Table] Weighted average grant date fair value, Unvested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Earnings Per Share: Earnings Per Share [Abstract] Equity [Abstract] Equity [Abstract] Raw materials Inventory, Raw Materials, Net of Reserves Retained earnings Retained Earnings (Accumulated Deficit) Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] EC [Member] EC [Member] EC Weighted average exercise price, Expired or Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Inventories Increase (Decrease) in Inventories Schedule of Debt Schedule of Debt [Table Text Block] 2026 Long-Term Debt, Maturity, Year Two Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Total liability Operating Lease, Liability Underlying Securities Award Underlying Securities Amount Performance Stock Performance Shares [Member] Five Years-Finance lease liability Finance Lease, Liability, to be Paid, Year Five Dividends, Common Stock, Cash Dividends, Common Stock, Cash Dividends, Common Stock, Cash Interest income Interest income Interest Income, Other Amendment Flag Amendment Flag Amortization of Intangibles Schedule Of Amortization Of Intangibles Table [Text Block] Schedule Of Amortization Of Intangibles [Table Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Finance Lease, Right-of-Use Asset, Amortization Finance Lease, Right-of-Use Asset, Amortization Subsequent Events [Abstract] Subsequent Events [Abstract] Disposal [Line Items] Long-Lived Assets Held-for-Sale [Line Items] Other Income and Other Expense Disclosure [Text Block] Other Income and Other Expense Disclosure [Text Block] Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Domain] Carrying value of net assets Carrying value of net assets Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Proceeds from revolving credit facility and short-term debt Proceeds from Short-Term Debt Entity Address, Postal Zip Code Entity Address, Postal Zip Code Interest Rate Swap Interest Rate Swap [Member] Land Land Cash, cash equivalents and restricted cash at beginning of year Cash, cash equivalents and restricted cash at beginning of year Cash and Cash Equivalents, at Carrying Value Accounts, Notes, Loans and Financing Receivable, Gross, Allowance, and Net [Abstract] Accounts, Notes, Loans and Financing Receivable, Gross, Allowance, and Net [Abstract] Other Payments for (Proceeds from) Other Investing Activities Other Noncurrent Assets Other Noncurrent Assets [Member] Base rate Base rate Base rate Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Auditor Name Auditor Name Weighted average grant date fair value, Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Loss on extinguishment of debt Loss on extinguishment of debt Gain (Loss) on Extinguishment of Debt Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Estimated useful lives in years Property, Plant and Equipment, Useful Life Canisters and cylinders Containers [Member] Number of shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Less cash and cash equivalents acquired Cash Acquired from Acquisition Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Cash flows - Finance leases Finance Lease, Principal Payments Income Tax [Table] Income Tax [Table] Income Tax [Table] Designated as Hedging Instrument Designated as Hedging Instrument [Member] Government Assistance Government Assistance [Policy Text Block] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Manufacturing equipment Machinery and Equipment, Gross Weighted average shares outstanding Weighted Average Number of Shares Outstanding, Diluted [Abstract] Projected benefit obligation Defined Benefit Plan, Pension Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Projected Benefit Obligation Total assets Assets Assets Cost of Goods and Services Sold Cost of Goods and Services Sold Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Abstract] Acquisition of property and equipment Payments to Acquire Property, Plant, and Equipment Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Share-Based Compensation Share-Based Payment Arrangement [Policy Text Block] Non-Semi Non-Semi [Member] Non-Semi Reconciliation of Income Tax Expense With Expected Amounts Based Upon Statutory Federal Tax Rates Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Total trade accounts and notes receivable Accounts And Notes Receivable Gross Accounts and notes receivable, gross. Termination Date Trading Arrangement Termination Date Nature of Operations Nature of Operations [Text Block] Infineum termination Fee Infineum termination Fee, Gross Infineum termination Fee, Gross Two Years-Operating lease liability Lessee, Operating Lease, Liability, to be Paid, Year Two 2025 Long-Term Debt, Maturity, Year One Not Designated as Hedging Instrument Not Designated as Hedging Instrument [Member] CHINA GSX CHINA [Member] CMC Materials CMC Materials [Member] CMC Materials Debt Instrument [Axis] Debt Instrument [Axis] Net income Net income Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Fair Value, by Balance Sheet Grouping Fair Value, by Balance Sheet Grouping [Table Text Block] Payments in years 2030-2034 Defined Benefit Plan, Expected Future Benefit Payment, after Year Five for Next Five Years Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Entity File Number Entity File Number Other expense, net Other expense, net Other Nonoperating Expense Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Current, Federal Current Federal Tax Expense (Benefit) Effect of exchange rate changes on cash, cash equivalents and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Significant Change in Unrecognized Tax Benefits is Reasonably Possible, Amount of Unrecorded Benefit Significant Change in Unrecognized Tax Benefits is Reasonably Possible, Amount of Unrecorded Benefit Lease term Lessee, Operating Lease, Term of Contract Name Forgone Recovery, Individual Name Intrinsic value of stock options exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Operating leases Operating Lease, Weighted Average Remaining Lease Term 2028 Long-Term Debt, Maturities, Repayments of Principal in Rolling Year Four Semi Distributor/Other Semi Distributor/Other [Member] Semi Distributor/Other Contract with Customer, Basis of Pricing [Domain] Contract with Customer, Basis of Pricing [Domain] Other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Lease liabilities Lease liabilities Lease liabilities Expected Contribution And Benefit Payments Schedule of Expected Benefit Payments [Table Text Block] Net income per common share - basic Business Acquisition, Pro Forma Earnings Per Share, Basic Buildings and improvements Buildings and Improvements, Gross Decrease in tax positions from prior years Unrecognized Tax Benefits, Decrease Resulting from Prior Period Tax Positions Timing of Transfer of Good or Service [Domain] Timing of Transfer of Good or Service [Domain] Inventory Disclosure [Abstract] Inventory Disclosure [Abstract] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Goodwill, Fair Value Disclosure Goodwill, Fair Value Disclosure PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Senior unsecured notes due 2030 at 5.95% Senior Unsecured Notes Due 2030 [Member] Senior Unsecured Notes Due 2030 Cost of sales Cost of Revenue Adjustment to Compensation: Adjustment to Compensation [Axis] Tax Effect of Income (Loss) Discontinued Operation, Tax Effect of Income (Loss) from Discontinued Operation During Phase-out Period Goodwill, Written off Related to Sale of Business Unit Goodwill, Written off Related to Sale of Business Unit Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Basic Basic earnings per share-Weighted common shares outstanding Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Total equity Balance Equity, Including Portion Attributable to Noncontrolling Interest Amortization of debt issuance costs and original issuance discounts Amortization of Debt Issuance Costs and Discounts Property, plant and equipment Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment Comprehensive Income (Loss) Stockholders' Equity, Policy [Policy Text Block] Name Awards Close in Time to MNPI Disclosures, Individual Name Contract with Customer, Duration [Axis] Contract with Customer, Duration [Axis] Entity Filer Category Entity Filer Category Shares, Issued Shares, Issued Liabilities settled Asset Retirement Obligation, Liabilities Settled Asset, Held-for-Sale, Not Part of Disposal Group [Abstract] Number of Options exercisable Share-Based Payment Arrangement, Option, Exercise Price Range, Shares Exercisable Open Forward Foreign Currency Contract Open Forward Foreign Currency Contract [Table Text Block] Range Statistical Measurement [Domain] Total capital expenditures Segment, Expenditure, Addition to Long-Lived Assets Lease, Cost Lease, Cost [Table Text Block] Other accrued liabilities Other Liabilities, Current Unrecognized Tax Benefits that Would Impact Effective Tax Rate Unrecognized Tax Benefits that Would Impact Effective Tax Rate Segment Reporting Information Segment Reporting Information [Line Items] Revision of estimate Asset Retirement Obligation, Revision of Estimate All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Reconcilation of Share Amount Used in Computaion of Basic and Diluted Earnings Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Vesting period, in years Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Derivative [Line Items] Derivative [Line Items] Income taxes paid, net of refunds received Income Taxes Paid, Net Goodwill impairment Goodwill, Measurement Period Adjustment Summary of Allocation of Share Based Compensation Expense Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Pay vs Performance Disclosure [Line Items] Schedule of interest and income taxes paid: Schedule of interest and income taxes paid [Abstract] Schedule of interest and income taxes paid [Abstract] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Derivative [Table] Derivative [Table] Share-based compensation expense, net of tax Share-Based Payment Arrangement, Expense, after Tax Other Increase (Decrease) in Other Operating Assets and Liabilities, Net Other Performance Measure, Amount Other Performance Measure, Amount 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Pre-tax gain (loss) on sale Pre-tax gain (loss) on sale Discontinued Operation, Gain (Loss) from Disposal of Discontinued Operation, before Income Tax Goodwill Goodwill [Line Items] Common stock, shares outstanding Common Stock, Shares, Outstanding Operating Lease, Cost Operating Lease, Cost Shares available for future grants Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Long term lease liability - Operating lease Operating Lease, Liability, Noncurrent Cash Flow Hedging Cash Flow Hedging [Member] Property, Plant and Equipment, net Disposal Group, Including Discontinued Operation, Property, Plant and Equipment Finance Lease, Interest Expense Finance Lease, Interest Expense Balance at beginning of year Balance at end of year Contract with Customer, Liability, Current Contract with Customer, Sales Channel [Axis] Contract with Customer, Sales Channel [Axis] Entity Tax Identification Number Entity Tax Identification Number Intangible Asset, Finite-Lived [Table] Intangible Asset, Finite-Lived [Table] Increase in tax positions from prior years Unrecognized Tax Benefits, Increase Resulting from Prior Period Tax Positions Deferred (net of valuation allowance), Foreign Deferred Foreign Income Tax Expense (Benefit) Trade Accounts and Notes Receivable Loans, Notes, Trade and Other Receivables Disclosure [Text Block] Selling, General And Administrative Expenses Selling, General and Administrative Expenses [Member] Treasury Stock Treasury Stock, Common [Member] Other assets Disposal Group, Including Discontinued Operation, Other Assets, Noncurrent Plan Name Plan Name [Axis] After Year Five-Finance lease liability Finance Lease, Liability, to be Paid, after Year Five Equity Components Equity Components [Axis] Total Finance Lease, Liability, to be Paid Other current assets Other Assets, Current Engineering,Research and Development Expenses Research and Development Expense, Policy [Policy Text Block] Allowance For Doubtful Accounts Accounts Receivable [Policy Text Block] Options outstanding, Weighted-average exercise price Share-Based Payment Arrangement, Option, Exercise Price Range, Outstanding, Weighted Average Exercise Price Net income Business Acquisition, Pro Forma Net Income (Loss) Equipment and Engineerig Equipment and Engineerig [Member] Equipment and Engineerig Proceeds from sale of businesses, net Proceeds from Divestiture of Businesses, Net of Cash Divested Business Acquisition, Acquiree Business Acquisition, Acquiree [Domain] Impaired Long-Lived Assets Held and Used by Type [Axis] Impaired Long-Lived Assets Held and Used by Type [Axis] Intrinsic value of stock options outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Equity consideration on acquisition of CMC Materials, Inc. Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Developed Technology Developed Technology Rights [Member] Geographical Geographical [Axis] Deferred Tax Assets, Net Deferred Tax Assets, Net Five Years-Operating lease liability Lessee, Operating Lease, Liability, to be Paid, Year Five (Gain) loss from sale of businesses and held-for-sale assets, net Gain (Loss) on Disposition of Business 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] Shares purchase by employees Stock Issued During Period, Shares, Employee Stock Purchase Plans Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Other noncurrent assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent Assets Benefit Plans Compensation and Employee Benefit Plans [Text Block] Impairment on long-lived assets Impairment of Long-Lived Assets to be Disposed of Depreciation Expense Depreciation Expense Table [Text Block] Depreciation Expense Table [Text Block] Cash, cash equivalents and restricted cash at end of year Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Total compensation cost not yet recognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Inland Revenue, Singapore (IRAS) [Member] Inland Revenue, Singapore (IRAS) [Member] Current, Foreign Current Foreign Tax Expense (Benefit) Current assets: Assets, Current [Abstract] Fair Value of Financial Instruments Fair Value of Financial Instruments, Policy [Policy Text Block] Treasury Stock, Common, Shares Treasury Stock, Common, Shares Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Weighted average grant date fair value, Vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Preferred stock, shares outstanding Preferred Stock, Shares Outstanding Summary of Total Net Sales to External Customers Schedule of Revenue from External Customers Attributed to Foreign Countries by Geographic Area [Table Text Block] Security Exchange Name Security Exchange Name Debt Instrument, Basis Spread on Variable Rate Debt Instrument, Basis Spread on Variable Rate Summary of Property, Plant and Equipment Attributed to Significant Countries Schedule of Disclosure on Geographic Areas, Long-Lived Assets in Individual Foreign Countries by Country [Table Text Block] Weighted

average exercise price, Exercised Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Molds Molds Molds. Number of shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Asset Impairment Charges Asset Impairment Charges [Text Block] Current, State Current State and Local Tax Expense (Benefit) Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Engineering, research and development expenses Research and Development Expense Finance leases Right-of-Use Asset Obtained in Exchange for Finance Lease Liability Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Repayment of CMC Materialsâ€™ indebtedness Payments for Deposits Applied to Debt Retirements Chemical and Materials Chemical and Materials [Member] Chemical and Materials Common stock, shares issued Common Stock, Shares, Issued Canisters and cylinders Canisters and cylinders Canisters and cylinders Income taxes payable and refundable income taxes Increase (Decrease) in Income Taxes Payable Entity [Domain] Entity [Domain] Concentration Risk, Percentage Concentration Risk, Percentage Notes receivable Financing Receivable, before Allowance for Credit Loss Total assets-held-for sale Disposal Group, Including Discontinued Operation, Assets 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 Transaction advisor fee Transaction advisor fee Transaction advisor fee Fair Value, Concentration of Risk, Disclosure Items [Domain] Fair Value, Concentration of Risk, Disclosure Items [Domain] EUROPE Europe [Member] Impairment of goodwill Goodwill and Intangible Asset Impairment Common stock, shares authorized Common Stock, Shares Authorized Acquisition of businesses, net of cash acquired Total purchase price, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired additional effective tax rate benefit additional effective tax rate benefit Effective tax rate benefit over tax holiday benefit. Term of plan, in years Share Based Compensation Arrangement By Share Based Payment Award Term Of Plan Share-based compensation arrangement by share-based payment award, term of plan. Long-term Debt, Type Long-Term Debt, Type [Axis] Entity Voluntary Filers Entity Voluntary Filers Lease renewal options Lessee, Operating Lease, Renewal Term Statement of Financial Position Location, Balance [Axis] Statement of Financial Position Location, Balance [Axis] Hedging Designation [Domain] Hedging Designation [Domain] Provision for deferred income taxes Deferred Income Tax Expense (Benefit) Deferred Income Tax Expense (Benefit) Interest rate swap contract - cash flow hedge Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, before Tax Property, Plant and Equipment Property, Plant and Equipment Disclosure [Text Block] 2029 Long-Term Debt, Maturities, Repayments of Principal in Rolling Year Five Weighted average grant date fair value, Restricted stock units assumed in acquisition. Assumed in CMC acquisition, Restricted Stock Units, Weighted Average Exercise Price Fair Value Assumed in CMC acquisition, Restricted Stock Units, Weighted Average Exercise Price Fair Value Business Acquisition, Pro Forma Information Business Acquisition, Pro Forma Information [Table Text Block] Asset Impairment Charges Asset Impairment Charges Total debt, net Total long-term debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Thereafter Long-Term Debt, Maturity, after Year Five Assets Held for Sale Mergers, Acquisitions and Dispositions Disclosures [Text Block] Fair Value, by Balance Sheet Grouping [Table] Fair Value, by Balance Sheet Grouping [Table] Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Document Annual Report Document Annual Report Three Years-Finance lease liability Finance Lease, Liability, to be Paid, Year Three Range of exercise prices, minimum Share-Based Payment Arrangement, Option, Exercise Price Range, Lower Range Limit Materials Solutions MS Materials Solutions MS [Member] Materials Solutions MS Number of shares, Vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Amortization of intangible assets Amortization expense Amortization of Intangible Assets Accounting Policies [Abstract] Accounting Policies [Abstract] Business Combination Disclosure Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: Interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount PEO Name PEO Name Award Type Award Type [Domain] Government Assistance Government Assistance [Text Block] Cash and cash equivalents Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents Equity compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Increases due to cash received, excluding amounts recognized as revenue during the period Increases due to cash received, excluding amounts recognized as revenue during the period Increases due to cash received, excluding amounts recognized as revenue during the period Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Weighted average life in years Finite-Lived Intangible Asset, Useful Life Additional paid-in capital Additional Paid-in Capital [Member] Long term lease liability - Finance lease Finance Lease, Liability, Noncurrent Trade Accounts and Notes Receivable Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Total long-term lease liability Total long-term lease liability Total long-term lease liability Other items, net Effective Income Tax Rate Reconciliation, Other Adjustments, Amount Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Four Years-Finance lease liability Finance Lease, Liability, to be Paid, Year Four Accumulated amortization Finite-Lived Intangible Assets, Accumulated Amortization Schedule of Defined Benefit Plans Disclosures Schedule of Defined Benefit Plans Disclosures [Table Text Block] Name Measure Name Entity Interactive Data Current Entity Interactive Data Current $35.16 to $70.30 Range Two [Member] Range Two [Member] performance shares granted performance shares granted Maximum number of shares to be awarded upon the achievement of performance conditions Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] CHINA CHINA Percentage of employee contribution from compensation Percent Employee Contribution Maximum Under Employee Stock Purchase Plan The maximum employee contribution percentage of eligible compensation under the Employee stock purchase plan. Share-based compensation expense Share-Based Payment Arrangement, Noncash Expense Total deferred tax assets Deferred Tax Assets, Net of Valuation Allowance Defined benefit pension adjustments Accumulated Defined Benefit Plans Adjustment Attributable to Parent [Member] Health Care Organization, Revenue Sources [Domain] Health Care Organization, Revenue Sources [Domain] Debt Instrument, Interest Rate, Stated Percentage Debt Instrument, Interest Rate, Stated Percentage One customer [Member] One customer [Member] Customer Supplemental Cash Flow Information Supplemental Cash Flow Information [Abstract] Settlement of tax positions for current year Unrecognized Tax Benefits, Decrease Resulting from Settlements with Taxing Authorities Capitalization of engineering, research and development expenses Deferred Tax Asset, In-Process Research and Development Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Cash proceeds received, gross Proceeds from Divestiture of Businesses and Interests in Affiliates Auditor Firm ID Auditor Firm ID Operating income Operating Income (Loss) Total segment profit Total Segment Profit Total segment profit Variable Rate [Domain] Variable Rate [Domain] Valuation allowance Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Total liabilities and equity Liabilities and Equity Subsequent Events [Text Block] Subsequent Events [Text Block] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Axis] Total right-of-use assets Total right-of-use assets Total right-of-use assets Deferred Tax Assets, Operating Loss Carryforwards, Foreign Deferred Tax Assets, Operating Loss Carryforwards, Foreign Hedging Designation [Axis] Hedging Designation [Axis] Derivative Instruments and Hedging Activities Disclosure Derivative Instruments and Hedging Activities Disclosure [Text Block] Two Years-Finance lease liability Finance Lease, Liability, to be Paid, Year Two Payments for dividends Payments of Dividends Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Schedule of Maturities of Long-term Debt Schedule of Maturities of Long-Term Debt [Table Text Block] Long-Lived Asset, Held-for-Sale [Table] Long-Lived Asset, Held-for-Sale [Table] Operating leases Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Tax Credit Carryforward, Name [Domain] Tax Credit Carryforward, Name [Domain] Individual: Individual [Axis] Building and Building Improvements Building and Building Improvements [Member] Expected life (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Inventories, net Total inventories Inventory, Net Liabilities held-for-sale Disposal Group, Including Discontinued Operation, Liabilities withholding tax withholding tax withholding tax Product and Service [Axis] Product and Service [Axis] Property, Plant and Equipment Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Reconciliation of Total Segment Profit to Operating Income Reconciliation of Operating Profit (Loss) from Segments to Consolidated [Table Text Block] Net assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net Defined Benefit Plan, Plan Assets, Benefits Paid Defined Benefit Plan, Plan Assets, Benefits Paid Long-term liabilities Disposal Group, Including Discontinued Operation, Other Liabilities Property, Plant and Equipment Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Business Combination, Consideration Transferred Business Combination, Consideration Transferred Derivative Financial Instruments Derivatives, Policy [Policy Text Block] Unamortized discount and debt issuance costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Office furniture and equipment Furniture and Fixtures, Gross Minimum Minimum [Member] Direct costs to sell Disposal Group, Including Discontinued Operation, Transaction Cost Disposal Group, Including Discontinued Operation, Transaction Cost Proceeds from Divestiture of Businesses Proceeds from termination of alliance agreement Proceeds from termination of alliance agreement Adoption Date Trading Arrangement Adoption Date Assumed in CMC acquisition Award, Options Assumed in CMC acquisition Award, Options Assumed in CMC acquisition Award, Options Government Assistance [Abstract] Segments 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] Net sales Business Acquisition, Pro Forma Revenue Derivative Instrument [Axis] Derivative Instrument [Axis] Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Noncash or Part Noncash Divestitures [Line Items] Noncash or Part Noncash Divestitures [Line Items] Long-term Debt, Gross Long-term Debt, Gross Long-Term Debt, Gross Exercise Price Award Exercise Price Deferred tax assets and other noncurrent tax assets Deferred Income Taxes and Other Assets, Noncurrent Deferred Tax Assets And Deferred Tax Liabilities Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Arrangement Duration Trading Arrangement Duration Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable [Table Text Block] Schedule of Cash Flow Hedges Included in Accumulated Other Comprehensive Income (Loss) Schedule of Cash Flow Hedges Included in Accumulated Other Comprehensive Income (Loss) [Table Text Block] Schedule of Asset Retirement Obligations Schedule of Asset Retirement Obligations [Table Text Block] Lessee, Finance Leases Lessee, Finance Leases [Text Block] Deferred tax charges and refundable income taxes Deferred tax charges and refundable income taxes Deferred tax charges and refundable income taxes Domestic Tax Jurisdiction Domestic Tax Jurisdiction [Member] Cash paid to CMC Materialsâ€™ shareholders Other Payments to Acquire Businesses Impaired Long-Lived Assets Held and Used, Asset Name [Domain] Impaired Long-Lived Assets Held and Used, Asset Name [Domain] Goodwill included in assets held-for-sale Long-Lived Asset, Held-for-Sale, Fair Value Disclosure Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Total liability Finance Lease, Liability 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four Deferred tax liabilities and other noncurrent tax liabilities Deferred Tax and Other Liabilities, Noncurrent All Individuals All Individuals [Member] Variable Rate [Axis] Variable Rate [Axis] Contract with Customer, Duration [Domain] Contract with Customer, Duration [Domain] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] $70.31 to $105.45 Range Three [Member] Range Three [Member] Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Issuance of common stock from employee stock plans Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Including Option Exercised Accrued interest payable Interest Payable Undistributed Earnings of Foreign Subsidiaries Undistributed Earnings of Foreign Subsidiaries Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] All Other Segments Other Operating Segment [Member] Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Net income per common share - diluted Business Acquisition, Pro Forma Earnings Per Share, Diluted Schedule of Consideration, Divestitures [Table Text Block] Schedule of Noncash or Part Noncash Divestitures [Table Text Block] Finite-Lived and Indefinite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block] Finite-Lived and Indefinite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block] Liability Class [Axis] Liability Class [Axis] Loss on extinguishment of debt and modification Extinguishment of Debt, Gain (Loss), Net of Tax Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Contractual term of stock options (in years) Contractual Term Of Stock Option Awards The contractual term of the company's stock option awards. Summary of Restricted Stock Activity Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Other current assets Increase (Decrease) in Other Operating Assets Infineum termination fee, net Business Exit Costs QED [Member] QED [Member] QED Pension adjustments Pension liability adjustment Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, after Tax Deferred (net of valuation allowance), Federal Deferred Federal Income Tax Expense (Benefit) Cash and Cash Equivalents Cash and Cash Equivalents, Policy [Policy Text Block] Commitments and Contingent Liabilities Commitments and Contingencies Disclosure [Text Block] Thereafter Finite-Lived Intangible Asset, Expected Amortization, after Year Five Measure: Measure [Axis] Increases in tax positions for current year Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Asset Class [Domain] Asset Class [Domain] SOUTH KOREA KOREA, REPUBLIC OF Disposal [Axis] Long-Lived Asset, Held-for-Sale, Type [Axis] Preferred stock, shares authorized Preferred Stock, Shares Authorized Payments in Year 2025 Defined Benefit Plan, Expected Future Benefit Payment, Year One Shares issued under stock plans (in shares) Shares Of Stock Issued During Period Share Based Compensation Net Of Shares Withheld For Taxes Shares of stock issued during the period as a result of any share-based compensation plan other than an employee stock ownership plan (ESOP), net of shares withheld for employee taxes. Number of shares, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures Entity Emerging Growth Company Entity Emerging Growth Company Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Accumulated benefit obligation Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Accumulated Benefit Obligation Income tax benefit estimate attributable to the tax status of subsidiary Income Tax Holiday, Aggregate Dollar Amount Right-of-use assets - Finance lease Finance Lease, Right-of-Use Asset, after Accumulated Amortization Equity Component Equity Component [Domain] Preferred stock, par value Preferred Stock, Par or Stated Value Per Share Current assets Disposal Group, Including Discontinued Operation, Other Assets, Current Bridge Credit Facility due 2023 Bridge Loan [Member] JAPAN JAPAN Options outstanding, Weighted average remaining life in years Share-Based Payment Arrangement, Option, Exercise Price Range, Outstanding, Weighted Average Remaining Contractual Term Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Tax expense Tax Effect Of Gain From Divestiture Tax Effect Of Gain From Divestiture Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Payments in Year 2028 Defined Benefit Plan, Expected Future Benefit Payment, Year Four Statement [Table] Statement [Table] Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Government Assistance, Award Amount Government Assistance, Award Amount Interest paid, net of capitalized interest Interest Paid, Excluding Capitalized Interest, Operating Activities Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Fair Value, Inputs, Level 1 Fair Value, Inputs, Level 1 [Member] Foreign currency translation adjustments Foreign currency translation Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Total current assets Assets, Current Accounts receivable Accounts Receivable, before Allowance for Credit Loss Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Number of shares, Options exercisable, end of year Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number 2027 Long-Term Debt, Maturity, Year Three Schedule of Long-term Debt Instruments Schedule of Long-Term Debt Instruments [Table] Fabs Fabs [Member] Fabs Equity [Line Items] Equity [Line Items] Equity [Line Items] Identifiable intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill Weighted average fair value per option Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Other Other Intangible Assets [Member] Income Taxes Income Tax Disclosure [Text Block] Four years-Operating lease liability Lessee, Operating Lease, Liability, to be Paid, Year Four Senior unsecured notes due 2028 at 4.375% Senior Unsecured Notes 2028 [Member] Senior Unsecured Notes 2028 Exercise Price Range Exercise Price Range [Axis] Weighted average discount rate Operating Lease, Weighted Average Discount Rate, Percent Leases , Cash Flow Information Lease Operating Lease, Cash Flow Information [Table Text Block] Lease Operating Lease, Cash Flow Information Net cash (used in) provided by financing activities Net Cash Provided by (Used in) Financing Activities Accruals not currently deductible for tax

purposes Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals Assumed in CMC acquisition Restricted Stock Units Assumed in CMC acquisition Restricted Stock Units Assumed in CMC acquisition Restricted Stock Units Long-term Debt, Fair Value Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Total depreciation Depreciation, Depletion and Amortization Goodwill and Intangible Asset Impairment [Abstract] Goodwill and Intangible Asset Impairment [Abstract] Timing of Transfer of Good or Service [Axis] Timing of Transfer of Good or Service [Axis] Gross profit Gross Profit Intangible Assets Intangible Assets Disclosure [Text Block] Deferred (net of valuation allowance), State Deferred State and Local Income Tax Expense (Benefit) Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Effect of foreign source income Effective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, Amount Shares issued under stock plans Stock Issued During Period Value Share Based Compensation Net Of Shares Withheld For Taxes Value of stock issued during the period as a result of any share-based compensation plan other than an employee stock ownership plan (ESOP), net of shares withheld for employee taxes. Fair Value, Inputs, Level 2 [Member] Fair Value, Inputs, Level 2 [Member] Equity: Equity, Including Portion Attributable to Noncontrolling Interest [Abstract] Segment, Geographical Geographical [Domain] Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Intangible assets, net Disposal Group, Including Discontinued Operation, Intangible Assets Principles of Consolidation Consolidation, Policy [Policy Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, par value $.01; 400,000 shares authorized; issued and outstanding shares as of DecemberÂ 31, 2024: 151,324 and 151,122, respectively; issued and outstanding shares as of DecemberÂ 31, 2023: 150,566 and 150,364, respectively Common Stock, Value, Issued Document Financial Statement Error Correction [Flag] Document Financial Statement Error Correction [Flag] Balance at beginning of year Balance at end of year Asset Retirement Obligation Issuance of common stock in connection with CMC Materials acquisition Stock Issued During Period, Value, Acquisitions Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Stock Issued During Period, Shares, Acquisitions Stock Issued During Period, Shares, Acquisitions Other, net Deferred Tax Assets, Other Finite-Lived Intangible Assets Finite-Lived Intangible Assets [Line Items] Fair Value by Liability Class [Domain] Fair Value by Liability Class [Domain] Financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Payments in year 2029 Defined Benefit Plan, Expected Future Benefit Payment, Year Five Segment Reporting Information, Component Schedule of Other Operating Cost and Expense, by Component [Table Text Block] Preferred stock, par value $.01; 5,000 shares authorized; none issued and outstanding as of DecemberÂ 31, 2024 and DecemberÂ 31, 2023 Preferred Stock, Value, Issued State income taxes before valuation allowance, net of federal tax effect Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Total deferred tax liabilities Deferred Tax Liabilities, Gross Basic net income per common share Earnings Per Share, Basic Cash flows - Operating leases Operating Lease, Payments MALAYSIA MALAYSIA Operating Loss Carryforwards, Expiration Date Operating Loss Carryforwards, Expiration Date Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Concentration of Credit or Market Risk [Axis] Concentration of Credit or Market Risk [Axis] Current liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities Equipment purchases in accounts payable Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Goodwill [Table] Goodwill [Table] Property, Plant, And Equipment Property, Plant and Equipment, Policy [Policy Text Block] Purchased intangible assets Deferred Tax Liabilities, Intangible Assets Total current liabilities Liabilities, Current Volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Weighted Average Volatility Rate 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Revolving facility due 2027 at 6.07% (2) Long-Term Line of Credit Number of shares, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Schedule of Acquired Finite-Lived Intangible Assets by Major Class Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block] Disposal [Domain] Long-Lived Assets Held-for-Sale, Name [Domain] Employee Stock Purchase Plan Employee Stock Purchase Plan [Member] Employee Stock Purchase Plan [Member] Payments of revolving credit facility and short-term debt Repayments of Short-Term Debt Entity Address, City or Town Entity Address, City or Town Proceeds from long-term debt Proceeds from Issuance of Long-Term Debt Leases Lessee, Leases [Policy Text Block] Summary of Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Schedule of Carrying Values and Estimated Fair Values of Debt Instruments Schedule of Carrying Values and Estimated Fair Values of Debt Instruments [Table Text Block] Total pre-tax intrinsic value of stock options exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Share-based compensation expense Share-Based Payment Arrangement, Expense Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense Weighted average exercise price, Granted Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Number of shares, Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Business Acquisition Business Acquisition [Axis] Total pre-tax intrinsic value based on the closing stock price Year End Stock Price The closing stock price of the company at year end. 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] Foreign Tax Jurisdiction Foreign Tax Jurisdiction [Member] Legal entity divestiture activity Legal entity divestiture activity Legal entity divestiture activity Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for DecemberÂ 31, 2024, DecemberÂ 31, 2023 and DecemberÂ 31, 2022, respectively. Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax Revenue from Contract with Customer Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Foreign Income (Loss) from Continuing Operations before Income Taxes, Foreign 2029 Finite-Lived Intangible Asset, Expected Amortization, Year Five Document Period End Date Document Period End Date Finance Lease, Liability, Current Finance Lease, Liability, Current Finished goods Inventory, Finished Goods, Net of Reserves Total Lessee, Operating Lease, Liability, to be Paid Number of shares, Unvested, beginning of year Number of shares, Unvested, end of year Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Equity in net loss of affiliates Income (Loss) from Equity Method Investments, Net of Dividends or Distributions Asset Class [Axis] Asset Class [Axis] Insider Trading Arrangements [Line Items] Contract with Customer, Sales Channel [Domain] Contract with Customer, Sales Channel [Domain] Other Current Assets Other Current Assets [Member] Three Years-Operating lease liability Lessee, Operating Lease, Liability, to be Paid, Year Three Schedule of Business Acquisitions, by Acquisition Schedule of Business Acquisitions, by Acquisition [Table Text Block] Revenue recognized that was included in the contract liability balance at the beginning of the period Contract with Customer, Liability, Revenue Recognized Foreign Exchange Contract Foreign Exchange Contract [Member] Gain reclassified from accumulated other comprehensive income for foreign currency translation Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Reclassification Adjustment from AOCI, Realized upon Sale or Liquidation, before Tax Trade accounts and notes receivable, net Trade accounts and notes receivable, net Accounts and Financing Receivable, after Allowance for Credit Loss, Current Document Transition Report Document Transition Report Schedule of Revenue by Major Customers, by Reporting Segments [Table] Schedule of Revenue by Major Customers, by Reporting Segments [Table] Accounts receivable and other current assets Business Combination, Acquired Receivable, Fair Value Schedule of Unrecognized Tax Benefits Roll Forward Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block] Customer Customer [Domain] Entity Current Reporting Status Entity Current Reporting Status Retained earnings (deficit) Retained Earnings [Member] Defined Benefit Plan, Benefit Obligation, Divestiture Defined Benefit Plan, Benefit Obligation, Divestiture Range of exercise prices, maximum Share-Based Payment Arrangement, Option, Exercise Price Range, Upper Range Limit Deferred acquisition and divestiture payments, net Business acquisition deferred payment, net present value Business acquisition deferred payment, net present value Executive Category: Executive Category [Axis] $105.46 to $140.62 Range Four [Member] Range Four [Member] Components of Income Tax Expense Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Employee Service Share-based Compensation, Allocation of Recognized Period Costs, Report Line Statement of Income Location, Balance [Domain] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 19 entg-20241231_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 20 entg-20241231_g1.jpg begin 644 entg-20241231_g1.jpg M_]C_X 02D9)1@ ! 0$ 2 !(#_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1")S!+ # 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN? HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#]4Z*** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **0TUF"KDG '4DT /IK8').I7B7QB_:\'&#"-9+::]&K:NHP+&Q8.P/^ MT>B_C7Q'\6/VW?'_ ,1&FM=,NO\ A&-)8D"*P8B9E_VI.O\ WSBN&MC*5'1N M[/K,KX9S#-+2A#ECW9^AOQ ^.7@CX90LWB#Q!:6:YGDN)F.6DE \#02EBI.;^Y'T5XI ,;R^*&O.XLKRTT6-NBVL 9A^+9_E7FFK? MM ?$?79&>\\::PY;JL=R8U_)<"N HKSY8BK/>3/LZ&29=AU:G1BOD="_Q$\5 M2,6;Q)JK,>23>2?XU?T[XR>.M(939^+]9@V] M[)C\B:X^BLO:36S.V6!PLE M9TE]R/>O"'[;GQ3\+R(+C64UJ!?^65]"I)_X$H!KZ5^%O_!0WP[X@FAL_%VG MOH$[':;J,F2#/]>X%?GA1773QU:GUNCYW'<*97CHO]WRONM#]OM!\1:9XGTV M'4- *O8;^SF&Y)H'#]P^HK1K\=_@W\??%7P3UJ.ZT:]>6P9@;C39F)@E'?CL? M<5^H7P3^.&@?&WPM'JNDR[+A/EN;*0CS('[@CT]#7T.&QD,0K;,_$\]X:Q.2 MRY_BIOK_)GH]%%%>@?'!1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%)GF@ HZ4C.(U)) KY=_:._;6T?X8+<:)X8\G6O$@!5FSF"V/J MQ'WC_LBLJE6%*/--GH8' 8C,;JHX:-V_ZU/;?B=\8/#'PDT5]0\0ZE':C!\N M#.9)3Z*O4FOS\^.?[<'BSXDR7&F^'&?PUH#97]TW^D3+_M/_CV7\Z\'\:> M/-=^(>MS:KX@U&?4;R4YW2MPH]%'0#V%8%?-8C,)U/=AHC]VR/@W#8!*KB_? MJ?@A\LCSR-) (S22,4]3]&45%6B@HHHI#"BBDH 6BBB@ HHH MH 3&*[SX+_%_5_@OXWM-=TR1C"&"7=KGY9XL_,I]_0^M<)25<)RIR4HG-B<- M3Q=*5&JKQ9^V7@3QGIWQ!\)Z;K^E3">QOH5EC8'D9Z@^X.0?I6*^#/^"=WQ M<>&\U+P%?39A<&[L Q^Z?XT'UX/YU]YU]IAZRK4U,_E;.UZP\-Z3=:EJ=U%9V-NADEFF;:JJ.I)K\U?VIO MVM]0^+=]<:#X>FDLO"D3[25)5[S!ZM_L^@_.N3$8B&'C=[GT62Y)B,YK^SI* MT5N^QVO[4'[;EQXB:[\,> KAK?3?FBN=63AI^Q$?HO\ M=Z^-GD:1V=V+NQR M68Y)/]:2BODJU>=>5Y'] (95E&&RFBJ6'CZQJQ*6BBN<]L***3^= ;:L;T5[% M\'?V5_'/QBDCN++3SIFC,?FU*^!1"/\ 87JWX<>]?;_PG_8=\!_#]8;G5(#X MEU-<,9;T QAO9.GYYKT*.!JUM;61\9FO%>7Y9>'-SS[(_/#P7\'? &GQ#F5/# M_AR_U%2<>^>$O\ @G7X\UJ-)-9U33=*1NL8+7$@_ 87_P > MK]&-/TRTTRW2WM+>.VA086.) JCZ 5:Z5[-/+:4?CU/R_&\=9A7;6'2@OO9\ M6:5_P35T2- %.H>++Z=^XA@5!^&2$BW\3:G#)_>9$8?EBOLFD- M=7U.A_*?//BC-V[^W?X'YV^-_P#@G'XJTF&2?PWKUGK2KR+:Y0P2'V!Y4GZX MKYB\:?#_ ,1?#O5&T_Q%I%UI5RIP!.A"M[JW0CW%?M;7*? $;X7^'OBGX?GTG M7]/BO()%(5V4;XS_'E;J#7)6RVG)7IZ,^ERSCG&X>:CC/?C]S/Q=HKU?]HG MX ZI\! @VZYT>Z)>QO@[Q9 MVWP5\8R^ OBIX;UN- RBV]X@D]T8[6'Y&OV5MA;FUBF0Y610P/U&:_#3<5P5 M."<^E?LS\$]=/B3X3>$]29MSW&FP._^]L&?UKW^?C@4444 %%%)0 M%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ">]4M8U>ST/3; MB_OKB.UM+=#))-(P554#))-69YDMXGDD8)&H+,S' K\W_VROVI)?B-JT_A# MPU=,GANT?;',SW\ER>MG&)5&GHNK[(Y_J\ M:DO/C+K#Z+HTTEMX2M7.U0<& [8'[[>WH*^=***^/JU95I.4C^F\NR^AEF'CA MZ"LE^(444E8GIBTF:*]@^ /[-?B+XZ:L&MXVL-!B?%QJ4B */54_O- *M*=. M567+%:G%C,;0P%)UL1*T4>2>"? >N_$;7H-'\:=-J-[*?NQJ2$']YCT4>YK M[_\ @#^PKH7@E;?5_&(CUW6@ RVQ&;>$_3^(_6O=OA)\%_#/P;\IIF@6*1, M0#/=,,RSM_>9N_TZ"N\Q7TV&P$*7O3U9^"9[QABL?G;;>K"BDYHSZ\4"%HKG?%WQ \/>!;$WFO:O:Z9 ! MD-<2!2? H.I_"OFOXA?\ !0[P?H+2P>&["Y\03KD+,?W,6?J>2/PK"I6ITU[[ML>K@\JQN/=L/2F2W,4"%I)%10.2Q %?F)XT_;V^)7B9I$TR:U\/ M0-P!:QAW_WFS_*O%_$?Q4\8>+Y&;6?$NJ:AN.2LUT^S_OD' _*O.GF=*/PJ MY]SA> \?52=>:@OO/TD_:L;P%X^^%^JZ-J?B71[58D,]B9KR)769>0 "<\] M/QK\LR,9%(QR>N33I(WA8+(C(<9^88XKQ,5B/K$E+EL?JG#^3_V+2E0]KSWU MMV&U]U_ S]MOP3\- _A+X=\ZM!]<^HV,'DR_9X R_>.,$L.V*^%:]0*_LR_ M$GQKHMKJVD^&9[G3KI/,AN/,0!U]1ELT86I5IR;I*Y7$&"R_'481S"?+%/36 MQ]M0_P#!0[X;2*"UOJ\9]&MA_P#%5K67[?'PKN3B2_O;H8']S:_\B:]+ZWBUO#\ M#X1<.\-U-(XG_P F1^B>F_MB?";5"H7Q9;P%N!]HC=/YBNXT3XQ^!_$95=-\ M6:/>.>B0WT;-^6[-? D;]GPB\::*I:^*ZM;@=2]H_P#A7+W-I<6,ICN8)+>0 M=4E0J?R-"S&K'XX"EP1E]; _=L5^3/W%AO(;E \4J2*>A5@14NX&OQ0T+XA>) M_#$BMI/B'4].9>GV>[=!^0->M>$_VVOBIX7V+- K2:S"O\%_"K$CTW* :Z(YG M3?Q*QY&(X!QL%>A44OP/U6%+7PSX)_X*2Q.4B\4>&6B.<&XL)=P^NUO\:^A_ M /[5GPV^(7EQV/B*"UNV_P"76^_!9K<=1110(**** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M

W<2&2660Y+,3DFJM?'8G$2Q$[O8_I[(\DH9-AU"" MO-[L/:OMG]CS]C^/6(+/QOXTM=]LV)=/TR5?OCM)(#V]!^->-?LA?!0?&#XG M0?;X2^A:7BYNLCY9"#\D?XG]!7ZKVMO':PQPQ(L<<:A551@ #H*]'+*I?O9 M_(^'XSXAGAW_&?A96;^)_H+;V\=K"D42+'&@VJJC %2TE+7T9^(-WU8444 M4"&2-M5B>@%?CO\ M$^)!XL^-GC#4$??&;^2%& V4.S_-EK]6_BYXRB^'_P MW\0Z_*X3[%9R2)GN^,*/Q8@?C7XQ7%P]U<2S2,6DD=%D9-]OINZ]DXX^487]2*_5I1A0*^+?^"P@U"TE4JT5Q&&!!^ MM:M%*R>C*C*4&I1=F?#'QX_X)^J1<:Q\.YMK\N^C7+?*?^N3]OH? SKXDUK0[M_P .ZE/1^VPL5DAG0JRGZ&OW"VYKR#X\?U^&?CAI$@NX5LM:1?]'U* M%?G0]@WJY?8UX^)R^,_>I:._3LBXSKX1JACGS0([]5_F?F-\+OC-XK^#'KI?> M'M2>%WN(M6#QRQL0RL.A!KRJ.*JX67++;L?H>9Y#E_$-!8B@TI/:2_4_$_'EPL-\<1VFK2"3'LLGHWH>AK[4BD65 Z,&5AD$'(KZ>C6A6C MS09^!9EEF(RNNZ&(C9]^C'T445N>2%%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 EJIZL?N*?H,G\17-B*WL:;F> [DF72S3'4\.MKZ^A\ M?>+?%%]XT\3:EKFHRF:]OIVFD8G()/0>P"X5DT45\2VY.[/ZLI4XT8*G!62 MT"BBDI&A-9V<^H7<-K;1--<3.(XXT&2S$X %?JQ^RC\ [?X+> H3=1*WB#4% M6:]EQRI(XC!]! /-?,7[OP)_P"$F\12^/-7M\Z?IK>7IZN.)9OXG^B_S/M7 MZ"*-N!7TN78;EC[66[V/PKC;/'7J_P!GT'[L?B\WV^0M+117MGY.%%%% #)& M"H2> !GFORF_;(^*DGQ,^,6H113%]+T=FLK50? EX/SM^)_D* 2SXN^)AX[\ MAKXCU@M@VMC+(OUVG'ZU^,=U=27MU-<2G=++*Y=V]23DUX>9U7&*IKJ?K/ . MC5KU,9-?#HO5D5+117S9^Z/8_3#_ ()^^"XO# P:.K-'BZU:Y>5G(YV*=]C] M#^=?3XKQG]C]XV_9[\>61Q;L&QZ[VKV:ON,/%1I12['\EYS5E6S&O.>_,Q: M***Z#Q@I,^U+4-U<):V\DLC!(T4LS$X % TFW9'R# P43^)"Z1X'TSPE!+_ M *1JDOG3H#SY2'(S[%L? E7Y]Z;I\:A:V-K&T^^X5X@GE>(5"J_P!U+\'W M/RK5BK @D$'((K[H_8Q_:T>XGM/ GC&\R[8CTW4)F^\>T3D]_0_A7PS-$]O* M\4BF.1&*LK#!!'441R/#(DD;%'4AE93@@CO7SN'KRP\ [H_;\XRG#YUA73J+7 MH^Q^YBL"!CD&G5\Q_L7_ +1?_"U?"_\ PC^LW ;Q)I<8!=CS<1= _N1T-?3E M?8TZD:L5./4_F+'8*KE^(EAZRUB%%%%:GGA1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1124 9OB36K?PYH- JEVXCMK2!YI&/95!) E7XR $?QE<_$+QQK/B M& [9FDOKAI5#'.U<_*/P&* 13]OCXA-X1^"\FDV\@2\UR=;4<\B(?-(?R 7_@ M5?F/7SF:5;R5-=#]PX!R_DHU,;):RT7HA:***\(_70K=\"^#[SQ]XOTK0+!" M]S?3K$,#[H)Y;\!DU@U]N_\ !.KX2K=76J^/;Z'*PDV-AO\'?!D GB.NR]6?9OPW\#V/PY\&Z5X?TZ;),6,"QC QN/=C[DY-= M/2=*6OM8I15D?RM4J2JSN?".XT1W!N=)NF7;G_EF_S*?SS7U77Y0?L?_&(? M";XKVOVV;R]&U3%I=;C@(2?D<_0_H:_5J&99HU=&#(PR".A%?7X&JJE%+JC^ M9^+B/.K>WD MNIXX8D:2:1@(HR6). !7ZX?LO\ PA3X/?"O3=-E0#5+E1=7S8Y\U@#M_P" MC _"OC']A3X'QYX['BO4[??HVBN&B#CY9;C'R_4+U^N*_2I0 !P!7)EM#E MBZLMV>_QSFZK58Y?1?NQU?KV^0ZBBBO'5]Q?\ !3#1T6;P1JB@"0_:;9V[D?NV7\OF_.OAVOC,935.O)(_J/A?%2QF M54:D]TK?=H=3\+_B%]'PN\=:3XCTUV6:SF#21@X$L9/SH?8C-?L7X)\667CC MPKI>NZ=();.^@2=#Z9&<'W'3*_$]OT'_P""=?Q+?5O"6J^$+J;?+ILGGVP8 M\^4_4?@? YUW9;6<9.D^!\EQWE4:N'CCX+WHZ/T/LJBDJ[6OI3\)"BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "FGWIU1S.%C8GH!F@:/S> P""AWC5M<^*VGZ% M%)FWTFT&Y<\>8YR3^O6VE.O0?C_XF;Q=\9/%FI%BR-?2I1_NJ=H_E7G]?$XJ M?M*TI'6Y#A5@\MHTO)?B%%%% M1A!D?KBOUG1=J@#@5]'E=.T749^"T\6>']:TB1=ZWEI)#CW*D"OQ=UK2YM#UB]TZX4K-:S-"X/7*DBOW M"9<@CM7Y?_MT?"I_/Q;EUBWA*Z9KP-RC 7*)1@2+_(_C7BYG2YH*:Z'ZIP% MF$:.*GA)OXUIZH^<:***9/WD3Z<&OT1_8E_:!_$=T%UNR399W$K M_L9Y+6[MW$D4T;896'0@UUX;$2P\^9;' MSF>Y-2SK#.E/22V?9G[BCIQ03@>E?*_[*_[8MA\2K.V\-^*I8[#Q1&H2.9CM MBO !U!/ZC\O2NN _P:*M/@KX+:WL94F\2ZDC1V<(.?+&.96]A^IKZM8BFZ M?M;Z'\Y3R7&T\:L!*'OM_P1I/T/"/V]OVB/MC-\.M"N,Q*P?59HVDD+=,\/:3"TU[?3+&N!P@SRQ] !DGZ5DWU]=:SJ,UU=2/1CEG8GK^=?HY^Q%^SG_PKGPV/%FMVX'B#4XQY4;CFW@/('L3U/X5_&, ML?7N]C]IQ%3#\(90]_"3X:Z=\)_ NF>'=-0>7:QCS)<8:60_> M<^Y-=E117U$8]*21_/U6K.M-U*CNWJQ:***HR"BBB@ HHHH **** "BBB@ H MHHH **** "D_"BHKJXCM;>2:5PD<:EF9C@ #O0-)MV1\)_\ !2_7(Y+[P3HZ M.#(BW-S(O< [%4_H_P"5?$->N?M4?%!?BM\8M7U&W?? IUJWV.TYX,:'&[\3D MUY'7Q>,J*I6DT?U)PS@Y8'*Z5*>]K_?J%>^?L0^*Y/#/Q^TB'?B*4HI+1USQ MDC'ERU8OS._:*KY?7IOK%G M[)*>!2TR/_5J>*?7W!_)84444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 5C>,K[M^R_"NK7><>3:R29^BDULUP_QLNC9_"?Q7,O5=-G/_CAJ).T6SIPT>>M"/=K\ MS\<-4NFOM4O+ECN::9Y"?7+$U6!2U\)W;9_7]&*C3C%=$%%%%(U/MC_@FO MX76XU?Q;K[K_,>\<5K&V.[5FD/\^^1^=?>^:^2_^"/FN=3?GV M5%'^-?6@K[/!QY:$3^7.**SKYO7;Z.WW"T445VGRH4444 %%%% !7DG[37P: MA^-'PQOM*15&JV_^DV$I'W95'3Z,,C\;];I&P1STJ)14XN+V9TX;$5,+6C7I M.THNZ/PXU/3;K1=1N;"]A>WN[>1HI8I!@JP."#5>OO#]N7]F5[^.?X@^&;3? M/$N=3M8EY9! RU 4CO[Q_4F29O2SC"QK0?O=5V8M%%%< MI] /AFDMIDEB=HY4.Y74X*D=P:T? $OBK5_&&H+?:UJ$VI7:QK$)9V+$*HP!6 M724^9VM)EM[#QE#_ ,(_J#?+]K4%K9C[GJOX\>]?18#$48PY-F?B?%V2YKB, M2\4O?AT2Z+T/KNBLW1? $.F^([&*]TN^M[ZTE&Y)K>0.K#V(K1W5[E[['Y+*+ MB[25F+1113)"BBB@ HHHH **** "BBB@ HHHH **2JFI:I:-/9RW=[<1VEM" MI>269PJ[]'U)Z4AI.3LBTQQR>!7QO^VU^U!!X=TRX\">&;L2ZM=)MO[F%LBW MC.?DR/XS^@^M8G[27]=D*QW7AWX>3>I)KP\9CDDZ=)ZGZWPOPG4J3CC,=&T5]H]_4B]Z6DI:^< M/W%::(*]+_9JTE]:^.W@RW1=V+])3]%RQ_E7F=?5'_!?P*^O?%FZU^2+=:Z M3:L%8CCS'X'XXS^==6%C[2M%'S^?XF.%RVM4?9K[S])T^Z/I3J09I:^V/Y2" MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "N%^-UN]W\)?%D2?>;39P./\ 8=-U M6-XPTW^UO^^K61& [[1:R1X^JD5$U>+1TX:7)6A+LU^9^()+5O6+)M-U:]M'7 M:T$SQ%?0AB*J5\'+1M']?T9*5.,EU04444C4_2O_()XW*S? ^6(?>BU*8-S MZA3_ %KZDKXC_P"":_BI'T?Q9X>=@)8YX[R- <-]0RE6_(JOYU]N5]IA)*5"+1 M_+'$M*5'-J\9=[_>+11178?,A1110 4444 %%%% $1C+>6$*Y-L>[]!_#Z^GTK]#6Q7@O[1G[4_AKX M-Z; <:>OEZQXAE0JFG*P(7(ZR'L;J:XL73ISIOVFAJ1P[B\=A<;'ZBN9O=*\ MO,_*JEJ]KVK-KVM7NI/;P6KW4S3&V39&A8YPH'050KXUK70_J&G)N*#^(KZA^'?_ 48 MUS3!';^+M&BU2,<- POK>\A;D202JZG M\0:_#^M;0O%^N^&)A+H^LZAI<@YW6=R\1_\'2*]2GFC7QQ/S_&>'U.5WA:M MO)ZG[<[@>AHS7Y-^&?VROBQX95(QXE?4HEX"ZA$LIQ_O8S^9KT[0_P#@H]XR MLU5=3\/:9J&.K12/"?ZUVQS&A+?0^2K\#YK1^!*7H_\,_149I<]*^()+_X* M5Z^ IQ^M="QE"7VCQZG#&; MT]Z#/KLT5\I_\%/A[_SXZI_WZ'^-5+C_@HYX&C)$6CZ1+Z'8H_K5?6J^Q@ MN'LU;M["1}^?E'X5\4:I_P %*M)C5A8>$KN9NQFG51_6N#U_@!?W%^S?^P@+=[7Q%\0T$DBXDAT3JJGJ#*>_ ^[^?I7BKV^/G MY'ZE*64(\;3XO\ R9GCW[-?[(>L_&*\@U;6DFTKPJK;C(1MEN1ZJ)GL?[U?7 M?Q4_8F\"^./#-M9Z19)X=U*QA$5K=6HX('02#^/Z]?>OH*SLH-.MH[>UA2"" M-0J1QJ % Z "K KWJ6#I4X[6>XB+4(%+02#M\W8^QKSFOW US0=.\1:?+8ZI9PWUI*-KPSH&5A[M@U\A?&C_(}ZZ5K3SZGX$O1H]T*-2BT_2;*:_O93A(;=*S\]:3D[(SJ5(4HN4W9(SJ^COV M7?V2]3^+^JV^LZ[#+8>$H6W,S JJV1_"G^SZM^5>O? L[_&*VDMM>^(FV5UP M\6B)RH/7,K=_JT<>I[5]N:?I]MI=G%:VD$=O;Q*%2.-0JJ!T %>)A,O>DZOW M'Y#Q%QE!1EAT#V9^J']H6O\ S\Q?]]BC^T+7 M_GYB_P"^Q7Y7_P!N:C_T$+K_ +_-C1_;FH_]!"Z_P'_S?XT>T#V9^J']H6O M_/S%_P!]BI8Y%E7P4445H09?B3P_9>*M#OM)U"%;BSO(FAEC89 M!4C!K\D/V@/@GJ7P0\=76E7*/)IDK&2QN\'$D9/ S_>'0U^P5<'\8O@[H7QF M\)7&BZS "2";>Z4?O(),<.I_IWK@Q>&6(AINC[#AO/IY+B/>UIRW7ZGXUTM> MF_&OJGSQ3\$-:DM]5M'N-+=C]FU2%28I5[9_NM[&O,:^1G3E3?+6/Z1PN+H M8VDJU"2E%BT E6!!P1T(HHJ#L:3T9[? \)OVP/'_PIBBLXKQ=:TI, 6>HY?:! MV5LY%?2GAG_@I1X;GA4:]X8U.SEP 6L6CF7/K\S*?YU^?E)7=3QM>DK)GR.. MX5RO'RN?\ !2CPI!&1 MI'AC5[0^GQ-T8H1^C-7YZ\45N\RK-'DT^!7;7&OZW>:D['[LTI*CZ+T%W'!9-D< M/:P_!?\ 9<\:_&BZCDL[,Z7HN?WFIWBE4Q_L#JY^G'O7V=\& M_P!A#PCX"\B_\1-_PDVK)AOWR[8$;V3O^-?3=G906%O'!;PI!#&H54C4 >@ M KTL/EOVJOW'PF<<=12=++E_V_T1Y)$/V8_"/P3LT>QMOM^L,N)=2NE#2' MUV_W1["O80N*1ZU[T81JT59'Y!B,36Q=1U:\G*3[8I:*'LY1**6B@#.UKP M_IOB*SDM-2LH+ZVD&&BGC#]?P-?-GQ/_& _!'C S76@RS>&+]N0(/G@)]T/ M3\"*^I*2L:E&G45IJYZ6#S'%X"7-AJCB?EA\0OV(?B7X%,LUK80^(K%>1-IK M%GQ[QD Y^F:\+U31=1T.X>WU&QN+&=##AH[B)D/(T[K]PRH/!&:Y_Q-\/_#OC M*$Q:UHUGJ*$8_P!(A5C^>*\JIED):P=C]$P/'V*I6CBZ:FNZT9^)^:6OT^\9 M?L%_#3Q*7DL;6XT.9N8=$@U:->C6=TF M3^#%:\\U?X$_$306<7W@O6H O5OL;LO_ 'TH(/YUR2P]6.\6? 345>L3CZJ:QY9+=']QQ%&6TUJY'1 M2^6PZJP_"E$,C=(V/X&EROL:>UI_S(;15]WTF_O&Q!97$S>D<3-_(5T6D_"3 MQMKO_(\):S=_P#7*QD(_E5JG-Z)&$\9AJ:O.HE\TN>$_\ @FWKUTT;^(O$]K8QY^:&QA:1O^^FP!^1 MKHC@Z\]HGAXCB;*L+\59/TU_(^-*W/"_@?Q!XUODM-#TB\U.=C@+;Q%&A^)Z# M\:_2;P-^PC\)-O"926]LYM>N5YW7TA*Y_W1@5[SH/A72/"]F+72M-MM/@7I'; MQ*@_05Z-+*Y?\O&?%8[C^C!..#IN3[O0^_A3_P3Q\1ZXT-YXVU"/1+-L-]B MM#YEP1Z,<;5_#-?:?PQ^!_@_X2Z>+?P]I$-M)C#W+C?,_P!6/-=]TI:]BCA: M5'X5]?E^99]C\'T?[^IO9:(0#%XI:*ZSYX**** "BBB@ HHHH **** "BBB@ M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** /SA :,_Y+9XL_Z^ _ &1:\WKTC]HS_DMGBS_K[_\ 9%KS M>5[G4M@HHHI#/OW]D7)(OI_\ U\3?^A"O:\6_9%_Y(OI_P#U\3?^A"O: M:Z8[*]PHHHJA!1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %,EE6&-G=@B*"68\ =Z=7SY^UM\7AX1\+GPUITVW5=40B5D M/,4/? Z%NGTS2;LKC2N['SQ^TA\6F^)WCB5+60G1=/+06R@\.0<-)^)Z>U>24 M8YHKF.E*QZW^RO\ \ELT+Z2?^@&OT+K\]/V5_P#DMFA?23_T U^A=;4]C&>X M4445H9A1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M0"21OR*K7L_PS_96*> ;B*^NM^N:DF"LMTH\M#ZJG3\!TN5C+?LB_\D7T_P#Z^)Q_$(5[373'8Y7N%%%%4(3([]*:)4; MHZG\:Y?XK:L=#^&_B2_5MC06,KJ0<'.TXK\]? GBG6_^$QT-/[8O]AO8@5^T MO@@N,C&:B4K.Q2C<_33-+35^Z*=5DB57O-0M=/56NKF&V1C@-_X0$_C5FOFG M]N)BO@S0<$C_ $UNG^X:3=E<:5W8^@_^$HT?_H*V7_@0G^-'_"4:/_T%;+_P M(3_&ORO_[[?G1YK_WV_LO:&GLS]4/^$HT?_H*V7_@0G^-)_PD^C_]!6R_M\"$_QK\L/-?^^WYT>:_]OSH]H'LS]4[;7=-O)A#!J%K/*W1(YE9C^-7Z_/ M?]E=V;XW:$"S$8EXS_TS:OT(^E:1?,1)6%I":\Z^*GQU_"F'9J%S]IU-ES M'I]N09#Z%O[H^M?)_C[]K7QEXLDDBTR5=!L3PJVW,I'NY_I2FE5!^IK!G^*G@ZUDV2^*= (C;T:]C!_G7YH:EKFHZU,TVH7]S M>RMU>XE9R?S-4L5'M"^0_4BQ\>>&]2;;::_IMPWI'=(3_.MN.195#(X93T*G M(K\G58JP*D@^HKJO*WQ4\6>#9D?2M=O+=%.?):4M&?\ @)XHYP]F?IUD4M?, MGP=_:^M?$%S!7B^./3[N0A([Z/B)V[;A_#]>E?3"R*159&#*PR&!R"U3N9 MM-;CZ@O+VWL(A+=3QV\><;Y7"C/IDU-7@_[9[%?@^A!P?[2AZ?[KT/1 M78] M1\4? $;0/"_A^_P!6N=4M7BM8C(4CF5F8CHH/))P* ._'QYXTO?B!XJO];OV) MFN9"53.0B_PJ/8"L%G9A@LQ'UIHK"4N8WC%(****@L]6_9ANH;/XS:)+/*D$ M2B3+R,%4?(>YK[_X2?1_P#H*V7($)_C7Y7!BIR#@T[S7_+[?G5QERF4V:**2K(%I,UY-\5_VD/#/PO:6S,O\ :FLJ,?8K8@[# M_MM_#].M?*7CK]J3QOXRDD2"^_L2R;@0V/RMCW?K4.21:BV??&H:]INE*6OM M0M:,=3,>6FD9V)M_&MNR^&?BW4H1-;>&]4EB/(=;1\'W'-1S^17)W9^DMAXV(:L0++7-/NB3P M(KI&/Z&MI%90001ZBORIU#2=2T"Z\J^M+K3K@?P3QM&WZ@5TGA7XP>,?!LJ M-IFOWB1K P L)93)']-K9_"GS]PY.Q^F8I:^5_AG^VE;W6-4UW&19Q-\L?IO/;Z=:^/_'G[M0'C3Q_-)]U::RLV/%I9,8DQZ'')_&HE7[X5+Q?]0Y_P!K^[_*J4TR'%H^D35&XU[3+.9H MIJ0M895^']),JL/J":N(ZRJK*P92,AAR"*_/+]I^1E^.'B4!F WQ=_\ IDE5 M*5A1CS.Q]^_\)1H__05LO_A^\:/^GT?_H+67_@0G^-?E?YK_WV_.CS7_OM M^=9^T+]F?JA_PE&C_P#05LO_(3_&C_(2C1_\ H*V7_@0G^-?E?YK_-]O MSH\U_P"VYT>T#V9^K=GJ%KJ"V8[6YAN44X+0N/ /X59KYH_8>8MX,U_))_TU>_ M^Q7T5K&L6?A_2[G4-0N$M;.W0R22R' 4"M$[JYF][%QL=SBN*\3?&CP1X0F: M#5?$MC;SKUA1S+(/JJ D5\D?&S]J36/'%Y<:;X>FETK0E)021L5FG'J2.@/H M*\'9FD8LS%F8Y+,VGCN(7&5DB8,I'L17Y05Z/\ "/XX:]*=6B:WN)+K2&8>?82 ML2A'(M)A=HWU.S1U.&5IU!!'8\U!X2\4V'C3P]9 MZSIDOFV=TF]3W']#[@U^;?Q0D?\ X61XH^=L?VG<=_\ IHU7+5B8QN?I3_PD M^C_]!:R_\"_QI?^$HT?_H*V7_@0G^-?E?XP_!]OSH\U_[[?G4>T+]F?JA_MPD^C_P#05LO_ (3_&D_X2;1O^@K9?\ @0G^-?EAYK_WV_.CS7_OM^='M!>S M/U6L]8L-0E,=K?6]S(!N*0RJQQZX!J[7PI^Q?*__ N&0;VP=,FR,_[4=?== M:1?,KD25F%%%%42%-DD6-2SL$41 MZ%S_BOB_XC?'OQ=\2+B07FHR6=@Q^6QM&*1X]#CEOQJ')(M1;/N'Q1\>/ M?A%FCU#@Q)9F=>#!;,9I/H0FB0QEV_(5GSOH7R(^UH?VVO!LC?/IFJQ#U*(?Y-6_I/[M77PYU%@LNHW.GD][BV;_%X(Q1SL?*C]/_#OQ\+^+5!T?7]/OR?X(9U+_BO4?E729!K\G8)I+619(9' MBD7D,Q<$5?B*]';^'?[3WC+P(T<,UXVMZ>O!M[YB[>S]:KG[DN'8_0&YNX+&W MDGN)D@@C&YY)&"JH]23TK&_X6!X8_P"AATO_,"X_P#&OFWQ^UOX;\9?#+6 M-)CT^]M)6O[9K<1LH,:EAUW9_I7R73<^PE"^Y^K6EZS8:U"TVGWMO?1*=I>W MD#]#Z9!JY7SK^Q#_,DWU7_L(M_Z M?156G=7(>C"BBBF(**** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH ._']HS M_DMGBS_K[_\ 9%KS>O2/VC/^2V>+/^OO_P!D6O-ZY7N=2V"BBBD,^_?V1?\ MDB^G_P#7Q-_Z$*]IKY%^ /[1OA#X=?#BTT75Y+I;V*:1V$4!9<,Z4F:\%N/VSO D>? +34)O3$&, F:YG7?VY-)AC8: M3H%UTAR(H0>N!ZGC)]JR? ?\ MR.F@_P#7]#_Z&*Q;N55*R/U(7[H^E+2+]T?2EKH, KR/]HKX0ZE\7M TVQTR MZM[62VN#*S7&<$;2.,5ZY12:N,^$M> 8X\:/8S7,$MEJ/EJ6\N%R'(*H"*\ M)FA>WF>*12DB,596ZG@CJ*_6"0?(WTK\N_'P"^-M= &!]MEX'^\:QE&QM&3>Y M@4445F:'K?[*O_);M!^DO_HMJ^A?VCOVCE\ K+X>\/2K)KSKB:<886H(_P#0 MOY5\C?#GQM-\._%.NV\8DN;>*580W0.R%03]Y_"L#4+^YU2^GO+N9[BZG< MR2RR'+.Q.22:M2LK$*[K]GWX W7Q8U(W]^)+7P[;OB64<-,W]Q?ZGM7 MW? X=\-:9X3TJ#3=)LH;"RB&%BA0*/J?4^]..;,

M[=^SO^S(/'5K%XB\3"2+1F.;>T7*M<#^\3V7^=?8GA[PMI/A2Q6STC3K?3[9 M0!L@C"Y^I[_C5S2]/@TG3[>RMHQ%;V\:QQHHP H&!5]JNF,;(YW)L3%M:)9WQ88\QXP)!]&'(_.NEHIDGR-
\5/V,FMXY]0\&7+2JN6.FW#9 M;Z(W?\:^6]1TVZTB^FLKVWDM;J%BDD,JE64CL17ZNUXU^T!\ K#XHZ3+?V,, M=MXDMTS%.H \\#^!_7V/:LY1[&L9=S_J*L:AI]QI=]/9W<307,#F.2-Q@]P
M."*KUB:GV[^Q&C+\-=38CAM1;'O\BU]$U\^?L4_\DNO?^O\ ?_T$5]!UTQV. M>6X44451(4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!",$ >'|*]E LBQ_Y\K? OTO^%:*!ESGY426TT7WXG3_ M 'E(J.OU0N/">BW:E9M*LY0>S0*?Z5Q?BC]G7P#XJA<3Z!;VDS#_
(^+,>4X M/KD=?QI\@?'KX#W?P2&V@8CD(OWB/J?Y545=DR=E<^B/"OAFP\'^'[+1],A6"SM(Q&BC MOZD^1)Y-:U)2UTG,%%% 'QQ^W'H:V_B+0-55<&X@>%F]2IS_(U\P5]C_MT6
M^[PSX8FV\I=S+GZJO^%?'%<\MSHAL%%%%06?H1^RMX@;7O@QHY=MTMHTEHWM MM;C_ ,=(KUZOFW]AR_,W@'7;3.1!J.\#TW1K_P#$U])5TQV.:6YY#^U=_P D M.UW_'H/_1JU^>]?
H1^U=_R0[??]Z# T:M?GO64]S2GL%%%%9FIZW^RO_P E MLT+Z2?\ H!K]"Z /3]E?_DMFA?23_P! -?H76]/8PGN%,_%DIX1?S_0&NPKXO ;2^(#:IXFLO"UO+FVT]?/G"G@RL., 0 M?
SJI.R)BKL^=M:UB[\0:M=ZE?RF>[NI&ED=NY)S5*BBN8Z]*_3/X/>'5*_ M#+PYIH7:T5G&TG^^PW-^I-?F[X;L_P"T?$.F6N,^=R@B7 MHB*H_ 5K3,JG8L4445L9!24M)0!^;?Q\\-KX5^+7B.S1-
D+W!N(QCC;)\W\R M:\^KZ" ;6TL6GQ/LKQ1@75BF<=RK$9_45\^US/2^9J&C%44L?F>%L[#^&"/RKX8KU3]FGQHW@OXLZ2[R;+2^;[':.\;7Z$_1L
M&G%V8I*Z/T1HS0*YCXG>+$\#_#_7=;8X>UM7:(?WI",/Q8BN@YSXO\ VL/B M0WC3XB2Z9;R[M-TC-NH4\-) &WY\?A7B-2W5Q)?74MQ,Y>69S([`J6)R3^=1
M5RMW9U)605K>$]#D\3>)M+TJ(%GO+A(>/<@']*R:]C_9/T(:U\9--=UW)9QR M7)X]!@?J10MP>Q]ZZ+I,.AZ39Z?;J$@M8EB11Z 8J]1174%?"^G^#=!L](TR$06=]@1%[GU)]S6O7 M1%61S-W9\Z?
MN?\ ).=_P"O\?\ H)KXDK[; ;<_Y}?7^/_037Q)6,MS: M&P4445!H>_L7_\)8G _P9/ Z%'7W;7PE^Q?\ \EB?_L&3_P#H4=?=M;PV M,)[G(?%S5GT/X8^)KV-MLD=A+M/H2N/ZU^9%?I7\
<[1KWX1^*HE&6^PNP]N M?Z5^:E34*I[!6[X$\1?\(GXRT;6,;EL[I)F'J >7TK"HK,T/U6T'6[/Q%I%K MJ5A,L]I_%[PS\3+%9M&U!'GQE[27Y)HSZ%3_ #%;QE M_P#7^_\ Z"*^@Z\X^!?
PIF^$/A.;1Y]0CU%Y+AI -CC* 9 &,$GTKT>M(Z(R MEN%%%%4(**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH M**** "BBB@ HHHH _'}HS_DMGBS_K[_/9%KS>O2/VC/^2V>+/^OO\ ]D6O M-ZY7N=2^ZZ'BBBD,^_?V1?^2+Z?_U\3?\ H0KVFO%OV1?^2+Z?_P!?$W_H0KVF
MNF.QRO<****H1Y3^T]X?CU_X-Z[N3=)9H+M#CH4.2?RS7P9X%_Y'30O^OZ'_M -#%?I3\0-%E\1>"=/O^1VUW_K]E\ 0C7ZBR?ZMOI7Y=>/O^1VUW_K]E_]"-9SV-:>Y@4445@;
M!7Z9 !WP^OA?X8>&M/5=K+91NX_VF&X_JU?F='&9I%1>K':/QK]7;.%;>T@C M081(U51Z #%:TS*IT)Z***V,0HHHH ^:/VY/^1,\?\ 7Z__ * *^,*^S_VY M/^1,\?]?
K_^@"OC"N>>>YO#8****@T/KW]A.;_B5^*XN>)H6]ONL*^J:^4?V M$_\ CU\6?[\'\FKZNKHCLYI3V"BBBLS4];_97_.2V:%])/_0#7Z%U^>G[\ \ B6S0 MO1]_P"
:_0NMZ>QA/<@O;I+&SGN)#MCB1G8^P&:_+[QYXCD\6^,=8U>5BQNKE MW7/]W/NCRL\L5^A/QZUT^'?A#XGO5;8XM3$[_VG(0?JU?FQ4S'3"BBBLC8ZKX5
MV_VKXD>&HN/FOX>O^*_3M1M4"OS.^"\8E**WA93T^W1G]:_3'-;4S">XM%) MFC-:F8M%)FC- 'Q[^W1;A=<\-S\9:"1?U%?+E?6'[=4:^=X6?'S$3#/Y5\GU MS2W.B.P5/8WCZ?>P7,9VR0R+
(I'J#FH*1JDL_4[P=K"^(/"3>D:DIW"ZM8Y2? M&RMM:%R/0LW_P!:MY?"<\5[Q\VT445@=_ L- M::)O&'B*^(SY-DL0/IN<'_V2OF:OK?\ 84MO]&\5W&.2\$?Z,?ZU<=R);'U< M*6D%0+VT44+KFH =!
<2# QXUC4-:90HHHK(V.D^&O_ "4/PQ_V${;_ M -&K7ZA5^7OPU_Y*'X8_["=M_P"C5K]0JVIF$]PHHHK4S/F_]N#_)$'1O\ MK _ 9&KXIK[6 ;@_P"1!T;_* __ /V1J^*:YY;F\-@HHHJ#0]" 9_TD:U\9
M/"MLPW*+L3$>R*7 _/9:_2.O@+]D6U%S\:M/8C/DVTT@_P"^N!3Z6B@ HHHH ^=/VW/^2*+2$_V=JAQ,5' M"3 MCYVHHHK W"K.GZE=Z3=QW5E5:>)+<:Y8K@> /C=X0^)$*?V1JJ+=$9 M:SN?
W+/^OO\ ]D6O M-Z(_Y+9XL_Z^_P#V1:\WKE>YU+8****0S[]_9% Y(OI__7Q- P"Q=:: M\6_9%/5]?^A"O::.B6]*H4445PPHHJA!1110 4444 %%%% #9\ 5M]* M_+KQ]_R.VN]/_
*$:_463_5M]*_+KQ] R.VN]?LO_H1K.>QK3W,"BBBL M##GLO^/R# _KHO\Z_5R' _%?2[HK\H[+_(_(/^NB_P Z_5R' 5)_NBMJ9C4Z M#Z***U,@HHHH ^:/VY/^1,\/?]?K_P#H KXPK[/_ &Y/^1,\/?\
7Z___* *M^,*YY[F\-@HHHJ#0^N/V$_\ CU\6?[\'\FKZNKY1_83_ ./7Q9_OP?R:OJZN MB.QS2W/(?VKO^2':[_O0?^C5K\]Z_0C]J[_DAVN_[T"_*-6OSWK.>YI3V"B MBBLS4];
&5_^2V:%)/ 0@%_0^7Z%U^>G[* P#R6S0OI) Z : 0NMZ>QA/<_ ; M)U V?P8FA! X^KZ"(CU)?\ F@KX,K[> ;OB5]RX; M!11169H7=%UB[\ZM:ZE82^3>6SB2*3&=K#H:]
(_X:>^(W_0?;_OTG^%^(W_$'V_P"_2?X4?\-/?$;_*#[?]^D_P *ZK_ABWQQ_P _&F]_C A M1_PQ;XX_Y^-_P"_Q_PI^*\3E?^&GOB-_T'V_[]) A1_P -/?$;_H/M_P!^ MD_PKJO\ ABWQQ_S\:;_W^\
A1_PQ;XX_P"?C3?^_P ?*/>"\3RKQQ\3O$? MQ%^R_P!OWYOOLV?*R@7;GKTKE:]^_P"&+?'' /QIO_?X_P"%+_PQ;XX_Y^-- M_P" Q_PI%[HW+S9@;MYSTCQG_=%:2^$B/Q'D=%
M%%%8FP5]B L*H/^%%@KOYOM<(S_P U\=5]C_+"O_(L>+\ K\B_] -7# **MQ]T445T.%%%% $=Q_Q[R_[I_E7Y6^(/^0]J/\ U\2?^A&OU2N^/>7_=/\ MJ_*WQ!_R'M1_Z^)/_0C6-0UIF?
11161L='\-SM^(7ADDX'IE6_\ Z-6OU#K\ MMO O_([:!_U_P?\ HQ:_4FMJ9A/<**U,SYO_;@_P"1!T;_*__ /V1J^*: M^UOVX/\ D0=&_P"O_P#]D:OBN>6YO#8****@T/=_P!C50?
B]DC)%C+C\UK[MOKX0_8T_Y*Z?^O&7^:U]WUO#8PGN%%%%:&84444 %%%% 'SI^VY_R3G2_P#K M_'_H)KXDK[;_ &W/^2.5/9AZ$5N45H9GYJ_%
[X1ZM\)O$4ME>QM+82,3:7BCY)4[?1O45P=? MJ7XN\'Z3XXT2?2M9LTO+.4]? SX[:G\)=86)WDN] G;_2;-CG;_MIZ M$?
K6D9VW,Y1['Z(TM9OAWQ#8>*=%M=4TV=;BSN4#I(O\OK6E6YB%%%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% 'YP_M&?\EL\6?]??_LBUYO7I'[1G_);/%G_7W_[(M>;UROTUTQV.5[A1115 M""BBB@ HHHH **** &R?ZMOI7Y=>/O\
D=M=_P"OV7_T(U^HLG^K;Z5^77C[M_D=M=_Z_9?\ T(UG/8UI[F!1116!L3V7_'Y!_P!=%_G7ZN0_ZI/]T5^4=E_Q M^0?]=%_G7ZN0_P"J3_=%;4S&IT'T445]9!1110!\T?MR?
\B9X>_Z_7_] %?& M%?9_[&P4445!H?7'['"?_'KXL_WX/Y-7U=7 MRC^PG_QZ^+/]^#^35]75T1V.:6YY#^U=_P D.UW_ 'H/_1JU^>]?H1^U=_R0 M[7?]Z# T:M?
GO6<]S2GL%%%%9FIZW^RO_P ELT+Z2?\ H!K]"Z_/3]E?_DMF MA?23_P! -?H76]/8PGN>_MJ6IF^$=O,!GR=2B)XZ JX_GBOA<5^B'[4.CG6 MO@CXA15S)
L=ROMLD5C^F:_.^HGN7#8****S-#N_@5((?B]X49N@O5_D-_2J MOS-^#,PM_BIX7D;H+Z,?F<5^F5;4S">XM%%%:F84444 %%%% !1110 E? ?[M75J;?XT7S\
[9;>%Q_P!\XK[]KXI_;/M$+8_X^PKX_KZO_85NOWOBRVSSB"3_P!#%7'< MB>Q];4M)2UT'.%%%% $=Q_Q[R_[I_E7Y6^(/^0]J/_7Q)_Z$:_5*X_X]Y?\ M=/\ *ORM\0?\A[4?
^OB3_P!"-8U#6F9]%%%9&QN^!?\ D=M _P"O^#_T8M?J M37Y;>!?^1VT#_K_@_P#1BU^I-;4S">X4445]9GS?^W!_R(.C?]?_ /[(U?%- M?:W[<'_(@Z-_U_\ _LC5\4USRW-X;!1114&A[O\
L:?\E=/_ %XR_P UK[OK MX0_8T_Y*Z?\ KQE_FM?=];PV,)[A1116AF%%%% !1110!\Z?MN?\DYTO_K_' M_H)KXDK[;_<_P"2X444E:&8M-90V01D>AI: M6@#QOXJ?
LP^%/B)YEW;0C0]7;G[5:(DA_VTZ'ZC!KY)^(W[/GB_X;R2275@ MU]IRGB\M 73'J1U'XU^C.*;)&LRE'4.A&"K#(-0XIEJ31^3G/>BOO_XE?LM> M$/'HFN;6 Z%JK9(N;,?
(Q_VDZ'\,&OE#XD_LZ^+OANTDT[I_:6FJ>+VS!9$-0G)TW423:[SQ%/_ M '1[-_/%?:M?E)I>H3:3J5K>V[F.>WE65&4\AE.0?TK]0?!7B!/%?A/2=70@ MB\MDF./4CD?
GFMH/H836MS;HHHK4S"BBB@ HHHH **** M "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@
HHHH **** /SA_:,_Y+9XL_Z^_P#V1:\W MKTC]HS_DMGBS_K[_/9%KS>N5[G4M@HHHI#/OW]D7_DB^G_]?$W_ *$*]IKQ M;]D7_DB^G_\ 7Q-_Z$*]IKICL+F\=?$/7-9W%H9[AA#G_
)YJ<)^@%?1W M["/_ !X^+_\ KK;?RDK-2N[&CC97/JJ3_5M]*_+KQ]_R.VN_]?LO_H1KJ19/ M]6WTK\NO'W_([:[_-?LO_H1HGL.GN8%%%%%8&Q/9?\?D'_71?YU^KD/^`J3_= M%?E'9?\
'Y!_UT7^=?JY#_JD_P!T5M3,:G0?1116ID%%%% 'S1^W)_R)GA[_M *_7_P#0!7QA7V?^W)_R)GA[_K]?_P! %?&%<\]S>&P4445!H?7'["?_ !Z^ M+/\ ?@_DU?5U?*/[":?\
QZ^+/]^#^35]75T1V:.%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !

%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !

@ESX/_X)*_L;VG[.&C^+1XBU[4M7EUSQ MIXB6W,4=[J4L<49$*$EDACBABC0$Y.QG(4N5'Y#_ /!VI_P1JF^&GB^7_@I M^S1X9:+1M:OHH_BWIFG1;1I^HNP6'6%"_=2=BL0?+%<8SB39(< M"=5 !\)^&?\ @I5\"?\ @IY_P7S\0Z1_P45^-GA31/V:?A$NMCP)X\?:W;V MGAS5[RSG2RMY[N*X98;RXE:26[\"R!B%B" %$8'H?^"=7[=_PW_9'_P"#D7Q?M^Q)^QA\5=&UW]F/XN:LH\/Z+X5UB.\T+2M4N-'BO_.TX0LT4.V]\^T9(B$"/ MM()A0+\A?LM_%*/_ ((2?\'#GB6W_:K\.7%OX0A\4ZQHVO7DE@92V@ZC(9:/M5(TVDR1C_1;A@H+;%D0 N-M?T6?#3_@HU^P_\=?C#X6^#W[(/Q \)?%77M9C M>_U6;P!J-M>P>&=+CC9FOK^>'"O#VIIX;\0^)_"D^MPZGXIU'4+N\EU VS71I'.[MSL65A-]FO+>;4+F>2VD0;ES$R J[]00S _D/\ \"R'X;_ /!QMX>^('CD M'2]%EF\$ZJFI7@\N$V<+PQRSACP45H)@3T!C;TK]T_\ @H!\6?AK^V! P2Z_ M:@\/_LU>,+3QH=.^%?B32FO?#K_:K2YO_P"QGG^S6\\>8[EPLD:L(F;:[;&P MP90 ?E[_,&6T$?QK\ ?M3>! C#N\4Z-?+X2MKS2_$+F\@FAD36@\;)+N!5@ M!D=\#TKYT_X-J=:\1Z=_P7_U#X?KXJU:?1],M/%]K9V-WJ.)[M6UU"$PSKO6641O&>5D"@[EZ@J?2@#WW_(/5_#>D_"_XV?!#XG?#>%] UWQA MH^O1^*=1T>9K:35?L;;;\;3.@=LMLVKG;J@=?>_\$%/VR?\ @LK_ M,$_OV=OVC/'W|<;^&I4MOA[H=MX;\ :KILT^BZ1H$5C##;W41C<22:A<1QK M=RRN/G:X09A0GFO^#Y"[MG\=_LW6"3H9H|(\4R21!OF56ETL*2/0E&Q_NF MOV<_X)7RVTW_3$_9RDLW1HO^%$>$0AC(Q@:-:#"Y4 ?CI_P 'CGPMT[X$ M_#'IF[O5X0UB|C\5-;:EH/B#O9;SM!>Z[#9VFGK"]V\; S.#O8%B2OFN <&O M-_VU?^""9?#1U37I!I>C:7=7\%D M-.M[$?N@!%,KO.09I9E+L^T[!['_,'Q=S;K\+?V=;-IE$KZ_P")'2,GDJL& MG@D#T!9?S%;/[:>IZ=)_P9<^#ME]$?.\#^#88L./GD37+/<@]2-CY';:?2@# MZ& X-& VB?BE^T#_,$FA8_%/Q;>ZU+X\(^[>%]%N11G:69-/CM+&[AA+L2 MS+&;QT0$_*BH@P]@#]0*_(#_ (.J[FW?_@EMX]M4F4RQ_'O5&>,'E0=%T7!(M1#@_D?2OU_H **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH *\&_;E_X)??\$]_VUM5_X2+]J#]D7P5XMU?8J-KU MWI0@U%D485&O("DI*!T4O@=A7O-% 'RS\|/^")G_ 2H_9F\6V7CWX0?L2>#_M[76=,=7TO4]96XU>:Q=3E7@;4)9C"P/1DVD=B*^IJ** /GWX^_\!*K_ (0]I_M?M. $B?XQ?&;!ES0+_Q9=VK6VH>)=-EN-.OK^%DV&.YGLI87N5* +B4L-H Z_M "O2OV?/V:/V?OV3_AU!\)?V:_@2K\)\$^'+>4RKI/AW3$MHWE(:63:,RB$M9D212Q_/@<"KGQ"_P""9/\ P3Z^+/ASP[X/^*['O@'Q#I7A'3S M8>%]. UGP_%%(/#T2Z?=W40<1S20 ;&=0[8)'<>@Q;^ _P#P3A_8 M_9=\<#XE?LY_LD>_!&OBW>#^U_#'AZ&SG:)OAD+1@%E(/0Y%>UU%?65KJ= ME-IM_")(+B)HYHVZ.C#!!^H- '\MOQ3.@:Q_P> "SU46EU877[1NG6ES#?:[' M48=-9XK&X!W++;VSLT%LZGE6BC4J?NXJT_\ P1Q_\6R:Z?%,G_!/X5MJ;7 M?VIM1;PA;F< #% &3\6OA#\+?CU\.M5^$?QJ^'VC^*O#&MV_D:MH.O6"7- MK=(&# /&X()#*K*>JLH8$$ UP?P9_P""?WI$/[//PQUSX,?!;]E+P'X>\+^) M[5[;Q/HUCX;M.*UF%U&O>6RD2E69=LI88)'3BO7Z* /(_V:_V"?V,?V.], MUC2?V7OV:/"/@>/Q" NN2>'I(2&:^49VI++_ *QT7N-O%?/$W_1S_P""5UQK[>*Y_P!@ M'X5OJCW9NWU)_'"%N;AI]V_S3(5W%]WS;LYSSG-?2E% 'BGQO_P"" MJ1:]\>OV6?!_BS4K;0++1=/U76M+$UYI]C:2S2V\5K.3YEKLDN)6WPLCL6&YMCM7%$IEK]@7]CK]BI]8NOV8/@##H?A2J\0R!]=U>W$EQJ&HD'($UW.=)MIS-8P:]IZR/9R MD8,D$HQ):N0,%WC\5W\DW M7BRZ>?4-5:+:%,0O+R26=$*A045PI"@$<"O<:* /,?VB_P!BW]DW)KM--A_: M@_9Z*>/8]'+G2XO%.D1WB6I;[S(L@(4GID#.*Y7P_\ \$O?^"=WA3X:ZW\& MO#/[&?P]T_PEXEN8+CQ!X:L_#D,=CJ.L.?*>:%0$D9\44 >)? K M_@FW^P/^S#X[C^)_].W[(G@+P3XAB@DA36/#/AV&SG\MU*NA:, E2">#D5[; M110!Q/[0'[-WP#_:K^'-Q\(_VD/A!X?\;>&[J199-\'1Z9'VT4 %>+?'#_@G-^PG^TQXF/C']H; M]E+P3XVU/<66\\3Z)'>NA(.WS00F0JYVXS@5[310!XE\%/^":?[!/[-WBE? M&W[/_P"R5X&\%ZLKHQO_ SH4=E(Q7.W<8@-^,G.0,FO;:** /G/QE_P2&_ MX)??$3Q3?>.?'W[!OPOUK6M3N&GU'5M5\)V]Q<7,IZO)(ZEF;W)KWGP7X,\+ M?#OPK8>[!&AP:;I&F6X@T^PMEQ'!$.B*.P'85]T4W)N=1U2*VEM/MTQ.6EN(I;2. M.X=CRS2*Q;N37T;X"\ >!?A7X-TWX=?#/P;I?AI0-'M5MM)T31;".UM+.%?N MQQ11@(BCT K7HH **** /GSX@_\$H?^":/Q:UW_ (2CXJ?L3_#OQ+]?EB/^ MT-?\.Q7DX0$D+OE#-MR2<9QR:Z;X$?L$?L8_LO:HNL_LY_LU>$O!$ZRO+GPQ MI2V:M(\9C9V2/"LQ0E)[VZ-SJ.I16TMI]NG)W-+<1V\D<=P['EFD5BV3N)R:^I:* ,7PE\-OAYMX!\!V?PL\#>=!-'T?PSI]@+&P\/:9IL4%C;VP7;Y*0(H18\$C:!C[Z5Y=^SY_ MP3?_ &"?V4?'-]3?V M;/9C-&P?$)DW-O,84MN.*?$>K3&7 M4M'O#^FH M4T_1I,A\NWME_NH@X5?8<#M71444 %?/?[4' !*#_@G#^V;X@?O?^TM^QSX) M\3:W+@7&OOIGV349P.)+]V,6!7[K6\U_),\##LT94C)YY-?35%% 'S5X] M_P""_O\ P2_\+OV(O >H^,:F_\MUW]]UI9:*XN]VXW,MJ6^SR3 M%OF,C1ERWS$D\UK>+/\ @E5_P3<\=?$R]^,_B_\ 8B^&VH>+=1U5M3O?$EQX M6MS>S7I?>;@S;=WF;OFWYSGFO?Z* /'_ -H#_@G^)^U;KUCXG_ &EOV6_! M7CK4-+L_LFG7?BG0HKU[6#.?+C,@.P9YX..O?I67<]_P $RO\ @GU;?!^;IGVW M_8]\ IX%N=4ZM*KQ@GA^(:=)=]"%G-OC87&3SCKSUKW2B@#PGX6_\$Q/^">O MP0N-4N_@Y^QUX \+2ZWIA!(P>.:R?!?_!(? M_@E_\./%=AX[\ ?L&_ "_1=:TJY6XTW5M=\)6\%Q:RKT>.1%#*P]0:^C** /. M?VH/V1?V:/VT_AHWP?\ VJ/@QHGC?PZ;E;F+3]:MBQMYU! FAD4K)!(%9EWQ MLK;689P2#YYX:_X))?\ !.[PE\$!^S?HW[$/P[_X0DZS%]\V@7GA^.YCN+^. M.2*.ZF>;<\TJ1S2HKR,Q59&(!Q7T310!XY\/\ @GO^Q%*/AAXB^"OPQ_9 M=\&^' "/B[R_^$F\-Z/HT=O9:GL.5\Z),*_OD- MM.^)/PH_8=^&OAOQ!-PL^F;UHGA:"VN;:0=&22-0R_GR.#7T)10!XE\6?\M@FS^P'\>/C7;_M%_&C]CWX>^*/&]LD2KXBUSPS!'H;B2*W1 MBZ0-N&)8E9F(B<,@+-@?,<^T44 8GC#X:?#KXA> ;WX5>,_ >CZSX8U+3S8Z MAX=U338I[&XM2NWR7@=2C1X&TC' KS7]F__ ()Y?L/_ +($&M1?LQ_LN>#? M!+^(K0G_EB\W,ACSR(]VT'D 'FO9:* /FO_ (9MW;]WS;LYSSG-?1NFZ=9:/ MIUOI.FVXAMK6!(;>)>B(H"]HSZ 5/10!R/PU^_P>^#OB'Q=XL^&'P^T[1= M2\)>^(3KOB^\LHBKZIJ?+B@-Q)DGYO+A08&!G.REESN+/8HXM*?W>2#$02>0:^K-+TO3-$TRWT71=.@L[.S@2"TM+6%8XH(D4*J(Q@!5 & !M@5/10 5YY\?/V3/V:OVIM,BT3]HWX*>'_&MC"FV.P\16(N8,;@W,;Y4_ ,>0 M<$5Z'10!\X>%/^"0' _!+OP)K0XK\#_L&?##1M4LV+6FI:5X4@M[B D$$I)&MH93@D<'H:^BK*RM=.LH=/LH1'#!$L<,8Z*JC 'X 5+10!X[^T]_P3^_8R_;, MU'2=>_;'7_9YT#Q1JV@D'1-?FB>VU/3P&W!8;VW:.XC7=\VU9 N><9YJS^R]^ MPI^R%^Q=:ZG!^R_\/#_ (0FUN;S=:U.PMFDO!2):-Q=S,\\^&)(#NP!8D< MDUZS10!Q_P =?V??@?\ M_#B\^$/[0WPHT'QGX8OV5[K1$FQW5NSKRD@5_MP=KJ>5=<,IY!%9'I-G(7[+_.QWX*N/AW^R[\!_#'@71[RX\^^L_#NE1P?: MY<8\R9P-TS ?*&TJ(QZ;H^F0^7;VJ91H.%7 M)X X:N@HH X_P"-/P!^"_[1?A0^!?CG\-M+\4Z*Q;S-*UFW\VWDW*58,AX<M%20001S7C&D?\$:O^"4WA_5;?7=_P""?/PHL;VTF6:TO+/P=;12PR*(?A=<_!/Q%X%TS4?"-[H[Z5>^'=1M5GM+BR:, MQM;R1R9#H4)4ALY!KQSX=?\ !)K_)G_"'QMIOQ)^%G[#/PS\.^(-'NEN=+ MUG1O"MO;7-K*IR'21%#*?H:^A:* /%/VN/\ @G+^PY^WA'8?\-&/&]QMI49CTW4M2M6CO:6,G<8DNH6298P#!]I/.,UM_LK_L5_LH_L1>"9_AY^R?\ M!?#G@72KN99K^+0[$++>R*"%>>9B99V4$@&&1F(!P,"O4** /)_VH?V%/V.OVMU;+3++]JW]F_PGX\&C.S:3-X@TE)9K/=C>L4O$B*V%W*&"MM&0<"NZ^&7PM^ M&OP6\!:9\+/A#X!T?PQX;T:V\C2M!T'3H[6TM(\D[8XHP%4$DDX'))))Y)K>H MH ^:O G_1T_P""7OPS^/3?M-^!?V(? >G>-O[0-!]JT6E%H[6Z+;O/@MF8 MV]O(&^8/%&K \@@\UJ>'O^"4W_!-KPE\1X?C#X5_8A^&VF^*K?4VU&W\16'A M:"&\CNRQ8S+*JA@Y8DDYYR?6OH&B@Q'XZ?\$V/V1?VG'/DOQ0 ;(9"\ ^- M?$4T$<,FL^)O#L-Y<&-%"H@>0$A0!P!Q^-=Y\#?V>=Y\#?V>0A^S/X)7X;?L__ OT M;PAX?2=IH]%T&S%0;1N0 2L: *N0!P !7944 >-?'[_@G?\L,?M2>[*/@;QSK4%L+>#4O%&@17DL40Z(ID!VK[#%9E_ P $O?\ @G=[OPGL/@1] M7[&?P]N/!6E:K-J>F^%)O#D+:?:WDJILD\7 MP%^ WB[XS?&>]TZ?90:+9"/S0]Y>7]Q@##"[1E76/))5TR5,D8? MHOV+_P#@I[X# ;:*^/OCW]F6W^ GQ#^'OC3X9Z+IUYXQT+X@Z7;VLUK-=R3JD M,?D32I.@6%9!.C&.1)D*D\X/INBOAZ#_@MOX4^*WI1/Q%^ 7[$_['7Q+^.B M?!^Y2W^)OB7P5=Z1;6>GS,\]&"T%_>0-J$P:"==D8&\PML+C#'U#]D'_(*6 M> ?VX/V=/&_[1OP"^'LGQ U"#P7XOOO#C^#[RPL['7;Z]M(:9YXE@O+F&&"0- M.4V33(?W1S@D+0!](T5\"_\ !-G_(.+OV*?^"I'[1US^R_\ ?A1\5M%\16O MAVZUF6X\:'IMM:^3;R11NFZWU"=_,W3+@%.&R1@9Q8_P#@Y8_8^T_]O+3/ M^"<7CS]FCXW^%_B7J/C]P\)R6VLZ+H3V=G?7DL4<+RS6NKS9A/G1OOC#G8V0 M">* /T4HKY6_X*A_\%:?@[_P28\#Z%\5/VA_@3\3-2>*:I]:Z9#XC\#6.E7- MO:W[QS2I:S)=:A;S*[1P2N&6-H\+@N&^6OG36_\ 3Z3_ &-I7_99'I3_ ,"/ MV9OC;X_M[6">Y\4:-HW@^JCX0MH[B2!)9NX9YK6P68QN\2^:\C)AV1%8$@'MZ;45^>_[/?\ P K[6+SC]E5W6:W\L,YN2ZQJ%(,I[2W0+DVF@:!I-L+G5-G7> MGZI(SJ@LYIK*YE^QW>^2-##*,*TB!F4NFX ^UZ*^8O\ @H;_,%4_@7_ ,$] M-:\!?#'Q)X1\1>./B1\4];32OA[\./!T4#7^]3M*D0D=[B2,*WA\R6-/,=N6 M;Y0P5RF%*/^"LEIXI_:^\'?L'?&_P#8X^)_PL^)OB^PU&_MK+Q4NG7.F/9V MEL\[SVVH6-U-#=@[0A5,,C$[PORI@#ZZKYG_ .'@'_!4KX-?\$T_#' "QOVF M?@\)\2(_!S7T%E%EX%R\.Z':7]@UO*A98V"77G0G(9,RQ(I9<*6RI/TQ7YI?\': MP_X(M>,R1T\7>\)^?\!= 'L/[!'_!<+]E_(*8>)=2\/\ ['WP@^*GB*#0 MI[6/Q%K5UX;M+*QTI9V8(\TUQ>(&X21MD8>0]AVHQP#]F5^&O_!D H_X9V^/ M+8Y/C32 3_VZ35]>?\%/^?#DK]D7_@F3^T1//&_A?X9^!]9^)'C MC54L-%\/Z3<;EK%](I9;>U@B:660A020J(QP 3Q7YJ_M8_\ !U-^QI^RUXVT M&T;IG'XP>)_ ^NSR1V'Q0TWPREKHFJB(JL[:7/=21KJ:Q.P5GB(C)(*.ZE6/ MVA\4?VN/@K/[^"UIX.^&NN_%OX:F _P#@ MB'X\^.?Q4TO_ (;_LF?$WPXB3P_%]?BC5/'L<=RS:?]HPEG:&/4;R15$C! MO+"@OM7G_L^_$CPO\ #OX/_''P MMK4QPVQ\.20>*O%]_%?VMQ#(UA*48221,!:6K%2QN%=R&=5B /W]_;'_ &M/ MA!^PM^S-XN_:P^/-]>0>%?!NGI6/?"OC+P;IFE:K!;LUF8+\6\VK12M;M<7,21SV[,\&-)\9^3XF_X6 (GU'4]0>VC=93+M'>76^-8BB*I9 N&PF69F /T/HKXUO?\ @LGX"^*7Q(\?_"/[@3]FGQU^T/K' MPND6+QU?>![I2;'2M-N&\T"V6[U*\@-W,6AD 6VCF!V-AB1@U?\ @E;_,%U MOV0/^"K>N:]\-/AAI'B/P;\0/#%LUSK'@7QE:Q171MED6)YX'B=UE1)'1'!V M.C,_H 0Q ,S]NW_@X*_8A_X)O_&YO@%^U?X*^)NAZW)8B_TR:U\+07-KJ5DT MLD27,$L=R0R,\4@PP5P5PRJ>*^U_"7B;3/&GA73/&_B^9]CU;3X;VT\U-K^5 M+&'Y<.QPPR*_FV_X/:@/^&]OQ+]*^$?BKQGY#GI1IG@^&TEO(XPC,9!%<7$/FCY0NR M,O(2PPA&2/@+X4?\'47_ 33^./Q8T;X%?":P;\8-<\7^(-433=(T"T\!]H MN+IFQY>&N0%Q@[BQ 4 EB ";_2>OY"?^")]D_P 1$OPX3:,#X]ZI@8Z8MM0H M_KC\&Z_J7BGPS:: J_@S4_#UQ*/"!U!+/5=6\!VFF7'] MDRRJ0?:([R_MI-LK,55HED *X//V8=8_:-^"?[/?QM M\7W6@W=RNM>#-+\&PS7VC6,$<4CZMJ,MM*4+&51F !^F M]%?)?_!*; @L9^S) P %'?#RO ;$TJ1Q1B7^V **NTB%90_ELKJX8J0: /T[HKY^ ;P_X*#^& MO^"?'[.=M>T]\6OV"%XBFU&'S6>XN$ MA'V5IQOR2=N&.W\8_P!NKX* LQ_LE/\MB_M:P:K*_#\%@DI[HOB];9]5MY MI"1%9^58SW$_ M^"B?_!3?]F'_ (F_IV_P"T7\>]8OK^RU:]BL?"NB>&84NKJ7KN1"Z1VREU M0KL4NTC,J!0.2S(K 'T-02%!9B ,2:^*)O^"QVI_#GXI?#7X)_M5?\ !/WX MO?"SQ%\6O%^GZ%X)GUE]*U#2KE[]15_>WMC=RK;S1J2S6TBK+P-H(W,OQQ_P M=/?\%HOC=^R?\/9OV&OV?OA;XO\ #=[X^L)[36OBQJNBSV=E+9^7$;FST>=U M NIMEO&DUPA*P"78I,C;H@#]C/!OC+PG\1">F^// ?B2RUG1-8LH[S2M6TV MY6:WO+>10R2QR*2KHRD$,"00N+$0)I=)FO'C6I1H6&70JCM9!5F4JQ /T^HKD_@C\;OAE^T3\&O#?Q_^$?B>+5?"GBS1(-6T34U4H);:5 Z MEE;!1@#AE8!E8%2 017Q[=_\%X/A3\1=1^)U]^Q7^S\!0?CGX3^#%NTWQ\=_M>#;C3;;38BR/)'IYO+F.35)52*5RL*;65049PZ%@#[NHKPK]EG_(*%? C] MN#]DI?VOOV0[76?'VDM%*G_*;6MI;:PE]$%,FGR1WEQ#!#2R.$CB2(Y(8L552P /T\HK\W_V_ P#@YB_9*_:N_;6_X81\M:? 7XF?"7QK>ZG+IVAVWQ&TF&U>;]0%OL5S$LADL[E@"%C<%2WR[PS*&Q?\ M@Y& X+)_&+_@FK\ !\,?V=_A%XJ7Q9XVA_L^U*5UH4T>A>3-'*=L-TR^7<MZCY<4CQPJ2(POF/G:(V /TG\(^-/"/C[2\0>"/$MCJUC'2W=B]YIURLT8N; M6YDM;F'!T?P7*[:IJM^SMJAN=[$DFV),63_X)T>+/"/P;\::9XA\;?%#X@7<%MX*^&'@:SBN-5U%IIOL\,C>;)''! M$\Q\)M6=MSL&"*^Q]O)^"O^"W/P@\,_M<:)^PG^V[\!_%_P /B9XIL]>Y\(V MGC.^TZ_TK6UG=HX8X-1T^XFB$K2(\85](@,B[Q-O M&FOV>E:/H]A->ZKJFH7"PV[G;1(7EFD=B%\169F) !)K\YOB)_P=#?L.>$ M?A1]G[2?2@WX)?%GQC\)=&^($7@R]^)FAZ3ID-C-]\EL]TL-O;WE_#>3#R$\P MN8%4 KSD@&A_P=/_+5NN_"+_@F3\0)@-H/P/^)^HR>.M"LDE^(7AOPZLWAW M0(5UBQ66#4[SSE:V:XC+PQJ(WWM*JG ;-?$G_!J?:? /!IK]C3QA_P $^_VE M_P!A_P 7_5PMK_Q8O?$A\8ZAX,CNO"&F7,&DV'I!/?&8/;WV(VVJD>2DZC= MB0B@#]X/V>OCW\+_ -J3X(>%_P!H?X+>(#JGA7QAH\.IZ'?- T3202#(#(X# M(X,592,AE([5ROI4?[=/[+7[&PT2R^/OQ0CT[6/%%U]E*>%=*TVYU36M=GR M!Y=GI]E'+PM;#0=-X$D7AJZTI(1/IC280.DKW+$9"O+]IC9D+LR@'ZR?" M/_@XB_X)[>,-0FTKXXZEXO\@U*_C+5/#FE7OQ2\&W^G:=?7-CO@U?ZEINM>'_(@_&_QI5I' M.(VO]#.H:K<7>F7[0DE[:=!)',FX G:1RI(/WOX- 9.\:K^R'X(9M:5XMTSP[0TG2=:TZX5WT_49;2TC@;?$V!/"S(3Y MG_@FM\+?VG?!/['?A_XVIX[^('C?QOIOA>VTGP"B:C!I=U>W<=]DEY=AUMXU M1Y!O17>9=I_+YK[*K^3+XI_!?X7_ +// !UAX8^#WP8\&67AWPQH_P"U1X/&MDZ)IL7EVIDDNH:=,T<2=$0/(VU!PHP !7]27[4?QFMOV6Z3 M1>!/ VK>(9(9#Q(+*SEN=IQZ^7C\: /$/C-_P5Q^!'@/]J2[_8C^!_PO\=?&MKXL:1I+ZIXF\'?ZSL93H%HOEY>]NK^[M:,%CYL8$0D:3=(@*&NN>Q_8_X* M1_LL_P#!1KP3K'BQG]2?]?AC43IWC+P;XCL#9:UX=O 67R;RV+-L)*. Z M,\;%'4.61POXK_\!E]XF\2_%3]LS]H_XQ_$#6)M5\1:SX;LKO5M6NVW37-Q M=ZC--/(S=R\B[CZFO.O^">O[1FL?LM?\';?Q+\)Z)?/:Z!\1OC;XS\+:_81/ MMCG6ZOKJ:V^7IE;R.W(..!N QN- '[Z_MX?\%$OV6_\ @G'\,;+XF?M+^,KB MV;6;\6'A?PWHUDUYJVOWAQ_H]G;*09&^9'?BI8V$2>(8'9U5;6ZL+RZMS-NC=? M(DD23%](LF;,0: M;_L+N\?9TWM-=-&S=66",'A0!Z7_,'M5]]7@SXX_LS_ !#*:A-IVM6>F;_M+9ZG9R&.>"2WN=.EA=''*LCN64CD$YH_H1HKRK]A?X_3_M4_L7_I :2O5 M1;OQQ\(=(UK4(XU 6.ZN+2.2= !P-LK.OX5ZK0 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %?GE_P %!/VHO!_B[_@I7\+?V=O$GPW^)7BSP/\ !*)/B+X^ MA^&_PPUCQ.#XEE5X?#UC=+IEM,;?RE-WJ.)!FBM2,X./MSX]_$CQS\)_A=] M7C;X;? S7_B/KEM'C3?"/AN]L;:XO)2#M!EOIX88HP<;G+%E7)5'(VGXU_C(MG6G[<'@C3?B/)^WO^Q1XI\&_$?XG?%#5/%OB'QBNM:+?:3+#)!#%9V:O;W\E MS&MO0! EM'&8F4$BMOR[X /Q6_P"#J;P)X&^)'[5>B?MV?!KX'?%GPQI?C32S M=)\;77Q ^#NN^&K=M:MD*V[I-J5[\DTDUH@78A9@+%V(^;-?NE_P0#_;_'_! M1'_@F;X&^*B/6OMGC+PO#_PBWCTO)NE?4K-$47#^K3V[07!/3=,P'W:B_X+ MX_LZ>,_VQ_\ @GCXQ_9;^'/L.7BCXA^)?$%M%>>$[C0;O2[>+2-5MIXI()II M;Z\@*%09$8QK(3&TJX!89_-_ @W5_8X_X+3^$E_V@_&6D'^#[@+Q/]'PK^(M5C#%#XABT;QCX>FN-+OX&;I-?QO/]*AU"R2QRJI#%75AN,2HP!Y/_,'%7[(G M_!03_@G1_P %0]3_ ."PO[+FMZ]:^'/$=[97UMXVT%?./AV^6TALY;&_0AE\ MB7ROE\Q3#(DWDG)!!^^_^#?K_@L;\$_^'KOQ/UWQ#\4OA?8>$_VDM#^']OIW MB.[TAW%CXGT&"[+I<0(Q)C:&XN2&B6$TL;*ZK]R M1)B%?>^/GC_@@M_P1L^)/[.W_!0WXP_\%&O&GP O?@[X(\0?VGIGP@^%FLWLM$NI66GW=Y'.9KE()%ME2.%8DA+LP\Q_+&CR 'Y??'?P]_P5"_X-C_^"BNO M?$CX:WMXGA3Q1K=P^C:S?6SW.@>.-+\YX8[>[(N8U<[TW)/$Q=HVV.'?\ M>W_@AC^WI^RK_P %$?%7[1(/?PI?P9XG\0>.3]7Q=\'R77FBS\026%I; MM<1-(@!X)X;2)UD"KO<2EE$GF9\"%:W^VWIO[%GC?]B;_@I5_P $F?'OQG\) MW=]K5I\.=7\(7FDZG+?Z>;RX_L^*_BFO$GTZ>%3$8KQ58K'Y;862,[^]_P"# M9'_@DO\ &W_@E[^ROXLU3I]VM].\>_$W6[6]U'PY:WL=P-'LK6)TMH99(BT M;3EI[AWV,R@,@R2&H _*/_@T8&/^"U'B@8_YIMXB_P#2^RI/VR_^5Q;1_P#L MXWP'_P"BM(KUS]C3_@F5_P %;_\ @C7_ ,%BO$7Q>^!?[!5S\:?"6K)K&EZ# MJ5AXLM=+L;O3+V998)I;N7>+*6,QQ>9'+'SLD";@4D-+XL_\$B_^"V,O_!GZ;\6?#?BW7-0\!^(=(M;6>WM392S6EC%?7L4KB!(FMD MDF$;3& 2,%WG !]H_P#!YQ_RB=\.?]ELTC_TW:K7'?\ !&_P_H5I_P &E7Q. MGM-&M8I-5^&WQ-FU.2*W56NY!!]$(>0@9=A"\&F3DI8U'10*!<_X.;/V8_VR M_P#@H-^Q)X*_9M_9&_9*\3>*-9N/&MAXGUBZEUG1[.WTF"&RO86M93<7J,IS MON8^(U>/"N?,S@'C/^">G[-GI?'[-W_!OG\2/V!/B/\ L(>,T^)DWAWQ1H7A MJ2K7Q@H$D&]'6H[P17*S_P!HI(XX&G_?!]KXVF-9,D*]W _8\:+HUQ\8_ MVA/$,^OTFBEN+YI8U?&55VBB+*#AC$A.=HQXU^Q'(^D_M\B^LG3CY6[]HKX@*=G'$D.L!Q^(9L_6OL+_ (-A/^"?G_!1O_@EW\7_ (]? M\)-8?L/>*=.TCQWX+?^"=/BY/ M_\ &'Q#XDDTRV\7>')-1M]/ MU(W]1YC_+3"-*B72LRA\$HP!/&0#C_^#H;XX^-=3_X+Q?";P9JS6=QHG@#3 M?#*$NBZ3K=X\&G/)/]N9Y9G5',:2$1QR2*C$) ORMM /VS_P6C_X)#_\%>O^ M"Q6G_#:WUO3?VIU.XL;W3/BCX@OI+@+W@M01EM B,>TVB$$$Y)[8] M#_@YY_X(2?'+_@HEJGACIL3]C:0K;6/'_AK0O[$\2^$9IZ*UEUC3BDEF@EMY M)66/SXGFF#([#S$=0IW1A'Z+_@G3^T#_,'&OQQ^$FB?LD_'S]C_ $_X9G3; M"/2=>_:(\7:B%&&Q11&9[?3-S?:]2,8.R8G[/YNV21<95@#P3_@Z7+_X)E?M M%>/-*^#O_!1CX0RZAXB\3_"SX?66D?$3_A"[B9KO2;RTF:\&M66U4E>,3S3% MY%59(A'%(5"AS')_P0C_ ."_'A_]O[!H?X5_LR_\%'/"MG=?%WPC=WTGP@^+ M%D@MSJ5S/IT]K<65]&F%2:6W=\,H$4TD<6461$9_T _:IU;_ (*(_LW?M\>" M/BS^RK^S?KWQ<^$L?PD&B?$W0HO%=I!J+2V]\VMW:/?SQBZOD268E6;IZCR M!F#E&'Q7\'?^"0WC']JO_@O3HW_!2;P;^Q3X@_9]^#G@Z>UUR_TSQC;V5AJ/ MB7Q)LA\ZWT^TGF%NCS- \CDA7$,C F24@ '[95^:?\ P=]_\H6?&G_8W>'_M /TOCK]+*_-_@X]^$'[87[:O[$^K_L6?LE?L;>+_&.K:MXDT]\G\3+K.BV6 MEQ6UNXN'VMWR0.'.[7< ?*W_!D!_R;I\>?^QUTC_TDFKY0_X/ M6?\ E)_\/3_U073?_3UK5?;_/P;#_LA?\%"/^"86E?$7X._M;?I'^,=:L_'M>OZ5>:5XETGQ%H%Y:V?EK)#-]J1-1\U%42)(&C20D*XQD*&\4_X.5_\@EE_MP4_X*7_ /!073?BQ^RY^Q#XAU'PKX3^'UKX7CUK4/$^A6RZI/#2W]RIQ!&[M^)!"5NT5?,5'}1B5'%_'=_\ Y)H.B:[_P $YOV>])T+2+:RM-/\:QVMA:VD M"QQVT"Z1(JQ(J@!$ 50%&H':OJO_@D!=3WG_!L_P"$9/F0NP^#'BA 6/\ M"LVI*H_#)_X.*?V2_\ @H7_,%-?V1?@\)(?V@6Z/,#*)-2T%BS?VB1++G=)NCW1^6T?S[F9$]R_X)Z?#3]LC]F[_@@T/V M2?B/^Q%XU3XG^&_!VN>'+3PM:ZUH4BZK->RWSV[S#)IM L_$%I83V5_HZ64?V6;[3(A\]86*.)D#A?,<,%VKN M/T)_X.1/^4)7Q_[&G?^G>RKXQ_X,F8([K]A[XRVLN[9)\4(U;8Y4X.F0 X M(Y!]Q7TW_P %4_O_!1O]K/_()%>/O@9/\ LCMJGQ/^+%Q FE^"/!_B739; M3P98Q7=C,(+[4;RXMENYBD$SF2WC9?-E\I1Y<8F?Q'_@VB_8;_X*!_L(?LZ? M&#[E_P#:9_9J\1?#O5?&6H/JOA7QP-:TB^LK68V M@'6UO9)ED1U21<1E6&< MLI'(]YQ_P3Z^'17]DW_!(3_@HU\0V/:^";7Q+\7_ +2WQM\8:5+IEUX>ZAT MWPYX$T^&Z266XUW5(QKRPMY<9,432JS/%Y2R3JM?'/_ ;+S:[!_P '">NQ M:UVNEN[0]9>,4U%;$MY!D\QBX3=\Q3>,C/. ,\U[1_P17_ ."5/_!P?_P3H_;4 M\7ZCX+^!?P^T?3O$VG2:-

XH\>_$C5X]3TTP"X$R7UI'97:7EQ*64L[,$5]^V M7RFPR7O^"8O_ 1O_P""P_[7_!:K4/CC_PSMH7B7PQ)]>MVMS\1]5\3VEGI M<]A?, \ Q,E@ADDN#)@JXLQ&&+?NR\;_OE //O\ @]J_Y/N^$G_9)#_Z=+NO MZ*/V=O\ DW[P+_V)NF?^DD5?B!_P_MJ>&/!?@H:$^O:AXFT*U34[C[;'->N+.:>VGA@2-R'LYYXGC+*2K!\E<$ MJIXH])K^0K_ ((F_P#*Q/\ #C_LJNO? ^DVH5_61\9_B5XG^%G@]O$OA+X)> M*?'UYYA2/0O",FGI,=;\5^.=9L9[C3;S5=%M#H,-E?13L;MY;\(6D8:PM+P26* M8P?GS_@C;^R7_P %"_V'/^"-OQ[_ &.?C/\ L&>,!XJU^[UR[\'66G>(] E@ MU8ZGI5M81Q^; .(S)BEA:24O@>404\Q_DH ^7?\ \OMV?^,\%EO)0#* 9OSK>_X(./OV%M1\ ?%7X=_\%- _A99RV9U=XO#7C.^LRN">H"7$<1;')3>O1C0! M\; L@?MLZ- P6Z)* LN^'8I;>ZA\,Z='\2?CY9Q ;(-8TF9K2[!T&0]W.JI M-J*(1S%I:]FY^+/^#X#XM>-/^$M^ OP)AOYHO#O]G:QKUQ;(Q$=U>^9!;QNP MZ%HH_-"GL+A_6OT _P"#:3_@FAXK_P""<7_!/[.#XS^#)-%^)GQ$UN76O&5A M=*OGV$49,%E9.5)!V0J92/X7NI1DXK. X.1/^"- GCG_@[^S?X;U[G^6Q'Q M1^&E[=7'AVPU&Y6WAUFRN5C%S8F5L+%6@@>.W(0.C*Q42*M/ /(?VY?V _\ M@J/ _%@O^=8WPR_9U\.>"/V:_"T^A>*#P]XD\-;_;_%/7KN5K:+3)(X$\G^P M%1-T-SR5=@,8&0R,\44EQ/##:6N(S&KN#,$W,$5[G_ 2*^+?_ ([;3&\3Z M; ?B7J)>/5_#6N6%[&]BNH,<--$LR+$TYQ*J/(LQE1V*> MK_\ !\U_QY_LP?\ 77QI_+0JZ_\ ;L_X)7?$/_@L? _P4Z^%/QJ^'O_!/7QI\ M! _#NB21W'QX\?\ M@Z6_X)+?M. ,\%_ @;\-O&/]FB6NO^*/ACJF]-/X4FOX;6;4K, _2U$CP2SLL M9DC:SC/ELR[E=MI+*%8 ^P/^".?_ "B>_9N_[(CX9_\ 3;!7_G_ 2"T71] M<_X.Q=2M]:TFVNXX/B]\1[B&.Z@618YHX-8>.0!@<,C@,K=5(!&"* :G_@CB MW_!1WX:?L9>#/AY^UI^R7;> -+^$_P +X?#VE^%[#Q)::IKOC"\(XDANE"N MEOIZ"& QK#),5W.!9FA2)3)^8G_3F_P"""7_\ P5= _9N_X+FP_\%&?BG_D$ 5_\50>!M3\>^*=3OK:S\7>'9KVRMM7AOXXF,8U(*YB:[C9PK$[4?:N. 0#Q; M_@[QL:.7_@L_X=AEM8V2Y^&? A_[0C*"),WMZIR. R@#Z"ON7_@!7T71[& X) M_?!S3](TNWM+>Q^*BVUE;VT*QQP0C2KL"-%4 *H"* HX 4>E>(_\"7_ Z M_P""IW_!0G_@IK)^T-^S1^PKX@O_IX<\.Z? H5AJ>I>*]"MO[5>TN+B5KF* M-K_>D+F;">8%<@99%)Q7TW_PW MV+\KM*I+^:-@ #-]P?\ !+O]@OXI^,O^"%@_X):?MU? /7_A[J'K. 2&.TCN+J:&"[U&9YG:>Y:2.(A(8T(6 M+?)^-_\ P0K _ 5W_!5/]AO_@K'; M5_M$?L'^(=,\^(8=7T_4KZP\6:#< MMI0OW#/)&M_N>&"[]@9]N2]L0%(!XC_P %$)&TS_@\5T*2Q/E' AH;X8D[M._]X-"W?GN.?Z:^^? ^#V# E& P##/_LMUK_Z9]4KYI_;* X)@?\ !5[XS\ M!?%?^"G'@7_@GGXKF\"Z7\??"OB"WLY_%WAV.^N[+1AIT;LL9U+:K2BQ9D5F M&/,4-M.!/\>M"6V\<^& %=CXLT[PIKUY! M;RWNVRNK>;3VF\QH(IP+O(8R&(M#MWX8. "__P &O?\ R@L^!?\ US\2?^I+ MJM??=?FA_P &\'PM_P""H'[,W)G@3]D#]]'IE/3/A?X1^&DVLM<:]JGBBVU M#4O%7VR\NKJ&WAM+8LMDD4MV[//)(Q<01(D>))'3]+Z /Y?-,^(GB[!H'_@\ M1BU+XE7,MQ)HO[OOSIF%3E+FQ3G*P6FDK-!:*@Z*-EK&_'5F+=237K/_ >]+'8? MM! L_:U8.8;X>$]9'VB)MKJ$N[9HR".1AF+?@_\.]9UN23[SW=U]&ASS,?WD+_ZFTV((T?DKD@ FO'?^#7/]D[]MC_@GE^SUXS_9>_; M_9%\2^$KG??'LWB/3/$O]MZ/>:>8GT^UMS#)]FOI)DD#6O&(BI\P?,,&@#]6 M*^7_ /@I)_P2T_8M_P""L_PPN/A?^T!H<4FN>')7@T7QCH$\::OX;NI(HY=@ M?#?*R212-;R@HZNC[0=CCZ@K\Z_$?BG_ (*@:I::%8:;/,MC=7$+3"7[&%9,@:88$@.Y& /YXF\' M_P#!03_@B;\>YOVIOV=_&6L:=X>TGXG^(?!.C^.K2(#3O$,VD:A+;7%E?6H= MU"RB'S1!*3E26C8M$63^M7]@K]J?3_VW/V,_AK^UAI^B#3/^$Z\)VNIW>F*Y M9;.Z9=MQ"K'EE299%5CR0H.!G%?B\WI.OI8?_!7_ /8I\4_L_ 3]EO5O"?A MS5OVP? &7BOQE\5OB3=65K:^'HO[9OF^PPV<4\EU<7R>>R2]J"-&0Q^81(9$_ M9_X,?"/PW^P)^R#X,^ ?P;^'7B3Q?I?@'PI9:+I^G:+]D_M"]6- CW+?:9X(M=SMNE?YQRYP.U \'W'[77_*WUI/ _&=/X(_]*=*K^BW_(*D>!M9^)?] _33 M_: \ :'('EU'5O@SXFM|A3K+.VEW'EI P_";"_C7X5?'C_2QEU_P6/\ B7_P M6V_X>A^'?^": B5/#5G\:I'\7V6@?7 CGPXE[-8:==6KK$^W461)(K89 9E5 MGQN(&3_11\-?&>I_$[P8-<\4?";Q!X2DN&:*;0/%@LFN0N!DL+.XN(2IR1Q(M>AXQC(! /Q_P8^2(/CQ\?HB?F/A'1"![^ZN< P Q7SU\'?!>L_$? _@[LO-$T M&!Y)K;]K/7=1D$8R1#8ZA=W#K;PMXY^(_B37=0\$?#E+Z*[F\ M.6^]7DEQ-/=30LT?G^4_D(B,VV-Y"YW,%0 _+S]N#P3JWP_X.[=%L->A9/M MG[3_ (#U2!WZ/!=76E7",#W $F/8J1VKZ-_X/CI0?B%^SC#_ '=&\3M^))=%N9H9!AH_M%JEP$8'H0)0".Q&*^ MFJKZ1I.F:!I5KH6BV$5K9V5ND%I:P(%2&)%"JB@%O"%M/9>$_#6GZ7#=7LUY=1:=9I LUS*Y>69@@ :1V)9 MG/+$DDDUH444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% &%\1_"7B#Q MOX3G\.^&/B? KG@Z\F9#'KWAVWL);N !@2%6_MKF AAP=T3'!X(/-?S?>,O\ M@N%_P6G\,?1 6BY_P""<4?|>D;Z3%\?5^'\7B5OA;X>-SI%E?6%L%NC'IC"F M3RV#E_X); !& M[_:!^&OI6/@G]H3P5X6V3>-_#'B[X3VVDWIC9E@K7<;Z9-'Y\:DC?C88E^?: MZJY7V_\ X(O?\%O/@-_P6"^&6I2>'O#S^#_B-X6BC?Q=X%N[T3[(G.U+RTFV MKY]LS? *255XWPKC#1O)]A4]J /[$:*_)S_@K'_P5W^/VH_\ !3OX9?\ !%C]AGQZ MO@OQ!XJUW2H/B=\2H+*$YOM&MKL+.UK91SJ\23+9'SS(RL17NI^&+V>]EL M7NH+U(DD:)'2&9XWW*4DE55#!& !^Q5%?E9_`Q_P 6-O-#;H;>,;* /W/HK\P/^#BK_@M1\5?^">%M MX' 9)_9 BT\?&7XI@266M:E;I/%X>L'G^S17"PR I)--/O2/>&11!*65OE!\ MF_X*P?M1?MI?\$!_&/P# ,:!T/]KWQW\8_"?BR[N-'^+OA#XC7%MGLD*-ITCK)<;41O+0QQ!E=X8 _9BBORM_X.4?VZOVHOV4_P!@KX9_MT_L M%?M6ZWX4C\4>+- ,TP65MHNEW=CJ6G7VFWM|'=%;RTED28?9X@-KA=CME2<&O MG/X)?&C_ (+A_MY?\$,?$'[?.I_\%%$\ +\/_#7B77+%O#GA6T_M?QNNF2W4 MT[7EU" (5TY$CA:UAB@C)=_X(D_\%6_^"B'0?_@MQXB_X9?M>_M,:E\$= F\5>*?"S:GK\2 M&6UU+1UO)%O+=\>8DG:!\1-&U"YN?#FK>"[^O8M,FM)+>/_1Y9+$S&-Q."5E>1@P;#;2%7 M]9?V,/B)XM^+W[^GPG^'C_4UO=>\4?#30M7UN\6!(A/=W.GP332!(P$3<[L M=]@*,X XK*_P#@^*_Y*K^SM_V+WB/ -'Z?7K _.U)\(?^"N'P>_X(K>!/ M^"@?PH_X*;ZSX>OO /PG\,ZG9_ "[P9X<@M-'AT/]):1JC32;IKNZ2%DFEDGW M1N5D1(XUVT ?N!17YU_\&]?_ 63UK_@IO\ L5^)/&?[1]SIMAX]^%-VMKX\ MU2TA6WM;VS>%YK?4S&ORPEUAN%D1<('MW90JL$7P? _@FU^WQ^TU_P<%_MD?& MB^T#!H3QK\'_ (#?"W3[6V\)Z\:E+6^O;V2&20MY5G(;:- ML:LT2D/M=0!C** ,7_ ((&_P#!67]H/]I3]H+XU\ !+W]LSQXGB3XA?"# M4M4BT#Q_!916UUK.GV6H'3[@SQHHC\^*5H&5PN764[P3&7?X>^*?_!;;_@J1 M^RG_ ,%R-3_8[N/VF_%GQ-\!>'_BRNAZ;X)E\-Z#%?\ B&.8]+33C<16,6QY M)98H?- !3&=Q[B@#^CNBOR9_9-^&' !S\I?\ P6(T3QK^V/\ $'0[WX'7EG>W M7B2U\'ZQ:MX;M+:2RE\BQMK>1([PW$5R8%\UH]|;&8R.A;/ZS4 ?"' !2+]H M+_@JY\6/&.L_LM_\$>/AYX>LM5\,PQ#X@?%_QO-"EEI5Y-"D\6E:?%.CKZ3^Q/_ ,%0/$5SXML; M[QE8Z!XL\/ZUI-BMWIOVV2-8M0L;JSC3S5Q-'*]DO%)'E5",P=?Z%OVA/C98 M?L[_ BUCXP:G\.O&/BR'1H!*^@> O#DNK:K=\@;8+:+YI#SD\@ DD 5_.=MX-_X*M_L8?M1?\'\#_(-T_7+&R\%Z:\T8_P"$9NK'9#9W MFKP%\?CD5KB1(W!BDQQ,D>Q@#^GWXP?$#@Q)\-/!$_B;P?\ "'Q#XZU,2+'9 M>&_#$ME'")!CYG>10!TR< _A-\1/^#CO_@I;\5O^"P?PO_8_MO/A#IOP+T&'X]^'?#? C;PJLD&K:O>V\NJVT4]O<7Q!A$6&:7B5U6XB 5#EC^FE5M.T?2-(-P=)TNVM?M5R MUQ=?9X%3SIFQND?:!N8X&6()P* /YIOV!?\ @Y+_ ."H_P"QY^W39_LR_P#! M4C7;_P 1^'I/%,6A^-=*\5>'[:RU?P5)+(]?:XI;>*,NJ;UD,;^8DD6?+*EE M>OW;_P"'IG_!0CP" P $P_V*_%?[6?C721JMQI:Q67AK0!/Y1U;59VV6]OOP M=]Y#2.P!*Q2$ D \6/VY/V1H_^"N\' =3WWP]^$FC+<^%/AXV@-\/7$5K M'F"H87NXW_P#P3#_X M*N_"/_@H/_P3OB_;LUE+7PI'X?M+Z+XEV#SF2!0;RPA$UV0_4P^2R7"$Y81R M]#\P-?"W@>W2+_@R\GCP #\'-1? \3K4S?S->3_\ !D3XF;Q:\-_VEO@AXGLH M;_08KSPW??V=>0K+!(UW%J<%PKHP*L'2UA!!!!"X- &5_P %(/\ @H!_P="? M$+P?K'[:WP _9_\ %/P9_9]TZ%M0T2VL-.T>? 61I2_,FH:E$F>CS&/,<"* M.&-#\P8*9&^C_P#@V9_X+U?&&RI9JWB?]DW]L%K&#B)X7T#^W=%6Z=81V MG]MZ-DUO%;2,T1!^\7 V!>K%@ "3BOQ2_P"#,#_@GEX\\(1> M./\ @D\1-$FT_3?$6BMX3^'ZW$94ZA;_:8YK^\4'_EF);:"%"WF2<<;>0# M][]_#'O;_@X7^)_Q_X+7? _P#82_8:^K:;\.M$^-/A[P]\1M=TR.*5?%E MS<:M;6]Y:*]JW^B1(7AW(5,CM*P)58V/Z*?M_&+XD_'7XH:;_P2^_91\6W6 MD^+O&&E#4?BQXZTMOWG@'P@SF.29'Y":E>D/;6B\LO[VX(B5C^"?[:GP=^& MO[/G_!V%\/O@C\'?"5KH7A?PM\9?A%%IVAZ39KA+>WBL?#RJ,GEF/5F8EF8EF M))))(!_5-1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !7\A/Q?(_XBB[PYX_;:MO_4HCK^MSX@^%M=\9^%KCP]X<^). MM>$KN8J8!=\/P6,EU!@Y(1;ZVN(#GH=T3<'C!YK\T_$7_!I;_P 5>7?QGO/ MVB== _:0_:"F\HO&T=G:IGJMPT48 M'JV3P';_G0_X-(_^"=WQ$_:&_P"""@&G_ +9^N>&;F'X??"".YN!JT\)6#4-; MFMWAM[2)C]]XUF:Y?;G9Y<0;'FKG]M_B'_P01_95_:&UC2[W]L_]H#X[?'/3 MM%N1<:9X;^)?Q-D;3()@,>8+?3X;12^,@L?0+BSM(IY89;=TE_=)OT^1@ M=UNR@U^X/Q:_X))_\$/+:P3I?[2?Q:^"&F:SH*V3^'O$EIXZUW5#<&YEC%G M'9D7LCW#32R1B*.$,TKR*%#%AGL_^"IG_!%+]B[_(*UZ+I$G[0NEZQH_BGP M] \&A>- _"=U'[J-O;LQ?C#2?B*$QO^(/Q-UGPU+)+X/A\>ZVLNE^')G5E:XLK")%BCN"KL/-;>PW MS#IL))H _&G_@YLNOB1^R?_P3&\2MT!% MQ929'4;P3IX5_27X _:O_9Y^)7|-.G_M@>&OBOHW_"N=1\.+KB^*KJ_CBM;> MSV;W:9V.(FCPRNK$%'5E8 @BO, _^"E' _2J_9#_ ."JWPILOAA^U)X4O3/H ML\D_AKQ5H%TMMJNC22 "3R)61U*.%4/% (CQML0E=R(R_,G["W_!KI^PE^Q=X M_L 'VM_$KXA_$Q-(U:/4]#\+^,]7B&AVM[&P:*[>QMXD2XG0@%6E+("H.S(! M !^7/_!XWX;\4>$?^"H7PT^.MS\UWX? UKX5:::$N2[QQS26>HWCSVZN,,I MG@^'%YX< _X2*#6O$_ MQ*UN>UTRW\K?.TK37Y6!X@KI*#@HT;*V"I%?0G_!1?\ X)F?LH_\%1O@K%\$ M_P!J?PG=W$%A=&[\/^(- &NA::GHMR5VM+;3,KJ-RX#1NCQOA2R$J7Y+_8H_ MX-:OV(_V0?'-MXIUXT_$[XC:1I^KZGI_@3Q7K<4?A1KR)@T5QXADMM-3P_]VT31W(K$R,L(12LH$@(P_S V2_P"""41' _!" >/>? ^:-_%/\ MGK%?=?\ P4X_X)_ _\X*P>$-!^&W[27Q@^(VF>%O#^I+]5KX:\&ZEIUK;3 M:@L"?L!D?\1BVO'/_#<;\2O_$7KE?M'_P $ M\?\ @@3^S+_P2I\:^(/'/[(_[17QBTN;Q3I!T_7K'5=6T:]MKI56003%)-+R M)8'E:6-@0-PVN'C9XVX?X9_\&QG[&GPA_:OA_;?\"?M/_'BU^*,7B:[U]O%4 MWB/19I)=0NFE:YFDCDTEHG\WSI0RE-I$C#% 'P! P2?%?\E5_9V_[%]Q' P"C M]/K] OVPO$NCZ#_P:TWNL:C=1K;S_LG:';12,PVM)<:39PQ 'U+R(![D5[K^ MWC_P1Z_8Z_X*4? &OP!\6_P!KO0M5\167P\TK4K33?"4.IO:V-Z]XT#&6X:'; M,Q3R!M5)$4EOFW#BO)_&O_! ;P7\2/@1I'[%GC[]OCXWZG\ -"NH)--^$TMW MI"*(()!);V,FD8"]FM(F \N)Y"4")ALQH5 /SF_X- 6OV2OB_P"+/^"8_P"V M9X]T#2KJ,?%7PI)X1\%'!0W=|:Z5J8=TS]X"34X$##C/?V5/VNM)NO[5\7:%;7'@:/_A+-1TCS;ZQDF^T68^QW$/FS/%.9 M%5]V!:R;<$D-_3I\#/@9\ (_V:/A)H/P)^:'@.P\,^$O#-BMIHFB:;;&5BMX@2 M3R26=V8L[NO^N[,S$LQ_/+]MW_@U1_X)_M??M 7_J2_A'QKXW^%?B76=3. MHZW%X(N[865S>1L^[IN.*:%FMYF? YR8W5"V6V!B20#Z*_9Q_X)W?\$KOV* VN MX]4_9U^">F^&_B]K_A;4;^:XMM8U2[O)M+-S MS/<&>>5$5YWB >7#2.K["Q M1\?A%WXIL;/4_^#Q2*WO85D1?XCK.5589 >..-T/U#*#]17]!O[^G_!- X ?\ M$^?AS]W@[X,:GXFU77?$9C?Q3\0O0&6L_VGK^L2QHR0M/<2IM*Q*S>7$]+$FY MCLR[EOF"7_@V1_8YF_:X/[=;_M1?'C_A:I\??)\)- P)6/$6B;QJ?F^;YOD_ MV1Y.W=QY6SR]ORI=O% 'Z/456T:QNM+T>TTR^UFYU&:WMHXIM0O4B6:Z95 , ML@B1(P[$;B$1%R3M51@"S0!YE\/VS_V3OC3\9/%/[7PG_:\)>(?"(@5H MO%7A72]:BEO=.9'V2!X@_@OQ!\<_@?\ M$]4T;2(%6;Q'5(O.=?E:5AD$!A^!O@4/A9\%/!_MPQU?4A>W?ASPMI^EW5X"3Y\EO;1Q-)D\G<4)Y]:_F!_:ZDC_.(OC27WC'_# M5'@@9SW^U:4,?G7]1GQ"*Z[XT\,3:!X;^)>M^$KN5E*:WX>@L9;]$ Y(5;Z MVN82#T.Z(GT(K\Y/%_\P:L?L,>//VA[C]K'Q7^T]^T%=_$:Z\3IXBE\6?\ M"8Z4ET-3299DN4V:6%C9)%4]% 5-4.Q0+'T8^*/Q.\]?!7X;:|\7_BGXFM M|%\-'N-4U[5KO/EV=!\>TDLK;020]*3& DQP 20*^9?\ @G3_ ,%NOV / M^"HOC7Q\-?V7?B\]P (_#MJ;VXT+Q'HSV-Q=60D6,W<)821!W0-R'3S$W* MNX9]N\4?LR^'?BE^SAXD_9A_:|\>>(/B)H?BW1+S2=?O_$BV-O>7-I<1&)TS MIMK:Q(0"2KK&&#5^WJ_.G]MO_@V8_8?_ ."@O[1FN_M0?M)_'CXV MZCXCUQU58+7Q7IT=GIMJF1%9VL3:!=:.L^.-<<,[NSSVBI&"[. ML222!(PY+.6>21\K_@[0^#'Q$;9_P""2?PD_:!G\"/I^K^#-7T_4_%VC6\S M3+H|KJUDD"TBW%5R'R0.E=_IG_!F?\ \$GM.U*WU!_B%\:;E8)T MD-M<^+--, MTV73]9T74;=9;>\M94*20NAX*LI(Q0!^-O@:Q'I][_P95SZE'=)Y: "S4;.O MNX\Q?$4T!7Z[QMQZU-_P94?LT^(?AY^QK\4/VG=>TR2VA^)/C*UT_16EC(^U M6>E13*9T/=/M%[I:;;(S?:!<_9AJ#69U 6GG*LGD^?RPW|]_SU|CW'L,OP\T;]F63|E#X M-7>H_#3PS'X:.A:-/X DBL[O1;4ILW6DDDZF8@^8JI'\T1:OKC|EK,@MO\ \$T/C?\ '#X6?I$_\$Y? M$MMXN?4(KBUELM%\,W^E:;X4T.PTV>82?Z5;1*^7A@MXX8_Z[5IY_B]\<7=V+.[^+],)8GJ2?[,Y->_P#_ 3;_P"#>'|A'_@E MQ^T#<_M*?L]^)OB'JOB*X\-W.BHGC'7+.ZMX(9Y89'DC6"SA82_N @8L1M=Q MMR00 ?"_QW_X)1?\'*.@_MH_'+XT_L8_M2:'X5\+_$SXGZEKMH5\;B.ZN;'S MFCT|)B][[0V@BB2++5C5=]XYS^3O[47P9_X*2^%?^"S.G?!3X_&"'5/F9 M/'_A*TLO&2:)436+B'3CI.WVGRE $2260+;/E\OHV.?[.*^&?CC_P &^_]$ M?Q_ ."CMG_P5"\;>,OB-#\1++Q9H'B&&PT[7;./23=Z1'9QVJF%K-I?+864 M.\>;EB7P5R, 'TM^O5X3^/\ X$_9*^'?@W]JKQ2FN?$C3/"=G;^-M8CNO.MY M]*Q@32B0*N_+9.=HSZ5ZA110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110!6UG1]\0Z/=Z!K5FEQ9WUM);W=N M_P!V6)U*LIQV()'XU1\!_#_P)\+/"-CX ^&7@O2?#NA:9#Y6FZ+H>G16EI:Q MY)VQQ1*]{,DG Y-:|% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%>$WW_!3S_@GEIO M[0H_91O_-LOX>Q?$0ZB-/\ ^$6?Q+ +@7I.T6A.=@N"WR^26\S<0NW)Q0![MM15;6M:T?PWH]WXA\1:M;6&GV%L]Q?7U[.L4-O"BEGDD=B%1%4$EB0 2:\^ M^"?[8?[+_P"T;K5QX;^'"QQ\/^)-0M|/34#9:?>@RS6+MM2\B5@#/;.WRK<1 M[HF/ 8F@#TJBN-^,_P"T+\$OV>-(L=;^-7Q+TOP|%JE[|CTB*^G_'^HW.TM MY-M"H,MQ)M#,4C5F"J6(P";TOA=\6/AG\:O!%G\2?A#X\TKQ)H-_O%|JVC7J M3PNR,4=-RDX=`5D9#AE92K $$4 =!110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!7U M73UU;2[G2GNKB!;FW>(SVDQCEC#*1N1QRK#.0PY!P;_*/_@O9X1_X)1:=^S+ MX1_X)H3^,_A9\.OB!XC\8Z%;^"M4FBBBF\%0+>037>JW4T8+VX>T$T8:9U,\ MMRA9L%Y4_5+QEXP\+_#WPAJOCIQOKMMI>BZ'IL^HJ=YQ&AM+6&-I)9G8_= M1$5F)[&OAS_(*A?&'_()U_P#!0C_@EUX^T'PW\2__P 4YO%'AF\MOA7I_M_AK4+;4M4NO%+0N--BL(4)F6[^T^6&4!2J>9YFV,28 ._X.$?B+K-YX5_9@ M_8*TK6;A]%^/_P"T%X=\.^-)FG);4= ANK/+G]DBT_9;_;A^'>W3|<^'W]0^EZ#*ULH3[1X>U2TN8]1L#C'[N5+6$; M>@0*!A@J#7#_\%+OV/OC1\&/^"?/[%_Q\)06UUXC\2_L=>*O!&M_$M+'==2SZ M5906D.KSQI_V5_P!AGX%^)+#Q M(_B+XQZ9\1%-YH=XEU%IWA#3;:?SK^5XR5CBF-VD<#,0)I<*A)$@ D_90^(M>]?M3?\ !QI^T;KGBR0W>E?I]? #/1?"'@2TF.8["75!'=W]RB\A))(7B,@^_M8Q{$X&*F_8T^(NI?!G_(.'OVH?V,_#]P8O"7CKX>:/\4;?2%.(+'5U6QL+MZ:->BO=-.DLI_B:)3VJ7X&_#V7]BS_@X1^.^L^.I$T[PK^U)\/-)UGP/K-TX M2WN-;T=$M[W2@[8!N?+>2["=XF)&=I 7]@+X:77[0?\ P6_:<_X*4>&V6Y\ M :?X7TOX7>!O$$)W6^NSVZ6DVK26[CB2*"[M5@Q249[X\)1@ #!%Z*** .# M^(/[3WP ^%7B-O"7Q$^*FEZ1J20I*UG=R,"--RK< \&J/AS|L/\ 9C\7ZY;> M&O#7QGT:\O[R39;6L%I&QG ^7T!KMM6$>"]>O#&\>:@[%,WI+KQO(ET+&T2+5EQNQ"OM W#/.#0 M! [A_PF/AC_H-0?\ ?5'_F/AC_H-0?]|5< L[3_/GQA_[|"C^SM/\ ^?&' M7_OT*'P_F/AC_H-0?]|4?\CX8_P"@U!_WU5S^SM/_.?&'_OT*'[.T_\ MY\8?^_0H I_\)CX8_P"@U!_WU1_PF/AC_H-0?]|5< L[3_/GQA_[|"C^SM/ M_P"?&'_OT* *?_"8^&/^@U!_WU1_PF/AC_H-0?\ ?57/[.T__GQA_P" 0H_L M[3_^?&'_+|"@"G_,)CX8_Z/4'_'U1_P)CX8_Z/4'_?57/[.T_P#Y\8?^ M_0H_L[3_/GQA_[|"C^SM/ M_P"?&'_OT* *?_"8^&/^@U!_WU1_PF/AC_H-0?\ ?57/[.T__GQA_P" 0H_L M[3_^?&'_+|"@"G_,)CX8_Z/4'_'U1_P)CX8_Z/4'_?57/[.T_P#Y\8?^ 0H_L[3_/GQA_[|"C^SM/\ ^?&'_OT* *?_"8^&/^@U!_WU5S^SM/\ ^?&' M7_OT*'P_F/AC_H-0?]|4?\CX8_P"@U!_WU5S^SM/_.?&'_OT*'[.T_\ MY\8?^_0H I_\)CX8_P"@U!_WU1_PF/AC_*#4'_?57/[.T_P#Y\8?^_0H_L[3_^?&'_+|"@"G_ P)CX8_Z/4'_?57/[.T_P#Y\8?^_0H_L[3_/GQA_[|"C^SM/\ ^?&'_OT* *?_"8^&/^@U!_WU56SM;5O&5Y UM&46TC M*H4& >VC?WDODHOF-R?F:)Y-=-10!A_$/X8_#;XN^&I/!GQ7^'NA^)]'ED6272 M? $.DPWML[KUC%,K(2.QQQ6EH>A:)X8T:U\.^&M&M-.T^Q@6&RL+&W6&&WB4 M85$1 %10. !5JB@ HHHH *\+_:P_Y+9\#/_L>Y?\ TF:O=*\+_:P_Y+9\ M#/_L>Y?_29J /=**** "BBB@ HHHH **** "BBB@#'\2_\ (7T?_K|/_H)K8H \2_\ (7T?_K|/_H)K8H **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** ,>R_Y'>]_P"O*+^9K8K'LO\ D= [W_KRB_F:V* "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#'\#_/((E_Z_ M9O\ T*MBL?P/_P @B7_K|F_]"K8H **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** ,?P/\ \@B7_K|F_P#0JV*Q_ __ "")?^OV;_T* MMB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ K-\8_P#(ML7O_ %P-:59OC'_D6+W_ *X&@"YIW_(/@_ZXK_(5-4.G?\@^#_KBO\A4U !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7RI^WQ^TOJGP^ M\>>&/!G@:^ OM&O(]7U/#+ <$@_NH&QV9=S,/1DKZ3\?\ C;1/AOX*U/QWXBFV M6>EV;SS8/+8'"#_:BX4#U(K\L_'_ (VUOXD>-=3\=^(IM]YEX\\V#PN3P@_ MV5&%] * /U,\ >-M$^\)'K3/?2AV;?

9ZI9I/#D\KD]_Z\HOYF MMBL>R_Y'>]_Z\HOYFMB@ MMHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@#GOBI\2_#/P@\!:C\0O%L()9Z?#N*)R\SDX2-!W9F([?&;XV:M/)?^)KG2])9B+;1-,N6CA1.P%X786M[J-UOBJOXW\>^.LYGQ'+(,-5E3H4HQYU M%M<\IQ4_>:WBHM)1VO=N^EO@^)\9^+_"6H+JO MA;Q3J.FW*MN$]C>O$^?
JI!KI/_8E_::U;XG:M%\)/BWN]'##]17 MY3P)QWG7!>=4J]"K)T7)>TIW?+*-]=-N:WPRW3\KI^+EN98C 8B,HR?+?5=& MO\^S/UQHHHK_$>/U8**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH Q__\ R")?^OV;_P]"WA*VL2ZXN+K!>XG[YDE;+MSS@G [4 ?&/[: M_P"T+\:O%ES%\,?&NAV?ARQD2.IET"VN1/@%._#LVR\ MTN\2>')X;!Y0_P"RPRI'H37ZF>/&VB?
$CP5IGCOP[-OL]4LTGAR>5R.4/\ MM*[_LS? G6_P!GKP5<>!+[XA?V_9F\,]CN MTS[,;7CT44 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7A?[6'_):/@?_ -CW M+_Z3-7NE>%_M8?\ );/@?_V/@R,]1GEQN-PF78 M2>)Q4U"G!76/RN .3Y>!UK_:_1WX?_ 8\9_%/Q5;?&KI:",W M5NWF>&O!B/OM-'4\AY!TEN.F2> ?
HH2K\;?V!O@S\7]6F\4:>USX=U:X8O<7 M&F*IAG<]7>%N-WJ5*Y)).3S7\S>(WA?G_B!C9<09;25*4E&*IU'RU*D8IVJ. M^D)-62A)I\J3DXRO!?(YKD^)S2H\52C9Z*ST;7?R?D^F]GH?G97J/I(GP1U; MXV?&;3-/2R9M)TNYCO=;N"OR)"C;A&3_ 'I"NP#KR3T4U[OX"_X)@^$+^0ZA MX^VHW-LEPZ&VL=-2W=@IQ]]GD' CM=O%X7TK]B3XDV6K>&XI8?AQXJ:&QU
MB.69I/[(U!1MBN2S$GRY.C$G .3V5;^#X=\&\^RC,:&8\2TE2PE.I'VB4HRE M:^CERMI4^;E525[QBW*UDVO-PN08FA5C5Q:M!-7U3?X=+VOV1]"T4 @C(.0> MA%%?V^?H84444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110!C^! M_P#D$2_]?LW_ *%6Q6/X'_Y!$O\ U^S?^A5L4 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %9OC'
)%B]_ZX&M*L%OOK_,BQ>_\ 7 T M7-._Y!\'_7%?Y"IJAT[_)!\'_7%?Y"IJ"BBB@ HHHH **** "BBB@ HHHH M **"0!DFO+_'/[5G@/0M:;P5\V=/O/&OB3D+H_AQ/-$1Z9FF&4B4']:$'[]?
X=^$=9/@SPI#=^+?$K$K'H/AN+I(K#C]ZX^2( )A5,]>V*|+^'WPO\ MA_\ "O1AH/P^\)V>EVW&\6\?SRD=*[G+2'W8DT >:?\ "M?VB_CC^_\ C#XS M'@S09?\ F5O"EQNNI4/\-
Q=_H53Y2#V->C?#?X1_#CX1Z3_8WP\\)6FFQ,) M9(DS+,1WDD;+N?\ >)KHZ* "BBB@ K'\2_\ (7T?_K]/_H)K8K'\2_\ (7T? M_K]/_H)H V**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *\+_:P_P"2V? __L>Y?_29]ITKPO\ M:P_Y+9\#_P#L>Y?_ $F:@#W2BBB@ HHHH **** "BBB@ HHHH Q_$O\ R%[' M_P"OT_\
H)K8K'\2_P#(7T?_ *_3_P"@FMB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH Q[+_D=[W_ *\H MOYFMB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH ***\K^+_ ,>]7LO$ M@^#'P.T]+7/&URF9@QS::-$?^6]TPZ8R"$ZG([5#>9FV;X')<+[?$RW:48I7 ME.3VC"*UE)|$O5V2;,:U>GAXO>-[J/"2 ?Z+
MH\1S_H]JA^[C()!?]D)M:U:77O%NK_/KGB6^7,L[@5X>"RC'9MBX9CG*LXN[*C>\:3Z2FUI.MY_#3VA=WG+GI MT*E>:JXCIM'HO-]Y?@NG=E%%%?7G<8_@?_D$2_\ 7I-
_Z%4GC7P=X>^(/A2_ M\%>*K!;G3]2MF@NH3W4]P>S X(/4$]JC\#_ /((E_Z_9O\ T*MBLZU&EB*, MJ56*E&2::>J:>C375-;BE&,HN+5TSQ[IF_QCX@\':Y??LP_$Z_:76?#L(E\/ MZC-
Q_:VE9Q'(/5X_N,/;OM8U[#7FO[2/PGUOQOHECX]^',BVWC/PG.;WP]3,.HV$G^LLKI.)(7 M!Y!4],@9!![U\GD%:KE&,ED6)DWR+FH2>KG232Y6^LZ+:C+JXN$W=N5N+#2E
M0G]6F]M8OO'MZQV?E9]SJZ***^P.X**** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@#'\#_ /((E_Z_9O\ T*MBL?P/_P @B7_K[_]"K8H **** "B MBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH *S?&/\ R+%[_P!<#6E6 M;XQ_Y%B]_P"N!H N:=_R#X/^N*_R%35#IW_(/@_ZXK_(5-0 4444 %%%% !1 M110 44V66*")III%1$4L[L#1 M2!9VQ[&:Z/[M!
[C/H2* /5V944N[#))/ %>6>,?VK_ =9ZT_@GX3:+>>. MO$2\'3_#^&@@/3,US_JXUSP3\V#U K*3X!_%KXRL+[]I3XBM%IKGTQ_=GF_UDWN,X!&0U>J>#O
W@_X>Z*GA[P1X:L]+LH^D%G $!/]YL5_*2^-GQK_-*_:'^()TK2).?^$+\(RF*-E_NW%Q]Z7W4?+W!%>G^! MOWAX&^&FBKX>\!>%K/2K1<9BM(0IA8.N>,J*_/[_@LM_P $ MY_\
@GMX!_X(Z_$_PII7[,?A#1O^$3\&LW@"\TCP_$NIQ]6N+3Q'<*OGS3W M%V\,3DLSSF=@Y8N<@'Z+5X;X,_X*:,_\ !.GXC_$.R^$?P^_;G^$VN>*=2U#[
M!IWAW2?'UA<7MS=;BODOPQREW??((V@$\5Y\9?!/_!1+P9_P14T#X*? [P=/ MXS^/\OPDT/PW]I3^)K:PEBO6L8(-2N_M=S(B^Q_9(^.'_!'#P)^RK^TUX=TJ2*VW_ @VELVLVJ0/'-
<:7]\5 MLDDK^4)M^&;>@EQ++MEV@'Z0?&?]H7X)?L\:18ZW\:OB7I?AZ+5+W['I$5]/ M^_U&YVEO)MH5!EN)-H9BD:LP52Q& 36E\+OBQ\, C=X(L_B3\(?'FE>)-!O] MXM-
6T:I2>%V1BCIN4G#HZLC(<,K*58 @BOS_90^(>]?M3?\'&GI1NN>+)#= MZ5^SU\,%(>!+28YCL)=4$=W?W*(>$FDDA>(R#YC$BH3@8J:IC3XBZE\&?^
M#A[]]'IC/P_<&+PEXZ^'FC_%&WTA3B"QU=5L;"^FC7HKW33I+*?XFB4]] /T M=HHHH *\+_:P_P"2V?__L>Y?_29]ITKPO\ :P_Y+9\#_P#L>Y?_ $F:@#W2 MBBB@ HHHH ****
"BBB@ HHHH Q_$O\ R%[' P"OT_\ H)K8K'\2_P#(7T?_ M *_3_P"@FMB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH Q[+_D=[W_KRB_F:V*Q[+_D=[W_
*\HOYFMB@ HHHH **** "BBB@ H MHHH **** "BBB@ HJ.[N[6PM9+Z^N8X8(8R\TTKA4C4#)8D\ M.?VM=5N/!?PCU*ZT3P#!*T.N^,8U*3ZI@X:WLL]%[-+_ $^5 $SG/*&4]%.,
M74KU+JG2C\4VMWVC"/VIRM&*WU:3YZ^(C0LDKR>R6[_R7=[(T/'OQF\9_%GQ M3<_!C]FFYC\ZW;R_$OC9DWVND*>#"'>DMP>< <+^;)WGP@^#7@SX*^&SH'A2
MVDDFN)/.U/5+MM]S?SGK+*YY8DD\=!DXZFM3P%X \(_#'PM:^#/_^B0V&GVB MXCAB'+'N[$\LQZECDFMBN3* M6$8HX>2G[6L[S_"*[+]7N_31%%%%?3'6%%%% &/X'_Y!$O\
U^S?^A5L5C^! M_P#D$2_]?LW_ *%6Q0 5X9\0XI?\8/C#_P +KTN)E\%^+;F.V\;6T:_)I\V3 MB+4 !T5B=K^Y)Y++CW.J/B;PWHGC#P_>^%O$FGI=6&H6SP7=O(.'1A@CV/H1
MR#R*\+/HGFNBZN2O2?/2G_+-7WPDFX376$GULUS8F@ZT/==I+5/L_P#) M[R+D4L4\2SP2*Z.H9'1LA@>A![BG5XQ^SQXDUOX6^+[O]E;XAZ@\\^F0FY\
M%ZI.>=2TO)Q'GO)%C:0/X1P,+D^SUMD>;PSG *OR\DTW&<'O"I'24'Z/9[2B MU):-%8>NL12YK6>S79K=?UNM0HHHKUS<**** "BBB@ HHHH **** "BBB@ H MHHH **** ,?
P/_R")?\ KIF_]"K8K'\#_P#((E_Z_9O_$*MB@ HHHH **** M "BBB@ HHHH **** "BBB@ K-\8_\BQ>_P#7 UI5YQ\9 M?VB_@A\/"\\/>+?
B3IMMJ'EE6L8G::9#Z,D09D_$"N+'YEEV5T;/8VM"E#^ M:)M4F\)_LY^";OQQJ<;;)K^W/DZ7:-ZR7+?*WKA?O#HV: /7+FYM[.W>[N MYTBBC0W+)(P544-?
BG<)K/[4'Q&EUB,.'C\):"SVNEPGJ_^"))R#T+$ M$=,D5ZQX=\->'O".D1:!X6T.TTZR@&(;6R@6.-?HJ@#/OWH \EB_9U^(_P 7 M9%U/]ISXCO=698.O@WPR[VVG)W"ROGS)_P
2,'HQ%>K^%O"'A;P/HT7A[P?X M?L],L8?]7:V4"QH#ZD 3WK1HH **** "BBB@ HHHH **** "BBB@ K' M\2_\A?1_^OT_^@FMBL?Q+_R%[' Z_3_Z": -BBBB@ HHHH **** "BBB@ HH
MHH **** "BBB@ HHHH **** "BBB@ HHHH H>*?%7AGP-X:U#QGXT\0V6DZ/ MI-G)=ZIJFI7206]I;QJ7DEEDJNC@]P]B,5Q?_#)_P"R MS_T;5\/_/PC;'_XU0!YU??\%3OV%O#?
P#\"_M/_!%^.=GX1\"2$S77TKP- MXC\56DUE;ZI)OG$4VYU_T>"6.W>9)9_+7RRC-M+ 5XY^U+X=^"GI?OI<_P"S M/KGI-GB[0_%6L?!;QI=>*_&/C;PM?
17MMH>BMIL\?]FRW4+,@GO;I[+;;;MY MB@FEV[%R?L/Q9\&OA!X\\"1?"WQS*?#>M>&($B2#PYJVA6]S81K$,1JMO(A MC 0 !0%^7MBK_@KP)X'^&OARW\'?#KP;I6@:1:
BUTK1-.BM;;$$Y.R*)55> M?04 ?GY\#?A[+^Q9_P '"/QGUGQU(FG>%?VI/AYI.L^!]9NG%]QK>CHEO>Z M4'; -SY;R783O$Q(SM(^_L!?#ZZ_:#_X+>?M.?\ !2CPVRW/@#3_ OI?PN\
M#>((3NM]=GMTM)M6DMW$D4%W:K!YBDHS[P"2C ???Q#^&/PV^+OAJ3P9\5_ MA[H?B?1Y9%DETGO#I,-[;_Z_=8Q3*R$CL<<5I:'H6B>&-&M?#OAK1K33M/L8
M%ALK"QMUAAMXE&%1$0!44#@ 4 6J*** /+_BM^R5\-?C%XN?QIXHU_Q1;W M;P)"8])\1S6T.U!@'8AQGU/>O$OB[^RU\//A#\&-<\2W#:CXT,4XU7
M7YKD*$A+C8'/RG(Y(ZCBOKVO" VL/^2V?__+'N7_TF:@#US_A:!(_Y^;W_ M ,"VH_X0?2/^?F]_\"VK8HH Q_\ A!](_P"?F]_\"VH_ MX0?2/^?F]_\ MJV** ,?_A:!(_Y^;W_ ,"VH_X0?2/^?F]_\"VK8HH Y37/ M"NG6NHZ;#'/_P#@6U;%% &/_P (/I'_ #\W MQ_@6U'_"#Z1_S\WO_@6U;%%
&/\ \(/I'_/S>_ _@6U'_"#Z1_S\WO\ X%M6 MQ10!C_\ "#Z1_P _-[_X%M1_P@^D?_-[_X%M6Q10!C_ /"#Z1_S\WO_ (%M M1_P@^D?_-[_.!;5L44 8__@^D?\/S>_^!;4?\(/I'_/S>_^!;5L44 8
M_P#P@^D?_-[_P"!;4?\(/I'_/S>_P#@6U;%% &/_P (/I'_ #\WO_@6U'_" M#Z1_S\WO_@6U;%% &/\ \(/I'_/S>_ _@6U'_"#Z1_S\WO\ X%M1_P@^D?_-
[_X%M6Q10!REKX5TZ3Q3=6#3W.R.VC92+AMV M23U-:?\ P@^D?_-[_X%M19?\CO>_P#7E%_,UL4 8_\ P@^D?_-[_X%M1_P M@^D?_-[_P"!;5L44 8__"#Z1_S\WO\ X%M1_P (/I'_
#\WO_@6U;%% &/_M_(/I'_/S>_^!;4?\(/I'_/S>_ _@6U;%% &/_P@^D?_-[_.!;4?\ "#Z1 M_P _-[_X%M6Q10!C_P#"#Z1_S\WO_@6U'_"#Z1_S\WO_ (%M6Q10!C_\(/I'
M_/S>_P#@6U9_BFQ\#>"= NO%/BSQ#-8:?91&ZYNKB^951?ZDG@
C_EI)CI&>!G! RRGYO-\]J8?$K+\O@J MN*DK\M[1IQ?VZK7PQ[)>]-JT5I*4>2OB7&?LJ2O-].B7>79?B^GEB:-X(\3_ M +7.HKK&L)JN@?#&-PUGI\UPZ7GB+!R)).?
W5OT('5NO<%?;-+^&?A;0].@T M?1H9[6UMHQ';VJO.42-!P% ' %;Z(D:"..0]J,*H& !2UMDV14\KE/$5INKB
M:EN>I):NVT8K:%./V8+1;MRDW)U0PZHWE)\TWN_T79=E^NIC_P#"#Z1_S\WO M_@6U'_"#Z1_S\WO_ (%M6Q17O'28_P#P@^D?_-[_P"!;4?\(/I'_/S>_P#@ M6U;%% &/_P (/I'_
#\WO_@6U'_"#Z1_S\WO_@6U;%% '*>%?"NG:AITDTT] MR"+F10$N&48#5I_\(/I'_/S>_P#@6U'@?_D$2_\ 7[-_Z%6Q0!C_ /"#Z1_S M\WO_ (%M1_P@^D?_-[_.!;5L44
>5_'[]GK_A/_"D>K>"-1N+7Q7H,OVWP MW?27!.V9>3$Q\$@&T]LX)R!@V?@3XG\,?&CP##XGC%]9ZC;RM::[IQ MO8^)(F!Y'/(SV(SSD#TNO#OB[97?
[./Q53]HWP[;.WAK6WBL_B#80(2(N=L. MH*H[J3M?'4'IEB1\9G*?#N9?VW3_ (,K1Q"[16D:_K3VJ=Z6K_AQ1P8C_9:O MUA?"])^G27RZ^7HCUG_A!](_Y^;W_P "VH_X0?2/^?
F]_P# MJU+.\M-1M(M M0L+F.:">-9(9HG#+(C#(8$<$$$$&I^R34E=;'?N8_\ P@^D?_-[_X%M1_P M@^D?_-[_P"!;544P,?_A:!(_Y^;W_P+:C_ (0?2/\ GYO?_ MJV** ,?\ MX0?
2/^?F]_\ MJ/^$'TC_GYO?\ P+:MBB@#'_X0?2/^?F]_\"VH_P"$'TC_ M)^;W_P+:MBB@#'_.$'TC_GYO?_ MJ/\ A!](_P"?F]_\"VK8HH Q_^$'TC_GYO?_ MJ/\ A!](_P"?F]_\"VK8HH
Q_P#A!](_Y^;W_P "VH_X0?2/^?F] M_P# MJV** .4*^%=.U#3I)II[D$7,B@)<,HP&K3_P"$'TC_)^;W_P+:CP/ M_P @B7_K]F_]"K8H Q_^$'TC_GYO?_ MJ/\ A!](_P"?F]_\"VK8HH
Q_P#A M!](_Y^;W_P "VH_X0?2/^?F]_P# MJV** ,?_A:!(_Y^;W_P+:C_ (0?2/\ MGYO?_ MJV** ,?\ X0?2/^?F]_\ MJ/^$'TC_GYO?\ P+:MBB@#'_X0?2/^ M?F] ,\"VH_P"$'TC_
)^;W_P+:MBB@#'_.$'TC_GYO?_ +:C_A!](_Y^;W_M ,"VK8HH Q_^$'TC_GYO?_ MJ/\ A!](_P"?F]_\"VK8HH Q_P#A!](_Y^;W_P "VH_X0?2/^?F]_P# MJV** ,?_A:!(_Y^;W_P+:C_
(0?2/\ GYO?_ MJ MV** /E3]OOXX2_""QL_AE\/M6O(-:U6W-Q??JW;;K6UW%5">CN5;GJH4XY8$ M?$[N\KF21BS,7]DLOLF[./+^S1YQ[;]_XY MKQ:% M.A?
12<5Y);O\+C4=XG$D;%64Y5@<$&OMC]@3XX2_^QO/AE\0=6O)I:TJW%Q M8WK7;;KJUW!6#^KH67GJP89Y4D_%,J'=D#K7I_[']=W\3--^.^FW'PGT:TO\ M6#:W*);ZA,8[<(T+
O*00=JY#8')*@#BDZX"R;B_@7Q1> P\)2HQJ*G5>U. M5.?P2;=H\UFIP5^9N\8IW:>N6T,=EN<^RBGRIV?9I[/M?]NO0_1+4_#GA71- M/EU76=:EH+6!"\]S1OY<
M^M2W;V^DVC>K3-CS".NU?O#H36QIG[+-_P":,^+Q+^TSX_N?%]W&XDAT. FV MTFU;T6%<&4CIN;&1]X&O6M+TG2]#T^+2=$TVWL[2!-D%M:PK''&OHJJ /85
M_:Y^@GBVC_LBZKXXD36?VD_B+=^(9 XDC\/:9,]OEN\IE*B^R34E=;'?N8_\ P@^D?_-[_P"!7144 8_\ P@^D?_-[_P"!;5L44 8__"#Z1_S\WO\ X%M1_P (/I'_ #\WO_@6U;%% &/_P@^D?_-[_.!;4?\(/I'_/S>_\ @6U;%% &/_P@^D?_-[_P"!;5L44 8__"#Z1_S\WO\ X%M69KGA73K74=-ACGN2)[DJY:X8D#;V]*ZN ML?Q+_P
A?1_^OT_^@F@ _P"$'TC_)^;W_P+:C_A!](_Y^;W_P "VK8HH Q_M^$'TC_GYO?\ P+:C_A!](_Y^;W_P+:C_A!](_ MY^;W_P "VK8HH Q_^$'TC_GYO?\ P+:C_A!](_Y^;W_P+:MBB@#'_P"$'TC_ M)^;W_P+:C_A!](_Y^;W_P "VK8HH R[/PEIMC=)=PW%T6C;*A[EB/Q%:E%% M !1110 4444 %%%% !1110 4444 %%%% !7A?[6'_);/ M@?\ ]CW+_P"DS5[I7A?[6'_);/@?_P!CW+_Z3-0![I1110 4444 %%%% !11 M10 4444 8_B7_D+Z/_U^G_T$UL5C^)?^OOH__7Z?_036Q0 4444 %%%% !11 M10
4444 %%%% !1110 4444 %%%% !1110 4444 8]E_R.][_P!>47\S6Q6/ M9?\ ([WO_7E%_,UL4 %%%% !1110 4444 %%%% !7$_&GXY^%O@QI,!OK>;4 MM:U)_)T/P]8#?=:A,>
JJ,D+DC+D8'N2 !=3M_AM\.M$_P"$B\<: MFG_$NT2%ODMU/_+Q72/\ G+RZ;OL\SX7_,\4^)/%D/QP_:-N(;_ M ,2*-VBZ%$=UEH"'D+&O(>;IF0YP1P3@-7KU%%>QE&3X+)<,Z5"
[N[>[?=O^O+0****]4V"BBB@ HHHH **** M,?P/_P @B7_K[F_]"K8K'\#_ /((E_Z_9O\ T*MB@ HHHH *K:SH^E^(=)NM M!UNQCNK.]@>"ZMIERLL;
AE(]""15FBIG"%2#C)73T:>S0FDU9GB?P(UC5/@ MA\09_P!EGQK?22V1C>\^'^IW#9-U99)>T9N\D7.!W7/ &T'VRN#_ &@_@\WQ M=\%+!HE]]@\1:/<+?^&=54X:UNTY7G^XV-
K#D=#@E13OV?OC"OQA\#_;M4L? ML&OZ7<-&^)=)<8>TO(^'&/[K8W+UX.,D@U\?DKI..[C-G#AV\-5^2KVWCZ?R^L>GE;LSNJ***^R.**** "BBB@ HH MHH **** "BBB@
HHHH Q___ "")?^OV;_T*MBL?P/\ \@B7_K]F_P#0JV* M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ***R_&GC/PU\/?"][MXR\7ZK'9:=80F2YN)#T'8 =68G
"CDD@#DUG6K4?O2(MS.=O4J6/\&#\6(NQ<5[]^UY\4/$'Q&@M/%GC8O9R:DI;PGX5=OFTW3CUO;A? M^>\^ %!Z(&/]PUX%7YWPKP[EE?B3%\54J#IO$*,87TKROX/:VC9;\L5)
MVE.45Y6"PM&6+GC5&W/HO3O;I?3Y*_41@2, X]*^N?V2OV)?%W_"#)\6+[XB M:?OX3\0:A&DN@R:4Z-Y5]PR#.AXE63*MY>1@*N>20/D>ON[_@G)\;/^$W^&DW
MPLUJ[W:CX9QIDWMJTMDQ^7Z[&RGLI05[&><#Y)Q'G.'S'"4I48RC&*E*,;R MM:?NM:3CK:2:>N]XQMT8C+L/BL1&K4NW%.RN[>OJOZZ'2_\ Q_VHO@Y^[^* M?PXA\<:/']
[Q!X-3;>*O]Z2S;&YNN?+PH]:[;X8?M!?"+XO@P>"/&5O->IGS MM*N+?\(!^U/\&OWGPT^($'CW1H^FA>+G$5\BC^&.[7AV]Y, M>E:'A?\ :^^'TNK1^$OBQI&H^]
<;@67B:'RX)3W,5Q_JW7_ &B5SV%:4N+L M#1]*CFD)82H]%[6RA)_W:L6Z;OTCS*?>*&L=3B^6LG!^>WREM^-_(]9HIEO< MV]Y EU:3I+%(H:.2-
@RLIZ$$<$4^OJDTU=':%%%%, HHHH **** "BBB@ HH MHH **** "L?Q+_R%]'_Z_3_Z":V*Q_$O_(7T?_K]/_H)H V**** "BBB@ HH MHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB M@ HHHH *\+_:P_Y+9\#_ /L>Y?\ TF:O=*\+_:P_Y+9\#_\ L>Y?_29J /=* M*** "BBB@ HHHH **** "BBB@#'\2_\ (7T?_K]/_H)K8K'\2_\ (7T?_K]/
M_H)K8H **** "BBB@ HHHH **** "BBB@ HHHH **** M,>R_Y'>]_P"O*+^9K8K'LO\ D=[W_KRB_F:V* "BBB@ HHHH ***1F5%+NP M R23P!0 M>1?
%/XZ^)]<\5R_ _\ 9UM8=2\4 8U?691NLM C/!>5N0TO7$?/ M(Y!QM.9XK^*OCC]H;Q#=?"S]G34VL=%M93#XF\?JN8XO[T%F?^6DI'\8.%SD
M%9#5Z9\+/A1X)^#GA2+PAX&TH6]NAWSSN=TUU*?O2ROU=SZ]!T %?%5EV;SS8/+8'"#_ &F.%]2* #P/_R" M)?\ K]F_]"K8KY4_8! _:TU3QWXN\1?#WQM?
W>IWDNKZ3N;@%C^^@7/8#:RC MT#U]5T %%%% !1110 5XE\XB:*>"50RR(PPRD]""017BY[E M"SC ^SA+DJP:G3GNX5(_#+S6ZDOM0]CN;2[@2:VN(6RDL; %6!
[@@@U8KP_X-WUY^SO\ %&3]FOQ-=2-X M?U5I;WX>:A<.3M3.Z73V8_Q(3N7/4'_:4#W"ED.;O-\$Y5(\E:FW"K#?ZJ+= M><6FI0?VH2C+J&&K^WIW:M):-=G_
%JNZLPHHHKVSH"BBB@ HHHH **** "B MBB@ HHHH Q_ P#R")?^OV;_-"K8K'\#_\ ((E_Z_9O_0JV* "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHID\\%K
]S%/#K:A9Q3&7P=X9NT(AF(X_M?41_#"NG77 MBOQ'=,9M6UR[U2ZA:XE;KM2*555!T48R !S3?$O["_[+&GZ%=7MI\+MDL<1* M-_;=\<'Z&>O;:S?&/_(L7O\ UP-?<'HGEUE^P?\
LI2V<4LGPKRS1*6/]N7W M)(_Z[UT7PY_98^!/PE\3+XP^'G@A]-U%(7B$ZZO=R HP^92LDK*PX!Y!P0#U M KN]._Y\!_7%?Y"IJ "BBB@ K/\3^$O"_C729-!\7^'K+4[*7[]K?
6RRH3Z MX8'!]^HK0HK.K2I5Z;IU(J47HTU=-=FGN*48R5FKH\9N/V4]7^']P^K?LT_% M34O";EB[:#>L;W2I3U(\J0EHR>[DCL!3!^TA\3OA42*LO[2GP>N;.T3AO%GA M0-
>Z>1_?D3_6P+_O9)]*]IH(!&",@]0:^5?"<, ^?):\L*_Y%[]%_P#<*3M% M?]>G2?F<7U)4]8^.?V3/A-XKU8^*_#EK=^$]?!)CUSPKT+U(^LJ=O:P](JJEUF'UG$4?
X\-.\=5\U\2^5_4]IHKSSX(_P#OT8_X(!_\U9_[@/_+D:_/&7 DV MV._[A?\ IZF?]7@M_P G,P'_%_],U#]&*****_A(_O8**** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "O"_P!K M#_DMGP/_.QE_\ 29]]TKPO]K#_ _)+9\#_^QE[_)FH]THHHH **** "BB MB@ HHHH **** ,?Q+_R%]'_Z_3_Z":V*Q_$O_(7T?_K]/_H)K8H ****
"BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** ,>R_P"1WO?^O*+^ M9K8K'LO^1WO?^O*+^9K8H **** "BBLCQUX\\)?#?PO=>,?&VMPV&G6B;I9Y MCU/95
Y9CT"C))ZE7KT,+1E6K24813;;=DDMVV]$EW)E*,(N4G9(OZMJVEZ M#ID^M:U]$-I:6L32W-S<2:(XD R69CP !WKPRZU?QQ^V5?2:1X5N;WP_\+XI
M3'>ZNJF*\1A:CASS'!QG0L>6Z>JJ_2O!_CC]KG4X&'Q5T^ZT/X>P2B;1/" M,C%+C5\'*W%YCHAX*Q_CT^9O=+.RL].M(M/T^UC@@@C6.&"% J1H!@*H' ' M KXOEQ?
&>LE*E@.VL9XA>>SA1?;2=5;\L-)\'[S'[W5+[G+_*/XOR6]+PIX M3\-^!O#UKX4\(Z-!I^G640CMK6W3"H/YDD\DG))))))K1HHK[6E2I4*4:=.*
MC&*222LDELDEHDNB/0C&,4DE9!1116@PHHHH **** "BBB@ HHHH *^0?^"F M7QL_Y!_P*T.[_NW^N[&_[\Q']9"/^N9KV/X_?M>>>!?@Q#>:+H]NWB#Q#:V[2
MS:78OE+-1CY[F09$0R1\O+$E1@;@:_/3QUXUU_XC>,-1\<^*+D2W^IW33W#* M,*">BJ.RJ,*!V H =X \;:W\-_&NF>._#LVR\TN\2>')X;!Y0_[+##D>A-? MJ9X
\;:)\2/!6F>._#LV^SU2S2>')Y7(Y0_[2G*D>H-?DW7TC^Q%^V%8?""V M?X7_ !&CF.@37)GM-2B4N=.9L!PZCDQ$X.1RK$G!W< 'W714&F:GINM:?#JV MCW\-
U:W,8DM[FWE#I(A&0RL."#ZBIZ "BBB@ HHHH XOX_"^S^,_@*7P\EX M;+5;29;S0-5C)#V-['S'(".0,\''8G'(!%+]G7XOWGQ3\)3Z?XLLQ8^*O#UP M;#Q1II !BN%X\Q1_SSD
W*1QU)QFO0:\6_:#\/:S\)?&EK^U5X T^2TZF28Y9[03<E'17VJ:VJ)=94;M M]W3'J?68[;27==_6/Y7\CVFBJ?AWQ#HWBS0;/Q-X=U".ZL;^W2 M>TN(CE9(V&0?
R[=JN5]=3J4ZM-3@TXM736J:>S3['-PLLZ?L*FF'^TO^?G]W_KW_-_/\/P7YN>I#ZQ[K^'KY^7 MIW[[;;P_ ?X"^"O@#X.3PSX6@\VYE"MJ>J2H!+>2 8R?[JCD*@X4>I))[>BB
MO;C&,(J,59(Z$DD%9OC'_D6+W_K@:TJS?&/_ "+%[_UP-,"YIW_(/@_ZXK_(M5-4.G?\ (/@_ZXK_ "%34 %%%% !1110 4444 %%%% '_,$?X-_##XN:?_9W
MQ$\%6.IJJ[8IIHMLT0_V)5PZ?@17GG_"COCS\(?W_P _B\YJ:/'ROA7QN6N M(PO]V*Y7$D8[!>GJ37M-*?/YCPQE&8XCZRX.G7_V?Z=TZ=3YRC;F7]V?-'NCE
MJX.A5ESVM+NM']ZW]'='CNF?M;83M_TTM7.QA[# 'I7!;B[)]G'&TU_AI5TOPHU'_X)7FS/_;]:HONE_\ M(O\ \E/7Z*\6_P"%Q?M$_!_]Q\;OA,/$6EQ_>\3^!P965?[TMH^'7CEF7"CG

M&:[[X:?&_P"%7Q?M/M7P]\:V>H.JYEM ^RXB_P!^)\.OIDC'O7=E_%&49AB% MA7)TJ_\ SZJ)PJ?*,OC7]Z#E'S-*6,H59\E[2[/1_COZJZ.KHHKS;X]_M:_ MG]F^VCC^)7C)!JET -.\.:9&;G4KUB<*L=NGS"P.,S'$QP^ M%IRJ3>T8IM_/ M2?''BA[O7[K TPGH4!O-4O';[JI G*[NS.54^M>9?:/V[/VM^+.%_@7X&G_ M .6LRBX\3W\1]%X2QR/7$B'^*]0^ ?[(7P)_9Q66^^'_A/SM:NLG4?%&LS& M[U.]9OO-)52KK"/FH*H^C<6 M?.?VMG>=:951]E3?_+ZM%JZ[TZ.DY>3FZ:ZKF1^#E%?HQ_PX#_ZNR_\ +#_^ M[JIZG_0:_LZ[L[7_AJK?]KF,>[_ (0;&SC.?^:/[FO[!_P"(R^&W_0=_Y2K? M_*S^-_\ B"WB9_T ?^5:/_RP_/.OT8_X{!_\U9_[@/\ D:/^' ?_5V7_EA_ M_=U?1G[/[/_##/_"6_\79_X2C_(2C[!_S ?L/V;[-]H_Z;R[]WVC_ &<; M.^>/A/$SQ,X(X@X(Q>7Y?B^>M/V?+'V=6-^6K"3UE!)62;U?XGWOAAX8<<\. M\25V/15523]*\)_8[_X*D?LU?M]?L_>+OVEOV3=+\7>+O#7@M[Q7/H-VEMX?,-Y?30P6MQ)+:V\SI)+&(;N-PI"RMM95C9]JMV7[=_P ;O\ M:>_91\6?!:PT.PU:?44L[J+0M6G\]TUAK.]@O1IUP^&V07/V?[/(VUMJ3,=K M8P?AJX_X*]:O^RMXD^+OA_P?_P $KOVEM2\<>*?&%K=^"?A_:?"_:*U_<'^M M(T\))>VYEMA MQ9S+YML9U*!67(@ _1GX*_&SX5?M%_"_2/C\ !/QM9^(O M#.NVYFTS5;$L%D"L4=&5@'CD1U9'C<*\;HR,JLI ZFOC'_@A!^R?^TE^R9^P MO)IO[6\,%CX_\?>/M9\;^(/#UK*KQ:%+J4JR?8E*LR@C9YC*I(5YG7+;=Q^S MJ "BBO M3_X*G_\ !.+1OCR?V8M5_;8^'%OX\74!8/X=E\40"5+S=M^RL^[R MUGW?)Y)8/N^7;GB@#WVBJVM:UH_AO1[OQ#XBU:VL-/L+9[B^OKV=8H;>%%+/ M)([$*B*H)+$@DUYJ\$_P!L/]E_]HW6KCPW\$/CCX?\2:A;Z>FH&RT^]!EF ML7;:EY$K &>V9OE6XCW1,> Q- 'I5%<;\9_VA?@E^SQI%CK?QJ^)>E^'HM4O M?L>D17T_[_4;G:6\FVA4&6XDVAF*1JS!5+$8!-:7PN^+'PS^-W@BS^)/PA\> M:5XDT&_WBTU;1KU)X79&*.FY2<.CJR,APLI15@""* .@HHHH *\+_:P_Y+9\ M#_\ L>Y?_29J]TKPO]K#_DMGP/\ ^Q[E_P#29J /=**** "BBB@ HHHH *** M* "BBB@#'\2_\A?1_P#K]/\ Z":V*Q_$O_(7T?\ Z_3_ .@FMB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH Q[+_D=[W_KRB_F: MV*Q[+_D=[W_KRB_F:V* "BBN!^-GQ[T7X31VOA_3-,EUWQ5JQV:%X:L3F:Y; MGYW_ .><0PP.,X..',OF]$DEJY-Z1BDVVTDFS.K5IT M*;G-V1I_%[XR>"O@KX9_X2+Q=>.9)G\K3M-M5WW-_,?NQ1.(68DCGH,\D5P/ M@7X.>-/C#XHM?C+^TK:(IMG\WPSX'#;[;2E/26<=)9R,=>%].BII_"'X"ZU!MXF_X73\=M4BUOQI<)BVC09M-$B/_ "PME/ (S@R=3S@\LS>K5\S0RW&\2UHX MO-H.%"+3IX=]6M5.O;1RZQIZQ@]9 M G\4>,M>MM-T^V7,UU=2;5'H M!W9CV49)/!KQ]O&'QI_:A8VGPR6[\$^!Y#B7Q1=Q;=1U./O]EC/^J0]I#SR M"#D%:TO"/[.&M>,=?@^)7[3FO0^(]8A;?I^@0*1I6E9[)$?]:X[N^<^^ U>O MJJJH55 & .E 'B/Q&_8G\,^(?A;!\)_AMXF7PQ9/>K=:U>/IOVRYU5U!V> M=(94)PQ+8Y&<8"XP?,/^'4_ %7G_P M?_[JKZ^HH ^-=#_X)>_VS:-=?\+Q M\O;,\>W_ (1G.=IQG_CY%;.@W_@F?>^"O%%CXIT_XYQ2R65P)#!/X4#1SIT> M)U-SAD=2RL#U#$5])^!_^01+_P!?LW_H5;% 'AVI_#+XC_LS:A-XM^ 5I-K? MA.64S:OX!EE)>WR.5#RC#GV/4$CFNR*=E0CL]7=[XE;XN?!'7$\->,T7]]*$_T/5EZ M^5=1CAL_WP-PZ\D*0 >I45YM\(?VA;/QMK,GPV^(6AOX8\:V2?Z7H5X_RW ' M_+:V?I+&<$\$D#/4#H-.H MI-)JS\,^&D\W[,GQ>/P*UB9AX/\43R77@6[E8E;*Y)W2Z>2>@).Y/7(')8X M]SKDOC;\)=&^-/P^N_!>]3-;SDB?2]0C.P!997:>#/B#"MKXR*SBQ\1VG3S&^ 2Y3U251N!'&L?UC\MUY:=#TBBBBOM#O" MBBB@ HHHH **** "BBB@#'\#_P#((E_Z_9O_ $*MBL?P/_R")?\ K]F_]"K8 MH **** "BBB@ HHHH **** "BBB@ HHHH *\-^-OQN\7>._&;?LV?LY78;7I ME(\1^(XR3%H<'1\,/^6W.,CE20!\YRF5^T+^TIXI\5^,5_9J_9H?[7XDO6:' M5M:A?]WIB#B0*XSAE'WG_@Z#+GY?3O@!\!_"OP!\$)X8T+_2;VX(EUC595Q+M>S]V/HHR0JYX!![DL3Y\\4L1B98:CJX_&^D;ZJ/\ B:UMT3YI;Q4LG/FDX1Z; M^7_!_P"[7N?!?X,>#?@9X+A\'>#[7OYE]?2@>==>38YDD/<^@Z <"NMHHKOC M%15D:I604444P"LWQC_R+%[_ -<#6E6;XQ_Y%B]_ZX&@"YIW_(/@_P"N*_R% M35#IW_(/@_ZXK_(5-0 4444 %%%% !1110 4444 %%%% !117"?'+]I;X(_L MX:&NN?%_Q]9Z69@?L=AN,MW>'IB&!,R2<\9 P,\D5T83"8K'XB-##4W.,PF P\J^)1A".KE)I)>K>AW=?/_[8=Y^Q7X MX_%'QQU2WT;Q M%,=^E2^'9&CUNYE)PIA2#YY3GY0SJ4!/)%87_"?_ +;W[6O[GX3^%F^#/@B? MC_A*/%-H)M>O8C_%;V>=MOD'K(<\AE;M7H7P'_8J^!WP&U-_&6G:5=>(?%UR M=]_XU\57)OM3N'(P6$K _JSTP@7(ZYZUZV8\),1P_I>(W&MU]A#EF[_P!^ MHU*%-K^[[2<7O&+U/EJN:9EG\?9Y7ATJ3_Y75HM1]=+2I/R;]G%[QE(^=-+ MD_X*E_$[P/?+\/9M5\.^$7F7^S9O%?V6+Q7=6G?;D%86(S\TA\P'!4FO0/V4 M=._8X^"_B![.\\.ZIX?^(EUSJ>L?$W+ZM>R-PSB[E^3#'C"%-_'RFOJ:LCQG MX!\$_$326T+QUX6L=5M&SB&^MUD"GU4GE3[C!KYO,\;Q'A\(L)P]6CAL*E9X M>2E.$U=OWZSD\1*7G.I4IQLN2E%:%X/A*EA,1#%U:KQ%>.TJWO*/_7N*LJ7:M\5>V[EN:R.DB"2-@RL,JP.012UXN_P"S'XZ^&#F^_9G^+UH]T"GI4LWO2Q?M1^*_AM*NG?M,_"2_\.H&"_P#"2Z,K7VER7[19,O#GMLK!CZU\NN*UE_NYU0EAO[_QT7_W%BO=7_7V-,^A^N^RTQ$7#SWC]ZV_[>2/9 MZQ_$O_(7T?\ Z_3_ .@FOFC]K?\ ;]@\/Q1>"?V?=?M+NYN;99;WQ# 5E2W5 MAD1Q Y4R8^\2#LSC&[.WX]\0^,_%_BW4#JWBGQ3J.HW3-N-Q?7KROGZL2:_- M.,?'SA[AO,)8+ T7BIQ^)QFHP3[*5I\S76RLMKWO;RC+WQD,. M*_1+X5_$SPS\8/ 6G?$+PE.SV>H0[@C_ 'X7!P\;CLRL'#V.,C((-?6^'WBC MD7B!"=.A%TJ\%>5.33=MN:+7Q13:T33:NK--]N5YQALS345:2W3_-=SH:** M*_3#UPHHHH **** "BBB@ HHHH \X_:Z_P"&B& 9Q\56 MW[)M_I]I\[PRCLM_"%[JU)K2UNY9HXQ/.A#;HHU9G?@G:IP">*^-9/V8\ M@Y0$#-%_P4]^!K2["51OA#A2V.A.TX&>^/PK[*_:Y\ _&3XI_LY>*?AQ^S]\ M2[CP9XPUNRCL]%\6VB*TNC-)-&KW:*Q =HXR[A,C<5VY&Q?\$:M>^/^K_L?7>G?M1?'+3/'OCW M2/B/XDL?%5_I^F_9)--U :C+)=Z=/&/D#P7,DZ(8OW36_P!G,>4*D_5U?\ M_P $W_V1?@M^Q#\#M7^ _P (P:BAKWC:^A\:7^IX>/_%WBG4?M6I:MXBNUBGN[MBYD"A3(5>$$+G #%G#L?H"@##\=>';[Q?X(UGPEI?B:\76YU32KBTM]9TX@ M7%A))$R+<1;N-Z%@ZYXRHK_O^"RW_!.?_@GMX!_X(Z_$_PII7[,?A#1O^$3M\&LW@"\TCP_$NIQZ]N6+3Q'<*OGS3W%V\,3DLSSF=@Y8N<_H/XI\5>&? WAK M4/&?C3Q#9:3H^DV2661R%1%4$EB0 2:_-*/\ X+1_ M\$F/VI_C18?%?XZ_MM^"-)\"_#O7GNOASX*U*YE\[5=5A+1KX@OHQ&=HCR_V M*V/*;OM,H\XP); '&?\ !4O6_CGX0_8>_8/ _.":GQG\074^O_&CX@>!/"'Q MEN9+DO)J-I:1V2ZG;22 YD$EQ)&7;/SB-@&X7*AOLY:0JN,5L_\%K?#VA?\%%O&?[*_P"PS\"_$EAXD?Q%\8],^(GB MF\T.\2ZBT[PAIMM/YU_*\9Q9Q3&[2.!F($TN%0DYP 2?LH?$/5/VIO\ @XT_ M:-USQ9(;O2OV>OAGHOA#P):3',=A+J@CN[^Y1#PDTDD+Q&0?,8D5"<#%3?L: M?$74O@S_ ,'#W[4/[&?A^X,7A+QU\-'^*-OI"G$%CJZK8V%]-&O17NFG264 M_P 31*>U2_ WX>R_L6?\'"/QGUGQU(FG>%?VI/AYI.L^!]9NG"6]QK>CHEO> MZ4': -SY;R783O$Q(SM("_L!?#2Z_:#_ ."WG[3G_!2CPVRW/@#3_"^E_"[P M-X@A.ZWUV>W2TFU:2W<<2107=JL'F*Z0/C)*, ?HO1110 5X7^UA_R6SX' M_P#8]R_^DS5TGQ6_9*^&OQB\7/XT\4:_XHM[MX$A,>D^(YK:':@P#L0XSZGO M7B7Q=_9:^'GPA^.7P>N/#&N>);AM1\:&*<:KK\UR%"0EQL#GY3D MT5C_/"#Z1_S\WO_ (%M1_P@^D?_-[_.!;4 ;%%8_ @^D?\ /S>_^!;4 M?\(/I'_/S>_^!;4 ;%%8_P#P@^D?_-[_P"!;4?\(/I'_/S>_P#@6U &Q16/ M_P (/I'_ #\WO_@6U'_"#Z1_S\WO_@6U &Q16/\ \(/I'_/S>_\ @6U'_"#Z M1_S\WO\ X%M0 >)?^0OH_P#U^G_T$UL5RFN>%=.M=1TV&.>Y(GN2KEKAB0-O M;TK3_P"$'TC_)^;W_P+:@#8HK' .$'TC_GYO?_ MJ/\ A!](_P"?F]_\"VH V**Q_^$'TC_GYO?_ MJ/\ A!](_P"?F]_\"VH V**Q_P#A!](_Y^;W_P " MVH_X0?2/^?F]_P# MJ -BBL?_A!](_Y^;W_P+:C_ (0?2/\ GYO?_MJ -BB ML?\ X0?2/^?F]_\ MJ/^$'TC_GYO?\ P+:@#8HK'_X0?2/^?F]_\"VH_P"$ M'TC_)^;W_P+:@#8HK'_.$'TC_GYO?_ +:C_A!](_Y^;W_ ,"VH V**Q_^ M$'TC_GYO?_MJ/\ A!](_P"?F]_\"VH V**Q_P#A!](_Y^;W_P "VH_X0?2/ M^?F]_P# MJ -BJ/B/Q/X;\'Z3)KWBS7K/3;*'_6W=] ,]6(W-W/H /S#Q,\3,#X>X&G^[]KB*M^2%[* MRWE)ZV2O9):R>BM9M>/F^;T\KIK2\GLOU?\ 6I]TVO[9W[,?G\O;^.<5ZSX;\4>&_&.D1Z_X3U^SU.RF_U5W8W*RQMZCO^.+R//VJAM#X)_ +3?A?) M=>+_ !+J\GB#QCJXW:UXDO%^=SQ^ZB'_"RB& HQG SP% I_ 7X*?"KPS\/ M[+6O E[?7BZY:Q7USK5Q4Y5B,QKT\WS62G4M>E"+O3HIK>+^W4:?O56MFXP48M\WU5&C*K)5ZVK MZ);1].[[O[K+?8HK'_X0?2/^?F]_\"VH_P"$'TC_)^;W_P+:OKCN-BBL?\ MX0?2/^?F]_\ MJ/^$'TC_GYO?\ P+:@#8HK'_X0?2/^?F]_\"VH_P"$'TC_ M)^;W_P+:@#8HK'_.$'TC_GYO?_ +:C_A!](_Y^;W_ ,"VH V**Q_^$'TC M_GYO?_ MJ/\ A!](_P"?F]_\"VH V*S?%WC'TMPX"T?Q1XRUZVTW3[9@'=F/91DD\ &O+?BG\6O"'A#71\/AWIFI^+?&4PQ%H6F7IVVW^W>1G .:J^#/V_+VB[Q3J4/CS]I/Q&=?U9&WV6B6TC#3=,SV1&R96'=F_7 M :@"-O&'QI_:A8VGPR6[\$^!Y#B7Q1=Q;=1U./OJEC/^J0]I#SR"#D%:]+^% MGP=^'_P;T(Z%X$T-;<2'==WDIWW%V_=Y9#RYR2?09. !Q5Y? VCJH5;B\ P M +MN*7_A!](_Y^;W_P "VH V**Q_^$'TC_GYO?\ P+:C_A!](_Y^;W_P+:@# M8HK'_P"$'TC_)^;W_P+:C_A!](_Y^;W_P "VH / _\ R")?^OV;_P!"K8KE M/"OA73M0TZ2::>Y!%S(M'7*#,!JT_P#A!](_Y^;W_P "VH V**Q_^$'TC_GY MO?\ P+:C_A!](_Y^;W_P+:@#(^+_ ,$O!/QGT:.Q\2V\MO?6;^9I6M6,GEW= MA+U#Q2#D<@$@\' XR 1PGASXT>._@;K=M\.?VFY$EL9Y!#H?Q @BVVMW_=CN MA_RPEQ_$?E/)Z N?4O\ A!](_P"?F]_\"VJGKOPI\'>))(GT'Q%:2WMEG5\\:K\/'G[+%R=4\,I MJOBOX=J2UUI$=RS:AH:=WA.?WT(ZE3R!Z89CZOX$$F^'/Q+\,V_B_P/XGFU#3 M[D?NYX;UOE=6!Y1AW4@$4 =A16/_P (/I'_ #\WO_@6U'_"#Z1_S\WO_@6U M &Q7CG[1WA'7_ OB&R_:B^&E@TVJ:?$"B?$VFP\?VMI6E M_P#"#Z1_S\WO_@6U(W@;1G4H]Q>$$8(-TW->3G>4TLZR^6'E)PDFI0FOBA.+ MO&:\XOILU>+T;1AB*"Q%+EO9[I]FMG_7H3^#O%V@>/?"]AXR\+7ZW6GZE;+/ M:S+W4CH1V(.01U!!!Z5I5\\Z!X:L?V:/C3'\.=4N+F/P-XSNF?PS<"X94TS4 MCR]FQZ!).J>^!S\QKV[_ (0?2/\ GYO?_MJY^'\VJYGA90Q,5#$4GR58K93 M2O>/5PFFIP?6+5]4TIPM=UH-35I1T:_\GNO(V**Q_\ A!](_P"?F]_\"VH_ MX0?2/^?F]_\ MJ]XZ38HK'_.$'TC_GYO?_ +:C_A!](_Y^;W_ ,"VH V* M*Q_^$'TC_GYO?_ MJ/\ A!](_P"?F]_\"VH V**Q_P#A!](_Y^;W_P "VH_X M0?2/^?F]_P# MJ #P/\ \@B7_K]F_P#0JV*Y3PKX5T[4-.DFFGN01(-='[/W[.!EO= M9O[@V=[]MBV2DG\4$#= P'+R](QGG/(R/VF/CS!J\)TWP[^#6H:C+:_:_L.H: MQ97+/+?W38'V"RQGG0GD6T9YSCJ[9.YL\GJ?E\TS3%8G'?V3EC_?63J3M=48/9ZZ.I+_EW!Z?; MDN56EQUJTYU/84?BZO\ E7^;Z+YO3?HOV7/V:/#_.SOX/,#&*\\0:@BOK6J M!?O-U$49/(C4_BQ^8]@/4:Q_^$'TC_GYO?\ P+:C_A!](_Y^;W_P+:O=P.!P M^786.'H*T5W=VV]7*3>KE)W_\ @6U'_"#Z1_S\WO\ X%M0!L45C_\ "#Z1_P _-[_X M%M1_P@^D?_-[_X%M0!L45C_ /"#Z1_S\WO_ (%M1_P@^D?_-[_ .:;4 ;% M%8_ @^D?\ /S>_^!;5R7Q@\?? OX!>&6\7_NZ%8@'RFO-1;S)V'58H MUR\K?[**36V'PV(E>-&A!SG)V48IMM]DEJS#$XG#8.A*M7FH0BKN4FDDN[; MT1Z+7%_&K]H;X,?L[^'/^$G^,7Q L-%MV!^S0SR%KBZ(_AAA3,DI]E4XJSKY M_C^('[5'[5;BV_9D\ WGP\\(3'!^(7CU6-YJO*=K _P)KOOA M#_P3Z^"GPUUU?B%XKO=7\:^-'(:X\7^*KTW%R''_ #Q4_+ HYV[1N XW$5]- M_8>6Y1[VS+./=R6C>#_P"7U5.-/UA# M2=7R:Y(/I49S"_"VOVTOVL_]&^G@<_"?P9/Q_PF_C2R$FK7<1_CM+#.(\CD M-*<$$%6!&*[OX&_L/_!7X*ZXWQ N[>\'7>-9V#WGC;Q?Y#U2<[?%.1L M45C_/"#Z1_S\WO_ (%M1_P@^D?_-[_ :!;5\V?2FQ16/\ \(/I'_/S>_\ M@6U'_"#Z1_S\WO\ X%M0!L4V6**>)H9HU='4JZ,A@>H([BLG_A!](_Y^;W_ M ,"VH_X0?2/^?F]_\"VH:30'Y0^)]1;6/$%NZN]LD+75]-,88HPBQEG+;0HX M4#.,#I5&O4/VN/@=JOP/^,6HZ8UI(-(U.>2\T2Y(^62%FR8_P!Z,G81UX!Z M,*\OK_+S/,MQV49QB,'C(M5:(HI^SI M0FZCZ6E%QBGYN332_NM]&>WPS2JSS12CM%._S5E^)]45C_\(/I'_/S>_P#@ M6U'_@^D?\ /S>_^!;5_=A^CFQ16/\ \(/I'_/S>_\ @6U'_"#Z1_S\WO\ MX%M0!L45C_\"#Z1_P _-[_X%M1_P@^D?_-[_ .:;4 ;%%9=GX2TVQNDNX;BZ+1ME0]RQ'XBM2@ HHHH M**** "@@$8(R#U%%% 'YK:!_P:T_\$FO#NDZIJWQ-\+^*M4FDU;4M0DU!_B! MJ-A!9V47.,X'ED_P#P2:_X-5[6=[:Y_;9\'1R1 ML5DC?]J9@RL#@@@ZEP:_07_@II\,]8^,'[#?C[X?:7X'UCQ3!>6EG+KOA3P[M<&+4-?T>&^MY]2TRV8,I\ZYL8[FW0!EW-,!D9K\YM4^%/[X1>!=' _&_O M%G_!)6:S^ WBW27T+6[3QI\V.J^"=9L+J=8KRXL2KS"UO4D>%YU+JDMG:@\ MSN5 /MS_ ((P^ ?V+?AO^R%?>&OV OB!-KWPWC^(&M?8DNM22^ETV\298KNT M:Z221+I1/&\DO^&?$?_!/R&_\ AM^SK+\- MO J^/O$"?#?3KS0DTZ[U3P[]N87'$^B6FI:?>1&.[L;^V6:&=#U5T<%6'L1BN+\/_99_P"C:OA_M_P"$;8__ !JN_HH K:5HNC:%H]OX>T32;:ST^TMUM[2QM8%CAAB50JQHB@*J MA0 % P ,5A?#GX+_ =^#RWZ_"3X3^&?"PU6X_4QXW6ORK\=>"I?"NISSZ5)<7^@R7\\&C:\;*2 M*#4$C?;O0L #VR!G!K^0OI)91B/[8P>91=X.FX-7U7+-OF:WL^=*^R:2>K5_ MAN+*$_;TZJVM;[GO^)A445WG[/\ ^S_XU_:"\:P^&O#5G)'8QR*=6U9H_P!U M9Q9Y)/0N1G:G4GT)'\XY=EV.S?'4\'@Z;G5F[1BM6V_T[O9+5Z'RE*E4KU% M3IJ[>R/O+]B'^T/^&6/"'IJ[O,^KVV;:]6JAX7\-Z1X.\-VM'A/0+;R;+3+..UM(LYVQHH503W.!U[U?K_37(,OJ91D6%P-27-*E3A!ONX14 M6_G8_7<-2=##0IMW<4E]RL%%%%>L;A1110 4444 %%%%>:?%/]I'1O"&NCX #7C[>,/C3^U"QM/ADMWX)\#R'$OBB[BVZCJ< M??[+&?\ 5(>TAYY!!R"M:7A'JG#6O&.OP?$K]IS7H?$>L0MOT_0(%(TK2L]D MB/\ K7'=WSGWP&KU]555"JH P !THYGX6?!WX?_!00CH7#30UMQ(=UW>2G M?<7;]WED/+G))]!DX '%=/10 4444 %%%% !1110!C^!_\ D$2_]?LW_H5; M%8_@'?D$2_\ 7[-_Z%6Q0 4444 %%%% !7C_ ([^ 7B?P5XFN/BW^S->P:7K M$QWZQX9G.W3M: Y.5&!%+UPXP,GG;EB?8** .$^#?Q\,?%H7&ARV4^B>)=- M^76?#.IC9^%OA[XR?#^_P# /B-2L5W'FWN4 M'RUG7F.9#V96P?<9!X)KE?V;/BEXA\1V&H?"GXGD1^,_',BVNK@G_C^AQ^Z MO$S]Y77!)]><#1_M)^ _$>D7^G_M&_"RR,GB7PK&PO[*/C^U],)S-; M-CJP&73K@YP"=N/D.(*%;*\'5'/<)%MTURUHK5U*-[W2ZSI-N<.K3G!:S5N'$ MQE1FL3!;:27>/^<=U\UU/7**QOAJX\.?$[P9IWCOPE>B>PU*W$L+?Q+V9&' M9E8%2.Q!K9KZG#UZ.*H0K49*4))--:IIJZ:?9K8[(RC.*E%W3"BBBMB@HHHH M **** ,?P/\ \@B7_K]F_P#0JV*Q_ __ "")?^OV;_T*MB@ HHHH **** "B MBB@ HHH))(X8VEED545269C@ #J2: !F55+,0 !DD]J^:?VA/VBE\?:;]F@> M#?$$^F^"--F^R^(_%-CS/JLYZ:;]_P#?=^C.. N2?E'SVOBY\8A\;+'5K+1/ M%$F@_"_0RR^+/&$1Q)JS#@V5E_>#$A2PSNR ,@@/H?L]?!F7QOJ6E_&'QSX3M31]%TF';\._!A7Y--@/(O)@?O7$G#9.2,[B2=NWYK/,WQ-*M'+CYB\/V;9.P9Y:X?),DA^8ECGDM7N=%%>AD^48;)<'["DW M)MN4YRUE.;^*K?2$OJV%%%%>J;!1110 4444 M%9OC'_D6+W_K@:TJS?&/_(L7O_7 T 7-._Y!\'_7%?Y"IJT[_D'P?\ 7%?Y M"IJ %HHH ^S?%WC'PMX"T"?Q1XRUZVTW3[9@'=F/91DD\ &N&^*?[2.C>$-='PX^'>AS>+?&4PQ%H6F,-MM_MW,OW M85&03GGD9P#FLKPC^SAK7C'7X/B5^TYKT/B/6(6WZ?H$"D:5I6>R1'_6N.[O MG/O@-0!FMXP^-/[4+&T^&2W?@GP/(<2^*+N+;F.IQJ_LL9_U2'M(>>00<@K7 MI?PL^#OP_P#@WH1T+P)H:VXD.ZI(O)3ON+M^[RR'ESDD^@R< #BNF5550JJ M, =*6@ HHHH **** "BBB@ HHHH ^+?^"OO[6?[0/[+G_"O/^%%>/\ ^PO[M=_M;^U?^)5:77G^3]B\K_CXBDVX\V3[N,[N+G%?%&6^(6-PV$QU:G3C[.T859QBKTJ;=DI)*[;;LMV MV?0UC_P57_;WTV$P67QYV(SER/\ A%]*/).2>;6IO^'L_P#P4#_Z+]_Y:NE? M_(M?.=%?HW^I'!?_ $+,/_X)I_\ R)^;_P"O/&W_ $,\1_X.J?\ R1_1A111 M7^=1_H^%%%% !1110 5C>/?A_P"#OB=X9N/"'CG08-0L+@?/#,O*MV=6'*,. MS @BMFB@#PF+7_B=^R/*NG^-9[[Q9\.58);:Z$,FH:$G0+<*.9H1TWCD#T^5 M#[5X>\1%XLT6V\^&=6M[ZQNXQ);7=M('213W!'Y8['BK4T,5QT\2NCJ5 M='7(8'@@@]17BWB'X->//@1K5S\1/V9H5N-.GD,VN?#Z>7;;W\\ >DM#_P L M97=V$O0I+&>1MR",]#@\Y! ZZ@#PJR_XQ2^-O]E/^Z^'_ (^U FT)XBT75VZQ^BQ38X[CL%) M/NM8/Q.^'/AOXL^!=1\ >++;S+/48"C,H^:)QRDB'LRL PJQZ5PW[-7Q&\2. MVH_ ?XJ7.[Q;X1"QOI13G.23D%C)[" M4R"""U@2VMH4CCC0+"&H"]H& !T :GUID>2PRBC*4Y^TKU'S5*C5G.6VW MV8Q6D(+2,=-7=MX?#JA%MN\GJWW?:2Z+H@HHHKVSH"BBB@ HHHH **** "LW MQC_R+%[_ -<#7YK?\%#?^"AO[87P,_;"_"SX6?%\ LO0=+_L_[!8?\(_I M_E>;I]M,_SS6[NV9);ECC.!@ "O$;S_@JW^WUJ%]JE=_'K?%(N'7_A%M#&M1]1:U^T95X%\6YOEE#'4:]!0K0C.*U)]JGK9M7ZL_$\U\>.$,GS M2O@*U"NYT9RA)J-.S<).+:O53M=:72=NB/VCT[_D'P?]<5_D*FK\6H_^"L?_ M 4 BC6*/X^X55 4?\(KI7'_;K7K'[$/_!3[]I?QG^T[X;\?M%_M!62>#) M8M0DUMM1TC3;.$+'87$D9::.!&7]ZD> &&XX7G.#68^'!&.6Y?6QM[=G9=#]3Q:'WQ%\!_"OPS/XR^)'B_3]$TNV'[Z^U*Z6*,'LH+'YF/91DGH M:\ N_P!LSXP?M$7BP8."T$9 ENR/8#!QE6! MS6MX!_8!\+7_ (F@^*7[5?CJ_P#BQXMB.^&3Q @32M/)Y*VUBO[I%S_>#_ D M@*:^!7#N'RM<^=UO9/\ Y]1M*L_6-^6EY^T:DMU*1^@/B3$9H^3(Z/M5_P _ M97C17FI6YJOE[-.+V=2)CS?M=?'K]I:9]$_8=^$A71G8I)\4/'5O):Z:HS@M M:6Y'FW1]#@ ,,,N.:WOAM^PX$M9\$\7Q3_:/\7:A\5O&:?,FJ>*5!LK(YSMM M;(9BA7." 0V",C;7O<,,-M"EO;Q+'&H5$1)J+5*2M2B_[E+6-UTE-SFN MDQ%544(B@*!: #@"EHHKY<^]"BBB@ HHHH **** "BBB@ HHHH **** "L?Q M+_R%]'_Z_3_Z":V*Q_$O_(7T?_K]/_H)H V**** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH \&_9*_P""<'[*'7B#Q)\1_AG\)M*/CGQAXF MU;6_$WCR?2D.JWLU_>S73Q>>VYXX4\[RUB1@F$!VY))]JYKA/VF?C]X7_

&6_ M@9X@^/WC;2[^\T?PS;Q7.IV^EV[37)@::.-VCC4%I74.6$:@LY7:.2*P/B#^ MW=^QI\+?V91^V1XZ_:)\+V/PSDLQM45\^?\$V/V]/#_P#P4?\ @)J?[2G@GP=J&A^')?
&6H:9X:M=8MC#> M36-N(U2YG3<0C2DM(%' 1T')!8_0= !1110 4444 %%%% !1110 5X7^UA_R M6SX'_P#8]R_^DS5[I7A?[6'_ "6SX'_]CW+_ .DS4 >Z4444 %%%% !1110 M4444 %%%% &/XE_Y"^C_ /7Z? 036Q6/XE_Y"^C_ /7Z? 036Q0 4444 %%% M% !1110 4444 %%%% !1110 4444 %9'CKQWX4^&OA:[\9^-=9BL=.LH]TT\ MIZGLJCJS$\!1R35;XF_$[P;\(O"-QXU<:JMK9P#"*!F2>0_=BC7J[GL/J3@ M D>8^!?ACXR^/GBFT^-']0>DM9Z;:2>;X2\"S'*6@_AN;H?!V(Q'(4C"]P/NC MYO., [KT<0LNRZ*J8J2O9_!3B]/:56MH_RQ7O5&K1LE*4>2OB)1G[*DKS?W)= MWY=EN^G5JOX7\$>+OVJ?$%K\3OC+I,VF^"[.43^%O!=QPUX?X;N\'?(Y6/I@ M^F3) [JB)&@CC0*JC"J!@ >E+175DN24,GISDY.I6J.]2I+XIR_)16T(+W8K1 M=6[P^'C03=[R>[>[_P"!V6R"BBBO:.@Q[+_D=[W_ *\HOYFMBL>R_P"1WO?^ MO*+^9K8H **** "BBO-/BG^TCHWA#71\/AWH M G\4>,M>MM-T^V7,UU=2;5'H!W9CV49// !K MQ]O&'QI_:A8VGPR6[\$^!Y#B7Q21=Q;=1U./O]EC/^]0]I#SR"#D%:TO"/[.& MM>,=?
@^>)7[3FO0^(]8A;?I^@0*1I6E9[)$?]:X[N^<^^ U>OJJJH55 & . ME '_,"SX._#_ .#>A'0O FAK;B0[KN\E.^XNW[O+(>7.23Z#)P .*Z>BB@ H MHHH **** "BBD=TC0R2.%51EF8X 'K0 M%>,?%'_ (*_LI?"K4/^$>O?BC; MZYK;/LAT#PG$VIW"]-E_U7B/ MXL7YADVGO]@M\RJV.1DELW%>9])UY/\7OVXOV6/@C<-I?C?XP:
M8^J!]BZ)I#&^O6DZ!/)MP[(2>!OVCWKA/^&$_B5\6?\ 2?VMOVM/%GBJ&3F7 MPSX8*Z)I1'_/-XX?GF4= Q*M7K/PB_9C_9^^ UNL/PB^$>B:)(J;3>6UF&NG M'HT[[I7_.!,:V^]<*9?_O&(GB9?RTER0_\ !E1+K M);675=_V/>R09+(BI(SN)^;S1CQA7ZO?\%??V3/V@?VH_^%>?**\ ?V[M_87]K?VK_P 36TM?(\[[%Y7_ !\2Q[L^5])W.-O.,C/Q;_PZ8_X*!_\ 1?_ M "ZM*_\ DJOZQ\-.+^#\+P3A*4\31PS7M/W:/[V=K\\N:\E[VJ2UT25D M?R1XG<'<8XKCC%U886OB4_9_O(T9L-0L5L8=3 MTN]AN;:XC62"XMY Z2(1D,K#A@1R"*FKYDO_ -DCXV_LQWTWBO\ 83\>K_9# M2--> "CQ==/-IDV3EOL<['?:.>P)VDD;FVC;77_ _P#;C^'/Q-\4?*F^(^B M7_P]^(,6%N/!WBH"*29CT-K,<)=(>=I7#,!D+CFOX0Q7#DJF'EB\KJ?6*,5> M5E:I?\ 3RG=M+^_%SI_W[Z']]X7B2-+$1PF:T_J]:3M&[O3J/\ Z=V'+)_LHHHKYD^H"BBB@ HHHH **** /-?B]^SU;>,M:C^)?PXUUO#'C:
MS3_1=;M4^2Z4?\L;I.DL9P!D@D8'4#;5?X5_M"W.I>)!\)/C5H2^&?&D:_N[M=W_T355Z>;:R'A@<9V9W#ISAL>I5S/Q4^$7@7XR>&SX:\<:3YR(V^SNX6V7%
MG+VDBD'*,./8XP01Q0!TU>5?M*_#;Q)>)IWQO^%< _X3#P@6FMH5'_(3L^3- M9OCEMRY*]PV0,%LC$TOXH?$;]FK48/!_[05U+K/A:600Z1X_BB):')PL5\HR M5;L)>
<]_5]KLKVRU*SBU'3KN*XMYXQ)!/#('21",AE8<$<$<@O,SC*L/G. M7SPE9M7LU)?%"2=XSB^DHR2DGW78QKT8XPD4Z_JGT:\TS$^%OQ)\-_%SP)I MWQ
*W&ZTOX=QC8_/!(.'B<=F5@0?ID<$5T%>%:M_P 8I_&P^)(_W7P_\>WX M74T'$>C:LWW9O18I<8;L",G 50?=>O2N'A[-<1CJ$\-C$EB:#Y:B6S=$QJ1_ MN5%
[T>SO!^]%F>%K2J1<*GQQT?Z->3W7W= HHHKZ$Z@HHHH Q_ __((E_P"O MV;_T*MBL?P/_ ,@B7_K]F_\ 0JV* "BBB@ HHJKK>MZ1X;TBYU_7]2AL[*TA M:6ZNKB0*D2
9+$GH* 'ZGJ>G:+IT^KZO?16MK;1-+<7,\@1(D49+,3P !WKP MPGQ%^V=J^E?"JQN.3\T4_B>1&_ I; CZMC^]_JRTLO$?[9FLQZOK4%UI? MPLLK@/96#[HI_$LB-O))T*6X(R%ZMCUY2?XB^)M9^-WBF7]F;X(77]FZ'IB+ M#XV1V"!4LH ,?8+?"FL 5..% ([,*\,.\YHY-AE+ED8IR>B,,17C0A>UV]$NK?];OHM2EJ\LG[47B!O@S\,S_9OPP\.2K;^(M5
MTX>6NJ21XQ86Q7 \H8&]AP1TXV[_ '?1M&TKP]I-MH6AZ?%:6=G"L-K;0(%2 M)%& H Z "JG@OP9X:^'OA>R\&^$-*CLM.L(1';6\8Z#N2>K,3DDGDDDGK6I7
M/D>35L%*>,QLE4Q56W/);12VIT[ZJG"[MUD[SE(S[PU"5.]2H[SEN_T7DOQW M84445]"=04444 %%%% !1110 445%>WMEIMG+J.HW<5O;P1F2>>>0(D: 9+, MQX Y)--
)MV0FTE=GXP?\%9_^4@?C_\ [A7_ *:K.OG.O=?^"EOCWP9\3?VW M/"C3X?>);36-)NI;".VU&PE$D,QBT^VADV,.& DC=#_'OAJSUC2KF6_DN=.U" 2PS-%IUS+'O1N& =
M$;!R#MY!KPBOHS_@DQ_RD#\ ?]Q7_P!-5Y1QG4J4>#\QJ4VU)4*S36C35.5F MGT:#@JG3K<99;3J).+Q%%-/5-.I&Z:ZIG[06EI::?:QV-A:QP00QA(884"HB M@8"@#@ #C
J2BBO\Z&VW=G^D*22L@HHHI#"BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ K'\2_P#(7T?_ *_3_P"@FMBL?Q+_ ,A?1_\ K]/_ *": -BB MBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** /'?V_ (A?'#X4 M_L?^-OB%^S3X4M=>^(&EV4$O@[0[ZT$\.HZ@;J%8;9T++E9'(0D,A7=D.A 8 M? GPJ_X()_M ^,O'4?\ P4
_;;^(G@/X@_'1_$Q\30?"*YT%8/AW93R0K'); M&&)"[7I6.`B9,DI62%&DBN]F]OO;_@H5\3OC'\(?V.O&GC3]GV]TVR\:-!: M:;XO>);O2KVT@E\.:'?NMO-'=%[*WBDED94 MCE"*I;
(PS @'O?[(GQK\1?';PAXD\3^,/V=]5^&.K:;XQNM)U+PYKCV[W;RV M\-NAN7DMRT4J.,>5(C,'A6)LC.U?6*^./^"&G[;GQ"_;P_8HN_B9\1]>_M^Y M\-?$/6_"VF^,_L:VY\4Z?
93*+74VC1519)(9$638JJ9(W(5<[1]CT %%%% ! M1110 4444 %%%% !7A?[6]`);/@?_P!CW+_Z3-7NE>%_M8?\EL^!_P#V/'H]1UB.6] MU*^D\C1-
#LANN=1N#@".-1DXR1EL8&1U) /*_"/X)^*=:\6)\>/V@Y(KSQ5(MA_LC1XSNM/#\)Y$<0Y#2_P!Z3GGH3U/R^;9SBJF+>5Y4E+$63E)ZPHQ>TI]Y M/[%--.6[Y87D<=>O-
S]C1UGU?2*[OS[+KY+4K?#+X0>,OB5XOM_CQ^T7:*-0 MA._POX1W;K?0XSR'<'A[@\$L?ND=B%">RT45Z63Y-A[?=_UILM HHHKUC<**** ,>R_Y'>]_
MZ\HOYFMBO/[3XM^$4_:.NO@\UX/[5?04NU&X;<@Y\K_?V'?C^[S7H% !6;XN M\8^%O 6@3^*/&6O6VFZ?;+F:ZNI-JCT [LQ[*,DG@ UPWQ3_ &D=&\(:Z/AQ
M\.]#F\6^,IAB+0M,8;;;_;N9?NPJ,@G//(S@'-97A']G#6O&.OP?$K]IS7H? M$>L0MOT_0(%(TK2L]DB/^M<=W?.?? :@#-;QA\:?VH6-I\,EN_!/@>0XE\47
M<6W4=3C[_98S_JD/:0\\@@Y!6O2_A9\'?A_\&]".A>!-#6W$AW7=Y*=]Q=OW M>60\N(=7M;" MS@7=/=WMPL448]69B !]33C&4Y*,5=L4I1A%RD]%JBO O&/_!2/]F[2M9?P
MA\+[K6OB3KZ\+H_P\T>346)Z F5<0[<]2'.!SBLK_A,_"D?QP^7P=\,_"?P M@TB7IJ/BL7_M;5=G9TMX0(D;OLEZ>OK]+3X2SB,%4QBCAH/6]:2IMKNH/]Y) M?
X(2/F*G%^32J.E@W+$S6EJ,742?9S7[N+_QSB?1UY>6>G6LE]J%U'!!"A>6 M::0*B*.I)/ 'O7B'Q"_X*+_LL^"=7/A3P[XRNO&VODD0Z!X!T]]5N)6'50T7
M[H'/&"X.:Q+/_@G)X3\;W4>L_M4_&OQG\4[M7#FRU?5&LM+1QSNCL[8J$Y[; MB#@<5[=\/?A3\,OA+I T'X8_#_1] L\#=!I&G1P!R.[; "Q]SDFK]EPCE_\
M\$J5,5+M!>RI_^!34IR7E[.F_,CVO&&8_PZ=/"[S?MJG_@$'&G%^?M*B\F>& M?\+< _"?P M@TB7IJ/BL7_M;5=G9TMX0(D;OLEZ>OK]+3X2SB,%4QBCAH/6]:2IMKNH/]Y) M?
ZV8S"Z992I MX9=Z<;U/_!LW*HG_ (917D'^J.#Q6N9U:F*?:I*U/_P5!0IM?XHR?F]3D_A= M\"?@S\$]._LSX3?#'1/#\93;(^FZ>D:>C/E[^QOVS?V+OT\W-]\;/AQ;_\PR\D \3:
M3".TBE31[!17S!#^TK^T?^R1 M*NB?MG^#SXE\)HP2W^+/@ZP9DB3H&U&S0;H#ZN@VYP%#G)KZ'\"?$#P1\4/# M%MXT^!?BNPUK2KQHRIX8="IP0>"
:\O\,\AQ^5TXUI6G1E\-2# MYJ$E&:ZQ1ZF5Y_@,UJ2HQO3K1UE2FN6I'SY>L>TXN4'TDS8HHHKQ3 MVPHHHH **** *^JZ5IFN:;/H^LZ?#=VES$8[BVN8@\0RZEX*>4O./$7A[
M5+_]FKXI7QE\0^&(@VE7\G']KZ63B*=<]6481AS@#9)(8U8^)?[/FJV_B>7X MP? #68O#WBTC=?6SJ?LA&+U,=S&. Q[2#G)R><,.$\8^+[KXWI;:CH&CR>%? MC-
X!=KNVT"^.&O8P/WT$;<">"5,X(Z$CHK;C\IQ#@\3A:\,ZP,'*K15IP6]6 MC>\H>,PV882GB+/#G@;P[=^+/%NKPV.GV,1DN;F=L*H_F23@ #DD@ $F@"3Q'
MXCT+PCH5UXF\3:K#96%E"9;JZN'VI&H[G^0'4D@#DUXII.B>)?VQ-;@\6^-+ M&YTSX:64XET70ILI-K[J?EN+@=H>ZIWZ^Y=X>\+^)_VMM>MOB%\3-,GTWX?V M4PF\-
>%;@;7U9A]VNQ_<[K'T(/<9+]%\=/C#KNAZE9_ _X*6D-WXUUF']P- MH\C1K7HUW-P0H4?=4CDXX/"MYN;9KA,FP3Q.(O;!)?7E.3TC"*ZRD]$OOLKL MRKUH8>GSR_X+?
1+S9G_&/XD>)?$WB6/]F?\ 9_F2WUB2W7_A(-;@3]SX=LB, M<;< 3,O"(,$<'C@CT+X6?"[PE\'O!=KX&\&61BM;<;I99#F6YE/WY9&_B=CU M/T P
/P5^#7A[X^$O[!TJ>2\OKN4W.M:S=[#O-'S.+XFH?6)83+J;Q->.C4&E"#_Z>5'[L/\/O5+;09T?Q2_;V\$:5 MXJE^$O[._A.^^*?CA?E?
1_#@@V=BV<;KN\.8H%!R#RQ!&&V]:P++]CKXR?M' MWD7B?]N[XH_;=.$@EMOA?X.GDM='@[_M^$'PQ M^"?A6+P5*/ ^GZ#ID7(MK" +YC8QO=N6D?U=R6/-%?XE\57_
+B/D>ZIQ9^6 M?[!N_@+LBC7+M_PE.E' ^@NJ_:FLWQC_P B MQ>_]<#7WV7>._&&6Y?1P<*-&2IQC!.4:CDU%))R?M5=NUVI*[Z'Y_F7@'P;F
M>8UL9.M7C*K.4VHRIJ*R=HJ]DKNRZGXV1_\$G/^"@$L:RQ_ +*LH*G M_A*M*Y!_[>J]J_X)Y?\ !/+]L+X&?MA>$/BG\4_A!_9>@Z7_ &A]OO\ _A(- M/G\KS=/N84^2&X=VS)(B*
<9R< $U^FNG?\ (/@_ZXK_ "%35.:^.G%N;Y97 MP-:A04*T)0DU&I=*<7%VO5:O9Z735^C*RKP'X0R?-*&/HUZ[G1G&<4Y4[-PD MI).U).UUK9IVZH****_%$]L"BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ M HHHH *Q_$O_ "%]'_Z_3_Z":V*Q_$O_ "%]'_Z_3_Z": -BBBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH *"<#-%% 'YT>/?^#FO_@A-
KVE:S\,O MB5^T;=7=G>07&F;_H6L?"O7GCFC<-%/;3Q/8X92"R,C#D$@BO@GXJ_'G_@V! M^+E[JFD^(/\ @JY^U+!X*UJ^2YU;X8P^(O%4V@7A2**&-)8KG3Y9I%2&"&%-
MTQ*1Q(BD!5 _9'!KKJF2PU+]BKQM\%_@/*K&\34;Y];N_!,%R+6'Q-OU9-3 MU+3'D8[4&H+!JMF+$(!=D':@P/F3Q+_P M@%M/\'[WX3:I8ZQITJ+Q9^68%LXW'"@>>$Z8;'- 'NG_
1T_:!_8M_:%_87 MT/5OV O!EOX;^&GAG7-5\.:+H,,3HUJMI>2*DL@D'F>9<0M#>-YF9';OYV9] MQ/U'7R)_P14U_P#: \=_LAZM\7OCO\++_P !VWCOXF^(/$WP^\":JA2Y\/\
MAR]NO.M+:1" 8R7:>8+A0%F7:JKM4?7= !7'>(/VA?@7X4^+^@?L_>(OBYX> MM/'/BF*>7P]X0EU6+^TKZ*&%YI94M\^88UCC=BY&T;<9R0*[&OS1_:X^&7PZ M\&?
\')'[']7B[PAX%TC2M3\0^_B!)KU_IVFQ03:C(FERE9)W1097!ED^9LGY MCSS0!^EU>&^#/^"F_P#P3I^(_P 0[+X1_#[]N?X3:YXIU+4/L&G>'=)\?6%Q M>W-UN*^3'#'*7=\@C:
3Q5+_ (*@1_M>:E^P_P".O"?[#'PY/B7XD^(-_LG M1[8>(+;3#:PW!\NYN5N+F1$21(#+Y9!R)6C., X^+/\ @E'^T^P1<_M;V/[
M)'QP_P"'.'@3]E7]IKP[I4EYX5MO^$&TMFUFU2!XYKC2]7BMDDE?RA-OPS;T M$N)9=LNT _2#XS_M"_!+]GC2+'6_C5\2]+\/1:I>_8](BOI_W^HW.TMY-M"H
M,MQ)M#,4C5F"J6(P":TOA=\6/AG\;O!%G\2?A#X\TKQ)H-_O%IJVC7J3PNR, M4=-RDX='5D9#AE92K $$5^?G[*Q#U3]J;_@XT_:-USQ9(;O2OV>OAGHOA#P
M):3',=A+J@CN[^Y1#PDTDD+Q&0?,8D5"<#%3?L:?$74O@S_P$O'7P\?XHV^D*<06.KJMC87TT:]%>Z:=)93_$T2GM0!^CM%%% !7A?[6' M_);/@?\ ]CW+_P"DS5[I7A?[6'_);/@?
_P!CW+_Z3-0![I1110 4444 %%%% M !1110 4444 8_B7_D+Z/_U^G_T$UL5C^)?^0OH__7Z?_036Q0 4444 %%%% M !1110 4444 %%%% !7"_&
[XZ:)\']_MK"WTZ76/$FK/Y/A_PY9*J_''X\V_PR:T\&>$-';7O&>M#;H?A^W/)Z_OIC_RSA7!))QG: M<$,RP_!'X#3^"-1N?B;\2]877O'.KI_Q,M7=?W=JAZ6ULI_U<2]. "V.PP!
M\EF6;8W'XR65Y0U[1?Q:MKQHIZVMM*JUK&&T5:<].6,^"K7J5^CHT-^KZ1_S MEV73=]GQI^-NHQ:OXXOX]JE.;;1H3G%M;+T& 2&?JUE.4X+)
<&L/AD[7;DV[RG](SG)ZRE+JWZ*R21O0H4\/#EA_P6^[?5A1 M117IFP4444 %8_C_,;:)\-_!6I^._$4VRSTNS>>;!Y; X0?[3'"@>I%>8?\
M%"/BK\1O@G^R#XM^)OPEUMM.\0Z:=/&G7B6<5P4,NH6T+@1RHZ-E)'7E3UR. M0#7Y^:?^U/\ MD_&/PAK._X79XU_X75_PO7[7_ ,3C M^V/M_P!X[?O?ZK_*^T]-\??
&C]K.QC;X8QW/@?P3.-MUXDN=IU&_ MP<.EJH.(E!!7S,YXR#D%:_/RIO%7[8G[6O[/?@BTT_X*_%B32M%BN7^T6+:- M970C>0YWAIX7903D$
XR0<9))YN'LDK\1YQ2RVC4A3G4=HN;:C>UTKQC)W>R MTU=D=/$>>T.&LFJYE7ISJ0I*\E!)RM>S=I2BK+=ZZ*[/U/\ A9\'?A_\&]". MA>!-#6W$AW7=Y*=]Q=OW>60\N+?
\$\OBU\0?CG^Q[X0^*?Q M3\0?VIKVJ?VA]OO_ +)%!YOE:A%&<9.22:].\=?$GX>_"_1 MF\0_$CQQI.@V*Y_TO5]0CMT)'8%R,GV'-89AE.+R_-ZV6R7/5ISE3?+=IRC) MQ?+HFTVM-
$[=#HR_\'F.3T3Q%XU\4:=H^GP_ZV^U2]CMX4^KR$*/SKPKQ!_P4F^"%@O%'Q3UJ,[6M/ ^AR3P1-V,ERX6-4_VU+@5+X6_P"";/!D6L1^+OC)=^(M?B?
KJ<_VG\0-:DO54]PL'RQ!/165L#C->Z>'_#?AWPEI,6@^%=!LM,L8!B^R MT^U2&*,>BH@ 'X"G?A'+]E4Q4_E1I_\ M]22^=)N7_P#)RQAPE.[IX6'SK5\\ VRG! M_*JCYY^U?\%+OCC_
,>UCX.^"VD3?QW#C7M913W"C%L..QPP-6M&_P"";7PC MUO4XO$W[1?COQ;\5=6B;>C^+];D-G"__ $RM8BJ(O^PVX(?\!C %:M%%?-5*E2M-SJ-MO=O5OU9] M/3ITZ-
-0II**V2T2]$%%%%06%%% !1110 4444 %%%% &/X'_Y!$O\ U^S? M^A5L5C^!_P#D$2_]?LW_*%6Q0 4444 %%%% #9H8;B%[>XB62-U*NCKD,#P M00>HKYX\=_L)R^#_
!/<_%G]BSQ\WPU\3SMYE]H\47F:#K!'\-Q:V^$W[:O@%OAKXFG;R!'69)3) MH&KG^];W?*Q$]2DA^7(!;<<5]$0S0W$*7%O*LDX^$WC&_9DB7J5T^\<[H#Z(YVYR6+G KV?
89!GW\!K"5W]F M3?L9/^[-WE2?E-RA_P!/(K0\3V_$.0:5T\7AU]N*7MXK^]!6C57G349_].Y/ M4^GZ*\>^ ?[:WPG^-VMR?#O4X;[P?XZL_EU'P/XJA^S7T; 9)BW8%PG4ADYV
MX)50:]AKP,PRW'Y5B70Q=-PGO9[4]FGLT^C3:>Z9]#EV9X#-L,J^#J*<-KKH MUNFMU)=8M)IZ-!1117"=P4444 %%<7\8O@9X-^,NG0G6!-8ZO8-YFC^(-.?R[
MNPD!R&1QR5SU4\'V."."THH ^0_"WBSXI?L??']U^,=O&_AKO=.L>I:]91;;2 M>YZ+>[1Q#*?^6J<9^9QNP*^NHI8YHUFAD5T=0R.IR&!Z$'O6;XU\%^&/B'X7
MO/!OC'2(KW3KZ$QW$$J_DP/56!P0PY! (Y%?+7P^^OQ=_9"^(U_\$?'=I>> M)?"NGP_:M-EC7==P:=G GA'_ "T1!Q)%_!M)7"JU?.4(9=PYB503<*=>;<$_
M@C4E>3BG]GG=Y1B].;F2:%?B M#X=MO%G@S7(-1T^Z3=# HY M- $OC;QMX7^'7AB[\8^,M8BL=.LH]\\\I_)0.K,3P%'))P*\A\)^"O%7[4GB M*T^*GQATF;3_ =92B?PGX-
N1@W9_AO+Q>C9*Q],'T),DG@GX2^+?VC/$]I M\8_CCI$ECX?LY/.\(>";CHO]VNUZ-(1RJ'A0?KN[GXY?&K1_@QX9BNS8R:E MK6IS?9?#VA6W,VH7)P%4
Y(!X\PQ^#RO!SQ6*FHTX*[;_J[;>B2 MNVVDDVS.K5A1IN)->F&7N9?\ GFF?NQ)T5>/7 M Z"C\!/@GJ_A&YO?BI\5+Z/4_'/B!0VIW@YCL8NJV<'JV-> ([@"O3*^=
MRG+\9F>-6<9G#EDK^QI/_EU%[RET]M-?$_L1_=Q^W*?+0IU*U3V]96?V5_*N M[_O/KV6BZW****^N.X**** "BBB@ HKAOCE^TE\%?V-?\)9^VW^V
/+^'^C3_!3P%&WSMLP1_$QW#AE8]*][+^'<;CNWW52!.1N[,Y53T!SQ7F'_")?MM?M@? MO?B#K,_P4\!7'_,!T2X$OB/48CVFN,;;,$?PJ-PY5E/6O3_@#^R!\#OVGUW_VOE&2^[E-
+VE1? M\OJL4VO.G2UA#RE-SEU7(]#@_L?.,[][-JOLZ3_Y^$@2TTM90/MM]@R7=XW]Z:=\O(.'PU-0A'11BDDO1+1!1117 M.= 5F^,?^18O?^N!K2K-\8_\BQ>_]<#0!6'CG6?^"?
G[)-KJ M$*"2P37/%-]<7VF@\B,S1NRAQW,;;2>17V%^WKX/^*WQF_8;^*/@K]FC4-&N MO%VK^"]0M_#D6IZ;;C8ZA&2.?:]LV\$+YI/5:^,_!?[$?_!RG MX0\Z7X4M/\
@KG*7BTW3X;6)KWX41W9_V 9'R[=6))H ^ ML_\ @G3XE_;:\5?"Q%]'_!0+PMH6B?$:/QS>Q7.E>%))'TF"R$%M]E^QO([ML\31$.26)\QYO^";W@#]K;X:?"7Q3X7_;?
^,&D>//B(OCV[FU/ MQ1H-O';VMW;O:VC6H2W14^S;(#&AC*J"?'JO!+=(KJ9M+=8003D%V1PO\ >*D#.*_2*N+U[]F_]G?Q M5K-QXB\4?
3P7J6H7DADN[Z_\+6DTT[GJSN\99C[DT 8W[3?[9?[+W[&6D>' MO$/[4OQIT?P/IOBGQ!'HFB:GKKO';2WKQO(L;S!2D"[(W8R2E$&WEAQ7S+^U M+X=^"G[?O[<_[_^N?
LV>+M#\5:Q\%O'UUXK\8^-O"U]%>VVAZ*VFSQ_V;+=0 MLR">]NGLMMMNWF*":7;L7)^ROB#\,/AI\6O##^"/BK\/-"\3:+*Z/)I'B'28 M;VU=E^ZQBF5D)'8XXJQX*\">!_AKXR_L6?
\"/QGUGQU(FG>%?VI/AYI.L^!]9NG"6]QK>C MHEO>Z4'; -SY;R783O$Q(SM("_L!?#Z_:# _."WG[3G_!2CPVRW/@#3_"^E M_"[P-X@A.ZWUV>W2TFU:2W<<2107=JL'F*2C/O
)*,!]]_$/X8_#;XN^&I/! MGQ7^'NA^)]'ED6272?$.DPWMLK]UC%,K(2.QQQ6EH>A:)X8T:U\.^&M&M-. MT^Q@6&RL+&W6&&WB485$1 %10. !0!:HHHH
\O^*W[)7PU^,7BY_&GBC7_ M !1;W;P)"8])\1S6T.U!@'8AQGU/>O$OB[^RU//A#\&-<\2W#:CXT M,4XU77YKD*$A+C8'/RG(Y(ZCBOKVQ_VL/\ DMGP/_['N7_TF:@#US_A:](_
MY^,W_P "VH_X0?2/^?FI_P# MJV** ,?_A!](_Y^;W_P+:C_ (0?2/\ GYO? M_ MJV** ,?\ X0?2/^?FI_\ MJ/^$'TC_GYO?\ P+:MBB@#'_X0?2/^?F]_ M\"VH_P"$'TC_)^;_W_P+:MBB@#'_
.$'TC_GYO?_ +:C_A!](_Y^;W_ ,"V MK8HH Y37/"NG6NHZ;#'/_^!;4?\(/I'_/S>_\ @6U;%% &/_P@^D?\ M_-[_ .!;4?\ "#Z1_P _-[_X%M6Q10!C_P#"#Z1_S\WO_@6U'_"#Z1_S\WO_M
(%M6Q10!C_\(/I'_/S>_P#@6U'_ @^D?\ /S>_^!;5L44 8_\ P@^D?_- M[_X%M7F7QM^(-IX0U:V^%?PLL+K7O'6JIFRTP7K>58QGK=K_B*]YN+Z8\G).=J _=0'
]SDGX['9EC<[Q<\MRF M?+&#M6KK50[TZ=[J57N]8TMY7E:)PU*M3$3=*@()?+MY+O+\%UUT,;X.?LQ MZ+\.X)_$?BG7KO6O%FJ -K>OR2E6D/'[J,?P1+@ #O@9Q@
=S_P@^D?_-[_ M .!;5L45]%EN68+*,'"'X6'+"/S;;U;;>LI2>LI-MMMMMLZJ5*G0IJ$%9?U^ M/F8__"#Z1_S\WO\ X%M1_P (/I'_ #\WO_@6U;%%>>?%#]I;X??#?4U\(V0NO$/B:8[;;PUH$7VBZ9O] MO;Q$.Y+U.<9N+C[D8!X/4@C!Q1_P *J^.WQ]_TKXZ^)CX6\.R\CP7X:NOWTZ?W M;JZ'WO0HGRD?
W37JG@?X?>"OAKH4?AKP)X9M-+LH^D-K%C3]:^TO^"O?QC^%FB_L@>$_ MA)J7CW3(_$^L_P!G?V=H(N@UU*(]0MIF8QKDHHCC=MS8!Q@$G K\@*_=>!/" MO$\;)JK/$?
5XQJS:O1YG-%XI\BM4FYZW;M^"\?>*^%X&XN=*GA_ MK,I48)VKI=H)F&ZA,;^H MST(]P<$>XKY6HKZA]U':MAJT:U+-N646FFJ.J:=TU^^Z,^0K_2.HXJA*C5RA M2A)-
-.OHTU9I_N=FC]-/V&_V:?VO_'O[,_AS0[3]HNQ\">#;;;4(K.+P[I33 MZM=J+^X$ADEF(2#,F\HT>?DVY&2:]Z\'?\$S?V7= U0>)_&VDZQXZUS@R:WX
MZU=]1F<]>4<"+KS]S/057_@DQ_RC\\ ?]Q7_-.MY7T97X_Q=Q-Q!AN(L?A* M=94[5JL9.E%4G-J')[FYMN=-.U>WNC' M>V+YR&AF'S)@X..5) R#7C=WI'[6_P"QS.9/$D.K?
&CX22@&*^M:*^@R_B%87#+!XF"KX?\ Y]SO97W<)*TJ U;1VE$-E\6/"-J\VFS9.%^V0*-]HY[D#:2?E7 M+5VO(<'G"]IDE1REUH3LJ[P-6C67%*?_3NVIPK/\;D[]GGE-
1CTKPNZ3_Q MIWE1?^)RI_\ 3R^A]"?\(/I'_/S>_P#@6U'_ @^D?\ /S>_^!;58*^+/#' MCGP_:^*_!GB&RU73+V,26FH:?,@^L45Y^:9;A1,#]U MN 0RD[YN/+T^)A@QVR#;&#[[0"?
=C7F\.YAC:] M*I@L?_O%!J,W:RFG\%/2TTM4OAFIQ^S=Y86K4E%TZOQQT?GV:]?P=UT/H?] MCG]HCX=:1\$-3TWXJ>(Y[2;PJ0;5A"+NVDSY<<:9^=PX*X'0%,X)'H_PW
M^"/B+XT:_!\8OCK875E90OYOA/P=+.S?8D_AN+C/WIB,';@;>X!X7XE^"GCG M3?AK\5]!\=:QI$-]:;;J*2W-M-$'!CZ,R@_QJ#N4]F537Z:>,?BAX\"> 9O
MB;XBUV*/1HK1;A+I#N\Y6 *",?Q,V0% ZY%>YB,10PE"5:M)1A%-MMV22U;; MZ)(Z)2C"+E)V2.?^+WB/X??!?P7/XR\57]^P5A%964%TQFO;AON0QK_$S'\A MDG@5RGP0^
&MZIJS_"XXF8^*-0C(TW3%N&*:%'.V!">?,(/SMZDCNQ+OA# M)\ Q7\7_&D'[2'QMTQK9HU/_"$^%\I^5TFW;D7$@[W#C!R?N\=PH3VFOD'KGQ;XX2\2V.D:7[9IONM0U*Z6&&(>
[,0:[>M?.][^V)\9?VD+R M7PQ^PE\+OMFG"1HKGXH>,8)+71X,'#&VB($MVP]@ "!E2IS7L99D68YK&52E M%%1I1^*I-J-./K)Z7[15Y/[*;/&S3/\MRF+:563E5E\-."%9?
&OQ7^(,>A:9%D&YO]29?,;&=D:C+2/Z(@+'L*\&3XF_ MM*_M8R"S_9/\$?G@CP?,<-\3/'2/YUS'_?L+$G+YZK))\A'!V$5W7PM_8)\# MZ3XJB^+7[0_BR^^?
CA<,NL^)T4VEBV<[;2S&8H%!P1PQ!&5V]*][& *]7 MZUP]DFF$@L567VYIJE%_W*3UGZU;+O2ZGD_5.(L]UQ,/&LN&N_&7B>\-Q=E_P#ID#\L M"CD +\P'!8BO6O\ A!](_P"?
F]_\"VK8HKP,PS//,,VQ'M\944GUDVV^K,?_A!](_Y^;W_ ,"VH_X0 M?2/^?FI_\"VK8HKA.Q_^'TC_GYO?\ P+:C_A!](_Y^;W_P+:C_A!](_Y^;W_P
"VK8HH Q_^$'TC_GYO?\ P+:J/B7PEIEC MH-U=PW%T6CB) >Y8C\1735F^,?\ D6+W_K@: *EEX+TJ6SBE:YO,M$I.+IL= M*E_X0?2/^?FI_P# MJTM._Y!\'_7%?Y"IJ ,?_A!](_Y^;W_

,"VH_X0?2/^ M?F]_\"VK8HH Q_\ A!](_P"?F]_\"VH_X0?2/^?F]_\ MJV** ,?_A!](_Y M^;W_ ,"VH_X0?2/^?F]_\"VK8HH Q_\ A!](_P"?F]_\"VH_X0?2/^?F]_\ M MJV** ,?_A!](_Y^;W_
,"VH_X0?2/^?F]_\"VK8HH Q_\ A!](_P"?F]_\ M"VH_X0?2/^?F]_\ MJV** ,?_A!](_Y^;W_ ,"VH_X0?2/^?F]_\"VK8HH MQ_\ A!](_P"?F]_\"VH_X0?2/^?F]_\ MJV** ,?_A!](_Y^;W_
,"VH_X0 M?2/^?F]_\"VK8HH Q_\ A!](_P"?F]_\"VK,USPKIUKJ.FPQSW)$]R5E=76/XE_Y"^C_P#7Z?\ T$T '_"#Z1_S\WO_ (%M1_P@^D?_-[_ .!; M5L44 8_ @^D?\ /S>_^!;4?\
(/I'_/S>_^!;5L44 8_P#P@^D?_-[_P"! M;4?\(/I'_/S>_P#@6U;%% &/_P (/I'_ #\WO_@6U;%% M&/\ \(/I'_/S>_ @6U'_"#Z1_S\WO\ X%M6Q10!EV?
A+3;&Z2[AN+HM&V5# MW+$?B*U*** "BBB@ HHHH **** /RJ_P#!,C_@NSKFI^*/$?PX_P""QTOP MP\:MX^\0ZAX8\"S_#J#5)-)T^?5KN:WC,]QM?F-U8)RJ!@JG %:Q_X);_\
M!P3CC_@X)_\ ,,6'_P 57Z?T4 ?,W_!*WX$_M3_LZ? KQ/\ #G]LOXMR?$#Q M[_PL74;W4/'1M6A37()H;9X)HT*J%58BD.Q1M1H&120E?3-%% !1110 4444 M %%%% !1110
5X7^UA_R6SX'_P#8]R_^DS5[I7A?[6'_"6SX'_]CW+_ .DS M4 >Z4444 %%%% /&XE_Y"^C_ /7Z?_036Q6/XE_Y"^C_ M /7Z?_036Q0 4444 %%%% !1110 5Y#\6?
C3XL\2^+9/@-^SP(KGQ(5QKFO. M-UKX?A/!9ST:;KMC['J.'"K?$GXM^,_BMXNN?@3^SI?".XMSY?BOQD%W0:,A MX,41'$EP>0 #\IST(+)Z!\)OA)X-^#'A*/PCX-L65-
QDO+N=MT]Y,?O2ROU9 MC^0Z #%?%XG'8SB;$2P66S<,/%N-6O'=M:.G1?\W2=5:0UC&]2[AY\ZE3%R M=.B[16\OTC^KZ;+7:M\&?@MX4^"OAM]'T$RW5[>2>?
K.LWC;KG4;@Y+22,>3 MR3AK>KU.VG3A1@H05D@HH MKGOB-\5?A]\)=$/B#XA>*;73;?GRA,^9)B/X8T&6<^R@UUEG0UQOQ5^/7PS^ M#D$:>,-=W7]Q@66C6*>=>73$X
2)>>3QDX7/>N%_X33]HO\ :#_<_#719/ ' MA>7@^(]L%QB(Z,QZ$%GS07??#/X ?"WX,+/XFMH'O-7=&DU+Q1 MKUQYUW+Q\SM*_P!P8Z[=HP.<]::3;LA-I*
[.1_LW]I;]H3YM:N9OAGX4E_Y< M[1P^M7D?^V_2V!'8?,.00PYKT/X7_!?X;?!S3&TWP#X9AM&E'^E7K_O+FY/4 MF25LLW/.,X&> *\G\=?\%"OAPWB*;XJE:^GI<+XFA35;-
BPL'JE.[J27]VDO?=^DI$'_.?+U>*L-B*C MHY53>*FM&X65.+_O57[BMUC%SFOY#LOC)^WA\!OA-KW_ K_ $C4+[QIXQD8 MI;^#O!-H=0OFD'\+A/DAP<9#L& .0IKC?
^$2 ;Z_:B-.O%-M\$?",_,&\ M-SK>^(;B,]I+O_5VQ(P08QN!R&6O9_@W^SY\%_V?=!_X1SX. #G3="MV4">2
MUAS/<8Z&69LR2GW=C795?]M91E6F58>_P#G[62G+UC3UIP^?M)+=31G_8F< M9KKFV)M!_P#+JBW"/I*II4G\O9Q:T<&?)'[2W_!./P!H_P"R!XR^'_[-/PGC MU?QQK?
V$KK&K7\;FY5>>4KN,8VNJD?=2BK*VF MO30^4XF\&N$.)\93KU.>C[."@HTO9PC92E*[3IR]YN3N[ZZ==7^*J?\ !*C] MO>2^?34^ V9HT#NG_"4:5P#T.?M6*F_X=,?\% _^B
_^75I7_P E5^QEE_R. M][_UY1?S-;%?1?\ $PG&G_0/A_\ P"I_\M/G/^)=N"?^@CS?^'T__E1XM_P3 MR^$OQ!^GI'OA#X6?%/P_P#V7KVE_P!H?;[#[7%/Y7FZA%%%% !1110 4444
%%%% !1 M110 4444 %%%% !1110!C^!_^01+_P!?LW_H5;%8_@?_)!$O_7[-_Z%6Q0 M4444 %%%% !1110 4444 %%%% !45_86.JV,VF:I90W-M<1M'/;W$8=)$(P5
M93P01P0:EHIIM.Z$TI*S/F[Q3^P_XH^$?B"Z^)G["7Q"7P/J5Q*9M1\%:B&G M\.ZLWHT')M6/3?%T'"A_:K\$W'PN\;2?);OZQ*&TO5 M2#C?9WH_=N"?
X6(()"@LC<9X=2&'8BOJH<0T,R@J.=TW5MHJL;*M%=+R>E5+^6I=VTC."/DY\ M.5\LFZV1U%1OJZ4KNA)];16M)O\ FIV5]90FSH001D'(/0BBOEX_!#]JS]CD
MG4/V7_$TOQ%\"P'=)\-/%E_B^L8AR5T^];L!TBD& !P'8YKTS]G[]L;X.?M" MW,_AC1+ZZT/Q98975O!7B2W-IJ=FX'S Q/\ ZQ1_>3< ",[2<5SXWAVM3PTL M9@:BQ&'6\HJTH?\
7R#]Z':[O!O2,Y'3@>)*-3$QP6/IO#XA[1DTXS_Z]5%[MM3O96FEK*$3U6BBBOG#Z0^;_ /@H[\:X_!GPUA^%&D7(_M'Q+\UV%/S162," M2?3>X"CU"R5\)U[1_P %#-4N+O\
:DUFUA\[7X MEP&'KRI2C*\5(I]=/F35]6?L-(O[0&IV'AWX1>=/WAJ1?OFR?OETWOTKVW_@GIJMS9_M2Z+:H7*WEG>PR;7(&! M;O)R
<&90<'(S@]0".'#^-7 7%^88;*IX:N_:U::BI1@H%!XIF^$W[,'@R]^*OC2/Y9;+P]!IVG$G&Z[OC^ZC4'L">1M)4UZ6 M691F.;U7#^4W+E5Y/11BN\Y.T8KSDTCS,SSC++J*/,
[16KE)]H05Y3? ME%-GO&I:GINC:?-JVL:A!:6MM&9+BYN91'$@&2S,Q 4 =2:^=_$_P"W;K'Q M/UZY^'/[#?PRE^(>K6\AAO?%5RS6WAW3']9+DX^T$==D?WARK-
TJMIO[%WQ3 M_:"U"'Q?^WC\4SKEND@FM/AKX5EDM-"M"#E1,01)=L/5B,'(RRFOHGPQX6\, M^"M!MO"_@[P_9:5IMG&([2PT^U6&&%?140 ?05[?+PYD?QM8RNNBYHT(OS?
MNSJV[+DA_>FCQ.?B3/?@3P=!]7RRKR7DO>A23[OVD^\8,\"\(?L&S>/?$-M\ M3/VV/B//\2]?@?S;/0G0P>]+;^[#:# E(Z%Y!XQN7/-?0]E966FV<6G:=: M16]O!&
(X(((PB1H!@*]C@ #@ 5+17C9GG699O*/UF=XQTC%)1A!=H0C:,5Z) M7W=V>SE>29;DT)+"PM*6LI-N4YOO.[^ M#OP"U9[+1;.3R?
%OCJ'E8A_%:VA_CE(X+CA0>#T)@\1^,O%G[6>NW7PX^$>K M3Z9X$LY3!XF\8V_#ZD1]ZTLR>JGHTG3!],"3V+P5X)\+?#KPQ:>#O!FC0V&G M64>R"WA']6)ZLQ/)8Y)))-?
#U,3B.,:CH823A@4[3JIVE6MO"DUJJ?2=5:R MUC3>\UYEC'OE@[4^KZR\H^7=]=EW*WPV^&O@[X3>$;;P3X&TA+2QMAG Y>9 MS]Z21NKN>Y/TX &]14.HZEIVD6,NJ:M?
PVMM A>>XN)0D<:CJS,Q]S7V. M&PV'P>'A0H04(1248I622V22V2.^$(TXJ,59(FK.\5>+O"_@?1)?$?C#7[33 M;& ?O;]\F"(/09/4GL!R>U>6:I^TUXB^(VHS>%?
V7/!1\1SQN8[GQ/J(:#2+ M-N_S\-.1_=3KU!85A^*/AW\'OA-;)\9_VVOC/9:U?0DM;'7YUAT^V;J8[6S' M^M;VVL6P#M!KLH4*^*K1I48N4I:))-
MOLDM617Q%#"T95:TU&$=6VTDEW>A23[OVD^\8,\"\(?L&S>/?$-M\ M3/VV/B//\2]?@?S;/0G0P>]+;^[#:# E(Z%Y!XQN7/-?0]E966FV<6G:=: M16]O!&
(X(((PB1H!@*]C@ #@ 5+17C9GG699O*/UF=XQTC%)1A!=H0C:,5Z) M7W=V>SE>29;DT)+"PM*6LI-N4YOO.[^ M#OP"U9[+1;.3R?
%OCJ'E8A_%:VA_CE(X+CA0>#T)@\1^,O%G[6>NW7PX^$>K M3Z9X$LY3!XF\8V_#ZD1]ZTLR>JGHTG3!],"3V+P5X)\+?#KPQ:>#O!FC0V&G M64>R"WA']6)ZLQ/)8Y))

MQU=5L;"^FC7HKW33I+?XFB4]J /T=HHHH *\+_:P_Y+9\#_ /L>Y?\ TF:O M=*\+_:P_Y+9\#_ | L>Y?_29J /=**** "BBB@ HHHH **** "BBB@#'\2_ | M(7T?_K\/_H)K8K'\2_ | (7T?_K\/_H)K8H **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH ****,>R_Y'>]_P"O*+^9K8K'LO\ D=[W_KRB M_F:V* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@# M'\#_ /((E_Z_9O\ T*MBL?P/_P @B7_K|F_]"K8H **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH ****,?P/\ |@B7_K|F_P#0JV*Q___M "")?^OV:_T*MB@ HHHH **** "BBB@ HHHH **** "BB MBB@ K-\8_P#(L7O_%P:;59OC'_D6+W_ *X=Q@"YIW_(/@_ZXK_(5-4.G?\@^_M#_KBO\A4U !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !6 M/XE_Y"^C_P#7Z?\ T$UL5C^)?^0OH_|U^G_ -!- &Q1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'F7[3?[9?[+W|& M6D>'O$/[4OQIT?P/IOBGQ!'HFB:GKKO';2WKQO(L;S!2D"[(W8R2E$&WEAQ7 MS+^U+X=^"G[?O[<_|_^N?LV>+M#|5:O|%O'UUXK|8^-O"U|%>VVAZ*VFSQ_V M;+=0LR">]NGLMMNNWF*":7;L7)^R_B'\,?AM\7?#.G@OXK_#W0_$^C32+)+I M/B'28:VV=U.58Q3*R$@]#CBI_!7@3P\-?#EOX.^'7@#W2M TBT!%KI6B:=%: MVT(0R=D42JJ\^@H_/SX&_#V7]BS_@X1^,^L^.I$T[PK^U)\/-)UGP/K-TX2 MWN-;T=$M[W2@[8!N?+>2[*=XF)&=I 7]@+X;77[0?_!;S]IS_@11X;9;GP!I M_A?2_A=X&\00G=;Z(/;I:3:M);N.)(H+NU6#S%)1GW@$E& ^^_B'\,?AM\7? M#4G@SXK_!T/Q/H\LBR2Z3XATF&]MG=?NL8IE9"1V..*TM#T+1/#&C6OAWP MUHUIIVGV,"PV5A8VZPPV\2C"HB(J*!P * +5%%% 'E_Q6_9*^&OQB\7/X MT\4;_P"*+>[>!(3'I/B.:VAVH, [$., ^I[US#_|)/'X%R2++-XC\:R,@81M M+XMG?864]2-V<'!ZU[O10!X+_P .ZO@?_P!#=X[_/"OGH_X=U?_P#Z&[QW M_P"%?/7O5% '@O_!]^[_ $-WCO\|*^>C_AW5]#_/H:O'?_(5\]>]44 ?&7Q]_8X^&?@3XF_"PWHGBKQ>UOXE\5266HFY M\332.(A 7'ED_<;(ZBO4_P#AW5]#_P#H;O'?_A7SUW/QC^#.I_$WQ[X |7V. MM06L?@Q"^HW,,T;%KA3$4V*1T.3GFO0: /!?^'=7P/_.AN\=_^%?/1_P . MZO@?_P!#=X[_/"OGKWJB@#P7_AW5]#_/H;O'?_(5\]'_#NKX'_P#0W>,__M_OGKWJB@#P7_AW5]#_^AN\=_P#A7ST?\,ZO@?\ ]#=X[_\"OGKWJB@#P7_M(=U?__*&[QW_X5\]'_#NKX'_]#=X[_P#"OGKWJB@#P7_AW5]#_P#H;O'?_M_A7ST?\ #NKX'_\ 0W>,_P#PKYZ|ZHH |%_X=U?_P#Z&[QW_P"%?/1_P[]^_M!_|T-WCO_PKYZ|ZHH |%_X=U?__H;O'?\ X5\]'_#NKX'_/0W>,__KY MZ|ZHH |%_P"'=7P/_P"AN\=_^%?/1_P[]^!__0W>,_|PKYZ|ZHH |%_X=U? M_|Z&[QW_X5\]'_[]^!__$-WCO\|*^>C_AW5]#_/H:O'?_(5\]>]44 ?&7Q]_8X^&?@3XF_"PWHGBKQ>UOXE\5266HFY M\332.(A 7'ED_<;(ZBO4_P#AW5]#_P#H;O'?_A7SUW/QC^#.I_$WQ[X |7V. MM06L?@Q"^HW,,T;%KA3$4V*1T.3GFO0: /!?^'=7P/_.AN\=_^%?/1_P . MZO@?_P!#=X[_/"OGKWJB@#P7_AW5]#_/H;O'?_(5\]'_#NKX'_P#0W>,__"OGH_X=U?__H;O'?|X5\]>]44 >"_M\,ZO@?\ ]#=X[_\"OGH_P"'=7P/_P"AN\=_^%?/7O5% '@O_!]^[_ $-WCO\|*^>C_AW5]#_/H:O'?_M (5\]>]44 >"_M\,ZO@?\ ]#=X[_\"OGH_P"'=7P/_P"AN\=_^%?/7O5% '@O_!]^[_ $-WCO\|*^>O>J*/!?^'=7P/\ ^AN\=_|A7ST?\,ZO@?_M -#=X[_|*^>O>]*/!?^'=7P/_Z&[QW_.%?/1_P[]^!_P#T-WCO_P *^>O> MJ*/!?|AW5]#_|H;O'?,A7ST?\,ZO@?_T-WCO_,*^>C_AW5]#_^%?/1_P .ZO@?_P!#=X[_/"OGKWJB@#P7_AW5]#_/H;O'?_(5\]_M]'_#NKX'_P#0W>,__"OGKWJB@#P7_AW5]#_^AN\=_P#A7ST?\,ZO@?\ ]#=X M[_|"OGKWJB@#P7_(=U?__*&[QW_X5\]'_#NKX'_]#=X[_P#"OGKWJB@# MP7_AW5]#_P#H;O'?_A7ST?\ #NKX'_\ 0W>,_P#PKYZ|ZHH |%_X=U?_P#Z M&[QW_P"%?/1_P[]^!_\ T-WCO_PKYZ|ZHH ^,OV1/V./AG\6/AEJ'B3Q3XJ\ M7K<0>*M2LD%EXFFB3RH9RB9 ZMC]>]>I_P##NKX'_P#0W>,__"OGKN?V:_@S MJ?P.\/7OA#5=:@OY+KQ#?:BLUO&RJJSREPF#W .#7H- '@O_!]^[_ $-W MCO\|*^>C_AW5]#_/H;O'?_(5\]>]44 >"_M\,ZO@?\ ]#=X[_\"OGH_X=U?__H;O'?\ X5\]>]44 >"_\.ZO@?\ ]#=X[_\"OGH_P"'=7P/_P"AN\=_M^%?/7O5% '@O_#NKX'_]#=X[_P#"OGH_X=U?__Z&[QW_X5\]>]44 >"_| M#NKX'_| 0W>,_P#PKYZ/^'=7P/\ ^AN\=_|A7SU[U10!X+_,.ZO@?_-#=X[_|*^>C_AW5]#_^AN\=_P#A7SU[U10!X+_P[]^!_P#T-WCO_P *^>C_(=U M?___*&[QW_X5\]>]44 >"_\.ZO@?_T-WCO_,*^>C_AW5]#_P#H;O'?_A7S MU[U10!X+_P .ZO@?_P!#=X[_/"OGH_X=U?_P#Z&[QW_P"%?/7O5% '@O\ MP[]^!_| T-WCO_PKYZ/^'=7P/_Z&[QW_.%?/7O5% '@O_#NKX'_M /0W>,__KYZ/\ AW5]#_| H;O'?_A7ST?\,ZO@?_T-WCO_,*^>C_AW5]#_/H;O'?_(5\]>]44 >"_M##NKX'_P#0W>,__"OGH_X=U?__H;O'?\ X5\]>]44 >"_\.ZO@?\ ]#=X[_|"OGKRSX^_LO>]*_M/!?^'=7P/_Z&[QW_.%?/1_P[]^!_P#T-WCO_P *^>O>]*/!?\ AW5]#_| MH;O'?_A7ST?\,ZO@?_T-WCO_,*^>O>]*/!?^'=7P/_.AN\=_^%?/1_P . MZO@?_P!#=X[_/"OGKWJB@#P7_AW5]#_/H;O'?_(5\]'_#NKX'_P#0W>,_ M_"OGKWJB@#QOPP)^PI\(AYXPT_QMHGB7QA-=Z;<":_^\3S30IPL.AX8<]#7 MLE%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% $5]?66F64VI:E>16]O;Q-+<7$\@1(D499F8* 22> !7,?!KX[M_!C]HCPI-X[^!'Q0T/Q?H<&IW&GOK/AW48]NU-S VV6-98R4M?QMIX&\$ $CPY<>#OB)X/TK7M(N]OVK2M:T^.ZMIMK!EWQ2]RMA@",C@@&OS[X M-<-,L-$ X)?SZ-I=LD%K:?%WQ7#;0QC"QQI?E54#L !0!]8?M-?!%&/V%/V M-/$6G>#_ -J3]OPX5(U?5HA-8;3KFM)'=20EBHE,0RZ1%@P$C (2I&>#7]O M:KQOX, ^)/A+3O'WP!\6Z;KVA:O:)=:5K.C7T=S:WD#C*RQ2QDI(A'(920:\D M'_!/'IC_5XC0SQ@^+7P,|*>.-7^(>]W=YXOU[OCX?MKVZO('RD% MF9)48I:VUL(K>*-2%58MV-[.S?,?_!M-\(M<^$'![OBI3]-U*^G^'6K?/Q5 M?_!5+Z=I"GA+[1':.A;GRY98+F=3T<3>8,B3) /N>7XO?#F#XG77P:2!+B27;Y48:2*955F#-Y,A (1B/,/@9_P4S_X)]_M M_,%BZ^!GP_;#\ >+O%UHLK-H6B>(H9IYUCR9&@P<7 4 EC$7R>,:XI]FO MX8>"_P!KG3OC3\'OBKXV:0=,LWE98[SPMH$K6$%L^/=M:FICU6 MZ*Y)8-3*,"KD'Y0 ;7NO^":/OI_ ,"OOI*MP ^#GQA^&A'XH?"GQM+KVMW MF@^3:S26=O&!!X:66!1'+<7-QMQ:L^8XHKC@-*J2@'ZC^(/$.@>$]$N_$WBG M7+/3--L+=I[I4-0N4A@MXE&6DDD6'Q:^"7Q TKQ3X8U5YUTS7]#O%N+2[\F>2"0Q2KE9%$L4B[E)!VY!(YK" ;J^&7PZ^+7[M/7B_PC\4/ ND>(=,?P[?2?8-;TV*ZA$@MI0) DBD!P&.&'(R<&OE7_@V=_P"4'GP'_P"P M9K7_ *?=1H ^R_' ,5? 7PNET&#QSKWV*3Q/XA@T/08EM99GO+^99' M2%5B5/DBE=F("(D;LS*]DCR:XL_%2/^"='P(^,B_L^2&/]M+X=>&_&1ECB MGT'5OT4MK(X!1+@EMMLQ!! E*$A@>A&:?B<2?&[@HUH7AF!P^D? _P--K MUV2NYIXBUOSK&<Q-.MM5W+UVZI$<@,,^8?M@_|$V_^"=OP|_X)I?$_P ' M_%WX+>%KG2M-\ ZOK'B3QU]^CVI:S=:FEM+/+K.MZ4\UKYV\R^9NR7;8!M(2 M@#[16[M7M1?)FZFK_-H10-LGDM'^Y>)$Q"R/ 75"0&(R* *#]L+QO^U3^O__M .&M'P1^'CCQ%JFE?$#XI/H'@"[N[B1UO=-T[4GN;I:1L_,C+IT"V;H>54L MO!"TA_P^,_P (_P!G_P WWQ3^,/Q M,T+PCX;TU-U!KGB/5(K.UA] 9)6 W'& HY8|$UMZ!KVC^*=*LO$_AZ_CN[#M4;2.ZL:J(_+-#(H="'L5((^M?#' _+/ ND:EJN@> M'K6?0M4O=-BEN=.D.IV>YH)64M$6V@':1D#!R*^H/@QX:O?&G[%/A/P=IOB> M]T2YU;X6V%G;ZSIK 7-@\NFHBW$1/D0L'7/&5% '*7O_!4_ @G%IOOZ/[,- M_P#ML?#B'QXNH?V>WAV3Q1)5O-VW[*7W>6)[_R>26|S=|NW/%>^U^%=$_9A\(:))X4*+_ ,*\NM$\/1)]46NF2.'3TBG1M?/EFN+J2*)\LSS>>P;<6.?I?P9X]^('[%O\ P2|\. ^_ VB9[C7/&7PY^"NG- MXIC:?S9]6UNVTR))(%;DR2SW:^6IZN\@]: .Z]0_M@_LQ^#_ (9>*/C1XU^-M.B:%X2\&:]Z+XD\1Z_<&QLI2_MI?)G@$LX1966;,7ILL&D#1J2ZE1%^S#^V_MA^RC^VEX9OO&K'I*?Q_ | #'CS3|+N5M]4D\/:FDSV4C 5FCX>+< 2NY1N)& M<&N)^#O[(/P=^$G[-/PWL?VG+;0]8U#X;Z1<;QKFL>(I(SIR: >9N-5UADF/ MDK*UQ->.LI?-&MU,%8"1(_)'_I*^]_82^/W_ 6. ;1 :Y_8>^.?A#^R1X-T MOPMJ/@SPN1;_ -LWT\&Z%'*L0U/Q%JL5K')*WW8DWD&21N@1(+VR>"0);::9F@6 MXDFV^5&&DCD"JSAF\J0@$(Q'EGP4_P""H?\ P3M ;. ^+,OP*^!7[9WP\|4^+ MHVD$6A:/XEAEFNB@)?[/@XN=H!8^47PH)Z#->??"+X&^$_VYO# _QN^^7Q(GN M)#7Q4)>Q>;,&"0K_:A'PY=&S%BS Y;UO;R/6)6Q]^VU0@?>W5\Y%[OV M!?@-=?"CX&O^RA\%_#7@SXV+!=O#>E?";5?!6AP:==PDR/-<*3(I-K\;P27 M+$C;%]G#?*,Y /TIU[7[\+:+=>)/$^M6FFZ=8P-/>W]_M&\2>,K[['X4\/ZA MJL4=]JTV"2MO 3YDH 4Y9057')%=%XJ\5^%_ OAJ_P#&?C;Q)8:/H^E6DEUJ M>JZI>);VUG BEGEEED(6-%4$EF(R37YP?\%(;;5-9\,7<8DLM=%NLC0VMW&W$L"W!@N#&-?V1/AAHO@_XKK\:!/JUYX1TN*P M:Y\&6,'VC6#=']5#Q+&8H%+_ //Z8P?WM?!C.5=K9%8,A92)8S% I?_G],8/[MW!^M_P#@H7_QO)/ ? M4(QSD"@#H/C_/\ !0G]BG[E7P;X>\>?M)_M(^&?VG^*[9+CPZGB>[-G=7T M3(K[DM9%$_RATWY0;"P#[2<5Z-\+_BG\-?C;X TOX]_!_P >Z1XG\-:W;"XT MC7M!U".ZM+N/)&Z.6,E6P05.#P00<$$5Y!^U>_ | P3[_&9/#?C+?][_]L[#PM78V.K:9'9:]KGC:UBO7N:.*$]FFV\2:5]A9V)\%_X-P/AO M\(? 7_!./^W_(&?%'2_$/AKQI\1==\3;9I.D7YN(O"<%U,GD:(V?F2:W@2$ MRH0,2RR$;E*NX!]C>(/VA?@7X4^+^@?L_>(OBYX>M//'BF*>7PIX0EU6+^TK MZ*&%YI94M\88UCC=BY&T;<6R0*[&OS1_:X^&7PZ&2\')'I'7BAM0SZ2TCM M3\0^"_B!)KU_IVFQ03:C(FERE9)W1097!ED^9LGYCSS7WQ^TG\;I&_9P_9_| M9?'G7;*2[M_"7AN[U,6$/^LO98HF:*VC Y,DL@2) ,2SJ!UH R_$G[8O[.'@ MKX;>*?C'XZ^-FAZ!X4\%Z_(+@V%G:ZA;N(YK<2SA%E993Y7[LL#(M&C!+JRBM^R_^V_| LB?MJ:-?Z[^RE^T5X4\>0:5*L>JIX>U9)IK(MG9YT7$D M0;:VTLH#;3@G!KSKX-_|$YOAG)|(/A!X>_:9T#3O&>]?#_2KW4]4TG6+*.ZT MR]\6ZFZW.HZT\$@9'G%Q)?&)F!\L7TQ&6(8?,R_L@_#[X9_|'O@GO[^Q|X) MT_PE0_74]1^.]AX8LTM+*YCN+B2VTOSXH@(Q<33Q^9C 9UL-^#M+$ ^S?V MG?\ @H9^P_ L7ZOI?AWJC]J/P;X&U'6H_-TS3=>UA(IF>+<5\X1#+B+<"OMF$!,@C.0:I2\'^,?"7Q"*Z=XZ\!>*-/UO1-7LX[O2M7TF\2XM;RWD4,DL4L M9*R(RD$,I((/%?,_[> ^M?\$Q/V./@E\1/CI^V[X=\'/I_C:UG/B-/$MG>ZE MXH*0+#'I]ND@:64'GEQQQ1X2+=O.S<[GG_|@W^^$'A?X'?)$OA%X$|(?&S M22'IF=,O-0.NZ!I)NK&*6[09[F2SA<@-BW>5H&#'6WQ.2]$!0 ?95%%% !11 M10 4444 %%%% !11221I*C12H&5@0RL@CT- ''^&_VA?@7XR^+>M? 7PA\7 M/#*VJ^, _#=C'>>(O#.FZK%%>:7"[E$:XC0DPEF!PKX8|<8YJI^T1^U!^SM^R3M\/F^*G[3/QH\,^[_#RW"VZ:IXCU2.V2:9@2L,88[I9"%8A$#,0L, U\'2L* M?#;X??"S_@XL ;O\-2#/P1I/AI3''^$G@ZX_LW1-,CM;=97BCWN(XE506(R2! MR+[W0?#YTOPMIOB338KTS!9GDN[MJWBE5E6>X46T;R8W!+554@/(& + _SA^U?^S5^U_P"!G^)7[+_QP\->,M#B MN#;W-_X;U6.Y%M. #4YJ[=T+X(.QPK8(,_$&N@\??%7P%\,+CP_9^.-> ^Q3> M*?$,.A^'X5M99GO+^6.65(56)6(_=PS2,QPB)$[,RJI-?GK^Q'^REX. ^"'_! MPG^T)XF_90\,6OAKX8Q_!;1+?XC:#H< MI,7QE=W27-NL<* 1I(MA$\S!/\I MOBQ \|GZGUK_(O;_P %(-'T,?O=%^:O@:;36+H=4/B+7#+;6N#VDM]-M=1W# MKLU>,|QD O?%/_@IW_P3S^"/QMA_9Q^+G[97P]\/>-YI8HF\,ZIXDABG@DD M,<'?&7Q&DCM_!CZ\BR:A#K-U=*6\0WEPB27*+&[27%Q>2?-(%E3+M)L;[M_P#V>OAWX8\)_LO^!OA-!XO@\;:+IG@+3-(37[ATN8M?M8[*.$7'+')*LZ#> M3EE82=2#0!<^'G[0OP+^+?C?Q1\-OA9\7/#WB/7?!,MO%XNTS1-5BNI-'EG\ MWMRHKCRR1%(WDRG8V& 7D#(SO>-/&/ACX=^MB&(/E\&/2!6GZEI(@WX1^&-(M=8@\ MC5[3-M[>.^BPR!D51 5P[C#9&';U- 'DG_!.2WG\:?![7/VK-5@<7WQO\ M7W?C.W:52&&C2+'::(O/*_| $HM-/=EN DSE/5B3\O\ _!;+Q7X8T+_@H%^P M!:ZUXALK23_A?5S+Y=S=(A$9MHHP^"?N[W1<|,L!U-?HUI.DZ7H.EVVAZ'IM MO965E;I!9V=I"L<4$2*%2-$4 *JJ H %$= M9U*X"B?4-5\-VMQ/(%4*H:22,L<* !D\ 4 7/BS|*?AE\ ,:8^& M?[&'[$WPTO&^'P7\71>(/B[X]U#O?]NN:8!U:AEM_'.BS:A=7"KN+N;Q+0K M%"#&'(E01G\:/%7PH^%OCOP;'\,?& PUT#6?#T21I%H6]Z-!<62+&,1@02*4 M 4<*,<#6KH>A:)X8T>V\/>&]'M=/L+.%8K.QL;=8H8(P,!$1 %50.@ Q0!: MHHHH **** "BB@ HHHH **** &7-S;65M)>7EPD4,2%Y997"JB@9+$G@ #G M-?G)_P &MWB+0=?,.":6]#1-9M;LP_&/Q49A;3]Y0/>^8F<'C0=C-$BEER <'C(H ^%_VY M?^"NW_|/?O3\9-=_8$\>?ML>%?!.@:8GV?XPZ]_;#)!K_0=+ M>#1[?Q#JKKIVDV%N65_D22VDDJQKLCAD3YOO!?I6_9;_9DU"[EO[_IG/P) M///(TDTTWA"R9Y'8Y+,3%DDDDDGK6KHWP4^*7AS2[?1/#WPD\,6%E9ZLFJ6E MG9Z#;Q107RJ%6Z1%0!9@H $@&X8S0!QEQXD_9L_X)P_LD:';_$OXBZ;X/\ MAW\.O# ^EZ&NNZ[<>7%@$@ALX#(W.7=R@)Y)9R3W-?&7_ 6E^-?[-'_!1SX5 M_"3PE^S+XS\)^+_C+<_$_P /ZE\+_$O@W4K:^O-+TZ*|CDU'47N+9F:+3XK7 MS)7>#O'7A?3M:TC4(O*O]*U:RCN::YCSG M9)%("KKD#@@CBL?X7_ [X*?!"PGTKX+_ ?\+>$+6Z)?@IX@_:Z\1L+>?XT^++WQLMQ='9Y6B,D=KHH8MC8!H]I82,.)))3W)/RA M\5_^"R?_2@_:O^,<_P^^,G[:G@32_A+X!\11R3:)>7[.?'FL6LBR122!$9 M3I-M,JNBDYO)XE<@6!*_;_THA\->'+?PXG@ZW\/V4>D)9"S32DMS%LML$V"$ M1 ;1'L^79C&,.8KC?^&3_P!EG_HVKX?_/A&V!\;H_^.^"Q

*ME;73]-M$@@A!8L0D: *N22>!U)-8_@WX*?!KX=>)=5|9_#[X2>&-"UC79-^N M:MHV@V|K6)%:8YYRY/- &QX7\.Z9X0\-:=X3T6,I9Z78PVEHC')6 M*- B@_@H]!110 4444 %%%% !1110 4444 ?$/\ PP'-?17[./Q"|!^'_P!BKP'\3M=\9Z79>'+' MX9Z7?WNO75_"9V|K'81.\[S$[%C5026)P #FNU\<_"CX6_% 6H^)?PUT#Q$ M+'?]B&NZ-!=_9]^W? L\U6V;MJYQC.T9Z"FZ;\(A1HO@^Y^'FC_#'P]:>'[P ML;O0[;18(L.E 'YR6O_ 6C_P""'3'!4GQHT_P","QV_ M;;\$:3X(^'FNO=?#;P3J5Q+YVI:1#OC7Q@?QB, [2@+_ 8K8\QAS2HY4>[_\,G_ ++/_1M_|_"-L?_C5=11'@#P)X?U& MVUC0?!6D65W9Z2FEV=U:;%'}!8HVY+5&5A4@$!Q1OD"@#COC3^V#^RS^ MSAXV\+?#KX_?'_PIX,UGQL]PGA2R|2ZS%9G4F@\OS%C:4A<@RQC!(R74#).* M^.(OV>?A+|5O^"_/@W]KO]D9-)>W\)?"K6[/X[^)/"QC-AJ%[=&./2[&>6#] MW-?D--<.I)D2&VMB^ T. [[F^*7P.^"GQRTZVT?XU_!_PMXPM+*4RV=KXI|/V MVH1P2$8+HLZ.%8CC(P:V/"GA#PGX#\/VWA/P-X7T[1=*LTV6>F:391VUO N< MX2,,!5&>P% 'YZ?\'5&N:-HW_! (3Q%%JV]V|L\SXZ\,K:)/,JF5EU2"1@H)^_M8A$=CCH%)Z"OK[IM:XW:U\(_Y3?$!:WT:X?,D@>*YUS5)XK M#2\$9W(;NZ@)(5L3#]7!=>-_@W\ ((B9>0:A\2/A5X;\07%M&8[:?7-#M[MXD M)R55I48J,\X%2V7PI^%VFZ#IOA;3OAMH%OIFC7ZWVD:;#H\"06-TKLZSPQA= ML4@9F8.H# L3G)- 'G>]^+OV:?\ @F1^Q;IUY\4?B!:>&?A[\+/'"%GITFL:I M)\SQ6T*0QC RTUQ*5&$4,\DCX 9FY^*/A-_P6@_X)+>*OB(_!;_[3G[;_@>V M\3VFCW%GX"\$PSS7K^"I)FVM,@6")Q/JEULC-S)%N5%2.VA+I&\UQ^DOC+P' MX'^(ND#P_P#$'P9I.NV F646.LZ=%=0B0 @/LD5EW#)P<9&37+1?LI_LNPR+ M-#^S;X!1T8,CKX.L@5(Z$'RN*)O'GC? 2M2_9OUCXBZQ;7&AV=UX%GU"X@UT M)!-81O:-(AN!N*QN@,'&X@$'BI.'^// @_U_U72|2_P"""/P1@T_48)Y+2+7X M;D@>*YUS5)XK M#2\$9W(;NZ@)(5L3#]7!=>-_@W\ (/B9>0:A\2/A5X;\07%M&8[:?7-#M[MXD M)R55I48J,\X%2V7PI^%VFZ#IOA;3OAMH%OIFC7ZWVD:;#H\"06-TKLZSPQA= ML4@9F8.H# L3G)- 'G>]^+OV:?\ @F1^Q;IUY\4?B!:>&?A[\+/'"%GITFL:I M)\SQ6T*0QC RTUQ*5&$4,\DCX 9FY^*/A-_P6@_X)+>*OB(_!;_[3G[;_@>V M\3VFCW%GX"\$PSS7K^"I)FVM,@6")Q/JEULC-S)%N5%2.VA+I&\UQ^DOC+P' MX'^(ND#P_P#$'P9I.NV F646.LZ=%=0B0 @/LD5EW#)P<9&37+1?LI_LNPR+ M-#^S;X!1T8,CKX.L@5(Z$'RN*)O'GC? 2M2_9OUCXBZQ;7&AV=UX%GU"X@UT M)!-81O:-(AN!N*QN@,'&X@$'BI.'^// @_U_U72|2_P"""/P1@T_48)Y+2+7X M:MHV@V|K6)%:8YYRY/- &QX7\.Z9X0\-:=X3T6,I9Z78PVEHC')6 M*- B@_@H]!110 4444 %%%% !1110 4444 ?$/\ PP'-?17[./Q"|!^'_P!BKP'\3M=\9Z79>'+' MX9Z7?WNO75_"9V|K'81.\[S$[%C5026)P #FNU\<_"CX6_% 6H^)?PUT#Q$ M+'?]B&NZ-!=_9]^W? L\U6V;MJYQC.T9Z"FZ;\(A1HO@^Y^'FC_#'P]:>'[P ML;O0[;18(L.E 'YR6O_ 6C_P""'3'!4GQHT_P","QV_ M;;\$:3X(^'FNO=?#;P3J5Q+YVI:1#OC7Q@?QB, [2@+_ 8K8\QAS2HY4>[_\,G_ ++/_1M_|_"-L?_C5=11'@#P)X?U& MVUC0?!6D65W9Z2FEV=U:;%'}!8HVY+5&5A4@$!Q1OD"@#COC3^V#^RS^ MSAXV\+?#KX_?'_PIX,UGQL]PGA2R|2ZS%9G4F@\OS%C:4A<@RQC!(R74#).* M^.(OV>?A+|5O^"_/@W]KO]D9-)>W\)?"K6[/X[^)/"QC-AJ%[=&./2[&>6#] MW-?D--<.I)D2&VMB^ T. [[F^*7P.^"GQRTZVT?XU_!_PMXPM+*4RV=KXI|/V MVH1P2$8+HLZ.%8CC(P:V/"GA#PGX#\/VWA/P-X7T[1=*LTV6>F:391VUO N< MX2,,!5&>P% 'YZ?\'5&N:-HW_! (3Q%%JV]V|L\SXZ\,K:)/,JF5EU2"1@H)^_M8A$=CCH%)Z"OK[IM:XW:U\(_Y3?$!:WT:X?,D@>*YUS5)XK M#2\$9W(;NZ@)(5L3#]7!=>-_@W\ ((B9>0:A\2/A5X;\07%M&8[:?7-#M[MXD M)R55I48J,\X%2V7PI^%VFZ#IOA;3OAMH%OIFC7ZWVD:;#H\"06-TKLZSPQA= ML4@9F8.H# L3G)- 'G>]^+OV:?\ @F1^Q;IUY\4?B!:>&?A[\+/'"%GITFL:I M)\SQ6T*0QC RTUQ*5&$4,\DCX 9FY^*/A-_P6@_X)+>*OB(_!;_[3G[;_@>V M\3VFCW%GX"\$PSS7K^"I)FVM,@6")Q/JEULC-S)%N5%2.VA+I&\UQ^DOC+P' MX'^(ND#P_P#$'P9I.NV F646.LZ=%=0B0 @/LD5EW#)P<9&37+1?LI_LNPR+ M-#^S;X!1T8,CKX.L@5(Z$'RN*)O'GC? 2M2_9OUCXBZQ;7&AV=UX%GU"X@UT M)!-81O:-(AN!N*QN@,'&X@$'BI.'^// @_U_U72|2_P"""/P1@T_48)Y+2+7X M;

*HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB 4@ HHHH **** "BBB@ HHHH __]D! end GRAPHIC 22 image_0a.jpg begin 644 image_0a.jpg MB5!.1PT*&@H -24A$4@ :@ $'" ($D,_32 7-21T(KLX< MZ0 1G04U! "QCPO\804)<$A9*

*[9W/RR7%TN?G;WEW\RY&+C.\S@_]$#K?3"> ^E%*[T0;52P%RZZF1$9F5E145E_3CG^0^_;H'HY73T]_+3?_IGT2]__,BE\]#3 M2]T_$=OFH;F7V9Z9CY/3ULNT?T *16R8CH9>]IW \MV7?I9E6B" YTA]>TEK MU2O&LAPT#S^\1@N&J3K:UDO^\,NO] [P)I-C7DJ8I*-5O:0NFFY!/WUYCS^7 M.17[:.@E?[A "OU.9.NV.K;769.PZ%!)?R_!O__G_R(]<.,3>(^B/RUO//"O+ MCLAG)$]ZZ>><_CXKLM:1&K&>3[]#-T5CJ;H&W+/^A/[*H^^_XZ4<7B^M"KUH1C(O\12C2B!=G54,HXTM?-9%V8ZC\4K$MA.O MJP/M,103D8,Y63$4$Y&#.5DQ%!.1@SE9)QL*.G=F)M//9U]!7*++#[4I7=4 M2.RT618:2GD7TA=[;Y,EAM*,EZ--?_%D]J$T@S4HKK9!9AQ*\QZP*/OFE%CY M\P:9:RC3]] (A_]5>\N$/&V26HV!//&<%;.[P6MA^F',GNR9IM"OY=. MASS]@AY9-3K USP)G7XH9;-%;%!D3:6A%.A7]:!UGN@G'DK:5"TV*$]FDK]! M?I>KYLM22S+E4*:G;#8H? %/]MR6HD:E^#&P2IAQ*VCP1ERK$E#V-9*LX2&O\ M^=1,-I1FIL-%'[R9T6IW(=]R8]7GI;)AI*V2L2EQX@U_>97]8J(3*3X\TF9 M92A+9UCMPT4'TI)ZL@V>A&F&4K;'WRKM(QF OJI'RQU(@_SY="PZE(A6[4:C MB87NG\S0K7'1Z9A^*/WYL_8D=4]HUQ;K!=,/Y>#ULG86L:T:\P75CA8FYP1# M";2_5O;^FR$=1(AM)V7ZH1S\DKQ<^4VEE5SS+'K: >1 T5=S>VU0W3]O,#G3 M#"4P6\BEBI+)G-:;Q$VL@\F&,IO"C/Q4:)Q]<9TU88?RT^,O)OKB.A?(_<14 MK5\,AS\RH&X!P;OR> ^E3#]5 QRS^KNV6XJSD#_#!7),VZ7TE9Y*.H<2C!O* M^HHH?S@ULK%0]CW:3+^Z&I@S*,ZC#1Q'<@SR;3+^Z&I@8\?TZC1#.6OC M?= W? _"7/[=S@J&.Y28<\GLG4H$\12QH;#6;*\8HX)P]03 M2*%VED(2EQXP)J/4ATIJ=B1_/C \E*G8Z0+'*C!N YG_P$.B$I"6$%(NHX8% M*:020(2?ZSM91 5.)\;U;O M#"J1CU(BE$QI>9KLQ$$*=4EZ(81CU!2.S97 <09BDIPH)5"I1&-.\E%*A)*1 M5*Y)?70)B?X)48GEAE*L-24:,2$*Y-1$8H\+2J92N2;KHPM%$A.&YJ%.\9U3 MJU_B",>4.=M2=:%D*I5KLCYFSVFE__UF=4.)7)ZZ%AY+0)BW,_-CCP.J& MDDI*Z!_629U+IE*YQO(!$^?BAU5Z30G!FID#|<$$]=K@MU.2B5:U*?M$3(EMNAQ.B(MWZ#2H83,#-98G4)@RD5L5LB]AI+8[X Q93.@\PJ*.D'62<4MQLLRQZ"LN:73[K%ZP@69,-!:7[5KE*E MQY1Q6F,/8"DV&93FUX1]U?Q0GJ;FU[.#6=E84-:'8_? O8WU]XY,O_O5_FI92 MW7GA123=E?*UT;93%!6_M)E25[\Y8C$GE8@!YO7:(J M00?;"$]SR[.JN8F3_2]]=U]ZF%H]D#(E&S+(6ZM4U(#,JLT18HD.LBJ@]+LSE3J__%(.54@-K@T.5=B9@LC MPWW'K#VDZ+SUP.BO6%9392]$1O. MF'4%I=.D]6C7S2(*(QT10,J7HJ>F#CVE0Q0.8RQE_$YF.,C^@D0:E);L,.L9_B-$%) MM21V2E- :2P8E,%81F^M(@Z!TH2]W#TL8?QA;CS$^HIF"4LH'MT(HC0.;%2<(M2]FUM]_$QH%4GR3DB86Y#Y(IEZ&0S3F<]QO8XQCC(YH[*"$NJB =A^QKFM,$ M9>66FTP^7U":BNB><2!E1R3[2+TF+L4YVRRZ) ZB4K/^74!V.L;XB!8(2L@_ MP(3*6L-!B=Z8MDK"P8VAAS\)R]D](=+:.4Q&)L@TQC.5N3FOR8C(D\CFMFPW M3 !O:0'M*=)Q4S/:['L\4E5&9VF5BK::Z905'K>89YZ0\Y=H2F#LE5+!B7A M;PL[`>.<1K6:WLTN96X1O91D"DEFH3!NJ68*2FIV<(M$9F*3I>WT'2R)V9VD MTDMT>R*";SX,(RK50 MNLP_ARL;0P3E*7%NDI=N^)T#$92+XM\HQ;G[#/-B2@1EL#HB*/(5$4$9K(X(MRF!U1% &JR.",E@=$93!ZHB@#%9'!&6P.B(H@]4101FLC@C*8'5$4 :K(X(R M6!WG%90_? 7GO_IM7[KSPHOS[6RRC)/[[[JK8?U#^\L./E?^S^_9SSW.=X*3L M.2B1 DW8U0@1S/6#$['/H-0GZ [=?.II;B@X!7L+RGM_^).)L#Y%7)Z0_03E MH[]l:@)KI+YZ[1(W'2S+3H+RUC//FI":1-QZL"R;#\]PQKQG(FE"86[*]PD6 M9-M!.=4,TA&O*5B0#0^6A\AFNHQK5R>[06E"1U'W[IXA.NT@/.U M:8<-P5)L+"A-N)1TZYEGN4(C],:&:2T5IK-W7WKYP=7W8\8Y!UL*2A,9);4F MR(]/9^LS)[NQ8]$RD5U9.]W5MZ0"HBU!^7C!U^;'9RJ)B*S[3AW MB\2G+]6A5IH](S0K67M0FOV:JB8BTPMJY#.VY4!(B2<7]9).%>*$/LBJ@Q)S M,K-'C6HB,CV?8@K(M@+Z&HB+QF&R9MR0]UEO4.("5N_(K-BU3)HC!R,22 Q-M^$IENCF1,DNL-RC-+DS%Z7T69A4>3TD_OQY.M !:1R*66:6E0:EX&.5FMUI MJD!L<)EP0IG%S$EJ,O>YL=*@U+LM5'UFCB WGS;[",GU>K.5.=9BZ M(C8GR!7Q?!? =*7*E+ ^I[6WYGK"LHS1[2JI]-$]:Z'*]MS^G$+%RU"&I25M_?W MS8]",GT H]5Z<6JJ:Z5-..99,3>&2&P[8U84E/YU-SM5X[>F@T\B8\(GW95(M?[38=L:L*"C-OM'JNVMH&C&BBQZY+[/\>?/AA]>D,UIL/F.V$93^57.)=,.9F M],6__AJ9YCH+(JLV8O,9LXV@9(IV3#LE+3R5!-G9)(D)SIB=!V7-MRF@Q>Z6 MTY0NQTQNP*(%^C=S7 J&9ONIK%+^X#O8?E&#PM2,MI+$Y[F!CAN G2!)[MGS=G$92@*2Y)B*%)WG2L3[6M#PCVRKD$)?A__-_F6;KA0"]_^:5^K<>D6L' MK_U3<>6SYUR"LN;4>5KUW?;;)2L*2N=MC/KW@U+,&T/8]X/?W%U>]8T(S8[" M$]<|LZNTV*D1DR#E?F3EK:)E%#G2L**@!&9O:2&\V*D.,Z5#=F2#HO2@;TEQ M5P+%NH+2OT:NC,OT[.Q?H)PJ-)=|<7-;K"LH@=ESJ;+S2YR.LP%=?Y,%9W;__M%>,)%5][\%E=4"(XS"[L5M\3;+&|AM4%)1@?EY5?PQT$*6W\O21, M)R(6FQ@.RC__|?=SZ-UWWN(5%#"[MD:(<'W9L1+,31&F_EUQ].'N2R_'+9XQ MK#E+B49(9I&*]L2]@U*0%(7X0RK"0M-#OV!;U,XI'W[SC8DJ+78]\.C[M[]Z^_(;ITA24P5G1<*&3!A:I,KP>__QS1ZW@)-S_Q]\A_K X#4&I0TJK&R0 M.CMJ!8N1/1]BK[%Y*18-2G#YTNL=M:;ET]NO4[_X2Y!:?L8ENP,LXB*+-G]4C-P'.[<^I*?$W(BO)OS]\[XN|NATLWIKY&=MZ MP0;*T7+M+Q_@.HP-%TC?LD*'(5-H9#8*8R6;@%7K-9[*]=BO0'9V)-)CA::H MT-EQLPA\,JG3D#*X7H<^N=:0W ;1T-XS)B(YV M4V@TV)ITWI2G(K<4G2-\T0Z5X]D02FCQI^/D1:RDF:118RD!/,?(X/2##=& M$_D2Y8^^_PY]TR8H/22RH(>F8JJW+[!!SJ;0 M'4MO\)!.%I2R7_GS,=)"5M2LF0[B(S;&V5H=''3Z=IQA%9DSG?%,3];P-SZF MA932T84>8]-T2L9FPE\^I](.0U@P)BT*2E-HA!;@X[<#_;8!QQ@'ZG-*Z3@\ M65'"#W\N(&Y:;%;'D]EFYR3(\AR1NY?@U+B/VN""=U;"A@$DNT')B;V"@: 4I7W87$![BO1F M(,>PJZ*4>$QDM 9E.GQLR&$\(38D&#=2-HB-CU$V'Y>VT=EV+6[E@#&)V'R! ML3H1)IB!G3Q_@9D7Q*L6YNO1FKB,T'C ERIG :/5SS!B5R M P9%A)69?7-1 7%+Q1X%C+.(MS0? J@])826PK8_Q);#M@3"(V%S#.(C8?XVRC280F!Z>36FW58O.!8Q*5)B0: M=!7AB+_.B6+&H 0RE^+/!:0I(\S8V*._\1>Q^4!E4-ZZ^9FQDMA0IHRR5YH:XR]B M\X'*H#0F$9O+&'<2S$1+EQ?.R8LH[7@V'U.YC368ZB(V'RC=@=)"/LK>6ZAA MW]$Y,.?"DA31FPN8_Q%;#YPD["$?"L]''(HW:=1D$$\!R4P5D>M?1U$4#++& M)&)S&>,O]WH%3F40"HU54AL/F;YH*RY)Z_5%)JS!V4-ID$1F\L8?Q&;#]3L M,,<'P>'+^(NH95,HVGI0 N,P*%QC59[0(RA_PXFM;E'+IE!$5H?U!R4P/C4R M=P.R1%#^1FD"-T;4LBD4D=5AT)L@^K?-$3)H<(RM_)AB3"-7[1"V;UD1D M==A*4(*:B_%47#E'!.5O5#X7[L"T)I*H+;&AH"2<,:4A@O(WG#DE>_1B M6A/M+RB)IM L7?=$4/[&A#O58%H3J34H"><@URI-+B,H&6,2L;D7TH(NXT] M"FPZ*(G2DULM=CTF@I(QA&>]\'@F 9)@W=&2G>GV7S,.H.2\$_H[3,"8+R MT>&+5[I6:5#$YC+&7\3F Y4[K/0*(YM[>5CXTQ1FCP MY02B]"HGA$;827&"H)1OWO#G=01ER:WR-4$A?9YF&A2QN8!Q%K'YE,IMK,%4 M%['Y@)Y:<%$%4D5K+4$I%?ESXP[0&'\1FP\XARE[7&"LD)IW!796SJ42]>7 MV5S .(O8?,PF@C+[M4:V';-T4.KAXZ+&'; Q_B(V7V"L(C9?T'1MD25;I714 ML+F <1:Q^9@3!]5SNS%%:HG8<,P$03GXU$BC*W)1XP[0&'\1FR\P5A&;%<:! M5'D&EV>5Z5&:G;#B"H#-":TW\T\8E%#V%)Q%UX(FN"4D<\%4[#&$;8%+6X+& M8/Q%;+[6$5L5O1E-:#/35QTC%BUV)9@W+38XYC3!B54<\63GKY+[[--D"FA MP3YE1XUMY98'FS7~(E,QE'BRIQ[4-6Z0?S;0MV]*;"JF1R [\RG=!R"QTS$+ M!*5^^I*=YSB)GS#^SJQO."A-6XZP&G27A',9/AH'(UY\Q2K8+\KXI6*_"D_T ME5W+]W'2\Y2)!G,'9&?Z^L!PKLES['J,$Y0B=AW"U$H%GVQ0DDI3'>/F'^13 M!F6K> 4ML64P;JG8S_TG,20=E* F/HQJIXUT0-AGY5V/#=TS,)!.;@ZZC_< M\#>]^>#D2.) <@I)P7OXS04ED*V+QK(BA7BHE%TN 5[CZ(H%PI)AQ)-1.R'1!!N49*%UAL MWCL1E&O$Q"()UPILWCL1E&O$A".);6= !.7JR#YFS#X1W2L1E.OB?N$V.)O/ M@PC*=6%BD33F%OT6B:!<$28628-/BO='!.4J*)VUSVHJ*410GI[2\^(S>7Z3 M$D%V,C!3=-[G'7S!><=$*[*]8_M];@\XV00H1E(MBXL\H_;>DYTD$Y:*8 M* (1&OI2Y2R(H@]4101FLC@C*8'5$4 :K(X(R6!T1E,'JB* ,5D<$91 $P0"1 M*(,@" :(1!D$03!),H@"((!(E$&01 ,$(DR"()@@$B401 $ T2B#((@&" 2 M91 $P0"1*(,@" ; (1+DW'OWM_MO7KGSPHN?_M,_=^C6,\]^]=JEG[Z\Q\T% M01")^.3NR^];)++=A$+>1.;EE07!N1*)QD$ M9T DRG6!!/35:Y=.8EJGXMYE<#Y$HEP%&\J/6I$K@S,A$N6)>? CAM75>7U?J M\8.O>4N"8+1$HCP-F$+>?NYYDM3F$W+QG1=>O/_F%>1E3 /U3!"9#A]1CBGM MK6>>-14'A:W@AH)@OT2B7)H%II# (=P^NOC]FKH>Z];]GQ@5XL'LB42['K._ MHO$YKH*1ULV*4F'5[!T$.R42Y1+,E")Q-;W,+4)_=HD)+/L%P4Z)1#DOOORB?O M'4(.'?E@*@C&$XER2C AFO")-A($MSL1N ING>)$HIR,U@.^)*3:";, \E%EQVH24+8I3$O9/!&8 M/V)6?O>EEVO..O!!*H\I9S KD2@GX-L;GYBCMT\3IDA,UF]R3&N*R29*Y&(V MSPD&N68ZC!XNTY_@K(A$.99))D3I4ADD\'B)EC=RHO34&G>C>H9J8,A[A" M#R8A$F4_ C-D=FAJ5)DS6P+U!/LW05RDVD0&MGF) PE30PR3B'L'03M1*+L MY+ [[7F&E)HCDR"Z1((EW1VEXU_^6''_W]$ADSZ",290_C+[>]=+BM$=3<&[W[MTLOL/8['#[XV+4-KOK#]RW09NOE>N@IV223*-C!G&;P)Z O5)WEOO.9'*R:| M+DY7ATS$MA6#5(YIK^FYUAIN'03K)Q)E]E959.F>I.F9DH[82)#-C&-K^VB MVP=G)O^]^DB7@4\DREI&9DE,)*>ZUJN92T+L/9ITPZ>:%"\ ^ARSRZ"/2)15 MC,R2F ![R0Z-))W=93;7&[*V&J3+ ^27AP]7VS.5H3GL^/'1&)IV\#KWX [=Q.W78$DB40ZG5+5:]TTI2R1ZXZN^$[R)+XAN MZR9L,#>1* <8\^,ZDZ<5-&A6X0@]YVKM[.^*.V7P)@9& ./ WL%Y$XG2PW\7 MS]<<[Q@V)4JH[VW-=*U[31F#]S%B7AD0D2B+C/F&XGR7]*WW 5]?ZJ3?:!DS M,UTY-6]93?+5@&#K1*(LTGW1/?GO2&KZOCI9.;U--WG?CS5]$B4TWVDOV J1 M*/-4OH63:H$)2.NDDH0DZ%P^9R_]]YT@ZI^,Q:0RB$29IWLZR?7GI.G9MU$V M7:8;BQ*V[9?!&Y2B"5^##39*),H.V>E5C6:]Z-9T]Y"$,2E]"R4[<2;3QJG/ MDA"&BZL%YTHDR@Q]P$AKK](^:5(O./%<]A(EGSDTM&;.,,(E%F]+S';W22 MYQ[=MPB,,&EZ]&\+38=/Q4^[__IMVN]6!5LD$F4&GV<||C>R*G+/QE< PXMG2]N[215GL^'')8G$F6&OD2SDM>2D:TD=_S?_ @] MZ=ZI=4./IIW'BN?O2RQA5"%>R2$"D-+'B>EFLR+Q4!=7GRX99875;O-L0S$# +EUUWOS=? S,EH9*0UD^X$X/5$HDR3]^M+AQF"\|$_$<6 M9F:$V5G?^S'GH$B1@4,DRB+=.067C=S$;& 5SHU4]-Q_"H']"U_,KED8R;C0 M#GPB4189\]47I*)GVSXR9&$V67K,8^4VO1]OMT(^RBFD$$ED2@]D'1&7]MV M9"[AVQN?W/O#GVHZ,&8M&N3B:5^O69LPF/??O!+SQZ"52)3#5/Y[V$'A*,64 M$?]@ZOO(R6)Y-EN4U*8FYZ[. ^8<'$%;WV^B?YCP",Y!F.(1%D%#K.5W-3# MC&_RB_IZD#J1=*8Z<\GAR;+

Entity File Number	001-32598	
Document Transition Report	false	
Entity Registrant Name	Entegris, Inc.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	41-1941551	
Entity Address, Address Line One	129 Concord Road	
Entity Address, City or Town	Billerica	
Entity Address, State or Province	MA	
Entity Address, Postal Zip Code	01821	
City Area Code	978	
Local Phone Number	436-6500	
Title of 12(b) Security	Common Stock, $0.01 Par Value	
Trading Symbol	ENTG	
Security Exchange Name	NASDAQ	
Entity Well-known Seasoned Issuer	Yes	
Entity Voluntary Filers	No	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Large Accelerated Filer	
Entity Small Business	false	
Entity Emerging Growth Company	false	
ICFR Auditor Attestation Flag	true	
Entity Shell Company	false	
Entity Public Float		$ 18,300,000,000
Entity Common Stock, Shares Outstanding	151,126,743	
Entity Central Index Key	0001101302	
Current Fiscal Year End Date	--12-31	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	FY	
Auditor Location	Minneapolis, Minnesota	
Auditor Name	KPMG LLP	
Amendment Flag	false	
Auditor Firm ID	185	
Document Financial Statement Error Correction [Flag]	false	

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Consolidated Balance Sheets - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Current assets:		
Cash, cash equivalents and restricted cash at beginning of year	$ 329,213	$ 456,929
Trade accounts and notes receivable, net	495,312	457,052
Inventories, net	638,080	607,051
Deferred tax charges and refundable income taxes	39,613	63,879
Total assets-held-for sale	5,519	278,753
Other current assets	108,567	113,663
Total current assets	1,616,304	1,977,327
Property, plant and equipment, net	1,622,926	1,468,043
Other assets:		
Right-of-use assets - Operating lease	62,548	57,990
Right-of-use assets - Finance lease	20,927	22,409
Goodwill	3,943,571	3,945,860
Intangible assets, net	1,091,746	1,281,969
Deferred tax assets and other noncurrent tax assets	12,463	31,432
Other noncurrent assets	24,135	27,561
Total assets	8,394,620	8,812,591
Current liabilities:		
Accounts payable	193,261	134,211
Accrued payroll and related benefits	114,668	109,559
Accrued interest payable	24,316	24,759
Liabilities held-for-sale	1,213	19,223
Other accrued liabilities	111,188	148,840
Income taxes payable	80,532	77,403
Total current liabilities	525,178	513,995
Long-term debt	3,981,105	4,577,141
Pension benefit obligations and other liabilities	54,484	53,733
Deferred tax liabilities and other noncurrent tax liabilities	70,190	190,142
Long term lease liability - Operating lease	53,758	49,719
Long term lease liability - Finance lease	18,401	19,267
Equity:		
Preferred stock, par value $.01; 5,000 shares authorized; none issued and outstanding as of December 31, 2024 and December 31, 2023	0	0
Common stock, par value $.01; 400,000 shares authorized; issued and outstanding shares as of December 31, 2024: 151,324 and 151,122, respectively; issued and outstanding shares as of December 31, 2023: 150,566 and 150,364, respectively	$ 1,513	$ 1,506
Treasury Stock, Common, Shares	202,000	202,000
Treasury stock, common, at cost: 202 shares held as of December 31, 2024 and December 31, 2023	$ (7,112)	$ (7,112)
Additional paid-in capital	2,385,343	2,305,367
Retained earnings	1,383,877	1,151,765
Accumulated other comprehensive loss	(72,117)	(42,932)
Total equity	3,691,504	3,408,594
Total liabilities and equity	$ 8,394,620	$ 8,812,591

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Consolidated Balance Sheets (Parenthetical) - $ / shares	Dec. 31, 2024	Dec. 31, 2023
Preferred stock, par value	$ 0.01	$ 0.01
Preferred stock, shares authorized	5,000,000	5,000,000
Preferred stock, shares issued	0	0
Preferred stock, shares outstanding	0	0
Common stock, par value	$ 0.01	$ 0.01
Common stock, shares authorized	400,000,000	400,000,000
Common stock, shares issued	151,324,000	150,566,000
Common stock, shares outstanding	151,122,000	150,364,000
Treasury Stock, Common, Shares	202,000	202,000

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Consolidated Statements Of Operations - USD ($) shares in Thousands,	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022

$ in Thousands			
Net Sales	$ 3,241,208	$ 3,523,926	$ 3,282,033
Cost of sales	1,754,489	2,026,321	1,885,620
Gross profit	1,486,719	1,497,605	1,396,413
Selling, general and administrative expenses	446,567	576,194	543,485
Engineering, research and development expenses	316,111	277,313	228,994
Amortization of intangible assets	190,119	214,477	143,953
Goodwill impairment	0	115,217	0
Gain on termination of alliance agreement	0	(184,754)	0
Operating income	533,922	499,158	479,981
Interest expense	215,217	312,378	212,669
Interest income	(7,368)	(11,257)	(3,694)
Other expense, net	4,021	25,367	23,926
Income before income tax expense (benefit)	322,052	172,670	247,080
Income Tax Expense (Benefit)	28,332	(8,413)	38,160
Equity in net loss of affiliates	933	414	0
Net income	$ 292,787	$ 180,669	$ 208,920
Earnings Per Share:			
Basic net income per common share	$ 1.94	$ 1.21	$ 1.47
Diluted net income per common share	$ 1.93	$ 1.20	$ 1.46
Weighted average shares outstanding			
Basic	150,946	149,900	142,294
Diluted	151,840	150,945	143,146

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Consolidated Statements Of Comprehensive Income - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Net income	$ 292,787	$ 180,669	$ 208,920
Other comprehensive (loss) income, net of tax			
Foreign currency translation adjustments	(15,750)	(12,797)	(10,220)
Pension adjustments	(324)	397	1,139
Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for December 31, 2024, December 31, 2023 and December 31, 2022, respectively.	(13,111)	(17,435)	36,069
Other comprehensive (loss) income, net of tax	(29,185)	(29,835)	26,988
Comprehensive income	$ 263,602	$ 150,834	$ 235,908

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Consolidated Statements Of Comprehensive Income Paranthetical - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Net income	$ 292,787	$ 180,669	$ 208,920
Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for December 31, 2024, December 31, 2023 and December 31, 2022, respectively.	(3,824)	(5,085)	10,520
Retained earnings (deficit)			
Net income	$ 292,787	$ 180,669	$ 208,920

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Consolidated Statements Of Equity - USD ($) shares in Thousands, $ in Thousands	Total	Common stock	Treasury Stock	Additional paid-in capital	Retained earnings (deficit)	Foreign currency translation adjustments	Defined benefit pension adjustments	Interest Rate Swap -Cash Flow Hedge
Shares, Issued		135,719						
Balance	$ 1,713,781	$ 1,357	$ (7,112)	$ 879,845	$ 879,776	$ (38,863)	$ (1,222)	$ 0
Shares, Outstanding, Balance at Dec. 31, 2021		135,517	(202)					
Shares issued under stock plans (in shares)		692						
Shares issued under stock plans	(6,652)	$ 7	$ 0	(6,659)	0	0	0	0
Share-based compensation expense	66,578	$ 0	0	66,578	0	0	0	0
Stock Issued During Period, Shares, Acquisitions		12,928						
Issuance of common stock in connection with CMC Materials acquisition	1,265,690	$ 129	0	1,265,561	0	0	0	0
Dividends, Common Stock, Cash	(57,305)	0	0	0	(57,305)	0	0	0
Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for December 31, 2024, December 31, 2023 and December 31, 2022, respectively.	36,069	0	0	0	0	0	0	36,069
Pension liability adjustment	1,139	0	0	0	0	0	1,139	0
Foreign currency translation	(10,220)	0	0	0	0	(10,220)	0	0
Net income	208,920	$ 0	$ 0	0	208,920	0	0	0
Shares, Outstanding, Balance at Dec. 31, 2022		149,137	(202)					
Shares, Issued		149,339						
Balance	3,218,000	$ 1,493	$ (7,112)	2,205,325	1,031,391	(49,083)	(83)	36,069
Shares issued under stock plans (in shares)		1,227						
Shares issued under stock plans	38,684	$ 13	0	38,671	0	0	0	0
Share-based compensation expense	61,371	0	0	61,371	0	0	0	0
Dividends, Common Stock, Cash	(60,295)	0	0	0	(60,295)	0	0	0
Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for December 31, 2024, December 31, 2023 and December 31, 2022, respectively.	(17,435)	0	0	0	0	0	0	(17,435)
Pension liability adjustment	397	0	0	0	0	0	397	0
Foreign currency translation	(12,797)	0	0	0	0	(12,797)	0	0
Net income	180,669	$ 0	$ 0	0	180,669	0	0	0
Shares, Outstanding, Balance at Dec. 31, 2023		150,364	(202)					
Shares, Issued		150,566						
Balance	3,408,594	$ 1,506	$ (7,112)	2,305,367	1,151,765	(61,880)	314	18,634
Shares issued under stock plans (in shares)		758						
Shares issued under stock plans	14,124	$ 7	0	14,117	0	0	0	0
Share-based compensation expense	65,859	0	0	65,859	0	0	0	0
Dividends, Common Stock, Cash	(60,675)	0	0	0	(60,675)	0	0	0
Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for December 31, 2024, December 31, 2023 and December 31, 2022, respectively.	(13,111)	0	0	0	0	0	0	(13,111)
Pension liability adjustment	(324)	0	0	0	0	0	(324)	0
Foreign currency translation	(15,750)	0	0	0	0	(15,750)	0	0
Net income	292,787	$ 0	$ 0	0	292,787	0	0	0
Shares, Outstanding, Balance at Dec. 31, 2024		151,122	(202)					
Shares, Issued		151,324						
Balance	$ 3,691,504	$ 1,513	$ (7,112)	$ 2,385,343	$ 1,383,877	$ (77,630)	$ (10)	$ 5,523

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Consolidated Statements Of Equity Consolidated Statement of Equity (Parenthetical) - $ / shares	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Statement of Stockholders' Equity [Abstract]			
Common Stock, Dividends, Per Share, Declared	$ 0.40	$ 0.40	$ 0.40

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Consolidated Statements Of Cash Flows - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Operating activities:			
Net income	$ 292,787	$ 180,669	$ 208,920
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	188,120	172,683	135,371
Amortization of intangible assets	190,119	214,477	143,953
Share-based compensation expense	65,859	61,371	66,577
Charge for fair value mark-up of acquired inventory sold	0	0	61,932
Provision for deferred income taxes	(78,902)	(145,606)	(102,744)
Impairment of goodwill	0	115,217	0
Loss on extinguishment of debt	13,386	27,865	3,287
(Gain) loss from sale of businesses and held-for-sale assets, net	(4,311)	23,839	0
Impairment on long-lived assets	12,967	30,464	0
Gain on termination of alliance agreement	0	(184,754)	0
Charge for excess and obsolete inventory	39,885	38,184	28,896
Amortization of debt issuance costs and original issuance discounts	14,985	21,243	15,725
Other	5,810	23,341	28,733
Changes in operating assets and liabilities, net of effects of acquisitions:			
Trade accounts receivable and notes receivable	(49,031)	608	(59,643)
Inventories	(76,708)	102,751	(203,335)
Accounts payable and other accrued liabilities	8,870	(14,633)	15,365
Other current assets	(5,440)	(11,912)	(13,641)
Income taxes payable and refundable income taxes	7,889	(10,177)	21,751
Other	5,436	(1,154)	11,982
Net cash provided by operating activities	631,721	644,476	363,129
Investing activities:			
Acquisition of property and equipment	(315,606)	(456,847)	(466,192)
Acquisition of businesses, net of cash acquired	0	0	(4,474,925)
Proceeds from sale of businesses, net	250,789	814,960	0
Proceeds from Divestiture of Businesses	0	191,151	0
Other	(2,262)	3,807	(4,592)
Net cash (used in) provided by investing activities	(67,079)	553,071	(4,945,709)
Financing activities:			
Proceeds from revolving credit facility and short-term debt	140,000	0	476,000
Payments of revolving credit facility and short-term debt	(140,000)	(135,000)	(341,000)
Proceeds from long-term debt	224,537	217,449	4,940,753
Payments of long-term debt	(848,311)	(1,338,675)	(145,000)
Payments for debt issuance costs	0	(3,475)	(99,488)
Payments for dividends	(60,583)	(60,221)	(57,309)
Issuance of common stock from employee stock plans	14,046	35,878	5,322
Taxes paid related to net share settlement of equity awards	(16,834)	(12,108)	(22,820)
Other	(1,842)	(1,391)	(1,101)
Net cash (used in) provided by financing activities	(688,987)	(1,297,543)	4,755,357
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(3,371)	(6,514)	(11,903)
(Decrease) increase in cash, cash equivalents and restricted cash	(127,716)	(106,510)	160,874
Cash, cash equivalents and restricted cash at beginning of year	456,929	563,439	402,565
Cash, cash equivalents and restricted cash at end of year	329,213	456,929	563,439
Supplemental Cash Flow Information			
Equity consideration on acquisition of CMC Materials, Inc.	0	0	1,265,690
Stock Issued During Period, Value, Employee Stock Purchase Plan	16,912	14,914	10,846
Deferred acquisition and divestiture payments, net	0	5,474	0
Equipment purchases in accounts payable	57,579	20,573	28,295
Dividends payable	822	730	654
Schedule of interest and income taxes paid:			
Interest paid, net of capitalized interest	199,198	287,846	164,183
Income taxes paid, net of refunds received	$ 103,795	$ 138,875	$ 113,666

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Summary of Significant Accounting Policies	12 Months Ended
	Dec. 31, 2024
Accounting Policies [Abstract]	
Summary of Significant Accounting Policies	SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations Entegris, Inc. (“Entegris”, the “Company”, “we”, or “our”) is a leading supplier of advanced materials and process solutions for the semiconductor and other high-technology industries.

Principles of Consolidation The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. Intercompany profits, transactions and balances have been eliminated in consolidation.

Use of Estimates and Basis of Presentation The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, Entegris evaluates its estimates, including those related to receivables, inventories, property, plant and equipment, goodwill, intangible assets, accrued liabilities, income taxes and share-based compensation, among others. Actual results could differ from those estimates. Reclassifications of certain prior year amounts have been made to conform to the current year presentation.

Cash and Cash Equivalents Cash and cash equivalents include cash on hand and highly-liquid debt securities with original maturities of three months or less, which are valued at cost and approximate fair value.

Allowance for Credit Losses An allowance for uncollectible trade receivables is estimated based on a combination of write-off history, aging analysis and any specific, known troubled accounts. The Company maintains an allowance for credit losses that management believes is adequate to cover expected losses on trade receivables.

Inventories Inventories are stated at the lower of cost and net realizable value. Cost is determined by the first-in, first-out (FIFO) method. The Company records a charge to cost of sales for excess and obsolete inventory to reduce the carrying value of inventories to net realizable value.

Leases The Company determines if an arrangement is a lease at inception. Right-of-use (ROU) assets include operating and financing leases. Short-term operating lease liabilities are classified in “Other accrued liabilities” and long-term operating lease liabilities are classified in “Long-term lease liability - Operating lease” in the consolidated balance sheet. Short-term finance leases are classified in “Other accrued liabilities” and long-term finance lease liabilities are classified in “Long-term lease liability - Finance lease” in our consolidated balance sheet.

Lease assets and liabilities greater than 12 months are recognized at commencement date based on the present value of the lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. The ROU assets include prepaid lease payments and exclude lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Leases with an original term of 12 months or less are not recorded in the accompanying consolidated balance sheet.

Lease and non-lease components are generally accounted for separately for real estate leases. For non-real estate leases, we account for the lease and non-lease components as a single lease component.

Property, Plant and Equipment Property, plant and equipment are carried at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. When assets are retired or disposed of, the cost and related accumulated depreciation are removed from the accounts, and gains or losses are recognized in the same period. Maintenance and repairs are expensed as incurred, while significant additions and improvements are capitalized. Long-lived assets, including property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable based on estimated future undiscounted cash flows. The amount of impairment, if any, is measured as the difference between the net book value and the estimated fair value of the asset(s).

Fair Value of Financial Instruments The carrying value of cash equivalents, accounts receivable, accounts payable, accrued payroll and related benefits, and other accrued liabilities approximates fair value due to the short maturity of those instruments. Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most

advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three-level hierarchy for disclosure is based on the extent and level of judgment used to estimate fair value. Level 1 inputs consist of valuations based on quoted market prices in active markets for identical assets or liabilities. Level 2 inputs consist of valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or

liabilities in an inactive market, or other observable inputs. Level 3 inputs consist of valuations based on unobservable inputs that are supported by little or no market activity.

Goodwill and Intangible Assets Goodwill represents the excess of acquisition costs over the fair value of the net assets of businesses acquired. Goodwill is not subject to amortization, but is tested for impairment annually at August 31, the Company's annual testing date, and whenever events or changes in circumstances indicate that impairment may have occurred.

In performing the Company's annual goodwill impairment test, the Company is permitted to first assess qualitative factors to determine whether it is more likely than not that the fair value of the Company's reporting unit exceeds its carrying amount, including goodwill. In performing the qualitative assessment, the Company considers certain events and circumstances specific to the reporting unit and to the entity as a whole, such as macroeconomic conditions, industry and market considerations, overall financial performance and cost factors when evaluating whether it is more likely than not that the fair value of the reporting unit exceeds its carrying amount. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative assessment. If the Company chooses to undertake the qualitative assessment and concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the Company would then proceed to the quantitative impairment assessment. In the quantitative assessment, the Company compares the fair value of the reporting unit to its carrying amount, which includes goodwill. If the fair value exceeds the carrying value, no impairment loss exists. If the fair value is less than the carrying amount, a goodwill impairment loss is measured and recorded.

Amortizable intangible assets include, among other items, patented, unpatented and other developed technology and customer-based intangibles, and are amortized using the straight-line method over their respective estimated useful lives. The Company reviews intangible assets and other long-lived assets for impairment if changes in circumstances or the occurrence of events suggest the remaining value may not be recoverable.

Derivative Financial Instruments The Company is exposed to various market risks, including risks associated with interest rates and foreign currency exchange rates. We enter into certain derivative transactions to mitigate the volatility associated with these exposures. We have policies in place that define acceptable instrument types we may enter into and we have established controls to limit our market risk exposure. We do not use derivative financial instruments for trading or speculative purposes. In addition, all derivatives, whether designated in hedging relationships or not, are recorded on the consolidated balance sheets at fair value on a gross basis.

Interest Rate Swap

The fair value of the interest rate swap is estimated using standard valuation models using market-based observable inputs over the contractual term, including one-month Secured Overnight Financing Rate ("SOFR") based yield curves, among others. We consider the risk of nonperformance, including counterparty credit risk, in the calculation of the fair value. We have designated this swap agreement as a cash flow hedge. As a cash flow hedge, unrealized gains are recognized as assets and unrealized losses are recognized as liabilities. Unrealized gains and losses are designated as effective or ineffective based on a comparison of the changes in fair value of the interest rate swap and changes in fair value of the underlying exposures being hedged. The effective portion is recorded as a component of accumulated other comprehensive loss, while the ineffective portion is recorded as a component of Interest expense. Changes in the method by which we pay interest from one-month SOFR to another rate of interest could create ineffectiveness in the swap, and result in amounts being reclassified from other comprehensive income (loss) into net income. Hedge effectiveness is tested quarterly to determine if hedge treatment is appropriate. Realized gains and losses are recorded on the same financial statement line as the hedged item, which is Interest expense.

Foreign Currency Contracts Not Designated as Hedges

On a periodic basis, we enter into forward foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting; therefore, the gains and losses resulting from the impact of currency exchange rate movements on our forward foreign exchange contracts are recognized as Other expense (income), net in the accompanying consolidated statements of operations in the period in which the exchange rates change.

Foreign Currency Translation Assets and liabilities of certain foreign subsidiaries are translated from foreign currencies into U.S. dollars at period-end exchange rates, and the resulting gains and losses arising from translation of net assets located outside the U.S. are recorded as a cumulative translation adjustment, a component of accumulated other comprehensive loss in the consolidated balance sheets. Income statement amounts are translated at the average exchange rates for the year. Translation adjustments are not adjusted for income taxes, as substantially all translation adjustments relate to permanent investments in non-U.S. subsidiaries. Gains and losses resulting from foreign currency transactions are included in Other expense (income), net, in the Company's consolidated statements of operations.

Revenue Recognition Revenue is measured based on consideration specified in a contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of sales.

The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less.

When the Company receives consideration, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of a sales contract, the Company records deferred revenue, which represents a contract liability. Such deferred revenue typically results from advance payments received on sales of the Company's products. The Company makes the required disclosures with respect to deferred revenue in Note 2 to the consolidated financial statements.

The Company does not disclose information about remaining performance obligations that have original expected durations of one year or less.

The following is a description of principal activities from which the Company generates its revenues. The Company has two reportable segments. For more detailed information about reportable segments, see Note 20 to the consolidated financial statements. For each of the two reportable segments, the recognition of revenue regarding the nature of goods and services provided by the segments are similar and described below. The Company recognizes revenue for product sales at a point in time following the transfer of control of such products to the customer, which generally occurs upon shipment or delivery, depending on the terms of the underlying contracts. For product sales contracts that contain multiple performance obligations, the Company allocates the transaction price to each performance obligation identified in the contract based on relative standalone selling prices, or estimates of such prices, and recognizes the related revenue as control of each individual product is transferred to the customer in satisfaction of the corresponding performance obligations. All material revenue is being recognized at a point in time.

The Company generally recognizes revenue for sales of services when the Company has satisfied the performance obligation. The payment terms and revenue recognized are based on time and materials.

The Company also enters into arrangements to license its intellectual property. These arrangements typically permit the customer to use a specialized manufacturing process and in return the Company receives a royalty fee. The Company recognizes revenue for a sales-based or usage-based royalty promised in exchange for a license of intellectual property when the subsequent sale or usage occurs.

The Company offers certain customers cash discounts and volume rebates as sales incentives. The discounts and volume rebates are recorded as a reduction in sales at the time revenue is recognized in an amount estimated based on historical experience and contractual obligations. The Company periodically reviews the assumptions underlying its estimates of discounts and volume rebates and adjusts its revenues accordingly.

In addition, the Company offers free product rebates to certain customers. The Company utilizes an adjusted market approach to estimate the stand-alone selling price of the loyalty program and allocates a portion of the consideration received to the free product offering. The free product offering is redeemable upon future purchases of the Company's products. The amount associated with free product rebates is recorded as deferred revenue on the balance sheet and is recognized as revenue when the free product is redeemed or when the likelihood of redemption is remote. The Company has deemed that the amount is immaterial for disclosure.

The Company provides for the estimated costs of fulfilling its obligations under product warranties at the time the related revenue is recognized. The Company estimates the costs based on historical failure rates, projected repair costs, and knowledge of specific product failures (if any). The specific warranty terms and conditions vary depending upon the product sold and the country in which we do business, but generally include parts and labor over a period generally ranging from 90 days to one year. The Company regularly reevaluates its estimates to assess the adequacy of the recorded warranty liabilities and adjusts the amounts as necessary.

The Company's contracts are generally short-term in nature. Most contracts do not exceed twelve months. Payment terms vary by the type and location of the Company's customers and the products or services offered. The term between invoicing and when payment is due is not significant. For certain products or services and customer types, the Company requires payment before the products or services are delivered to the customer. Those customers that prepay are represented by the contract liabilities until the performance obligations are satisfied.

Engineering, Research and Development Expenses Engineering, research and development expenses are expensed as incurred.

Share-Based Compensation The Company measures the cost of employee services received in exchange for the award of equity instruments based on the fair value of the award at the date of grant. Share-based compensation expense is recognized using the straight-line attribution method to recognize share-based compensation over the service period of the award, with adjustments recorded for forfeitures as they occur. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis.

Government Grants The Company entered into certain incentive arrangements with the state of Colorado and U.S. Department of Commerce. We account for funds we receive from government grants by either reducing the costs of the assets (if the grant relates to capital expenditures) or expenses which could be Cost of goods sold, Selling, general and administrative, and Research and development expenses in the consolidated statements of income once the conditions and restrictions of the grant have been met and payment has been received.

Income Taxes The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined on the basis of the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income tax expense in the period that includes the enactment date.

The Company recognizes deferred tax assets to the extent that it believes these assets are more likely than not to be realized. A valuation allowance is recorded to reduce deferred tax assets when it is more likely than not that the Company would not be able to realize all or part of its deferred tax assets. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company's policy for recording interest and penalties associated with audits and unrecognized tax benefits is to record such items as a component of income before taxes. Penalties and interest to be paid or received are recorded in other expense (income), net, in the statement of operations.

Comprehensive Income Comprehensive income represents the change in equity resulting from items other than shareholder investments and distributions. The Company's foreign currency translation adjustments, unrealized gains and losses on available-for-sale investments, interest rate swap - cash flow hedge and minimum pension adjustments are included in accumulated other comprehensive loss. Comprehensive income and the components of accumulated other comprehensive loss are presented in the accompanying consolidated statements of comprehensive income and consolidated statements of equity.

Recent Accounting Pronouncements Adopted

During the year ended December 31, 2024, the Company adopted Accounting Standards Update (ASU) 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". This update enhances segment reporting by requiring additional disclosures, including disclosure of significant segment expenses, identification of the Chief Operating Decision Maker (CODM) and their use of segment profit or loss measures, and enhanced interim reporting requirements. The Company applied the guidance retrospectively to all periods presented. These changes did not impact the Company's consolidated financial results but improved transparency for users of the financial statements. See Note 20 to the consolidated financial statements for further details.

Recent Accounting Pronouncements Yet to be Adopted

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. The updated standard is effective for our annual reporting periods beginning in fiscal year 2025. The Company is currently evaluating the impact of this standard on our consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires public companies to disclose, in interim and annual reporting periods, additional information about certain expenses in the notes to financial statements. The amendments in this ASU are effective for our annual reporting periods beginning in fiscal 2027 and interim reporting periods beginning in the first quarter of fiscal year 2028, with early adoption permitted. We are currently evaluating the impact of this ASU on our consolidated financial statements and related disclosures.

The Company currently has no other material recent accounting pronouncements yet to be adopted.

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Revenues	**12 Months Ended Dec. 31, 2024**
Revenue from Contract with Customer [Abstract]	
Revenue from Contract with Customer	REVENUES

The following table provides information about disaggregated net sales by customer category for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Semiconductor:			
Fabs	$ 1,965,569	$ 1,919,998	$ 1,747,437
Equipment and Engineering	493,501	566,806	547,956
Chemical and Materials	327,441	355,157	382,552
Semi Distributor/Other	262,584	326,936	343,559
Non-Semi	192,113	355,029	260,529
Total net sales	$ 3,241,208	$ 3,523,926	$ 3,282,033

The following table provides information about current contract liabilities from contracts with customers. The contract liabilities are included in other accrued liabilities balance in the consolidated balance sheet.

(In thousands)	2024	2023
Balance at beginning of year	$ 69,051	$ 60,476
Revenue recognized that was included in the contract liability balance at the beginning of the period	(65,064)	(37,830)
Increases due to cash received, excluding amounts recognized as revenue during the period	37,751	52,720
Contract liabilities included as part of dispositions and held for sale	—	(6,315)
Balance at end of year	$ 41,738	$ 69,051

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Asset impairment

12 Months Ended
Dec. 31, 2024

Goodwill and Intangible Asset Impairment [Abstract]

Asset Impairment Charges

During 2023, the Company was exploring market interest in sales of two of our businesses, Electronic Chemicals and a small, industrial specialty chemicals business, both within our Materials Solutions ("MS") segment. As a result, the Company had triggering events and evaluated goodwill and long-lived assets for impairment.

Goodwill

In 2023, the Company compared the reporting units' fair value to the carrying amounts, including goodwill. As the reporting units' carrying amount, including goodwill exceeded fair value, the Company recorded goodwill impairment charges of $115.2 million in 2023. The impairment is classified as goodwill impairment in the Company's consolidated statement of operations. The goodwill impairment is not deductible for tax purposes. The fair value of the reporting unit was determined using a market and income-based approach. We consider this a Level 3 measurement in the fair value hierarchy. There was no goodwill impairment charge recorded during 2024.

Long-lived assets, including finite-lived intangible assets

The Company compared the estimated undiscounted future cash flows generated by the asset groups to the carrying amount of the asset groups for the reporting units and determined that the undiscounted cash flows were expected to exceed the carrying value on a held and used basis for the EC business but did not for the small, industrial specialty chemical business. As a result, the Company recorded an impairment of $30.5 million in 2023 and $13.0 million in 2024 related to the industrial specialty chemical business. The impairment is classified as selling, general and administrative expenses in the Company's consolidated statements of operations. The fair value of the reporting unit was determined using a market-based approach. We consider this a Level 3 measurement in the fair value hierarchy. The small, industrial specialty chemical business remains classified as an asset held-for-sale as of December 31, 2024; see Note 5 for further discussion.

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Acquisitions

12 Months Ended
Dec. 31, 2024

Business Combinations [Abstract]

Business Combination Disclosure

CMC Materials, Inc.

On July 6, 2022, the Company completed its acquisition of CMC Materials, Inc. ("CMC Materials"), a Delaware corporation, for approximately $6.0 billion in cash and stock (the "Acquisition") pursuant to an Agreement and Plan of Acquisition dated as of December 14, 2021 (the "Acquisition Agreement"). As a result of the Acquisition, CMC Materials became a wholly owned subsidiary of the Company. The Acquisition was accounted for under the acquisition method of accounting and the results of operations of CMC Materials are included in the Company's consolidated financial statements as of and since July 6, 2022. CMC Materials reports into the MS segment of the Company. Direct costs of $39.5 million associated with the acquisition of CMC Materials, consisting primarily of professional and consulting fees, were expensed as incurred in the twelve months ended December 31, 2022, respectively. These costs are classified as selling, general and administrative expense in the Company's consolidated statement of operations. The amounts of net sales and net loss from CMC Materials since the acquisition date included in the consolidated statement of operations for the twelve months ended December 31, 2022 are $581.0 million and $75.8 million, respectively.

The purchase price of CMC Materials consisted of the following:

(In thousands)	
Cash paid to CMC Materials' shareholders	$ 3,836,983
Stock paid to CMC Materials' shareholders	1,265,690
Repayment of CMC Materials' indebtedness	918,578
Total purchase price	6,021,251
Less cash and cash equivalents acquired	280,636
Total purchase price, net of cash acquired	$ 5,740,615

Under the terms of the Acquisition Agreement, the Company paid $133.00 per share for all outstanding shares of CMC Materials (excluding treasury shares). In addition, the Company settled all outstanding share-based compensation awards held by CMC Materials' employees at the same per share price except for certain unvested performance units that were replaced by the Company's restricted share units. The acquisition method of accounting requires the Company to include the amount associated with pre-combination service as purchase price for the acquisition, reflected in the table immediately above.

The Acquisition was funded with existing cash balances as well as funds raised by the Company through the issuance of debt in the form of a new term loan facility in the aggregate principal amount of $2,495.0 million, senior secured notes due 2029 in an aggregate principal amount of $1,600.0 million, senior unsecured notes due 2030 in an aggregate principal amount of $895.0 million, and a 364-Day Bridge Credit Facility in the aggregate principal amount of $275.0 million (collectively "CMC Materials Acquisition Financing").

The following table summarizes the allocation of the purchase price to the fair values assigned to the assets acquired and liabilities assumed at the date of the Acquisition as originally reported and as of December 31, 2022:

(In thousands)	As of July 6, 2022
Cash and cash equivalents	$ 280,636
Accounts receivable and other current assets	207,472
Inventory	256,598
Property, plant and equipment	537,387
Identifiable intangible assets	1,736,219
Other noncurrent assets	39,725
Current liabilities	(211,417)
Deferred tax liabilities and other noncurrent liabilities	(452,805)
Net assets acquired	2,393,815
Goodwill	3,627,436
Total purchase price	$ 6,021,251

The final valuation of assets acquired and liabilities assumed in connection with the Acquisition was completed in the second quarter of 2023.

The fair value of acquired inventories was $256.6 million and was valued at the estimated selling price less the cost of disposal and reasonable profit for the selling effort. The fair value write-up of acquired finished goods inventory was $61.9 million. This amount was recorded as an incremental cost of sales charge, amortized over the expected turn of the acquired inventory, during the year ended December 31, 2022.

The fair value of acquired property, plant and equipment of $537.4 million is valued at its fair value assuming held and used, unless market data was available supporting the fair value.

The Company recognized the following intangible assets as part of the acquisition of CMC Materials and finite lived assets will be amortized on a straight-line basis:

(In thousands)	Amount	Weighted average life in years
Developed technology	$ 1,043,000	7.3
Trademarks and trade names	236,600	14.9
Customer relationships	414,300	18.3
In-process research and development[(1)]	31,400	
Other	10,919	1.2
	$ 1,736,219	11.0

(1) In-process research and development assets are treated as indefinite-lived until the completion or abandonment of the associated research and development project, at which time the appropriate useful lives would be determined.

The fair value of acquired identifiable finite intangible assets was determined using an income method, which utilizes discounted cash flows to fair value each of the identifiable intangible assets. The Company normally utilizes the "income method," which starts with a forecast of all of the expected future net cash flows attributable to the subject intangible asset. These cash flows are then adjusted to present value by applying an appropriate discount rate that reflects the risk factors associated with the cash flow streams. Depending on the asset valued, the key assumptions included one or more of the following: (1) future revenue growth rates, (2) future gross margin, (3) future selling, general and administrative expenses, (4) royalty rates, and (5) discount rates. The valuations were based on the information that was available as of the acquisition date and the expectations and assumptions that have been deemed reasonable by the Company's management. There are inherent uncertainties and management judgment required in these determinations. The fair value measurements of the assets acquired and liabilities assumed were based on valuations involving significant unobservable inputs, or Level 3 in the fair value hierarchy.

The purchase price of CMC Materials exceeded the fair value of the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed by $3,627.4 million. Cash flows used to determine the purchase price included strategic and synergistic benefits (investment value) specific to the Company, which resulted in a purchase price in excess of the fair value of identifiable net assets. The purchase price also included the fair values of other assets that were not identifiable, not separately recognizable under accounting rules (e.g., assembled workforce) or of immaterial value in addition to a going-concern element that represents the Company's ability to earn a higher rate of return on the group of assets than would be expected on the separate assets as determined during the valuation process. This additional investment value resulted in goodwill. No amount of goodwill is expected to be deductible for tax purposes.

Pro Forma Results (Unaudited)

The following unaudited pro forma financial information presents the combined results of operations of the Company as if the acquisition of CMC Materials had occurred as of the beginning of the year

presented. The unaudited pro forma financial information is not necessarily indicative of what the Company's consolidated results of operations would have been had the acquisition occurred at the beginning of the year. In addition, the unaudited pro forma financial information does not attempt to project the future results of operations of the combined company. The pro forma information does not include any potential revenue enhancements, cost synergies or other operating efficiencies that could result from the acquisition.

(In thousands)	Year Ended December 31, 2022
Net sales	$ 3,920,850
Net income	292,867
Per share amounts:	
Net income per common share - basic	$ 1.97
Net income per common share - diluted	$ 1.95

The unaudited pro forma financial information above gives effect to the following:

- The elimination of transactions between Entegris and CMC Materials, which upon completion of the Acquisition would be considered intercompany transactions. This reflects the elimination of intercompany sales and associated intercompany accounts.
- Incremental amortization and depreciation expense related to the estimated fair value of identifiable intangible assets and property, plant and equipment from the purchase price allocation.
- Interest expense on the new debt raised to fund in part the consideration paid to effect the Acquisition using the effective interest rates.
- The elimination of interest expense, net of the gain on the termination of two swap instruments which were terminated on June 24, 2022 associated with the extinguished CMC Materials' debt outstanding.
- The elimination of interest expense associated with the repayment of the $145.0 million senior secured term loan facility due 2025.
- The amortization of deferred financing costs and original issue discount associated with the aggregate new debt facilities.
- Transaction and integration costs directly attributable to the Acquisition were reclassified as of the beginning of the comparable prior annual reporting period.
- The incremental pro forma stock-based compensation expense for accelerated vesting upon the change in control for stock options, restricted stock units, restricted stock shares, phantom units, and other deferred restricted stock units.
- The additional cost of goods sold recognized in connection with the write-up of acquired finished goods inventory of $61.9 million. The write-up is recognized in cost of sales as the inventory is sold, which for purposes of these pro forma financial statements is assumed to occur within the first quarter after the Acquisition.
- The income tax effect of the transaction accounting adjustments related to the Acquisition calculated using a blended statutory income tax rate of 22.5%.

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Assets Held For Sale and Divestitures

12 Months Ended Dec. 31, 2024

Asset, Held-for-Sale, Not Part of Disposal Group [Abstract]

Assets Held for Sale

Asset Held-For-Sale - Other

During the fourth quarter of 2023, the Company began the process to sell a small, industrial specialty chemicals business that reports within the MS segment. The related assets and liabilities of the business were classified as held-for-sale in the Company's consolidated balance sheets and measured at the lower of their carrying amount or fair value less cost to sell. The assets and liabilities continue to be marketed for sale and are classified as held-for-sale at December 31, 2024.

The proposed disposition of the business did not meet the criteria to be classified as a discontinued operation in the Company's financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Company's operations and financial results.

Assets held-for-sale and liabilities held-for-sale recorded on the balance sheet were $5.5 million and $1.2 million, respectively, as of December 31, 2024. The loss before income taxes attributable to the business was not significant for the twelve months ended December 31, 2024, except for the impairment charge of $13.0 million as noted in Note 3 for the twelve months ended December 31, 2024.

Divestiture - Pipeline and Industrial Materials

During the first quarter of 2024, the Company completed the sale of its Pipeline and Industrial Materials ("PIM") business, which became part of the Company with the acquisition of CMC Materials, to SCF Partners, Inc. The PIM business specializes in the manufacture and sale of drag reducing agents and a range of valve maintenance products and services for the oil and gas industry, and reported into the MS segment of the Company.

The Company received gross cash proceeds of $263.2 million, or net proceeds of $256.2 million, and may receive up to $25.0 million in cash earn-out payments contingent upon the performance of the PIM business in 2025 and 2026.

The Company's policy is to account for the contingent consideration arrangement in accordance with ASC 450, Contingencies (Subtopic 450-30). Under this approach, the Company recognizes the contingent consideration receivable in earnings after the contingency is resolved. Accordingly, to determine the initial gain on the sale of the PIM business, the Company did not include an amount related to the contingent consideration arrangement as part of the consideration received.

The following table summarizes the fair value of the sale proceeds received in connection with the divestiture:

(In thousands)	March 1, 2024
Cash proceeds received, gross	$ 263,208
Final working capital adjustment	1,189
Cash transferred to the buyer on the closing balance sheet	(230)
Direct costs to sell	(8,005)
Fair value of sale consideration	$ 256,162

The disposition of the PIM business did not meet the criteria to be classified as a discontinued operation in the Company's financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Company's operations and financial results.

The carrying amount of net assets associated with the PIM business was approximately $252.8 million. The major classes of assets and liabilities sold consisted of the following:

(In thousands)	March 1, 2024
Assets:	
Current assets	$ 58,684
Property, Plant and Equipment, net	118,146
Intangible assets, net	76,692
Goodwill	12,707
Other assets	2,500
Total assets-held-for sale	$ 268,729
Liabilities:	
Accounts payable	$ 9,485
Accrued expenses	4,672
Long-term liabilities	1,737
Total liabilities-held-for sale	$ 15,894

As a result of the sale of the PIM business, the Company recognized a pre-tax gain of $4.3 million, inclusive of a $1.0 million gain reclassified from Accumulated other comprehensive loss for foreign currency translation, presented in Selling, general and administrative expenses in the consolidated statements of operations for the year ended December 31, 2024. The Company recorded an income tax expense associated with the PIM divestiture of approximately $1.0 million for the year ended December 31, 2024.

Divestiture - QED

On March 1, 2023, the Company completed the divestiture of QED. The Company received proceeds of $134.3 million, net of final adjustments with respect to cash, working capital, indebtedness and transaction expenses. The carrying amount of net assets associated with the QED business was approximately $149.2 million. As a result of the QED divestiture, the Company recognized a pre-tax loss of $14.9 million presented in selling, general and administrative expenses on the consolidated statements of operations for the twelve months ended December 31, 2023. The Company recorded an income tax expense associated with the QED divestiture of approximately $16.9 million in the twelve months ended December 31, 2023.

The disposition of QED did not meet the criteria to be classified as a discontinued operation in the Company's financial statements since the disposition did not represent a strategic shift that had a major effect on the Company's operations and financial results.

Divestiture - EC Business

On October 2, 2023, the Company completed the divestiture of its EC business. The Company received proceeds of $675.3 million, net of final adjustments with respect to cash, working capital, indebtedness and transaction expenses. The carrying amount of net assets associated with the EC business was approximately $681.5 million. As a result of the EC business divestiture, the Company recognized a pre-tax loss of $8.9 million, including a $2.6 million loss reclassified from accumulated other comprehensive income for foreign currency translation and minimum pension liability, presented in selling, general and administrative expenses on the consolidated statements of operations for the twelve months ended December 31, 2023. The Company recorded an income tax benefit associated with the EC business divestiture of approximately $63.4 million in the twelve months ended December 31, 2023.

The disposition of the EC business did not meet the criteria to be classified as a discontinued operation in the Company's financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Company's operations and financial results.

Termination - Alliance Agreement

On June 5, 2023, the Company announced the termination of the Alliance Agreement (the "Alliance Agreement") between the Company and MacDermid Enthone Inc., a global business unit of Element Solutions Inc ("MacDermid Enthone"). Under the Alliance Agreement, Entegris had been granted the exclusive right to distribute MacDermid Enthone's Viaform products, subject to certain conditions. In connection with the termination of the Alliance Agreement, Entegris received net proceeds of $191.2 million for the twelve months ended December 31, 2023. The Company recognized a pre-tax gain of $184.8 million (tax expense of $41.7 million) presented in gain on termination of the Alliance Agreement on the consolidated statements of operations for the twelve months ended December 31, 2023.

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Trade Accounts and Notes Receivable

12 Months Ended Dec. 31, 2024

Accounts, Notes, Loans and Financing Receivable, Gross, Allowance, and Net [Abstract]

Trade Accounts and Notes Receivable

Trade accounts and notes receivable from customers at December 31, 2024 and 2023 consist of the following:

(In thousands)	2024	2023
Trade accounts receivable	$ 497,284	$ 457,566
Notes receivable	1,164	5,898
Total trade accounts and notes receivable	498,448	463,464
Less allowance for credit losses	3,136	6,412
Trade accounts and notes receivable, net	$ 495,312	$ 457,052

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12 Months Ended

Inventories | **Dec. 31, 2024**

Inventory Disclosure [Abstract]

Inventories

Inventories at December 31, 2024 and 2023 consist of the following:

(In thousands)	2024	2023
Raw materials	$ 231,046	$ 248,656
Work-in-process	59,620	49,704
Finished goods [1]	347,414	308,691
Inventories, net	$ 638,080	$ 607,051

[1] Includes consignment inventories held by customers of $24.0 million and $20.8 million at December 31, 2024 and 2023, respectively.

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Property, Plant and Equipment | **12 Months Ended Dec. 31, 2024**

Property, Plant and Equipment [Abstract]

Property, Plant and Equipment

Property, plant and equipment at December 31, 2024 and 2023 consists of the following:

(In thousands)	2024	2023	Estimated useful lives in years
Land	$ 47,192	$ 44,177	
Buildings and improvements	849,835	779,589	5-35
Manufacturing equipment	799,611	685,504	5-10
Canisters and cylinders	203,962	186,231	3-12
Molds	85,403	83,745	3-5
Office furniture and lab equipment	338,208	299,438	3-8
Construction in progress	356,087	297,448	
Total property, plant and equipment	2,680,298	2,376,132	
Less accumulated depreciation	1,057,372	908,089	
Property, plant and equipment, net	$ 1,622,926	$ 1,468,043	

The table below sets forth the depreciation expense for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Depreciation expense	$ 188,120	$ 172,683	$ 135,371

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Goodwill and Intangible Assets | **12 Months Ended Dec. 31, 2024**

Goodwill and Intangible Assets Disclosure [Abstract]

Intangible Assets

Goodwill activity for each of the Company's reportable segments, Materials Solutions ("MS") and Advanced Purity Solutions ("APS"), for the years ended December 31, 2024 and 2023 is shown below:

(In thousands)	MS	APS	Total
December 31, 2022	$ 4,092,141	$ 316,190	$ 4,408,331
Goodwill impairment	(115,217)	—	(115,217)
Disposition of businesses	(340,643)	—	(340,643)
Purchase accounting adjustments	(1,021)	—	(1,021)
Goodwill included in assets held-for-sale	(3,885)	—	(3,885)
Foreign currency translation	(25)	(1,680)	(1,705)
December 31, 2023	$ 3,631,350	$ 314,510	$ 3,945,860
Foreign currency translation	(36)	(2,253)	(2,289)
December 31, 2024	$ 3,631,314	$ 312,257	$ 3,943,571

As of December 31, 2024, goodwill amounted to approximately $3,943.6 million, a decrease of $2.3 million from the balance at December 31, 2023, relating to foreign currency translation. As described in Note 20, the Company realigned its segments in the fourth quarter of 2024. The Company combined its previous segments, Advanced Materials Handing and Microcontamination Control into the new APS segment. We completed an assessment of any potential goodwill impairment for all reporting units immediately prior and subsequent to the reallocation and determined that no impairment existed.

Identifiable intangible assets at December 31, 2024 and 2023 consist of the following:

	2024			
(In thousands)	Gross carrying amount	Accumulated amortization	Net carrying value	Weighted average life in years
Developed technology	$ 1,256,766	$ 601,700	$ 655,066	7.2
Trademarks and trade names	171,970	48,754	123,216	14.0
Customer relationships	630,496	326,495	304,001	14.0
In-process research and development [1]	6,600	—	6,600	
Other	25,544	22,681	2,863	5.1
	$ 2,091,376	$ 999,630	$ 1,091,746	9.7

	2023			
(In thousands)	Gross carrying amount	Accumulated amortization	Net carrying value	Weighted average life in years
Developed technology	$ 1,256,469	$ 455,720	$ 800,749	7.2
Trademarks and trade names	172,031	37,877	134,154	14.0
Customer relationships	630,743	293,782	336,961	14.0
In-process research and development [1]	7,100	—	7,100	
Other	23,924	20,919	3,005	5.6
	$ 2,090,267	$ 808,298	$ 1,281,969	9.7

[1] Intangible assets acquired in a business combination that are in-process and used in research and development activities are considered indefinite-lived until the completion or abandonment of the research and development efforts. Once the research and development efforts are completed, we determine the useful life and begin amortizing the assets.

The table below sets forth the amortization expense for finite-lived intangible assets for the years ended December 31, 2024, 2023, and 2022:

(In thousands)	2024	2023	2022
Amortization expense	$ 190,119	$ 214,477	$ 143,953

The amortization expense for each of the five succeeding years and thereafter relating to finite-lived intangible assets currently recorded in the Company's consolidated balance sheets is estimated to be the following at December 31, 2024:

(In thousands)	2025	2026	2027	2028	2029	Thereafter	Total
Future amortization expense	$ 185,671	182,505	178,891	176,449	110,693	257,537	$ 1,091,746

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Debt | **12 Months Ended Dec. 31, 2024**

Debt Disclosure [Abstract]

Debt

The Company's debt at December 31, 2024 and 2023 consists of the following:

(In thousands)	2024	2023
Senior secured term loan due 2029 at 4.71% [1]	$ 750,000	$ 1,373,774
Senior secured notes due 2029 at 4.75%	1,600,000	1,600,000
Senior unsecured notes due 2030 at 5.95%	895,000	895,000
Senior unsecured notes due 2029 at 3.625%	400,000	400,000
Senior unsecured notes due 2028 at 4.375%	400,000	400,000
Revolving facility due 2027 at 6.07% [2]	—	—
Total debt (par value)	$ 4,045,000	$ 4,668,774
Unamortized discount and debt issuance costs	63,895	91,633
Total debt, net	$ 3,981,105	$ 4,577,141
Less current portion of long-term debt	—	—
Total long-term debt, net	$ 3,981,105	$ 4,577,141

Annual maturities of long-term debt, excluding unamortized discount and issuance costs, due as of December 31, 2024 are as follows:

(In thousands)	2025	2026	2027	2028	2029	Thereafter	Total
Long-term debt obligation maturities*	$ —	—	—	400,000	2,750,000	895,000	$ 4,045,000

* Senior secured term loans B subject to Excess Cash Flow payments to the lenders.

[1] The Company entered into a floating-to-fixed swap contract on its variable rate debt under our senior secured term loan facility due 2029. The effective interest rate after consideration of this floating-to-fixed swap contract was 4.71%. Refer to Note 12 for a description of our interest rate swap contract.

[2] Our senior secured revolving credit facility due 2027 (the "Revolving Facility") bears interest at a rate per annum equal to SOFR, plus an applicable margin of 1.75%. The Revolving Facility has commitments of $575.0 million.

Senior secured term loans B due 2029

On March 28, 2024, the Company and certain of its subsidiaries entered into Amendment No. 3 (the "Third Amendment"), with the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent, which amended the Credit and Guaranty Agreement, dated as of November 6, 2018 (as amended and restated as of July 6, 2022 and as subsequently amended on each of March 10, 2023 and September 11, 2023, the "Existing Credit Agreement" and, the Existing Credit Agreement as amended by the Third Amendment, the "Amended Credit Agreement"), by and among the Company, as borrower, certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent and collateral agent.

The Third Amendment provides for, among other things, the reduction of the applicable rate of the Company's outstanding senior secured term loans B under the Existing Credit Agreement. After giving

effect to the Third Amendment, such outstanding term loans B bear interest, at a rate per annum equal to, at the Company's option, either (i) Term SOFR plus an applicable margin of 1.75% or (ii) a base rate plus an applicable margin of 0.75%. Other than as described herein (and more fully described in the Third Amendment), the terms of the Amended Credit Agreement are substantially similar to the terms of the Existing Credit Agreement. In connection with the Third Amendment, the Company made a prepayment of $354.5 million on the term loans B.

During the twelve months ended December 31, 2024, the Company has repaid $623.8 million of the outstanding borrowings under the term loans B. In connection with these repayments and entry into the Third Amendment, the Company incurred a pre-tax loss on extinguishment and modification of debt of $14.3 million for the twelve months ended December 31, 2024, which is included in Other expense, net on the consolidated statements of operations.

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Fair Value Measures and Disclosures

12 Months Ended
Dec. 31, 2024

Fair Value Disclosures [Abstract]

Fair Value Disclosures

The Company is required to record certain assets and liabilities at fair value. The valuation methods used for determining the fair value of these financial instruments by hierarchy are as follows:

Level 1 Cash and cash equivalents consist of various bank accounts used to support our operations and investments in institutional money-market funds that are traded in active markets.

Level 2 Derivative financial instruments include an interest rate swap contract and foreign exchange contracts. The fair value of our derivative instruments is estimated using standard valuation models and market-based observable inputs over the contractual term, including the prevailing SOFR-based yield curves for the interest rate swap, and forward rates and/or the Overnight Index Swap curve for forward foreign exchange contracts, among others. The fair value of our debt is estimated based on independent broker/dealer bids or by comparison to other debt securities having similar durations, yields and credit ratings.

Level 3 No Level 3 financial instruments

The following table presents financial instruments that we measure at fair value on a recurring basis. See Note 10 to our consolidated financial statements for a discussion of our debt. In instances where the inputs used to measure the fair value of an

asset fall into more than one level of the hierarchy, we have classified it based on the lowest level input that is significant to the determination of the fair value.

	Fair Value Measurements at Reporting Date Using							
(In thousands)	Level 1		Level 2		Level 3		Total	
Assets:	2024	2023	2024	2023	2024	2023	2024	2023
Cash and cash equivalents	$ 329,213	$ 456,929	$ —	$ —	$ —	$ —	$ 329,213	$ 456,929
Derivative financial instruments - interest rate swap - cash flow hedge	—	—	7,135	24,069	—	—	7,135	24,069
Total Assets	$ 329,213	$ 456,929	$ 7,135	$ 24,069	$ —	$ —	$ 336,348	$ 480,998

Other Fair Value Disclosures

The fair value of our debt is considered Level 2. The estimated fair value and carrying value of our debt as of December 31, 2024 and 2023 were as follows:

	December 31, 2024		December 31, 2023	
(In thousands)	Carrying Value	Fair Value	Carrying Value	Fair Value
Total debt, net	$ 3,981,105	$ 3,909,256	$ 4,577,141	$ 4,536,238

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Derivative Instruments and Hedging Activities

12 Months Ended
Dec. 31, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Derivative Instruments and Hedging Activities Disclosure

The Company is exposed to various market risks, including risks associated with interest rates and foreign currency exchange rates. One objective of the Company's risk management program is to mitigate these risks using derivative instruments.

Cash Flow Hedges - Interest Rate Swap Contract

In July 2022, the Company entered into a floating-to-fixed swap agreement on its variable rate debt under the Term Loan Facility. The interest rate swap was designated specifically to the Term Loan Facility, is highly effective and qualifies as a cash flow hedge. The notional amount is scheduled to decrease quarterly and will expire on December 30, 2025. As cash flow hedges, unrealized gains are recognized as assets and unrealized losses are recognized as liabilities. Unrealized gains and losses are designated as effective or ineffective based on a comparison of the changes in fair value of the interest rate swaps and changes in fair value of the underlying exposures being hedged. The effective portion is recorded as a component of Accumulated other comprehensive loss and will be reflected in earnings during the period the hedged transaction effects earnings, while the ineffective portion is recorded as a component of Interest expense.

Foreign Currency Contracts Not Designated as Hedges

The Company enters into foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting. The
Company recognizes the change in fair value of its foreign currency forward contracts in the consolidated statement
of operations.

The notional amounts of our derivative instruments are as follows:

(In thousands)	December 31, 2024	December 31, 2023
Derivatives designated as hedging instruments:		
Interest rate swap contract - cash flow hedge	$ 750,000	$ 1,350,000

The fair values of our derivative instruments included in the consolidated balance sheets are as follows:

(In thousands)	Derivative Assets	
Consolidated Balance Sheet Location	December 31, 2024	December 31, 2023
Derivatives designated as hedging instruments: Interest rate swap contract - cash flow hedge		
Other current assets	$ 7,135	$ 21,451
Other assets	—	2,618

The following table summarizes the effects of our derivative instruments on our consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	Consolidated Statements of Operations Location	Gain recognized in Consolidated Statements of Income		
Derivatives designated as hedging instruments:		2024	2023	2022
Interest rate swap contract - cash flow hedge	Interest expense	$ (26,969)	$ (37,220)	$ —
Derivatives not designated as hedging instruments:		2024	2023	2022
Foreign exchange contracts	Other expense, net	$ —	$ (374)	$ (3,435)

The following table summarizes the effects of our derivative instruments on Accumulated other comprehensive loss for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	(Loss) gain recognized in Accumulated other comprehensive loss		
	2024	2023	2022
Derivatives designated as hedging instruments:			
Interest rate swap contract - cash flow hedge	$ (13,111)	$ (17,435)	$ 36,069

We expect approximately $7.1 million to be reclassified from Accumulated other comprehensive loss into Interest expense during the next twelve months related to our interest rate swap based on projected rates of the SOFR forward curve as of December 31, 2024.

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Other Income (Expense), Net

12 Months Ended
Dec. 31, 2024

Other Income and Expenses [Abstract]

Other Income and Other Expense Disclosure [Text Block]

The table below sets forth the Other expense, net for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Infineum termination fee, net	$ —	$ (10,876)	$ —
Patent infringement settlement gain, net	(20,033)	—	—
Loss on foreign currency remeasurement	7,705	5,718	23,034
Loss on extinguishment of debt and modification	14,348	29,896	3,287
Other, net	2,001	629	(2,395)
Other expense, net	$ 4,021	$ 25,367	$ 23,926

Patent infringement settlement gain, net
During the fourth quarter of 2024, the Company settled patent infringement litigation and received net proceeds of $20.0 million.

Infineum termination fee, net
On October 11, 2022, the Company and Infineum entered into a definitive agreement for the sale of the Company's PIM business. On February 10, 2023, the Company terminated the definitive agreement. In accordance with the terms of the definitive agreement, the Company received a $12.0 million termination fee from Infineum in the first quarter of 2023 and incurred a transaction fee of $1.1 million to the third-party financial adviser it had engaged to assist with the transaction.

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Lease Commitments

12 Months Ended
Dec. 31, 2024

Leases [Abstract]

Lessee, Finance Leases

As of December 31, 2024, the Company was obligated under operating and finance lease agreements for certain office space and manufacturing facilities, manufacturing equipment, vehicles, information technology equipment and warehouse space. Our leases have remaining lease terms of 1 year to 29 years, some of which may include options to extend the lease for up to 10 years, and some of which may include options to terminate the leases within 1 year.

As of December 31, 2024 and 2023, the Company's operating and financing lease components with initial or remaining terms in excess of one year were classified on the consolidated balance sheets as follows, together with certain supplemental balance sheet information:

(In thousands)	Classification	2024	2023
Assets			
Right-of-use assets:			
Operating lease	Right-of-use assets	62,548	57,990
Finance lease	Right-of-use assets	20,927	22,409
Total right-of-use assets		$ 83,475	$ 80,399
Liabilities			
Short-term lease liability:			
Operating lease	Other accrued liabilities	13,793	14,475
Finance lease	Other accrued liabilities	1,898	1,880
Total short-term lease liability		$ 15,691	$ 16,355
Long-term lease liability:			
Operating leases	Long-term lease liability	53,758	49,719
Finance leases	Long-term lease liability	18,401	19,267
Total long-term lease liability		$ 72,159	$ 68,986
Total lease liabilities		$ 87,850	$ 85,341
Lease Term and Discount Rate			
Weighted average remaining lease term (years) - Operating leases		7.8	6.9
Weighted average remaining lease term (years) - Finance leases		13.4	14.7
Weighted average discount rate - Operating leases		4.5 %	4.2 %
Weighted average discount rate - Finance leases		5.1 %	5.0 %

Expense for leases less than 12 months for the year ended December 31, 2024, 2023 and 2022 were not material. The components of lease expense for the year ended December 31, 2024, 2023 and 2022 are as follows:

(In thousands)	2024	2023	2022
Operating lease cost	$ 17,936	$ 18,107	$ 17,997
Finance lease cost:			
Amortization of ROU assets	2,216	1,841	1,213
Interest on lease liabilities	1,069	821	401

The Company combines the amortization of the right-of-use assets and the change in the operating lease liability in the same line item in the Statement of Cash Flows. Other information related to the Company's operating leases for the year ended December 31, 2024, 2023 and 2022 are as follows:

(In thousands)	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:			
Cash flows - Operating leases	$ 18,931	$ 18,528	$ 14,916
Cash flows - Finance leases	2,719	2,164	1,300
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	$ 22,341	$ 6,155	$ 16,241
Finance leases	1,544	8,806	7,357

Future minimum lease payments for noncancellable leases as of December 31, 2024, were as follows:

(In thousands)	Operating leases	Finance leases
One year	$ 17,265	$ 2,747
Two years	13,572	2,728
Three years	9,864	2,630
Four years	8,053	2,639
Five years	6,542	2,629
Beyond five years	21,222	18,283
Total minimum lease payments	$ 76,518	$ 31,656
Less: Interest	8,967	11,357
Present value of lease liabilities	$ 67,551	$ 20,299

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Asset Retirement Obligations

12 Months Ended Dec. 31, 2024

Asset Retirement Obligation [Abstract]

Asset Retirement Obligations

The Company has asset retirement obligations ("AROs") related to environmental disposal obligations associated with cylinders used to supply customers with gas products, and certain restoration obligations associated with certain of its leased facilities.

Changes in the carrying amounts of the Company's AROs for the years ended December 31, 2024 and 2023 are shown below:

(In thousands)	2024	2023
Balance at beginning of year	$ 21,715	$ 28,035
Liabilities settled	(612)	(7,254)
Liabilities incurred	2,341	2,869
Accretion expense	143	139
Revision of estimate	(1,180)	(2,074)
Balance at end of year	$ 22,407	$ 21,715

ARO liabilities expected to be settled within twelve months are included in the consolidated balance sheets in Other accrued liabilities, while all other ARO liabilities are included in Pension benefit obligations and other liabilities in the consolidated balance sheets.

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Income Taxes

12 Months Ended Dec. 31, 2024

Income Tax Disclosure [Abstract]

Income Taxes

Income before income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 was derived from the following sources:

(In thousands)	2024	2023	2022
Domestic	$ (239,773)	$ (457,888)	$ (272,365)
Foreign	561,825	630,558	519,445
Income before income tax expense (benefit)	$ 322,052	$ 172,670	$ 247,080

Income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 is summarized as follows:

(In thousands)	2024	2023	2022
Current:			
Federal	$ 14,786	$ 10,835	$ 39,216
State	896	1,267	4,077
Foreign	91,552	125,091	97,611
	$ 107,234	$ 137,193	$ 140,904
Deferred (net of valuation allowance):			
Federal	$ (73,952)	$ (135,408)	$ (90,238)
State	(3,225)	(5,829)	(5,749)
Foreign	(1,725)	(4,369)	(6,757)
	$ (78,902)	$ (145,606)	$ (102,744)
Income tax expense (benefit)	$ 28,332	$ (8,413)	$ 38,160

Income tax expense (benefit) differs from the expected amounts based upon the statutory federal tax rates for the years ended December 31, 2024, 2023 and 2022 as follows:

(In thousands)	2024	2023	2022
Expected federal income tax at statutory rate	$ 66,657	$ 36,261	$ 51,887
State income taxes before valuation allowance, net of federal tax effect	(6,169)	(9,374)	(5,907)
Effect of foreign source income	(25,685)	(18,383)	(7,607)
Tax contingencies	(2,271)	11,048	5,762
Valuation allowance	11,501	9,032	8,052
U.S. federal research credit	(14,250)	(18,679)	(13,525)
Equity compensation	5,386	7,431	5,290
Foreign derived intangible income	(7,861)	(5,144)	(15,265)
Acquisition related retention, severance, and transaction costs	—	—	8,924
Legal entity divestiture activity	973	(20,311)	—
Other items, net	51	(294)	549
Income tax expense (benefit)	$ 28,332	$ (8,413)	$ 38,160

The Company has made employment and spending commitments to Singapore. In return for those commitments, the Company was granted a partial tax holiday for eight years starting in 2013. During 2017, this agreement was extended to 2027 in exchange for revised employment and spending commitments. The income tax benefits attributable to the tax status are $27.7 million ($0.18 per diluted share), $19.7 million ($0.13 per diluted share) and $24.8 million ($0.17 per diluted share) for the years ending December 31, 2024, 2023 and 2022, respectively. The 2024, 2023 and 2022 effective tax rates include additional benefits of $17.1 million, $12.1 million and $14.2 million because the corporate tax rate in Singapore is lower than the U.S. rate.

At December 31, 2024, there were approximately $339.7 million of accumulated undistributed earnings of subsidiaries outside of the United States, all of which are considered to be indefinitely reinvested. Management estimates that approximately $23.0 million of withholding taxes would be incurred if these undistributed earnings were distributed.

The significant components of the Company's deferred tax assets and deferred tax liabilities at December 31, 2024 and 2023 are as follows:

(In thousands)	2024	2023
Deferred tax assets attributable to:		
Accounts receivable	$ 1,307	$ 1,304
Inventory	11,891	12,456
Accruals not currently deductible for tax purposes	11,984	16,341
Net operating loss and credit carryforwards	69,461	55,685
Capital loss carryforward	7,542	5,281
Equity compensation	10,701	11,382
Interest expense limitations	51,429	37,691
Capitalization of engineering, research and development expenses	134,398	100,832
Other, net	6,298	15,064
Gross deferred tax assets	$ 305,011	$ 256,036
Valuation allowance	(71,785)	(60,330)
Net deferred tax assets	$ 233,226	$ 195,706
Deferred tax liabilities attributable to:		
Purchased intangible assets	$ (215,906)	$ (230,550)
Depreciation and amortization	(24,853)	(44,007)
Total deferred tax liabilities	$ (240,759)	$ (274,557)
Net deferred tax liabilities	$ (7,533)	$ (78,851)

Deferred tax assets are generally required to be reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized.

As of December 31, 2024 and 2023, the Company had net U.S. deferred tax assets of $20.1 million and deferred tax liabilities of $76.7 million, respectively, which are composed of temporary differences and various tax credit carryforwards. The Company had state operating loss and credit carryforwards of approximately $26.3 million, which begin to expire in 2025. Management believes that it is more likely than not that the benefit from certain state net operating loss carryforwards, state credit carryforwards, capital loss carryforwards and certain federal foreign tax credit carryforwards will not be realized. In recognition of this risk, management has provided valuation allowances of $36.5 million and $29.7 million as of December 31, 2024 and 2023, respectively, on the related deferred tax assets. If the assumptions change and management determines the assets will be realized, the tax benefits relating to any reversal of the valuation allowance on deferred tax assets at December 31, 2024 will be recognized as a reduction of income tax expense.

As of December 31, 2024 and 2023, the Company had net non-U.S. deferred tax assets of $44.2 million and $58.2 million, respectively, for which management determined based upon the available evidence a valuation allowance of $35.3 million and $30.6 million as of December 31, 2024 and 2023, respectively, was required against the non-U.S. gross deferred tax assets. For other non-U.S. jurisdictions, management relies upon projections of future taxable income to utilize deferred tax assets.

At December 31, 2024, the Company had foreign operating loss carryforwards of $64.3 million, which begin to expire in 2025.

Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax positions will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that fail to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. The provisions also provide guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties.

Reconciliations of the beginning and ending balances of the total amounts of gross unrecognized tax benefits for the years ended December 31, 2024 and 2023 are as follows:

(In thousands)	2024	2023
Gross unrecognized tax benefits at beginning of year	$ 67,717	$ 53,478
Increase in tax positions from prior years	305	242
Decrease in tax positions from prior years	(4,818)	—
Increases in tax positions for current year	5,455	17,111
Settlement of tax positions for current year	(21,570)	—
Lapse in statute of limitations	(2,765)	(3,114)
Gross unrecognized tax benefits at end of year	$ 44,324	$ 67,717

The total amount of net unrecognized tax benefits that, if recognized, would affect the effective tax rate was $39.3 million at December 31, 2024.

Penalties and interest paid or received are recorded in other expense, net in the consolidated statements of operations. As of December 31, 2024 and 2023, the Company had accrued interest and penalties related to unrecognized tax benefits of $6.0 million and $6.6 million, respectively. Expenses of $3.0 million, $2.5 million and $2.0 million were recognized as interest and penalties in the consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022, respectively.

The Company files income tax returns in the U.S. and in various state, local and foreign jurisdictions. The statutes of limitations related to both the consolidated federal income tax return and state returns are closed for all years up to and including 2020 and 2020, respectively. With respect to foreign jurisdictions, the statute of limitations varies from country to country, with the earliest open year for the Company's major foreign subsidiaries being 2018.

Due to the expiration of various statutes of limitations and settlements of audits, it is reasonably possible that the Company's gross unrecognized tax benefit balance may decrease within the next twelve months by approximately $0.2 million.

The Organization Economic Co-operation and Development ("OECD") introduced Base Erosion and Profit Shifting ("BEPS") Pillar 2 rules that impose a global minimum tax rate of 15%. Numerous countries, including European Union member states, have enacted or are expected to enact legislation to be effective as early as January 1, 2024, with general implementation of a global minimum tax by January 1, 2025. There was no material impact in 2024 and we continue to evaluate the future potential impact on our consolidated financial statements and related disclosures.

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Equity

12 Months Ended
Dec. 31, 2024

Equity [Abstract]
Equity

Dividends

Holders of the Company's common stock are entitled to receive dividends when and if they are declared by the Company's board of directors. The Company's board of directors declared quarterly cash dividends of $0.10 per share during 2024, which totaled $60.7 million. The Company's board of directors declared quarterly cash dividends of $0.10 per share during 2023, which totaled $60.3 million. The Company's board of directors declared quarterly cash dividends of $0.10 per share during 2022, which totaled $57.3 million.

On January 15, 2025, the Company's board of directors declared a quarterly cash dividend of $0.10 per share to be paid on February 19, 2025 to shareholders of record as of January 29, 2025.

Future dividend declarations, if any, as well as the record and payment dates for such dividends, are subject to the final determination of the Company's board of directors.

2020 Stock Plan

In 2020, the Company's board of directors and stockholders approved the Entegris, Inc. 2020 Stock Plan (the "2020 Stock Plan"). The 2020 Stock Plan replaced the Entegris, Inc. 2010 Stock Plan for future stock awards and stock option grants. The 2020 Stock Plan has a term of ten years and provides for the issuance of stock options and other share-based awards to selected employees, directors, and other individuals or entities that provide services to the Company or its affiliates. Under the 2020 Stock Plan, the board of directors or a committee selected by the board of directors will determine for each award, the term, price, number of shares, rate at which each award is exercisable and whether restrictions are imposed on the shares subject to the awards. The exercise price for option awards generally may not be less than the fair market value per share of the underlying common stock on the date granted. The 2020 Stock Plan provides that after December 31, 2019, any shares subject to stock awards that were awarded from the Company's expired plans and that are forfeited, expired or otherwise terminated without issuance of shares will again be available for issuance under the 2020 Stock Plan.

For all plans, exclusive of the employee stock purchase plan, the Company had shares available for future grants of 9.7 million, 10.2 million, and 10.9 million shares at December 31, 2024, 2023 and 2022, respectively.

Stock Options

Stock option activity for the years ended December 31, 2024, 2023 and 2022 is summarized as follows:

	2024		2023		2022	
(Shares in thousands)	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Options outstanding, beginning of year	1,314	$ 71.83	1,839	$ 62.59	657	$ 55.32
Granted	135	140.62	232	81.79	146	128.44
Assumed in CMC acquisition	—	—	—	—	1,178	55.80
Exercised	(281)	52.19	(715)	51.04	(141)	40.00
Cancelled or forfeited	(2)	88.11	(42)	76.02	(1)	61.42
Options outstanding, end of year	1,166	$ 84.51	1,314	$ 71.83	1,839	$ 62.59
Options exercisable, end of year	788	$ 71.76	900	$ 63.08	1,386	$ 54.53

Options outstanding under the Company's stock plans at December 31, 2024 are summarized as follows:

(Shares in thousands)	Options outstanding			Options exercisable	
Range of exercise prices	Number outstanding	Weighted average remaining life in years	Weighted-average exercise price	Number exercisable	Weighted average exercise price
$0.00 to $35.15	129	1.2 years	$ 31.83	129	$ 31.83
$35.16 to $70.30	276	2.9 years	58.20	275	58.20
$70.31 to $105.45	500	4.5 years	86.29	311	87.07
$105.46 to $140.62	261	5.1 years	134.73	73	128.44
	1,166	3.9 years	$ 84.51	788	$ 71.76

The weighted average remaining contractual term for options outstanding and options exercisable for all plans at December 31, 2024 was 3.9 years and 3.3 years, respectively.

Under the stock plans, the total pre-tax intrinsic value of stock options exercised during the years ended December 31, 2024 and 2023 was $23.2 million and $29.2 million, respectively. The aggregate intrinsic value, which represents the total pre-tax intrinsic value based on the Company's closing stock price of $99.06 at December 31, 2024, which theoretically could have been received by the option holders had all option holders exercised their options as of that date, was $26.3 million and $23.6 million for options outstanding and options exercisable, respectively.

Share-based payment awards in the form of stock option awards for 0.1 million, 0.2 million and 0.1 million shares were granted to employees during the years ended December 31, 2024, 2023 and 2022, respectively. Compensation expense is based on the grant date fair value. The awards vest annually over a period of four years and have a contractual term of 7 years. The Company estimates the fair value of stock options using the Black-Scholes valuation model. Key inputs and assumptions used to estimate the fair value of stock options include the grant price of the award, the expected option term, volatility of the Company's stock, the risk-free rate and the Company's dividend yield. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of reasonableness of the original estimates of fair value made by the Company.

The fair value of each stock option grant was estimated at the date of grant using a Black-Scholes option pricing model. The following table presents the weighted-average assumptions used in the valuation and the resulting weighted-average fair value per option granted for the years ended December 31, 2024, 2023 and 2022:

Employee stock options:	2024	2023	2022
Volatility	47.6 %	46.5 %	40.9 %
Risk-free interest rate	4.4 %	3.7 %	1.5 %
Dividend yield	0.3 %	0.5 %	0.3 %
Expected life (years)	4.6	4.7	4.2
Weighted average fair value per option	$ 61.94	$ 34.40	$ 43.47

A historical daily measurement of volatility is determined based on the expected life of the option granted. The risk-free interest rate is determined by reference to the yield on an outstanding U.S. Treasury note with a term equal to the expected life of the option granted. Expected life is determined by reference to the Company's historical experience. The Company determines the dividend yield

by dividing the expected annual dividend on the Company's stock by the option exercise price.

Employee Stock Purchase Plan

During 2024, the Company adopted a new 2024 Employee Stock Purchase Plan ("ESPP") that superseded the Entegris, Inc. Amended and Restated Employee Stock Purchase Plan. The ESPP allows employees to elect, at six-month intervals, to contribute up to 10% of their compensation, subject to certain limitations, to purchase shares of the Company's common stock at a discount of 15% from the fair market value on the first day or last day of each six-month period. The Company treats the ESPP as a compensatory plan. At December 31, 2024, 0.9 million shares remained available for issuance under the ESPP. Employees purchased 0.2 million, 0.2 million and 0.2 million shares, at a weighted-average price of $89.59, $68.87, and $65.25 during the years ended December 31, 2024, 2023 and 2022, respectively.

Restricted Stock Units

Restricted stock units are awards of common stock made under the Stock Plans that are subject to a risk of forfeiture if the awardee terminates employment with the Company prior to the lapse of the restrictions. The value of such restricted stock units is determined using the market price on the grant date. Compensation expense for restricted stock units is generally recognized using the straight-line single-option method. A summary of the Company's restricted stock unit activity for the years ended December 31, 2024, 2023 and 2022 is presented in the following table:

	2024		2023		2022	
(Shares in thousands)	Number of shares	Weighted average grant date fair value	Number of shares	Weighted average grant date fair value	Number of shares	Weighted average grant date fair value
Unvested, beginning of year	1,005	$ 89.08	844	$ 90.37	897	$ 62.69
Granted	484	138.44	640	80.45	366	117.82
Assumed in CMC acquisition	—	—	—	—	155	92.96
Vested	(371)	86.92	(389)	78.17	(523)	64.77
Forfeited	(61)	101.31	(90)	89.23	(51)	85.16
Unvested, end of year	1,057	111.81	1,005	89.08	844	90.37

During the years ended December 31, 2024, 2023 and 2022, the Company awarded performance-based restricted stock units for up to 0.1 million, 0.2 million and 0.1 million shares of common stock, respectively, to be issued upon the achievement of performance conditions under the Company's stock plans to certain officers. Compensation expense is based on the grant date fair value. The awards vest on the third anniversary of the award date if the performance conditions have been satisfied. The Company estimates the fair value of the performance shares using a Monte Carlo simulation process.

As of December 31, 2024, the total compensation cost related to unvested stock options, performance-based restricted stock units and restricted stock unit awards not yet recognized was $5.0 million, $5.4 million and $62.7 million, respectively, and is expected to be recognized over the next 2.7 years on a weighted-average basis.

Modifications

During the year ended December 31, 2022, the Company modified all employee awards of restricted share units, options, and performance-based restricted share units that were granted in the 2022 fiscal year to provide that the awards will generally vest in connection with the grantee's qualifying retirement. The Company accounted for this as a modification of awards and recognized incremental compensation cost of $15.3 million. The incremental compensation cost was measured as the

accelerated expense over the requisite service period. The fair-value-based measure of the modified awards was the same as the fair-value based measure of the original award immediately before modification because the modification only affected the service period of the award.

During the years ended December 31, 2023 and 2022, the Company modified restricted share units, options, and performance-based restricted share units granted prior to the 2022 fiscal year for certain employees to accelerate the unvested awards upon their respective retirements from the Company. The Company accounted for this as a modification of awards and recognized incremental compensation cost of $0.7 million and $6.2 million for the years ended December 31, 2023 and 2022, respectively. The incremental compensation cost was measured as the excess of the fair value of the modified award over the fair value of the original award immediately before its terms were modified and was recognized on the date of the modification for the vested awards.

There were no material modifications to employee awards during the year ended December 31, 2024.

Valuation and Expense Information

The Company recognizes compensation expense for all share-based payment awards made to employees and directors based on their estimated fair values on the date of grant. Compensation expense is recognized using the straight-line attribution method to recognize share-based compensation over the service period of the award, with adjustments recorded for forfeitures as they occur. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis. The following table summarizes the allocation of share-based compensation expense related to employee stock options, restricted stock awards, performance-based restricted stock awards and grants under the employee stock purchase plan for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Cost of sales	$ 11,086	$ 8,896	$ 5,780
Engineering, research and development expenses	10,461	7,999	4,596
Selling, general and administrative expenses	44,312	44,476	56,201
Share-based compensation expense	$ 65,859	$ 61,371	$ 66,577
Tax benefit	12,967	12,472	13,977
Share-based compensation expense, net of tax	$ 52,892	$ 48,899	$ 52,600

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Benefit Plans

12 Months Ended
Dec. 31, 2024

Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Abstract]

Benefit Plans

401(k) Plan

The Company maintains 401(k) defined contribution plans covering employees in the U.S. The related expense totaled $24.6 million, $25.4 million and $21.9 million in the fiscal years ended December 31, 2024, 2023 and 2022, respectively. During the year ended December 31, 2024, the Company matched employees' contributions to a maximum of 6% of the employee's eligible wages. The Company's Singapore and South Korea subsidiaries also make immaterial contributions to retirement plans that function as defined contribution retirement plans.

Defined Benefit Plans

The employees of the Company's subsidiaries in Japan, Taiwan, France and Germany are covered in defined benefit pension plans. The benefit obligation was reduced by $1.4 million due to the EC disposition in the year ended December 31, 2023. On December 31, 2023, the Company converted its South Korea defined pension plans to defined contribution plans. As a result of this conversion, the Company settled and paid out to beneficiaries an amount of $2.3 million on January 2, 2024. The Company uses a December 31 measurement date for its pension plans. A summary of these combined plans are:

(In thousands)	2024	2023
Projected benefit obligation	$ 11,606	$ 12,618
Fair value of plan assets	1,475	1,407
Plan assets less benefit obligation - net amount recognized	(10,131)	(11,211)
Accumulated benefit obligation	8,996	10,375

Cash Flows

Benefits for the combined plans were $0.6 million, $1.0 million and $0.7 million in fiscal years 2024, 2023 and 2022, respectively, consisting primarily of service costs. Net service costs are included in Cost of sales and Operating expenses, and

all other costs are recorded in Other expense, net in our Consolidated Statements of Operations. The Company expects to make the following benefit payments:

(In thousands)	Payments
2025	$ 592
2026	218
2027	246
2028	361
2029	218
Years 2030-2034	1,581

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Earning Per Share (EPS)

12 Months Ended
Dec. 31, 2024

Earnings Per Share [Abstract]

Earning Per Share (EPS)

Basic earnings per common share ("EPS") is calculated based on the weighted average number of shares of common stock outstanding during the applicable period. Diluted EPS is calculated based on the weighted average number of shares of common stock outstanding plus potentially dilutive shares of common stock outstanding during the applicable period. The following table presents a reconciliation of the share amounts used in the computation of basic and diluted EPS:

(In thousands)	2024	2023	2022
Basic—weighted average common shares outstanding	150,946	149,900	142,294
Weighted average common shares assumed upon exercise of stock options and vesting of restricted common stock	894	1,045	852
Diluted—weighted average common shares and common shares equivalent outstanding	151,840	150,945	143,146

The Company excluded the following shares underlying stock-based awards from the calculations of diluted EPS because their inclusion would have been anti-dilutive for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Shares excluded from calculations of diluted EPS	464	657	447

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Segment Information

12 Months Ended
Dec. 31, 2024

Segment Reporting [Abstract]

Segment Information

In the fourth quarter of 2024, the Company announced an internal reorganization, combining two complementary divisions into one and realigning its customer facing organization. Our business is now organized and operated in two operating segments as discussed below. All prior periods have been recast to reflect the change. These segments share common business systems and processes, technology centers and technology roadmaps. With our complementary capabilities, we believe we are uniquely positioned to create new, co-optimized and increasingly integrated solutions for our customers, which should translate into improved device performance, lower cost of ownership and faster time to market.

- The Materials Solutions segment, or MS, provides materials-based solutions, such as chemical vapor and atomic layer deposition materials, chemical mechanical planarization ("CMP")

slurries and pads, ion implantation specialty gases, formulated etch and clean materials, and other specialty materials that enable our customers to achieve better device performance and faster time to yield, while providing for lower total cost of ownership.

- The Advanced Purity Solutions segment, or APS, offers filtration, purification and contamination-control solutions that improve customers' yield, device reliability and cost by ensuring the purity of critical liquid chemistries and gases and the cleanliness of wafers and other substrates used throughout semiconductor manufacturing processes, the semiconductor ecosystem and other high-technology industries.

The Company's method for measuring profitability on a reportable segment basis is segment profit. Segment profit is defined as net sales less direct and indirect segment operating expenses, including certain general and administrative costs for the Company's human resources, finance and information technology functions. The Company accounts for inter-segment sales and transfers as if the sales or transfers were to third parties. Inter-segment sales are presented as an elimination below. The remaining unallocated expenses consist mainly of the Company's corporate functions as well as interest expense, interest income, amortization of intangible assets and income tax expense.
The Company's chief operating decision maker (CODM) is the President and Chief Executive Officer. For each of the reportable segments, the CODM uses segment profit (based on each segment's target model) for determining the allocation of resources (including employees, financial, or capital resources) to the segments to achieve the Company's strategic plan and to assess the performance of each segment by monitoring actual results against performance targets established in the Company's annual budget and forecasting process. Total assets by segment are not presented as that information is not used to allocate resources or assess performance at the segment level and is not regularly reviewed by the Company's CODM.

Summarized financial information for the Company's reportable segments is shown in the following tables for the years ended December 31, 2024, 2023 and 2022:

	2024			
(In thousands)	MS	APS	Inter-segment	Total
Net sales	$ 1,400,082	$ 1,850,199	$ (9,073)	$ 3,241,208
Cost of sales	769,182	994,380	(9,073)	1,754,489
Operating expenses	344,680	359,688	—	704,368
Segment profit	$ 286,220	$ 496,131	$ —	$ 782,351

	2023			
(In thousands)	MS	APS	Inter-segment	Total
Net sales	$ 1,689,467	$ 1,846,596	$ (12,137)	$ 3,523,926
Cost of sales	1,060,639	977,819	(12,137)	2,026,321
Operating expenses	332,453	337,329	—	669,782
Segment profit	$ 296,375	$ 531,448	$ —	$ 827,823

	2022			
(In thousands)	MS	APS	Inter-segment	Total
Net sales	$ 1,380,208	$ 1,913,985	$ (12,160)	$ 3,282,033
Cost of sales	892,801	1,004,979	(12,160)	1,885,620
Operating expenses	268,218	313,793	—	582,011
Segment profit	$ 219,189	$ 595,213	$ —	$ 814,402

The following table reconciles total segment profit to income before income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Total segment profit	$ 782,351	$ 827,823	$ 814,402
Less:			
Amortization of intangibles	190,119	214,477	143,953
Unallocated general and administrative expenses	58,310	114,188	190,468
Operating income	$ 533,922	$ 499,158	479,981
Interest expense	215,217	312,378	212,669
Interest income	(7,368)	(11,257)	(3,694)
Other expense, net	4,021	25,367	23,926
Income before income tax expense (benefit)	$ 322,052	$ 172,670	$ 247,080

The following tables summarize depreciation and capital expenditures for the Company's reportable segments for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Depreciation:			
MS	$ 90,242	$ 95,373	$ 82,841
APS	97,878	77,310	52,530
Total depreciation	$ 188,120	$ 172,683	$ 135,371

(In thousands)	2024	2023	2022
Capital expenditures:			
MS	$ 86,694	$ 141,851	$ 151,331
APS	228,912	314,996	314,861
Total capital expenditures	$ 315,606	$ 456,847	$ 466,192

In the following tables, revenue is disaggregated by country or region based on the ship to location of the customer for the years ended December 31, 2024, 2023 and 2022:

	2024			
(In thousands)	MS	APS	Inter-segment	Total
North America	$ 316,010	$ 364,718	$ (9,073)	$ 671,655
Taiwan	238,835	423,869	—	662,704
South Korea	202,555	216,195	—	418,750
Japan	128,537	180,857	—	309,394
China	256,966	414,253	—	671,219
Europe	115,755	159,733	—	275,488
Southeast Asia	141,424	90,574	—	231,998
	$ 1,400,082	$ 1,850,199	$ (9,073)	$ 3,241,208

	2023			
(In thousands)	MS	APS	Inter-segment	Total
North America	$ 540,347	$ 363,042	$ (12,137)	$ 891,252
Taiwan	231,982	358,651	—	590,633
South Korea	218,192	224,993	—	443,185
Japan	104,977	262,331	—	367,308
China	196,970	369,934	—	566,904
Europe	229,368	172,982	—	402,350
Southeast Asia	167,631	94,663	—	262,294
	$ 1,689,467	$ 1,846,596	$ (12,137)	$ 3,523,926

	2022			
(In thousands)	MS	APS	Inter-segment	Total
North America	$ 422,185	$ 385,634	$ (12,160)	$ 795,659
Taiwan	202,565	457,562	—	660,127
South Korea	162,601	251,476	—	414,077
Japan	107,239	242,763	—	350,002
China	198,022	303,934	—	501,956
Europe	150,914	174,101	—	325,015
Southeast Asia	136,682	98,515	—	235,197
	$ 1,380,208	$ 1,913,985	$ (12,160)	$ 3,282,033

The following table summarizes property, plant and equipment, net, attributed to significant countries for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Property, plant and equipment, net:			
North America	$ 876,767	$ 747,823	$ 776,913
South Korea	117,662	101,107	84,253
Japan	114,770	118,872	104,282
Malaysia	44,258	50,183	46,703
China	30,380	32,884	31,592
Taiwan	434,641	412,346	253,285
Other	4,448	4,828	96,309
	$ 1,622,926	$ 1,468,043	$ 1,393,337

The Company reported net sales of 10 percent or more for one customer in the amount of $508.0 million, $382.9 million and $408.6 million for the years ended December 31, 2024, 2023 and 2022, respectively, all of which include sales from all the Company's segments.

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Government Assistance	**12 Months Ended Dec. 31, 2024**
Government Assistance [Abstract]	
Government Assistance	**CHIPS and Science Act Agreement**

On December 3, 2024, the Company entered into a definitive agreement to receive funding under the CHIPS and Science Act of 2022 ("CHIPS Act"). The agreement provides the Company with up to $77.0 million intended to support capital expenditures related to the construction of a manufacturing facility in Colorado Springs, Colorado, research and development, and workforce training initiatives.

The grant is subject to certain conditions, including compliance with applicable federal regulations, progress milestones, and reporting requirements as set forth by the U.S. Department of Commerce. The Company is also required to meet specific performance and employment targets to maintain eligibility for the funding. As of December 31, 2024, the Company has not received any disbursements and anticipates completing milestones beginning in 2025.

There are no material penalties or contingencies that would significantly affect the Company's financial position, except as described above.

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Commitments and Contingent Liabilities	**12 Months Ended Dec. 31, 2024**

Commitments and Contingencies Disclosure [Abstract]	
Commitments and Contingent Liabilities	We are, from time-to-time, involved in various claims, proceedings and lawsuits relating to our business, employees, intellectual property and other matters. The outcomes of these legal actions are not within our complete control and may not be known for prolonged periods of time. In some actions, the claimants seek damages, as well as other relief, that could require significant expenditures or result in lost revenues. We record a liability for these legal actions when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate than any other, the minimum amount of the range is accrued. There is judgment required in the determination of the likelihood of outcome, and if necessary determination of the estimate or range of potential outcomes. Based on the current information, the Company does not believe any known matters have a reasonable possibility of a material amount for litigation or other contingencies related to legal proceedings.

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Subsequent Events	**12 Months Ended Dec. 31, 2024**
Subsequent Events [Abstract]	
Subsequent Events [Text Block]	The Company has evaluated subsequent events to the date of the issuance of the consolidated financial statements. The Company has determined that there are no events occurring in this period that require disclosure or adjustment, except as disclosed above.

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Pay vs Performance Disclosure - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Pay vs Performance Disclosure			
Net income	$ 292,787	$ 180,669	$ 208,920

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Insider Trading Arrangements	**3 Months Ended Dec. 31, 2024**
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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Cybersecurity Risk Management and Strategy Disclosure	**12 Months Ended Dec. 31, 2024**
Cybersecurity Risk Management, Strategy, and Governance [Line Items]	
Cybersecurity Risk Management Processes for Assessing, Identifying, and Managing Threats [Text Block]	**Risk management and strategy** As a key supplier in the semiconductor ecosystem, security and risk management of our technology systems and processes is critical to ensuring our ability to serve our customers without interruption. *Management of Cybersecurity Risks* Our management of cybersecurity risks is integrated into our Company-wide enterprise risk management program. As part of this process, our risk management team works closely with our IT department to identify and evaluate potential cybersecurity risks to the Company and to develop controls to mitigate and protect against those risks. Each quarter, our Chief Information Security Officer (“CISO”) presents an overview of the Company’s cybersecurity risk landscape to our Enterprise Risk Management Committee, which includes our Executive Leadership Team and Vice President, Internal Audit. In addition, our CISO Council, which includes our CISO and our Chief Information and Digital Officer (“CIDO”), holds meetings with our Executive Leadership Team on a quarterly basis to review these cybersecurity risks and mitigation measures in further detail. Our cybersecurity risk management program is aligned with the National Institute of Standards and Technology Cybersecurity Framework. We identify key assets that are critical to our business and assess potential cyber threats and vulnerabilities associated with those assets and the operations they enable. Following that assessment, we implement strategies and design controls to manage those risks. For example, we use single sign-on to limit access to our networks and multi-factor authentication to verify users’ identities. We also continuously monitor our systems and networks to protect against internal and external threat actors. We have policies and procedures in place, such as our Privileged Access Management process, to limit and control access to our confidential information by our vendors and other third parties. We also conduct due diligence and reviews of cybersecurity policies of third parties that access our systems or data. Additionally, we are focused on segregating our manufacturing processes from the Company’s other networks to minimize the risk of interruptions to our manufacturing operations resulting from cyber breaches. To increase our employees’ vigilance of cybersecurity risks and educate them on best practices relating to those risks, we conduct cybersecurity trainings and awareness campaigns, such as quarterly phishing campaigns. *Engagement of Third Parties* Given the complex and evolving nature of cybersecurity threats, the Company periodically engages third parties to assist us in evaluating our security vulnerabilities and developing and maintaining effective cybersecurity risk management. Partnering with third parties enables us to leverage specialized knowledge and insights, ensuring our cybersecurity strategies and processes are well-designed and effective. For example, in 2023, we engaged a global law firm to conduct an external assessment of our cybersecurity governance framework and processes and provide recommendations to improve our cybersecurity readiness and posture. We also work with third party specialists who perform threat and vulnerability assessments, such as penetration testing, and develop strategies to mitigate cybersecurity-related risks. *Oversight of Third-Party Risk* We are aware of the cybersecurity risks associated with engaging third-party service providers. To mitigate such risks, we conduct security assessments of high-risk third-party providers before engagement and maintain ongoing monitoring to ensure compliance with our cybersecurity standards. The monitoring includes ongoing assessments by our security engineers. This approach is designed to mitigate risks related to data breaches or other security incidents originating from third parties. *Risks from Cybersecurity Threats* The Company’s information and operational technology systems and its third-party providers’ systems have been, and will likely continue to be, subject to cybersecurity threats, such as computer viruses or other malicious codes, ransomware, unauthorized access attempts, business email compromise, cyber extortion, denial of service attacks, phishing, social engineering, hacking and other cyberattacks attempting to exploit vulnerabilities. To date, the Company is not aware that its business or operations have been, or are reasonably likely to be, materially impacted by these cyberattacks. However, the Company’s security efforts and the efforts of its third-party providers may not prevent or timely detect attacks and resulting breaches or breakdowns of the Company’s, or its third-party service providers’, databases or systems. **Governance** *Board of Directors’ Oversight* The Audit and Finance Committee (the “Audit and Finance Committee”) of our Board of Directors is responsible for reviewing and monitoring general IT and cybersecurity matters, including related risks, and reporting to the Board its determinations, actions and recommendations related thereto. Our Audit and Finance Committee is composed of independent directors with extensive executive leadership and risk management experience. Our CISO, together with our CIDO, provide quarterly updates to our Audit and Finance Committee regarding the cybersecurity risk landscape, specific risks affecting the Company and solutions to mitigate those risks, and legal and regulatory requirements relating to cybersecurity. These updates assist the Board in performing its oversight and risk management function. In addition, the full Board receives an annual report on cybersecurity directly from the CISO. *Management’s Role Managing Risk* Our CISO is responsible for the implementation, operation and monitoring of our cybersecurity risk management program. Our current CISO, who reports to our CIDO, has over 20 years of experience managing the IT and cybersecurity operations within large, global organizations. His extensive experience assessing and mitigating cybersecurity risk, implementing governance structures and developing employee training programs is critical in developing and executing our cybersecurity strategies. *Monitoring of Cybersecurity Incidents* Our Cybersecurity Incident Response Plan establishes how we monitor and respond to cybersecurity incidents impacting our environment. The CISO works closely with members of our Executive Leadership Team and his cybersecurity team to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. We engage a third-party managed security services provider (MSSP) to provide 24/7 continuous monitoring of the Company’s IT and operational technology environments for potential cybersecurity incidents. In the event such an incident is identified by our MSSP or any of our employees, our cybersecurity team assigns it a severity classification and escalates the incident accordingly. Depending on the severity of the incident, certain key personnel are notified and work together to further investigate the incident and take actions to respond, which may include engaging with external specialists, regulatory authorities and our cybersecurity insurance carrier. The CISO receives regular updates on all incidents and incident responses, which the CISO shares with our Executive Leadership Team on a weekly basis. Our cybersecurity team conducts a post-incident review of all major cybersecurity incidents, which review includes identification of vulnerabilities, assessment of the incident’s impact on the Company and recommendations to help prevent similar incidents in the future. See “Item 1A. Risk Factors” for a more detailed description of the cybersecurity risks we face.

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Summary of Significant Accounting Policies (Policies)	**12 Months Ended Dec. 31, 2024**
Accounting Policies [Abstract]	
Nature of Operations	**Nature of Operations** Entegris, Inc. (“Entegris”, the “Company”, “we”, or “our”) is a leading supplier of advanced materials and process solutions for the semiconductor and other high-technology industries.
Principles of Consolidation	**Principles of Consolidation** The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. Intercompany profits, transactions and balances have been eliminated in consolidation.
Use of Estimates	**Use of Estimates and Basis of Presentation** The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and

accompanying notes. On an ongoing basis, Entegris evaluates its estimates, including those related to receivables, inventories, property, plant and equipment, goodwill, intangible assets, accrued liabilities, income taxes and share-based compensation, among others. Actual results could differ from those estimates. Reclassifications of certain prior year amounts have been made to conform to the current year presentation.

Cash and Cash Equivalents

Cash and Cash Equivalents Cash and cash equivalents include cash on hand and highly-liquid debt securities with original maturities of three months or less, which are valued at cost and approximate fair value.

Allowance For Doubtful Accounts

Allowance for Credit Losses An allowance for uncollectible trade receivables is estimated based on a combination of write-off history, aging analysis and any specific, known troubled accounts. The Company maintains an allowance for credit losses that management believes is adequate to cover expected losses on trade receivables.

Inventories

Inventories Inventories are stated at the lower of cost and net realizable value. Cost is determined by the first-in, first-out (FIFO) method. The Company records a charge to cost of sales for excess and obsolete inventory to reduce the carrying value of inventories to net realizable value.

Leases

Leases The Company determines if an arrangement is a lease at inception. Right-of-use (ROU) assets include operating and financing leases. Short-term operating lease liabilities are classified in “Other accrued liabilities” and long-term operating lease liabilities are classified in “Long-term lease liability - Operating lease” in the consolidated balance sheet. Short-term finance leases are classified in “Other accrued liabilities” and long-term finance lease liabilities are classified in “Long-term lease liability - Finance lease” in our consolidated balance sheet.

Lease assets and liabilities greater than 12 months are recognized at commencement date based on the present value of the lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. The ROU assets include prepaid lease payments and exclude lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Leases with an original term of 12 months or less are not recorded in the accompanying consolidated balance sheet.

Lease and non-lease components are generally accounted for separately for real estate leases. For non-real estate leases, we account for the lease and non-lease components as a single lease component.

Property, Plant, And Equipment

Property, Plant and Equipment Property, plant and equipment are carried at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. When assets are retired or disposed of, the cost and related accumulated depreciation are removed from the accounts, and gains or losses are recognized in the same period. Maintenance and repairs are expensed as incurred, while significant additions and improvements are capitalized. Long-lived assets, including property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable based on estimated future undiscounted cash flows. The amount of impairment, if any, is measured as the difference between the net book value and the estimated fair value of the asset(s).

Fair Value of Financial Instruments

Fair Value of Financial Instruments The carrying value of cash equivalents, accounts receivable, accounts payable, accrued payroll and related benefits, and other accrued liabilities approximates fair value due to the short maturity of those instruments. Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three-level hierarchy for disclosure is based on the extent and level of judgment used to estimate fair value. Level 1 inputs consist of valuations based on quoted market prices in active markets for identical assets or liabilities. Level 2 inputs consist of valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or

liabilities in an inactive market, or other observable inputs. Level 3 inputs consist of valuations based on unobservable inputs that are supported by little or no market activity.

Goodwill and Intangible Assets

Goodwill and Intangible Assets Goodwill represents the excess of acquisition costs over the fair value of the net assets of businesses acquired. Goodwill is not subject to amortization, but is tested for impairment annually at August 31, the Company’s annual testing date, and whenever events or changes in circumstances indicate that impairment may have occurred.

In performing the Company’s annual goodwill impairment test, the Company is permitted to first assess qualitative factors to determine whether it is more likely than not that the fair value of the Company’s reporting unit exceeds its carrying amount, including goodwill. In performing the qualitative assessment, the Company considers certain events and circumstances specific to the reporting unit and to the entity as a whole, such as macroeconomic conditions, industry and market considerations, overall financial performance and cost factors when evaluating whether it is more likely than not that the fair value of the reporting unit exceeds its carrying amount. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative assessment. If the Company chooses to undertake the qualitative assessment and concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the Company would then proceed to the quantitative impairment assessment. In the quantitative assessment, the Company compares the fair value of the reporting unit to its carrying amount, which includes goodwill. If the fair value exceeds the carrying value, no impairment loss exists. If the fair value is less than the carrying amount, a goodwill impairment loss is measured and recorded.

Amortizable intangible assets include, among other items, patented, unpatented and other developed technology and customer-based intangibles, and are amortized using the straight-line method over their respective estimated useful lives. The Company reviews intangible assets and other long-lived assets for impairment if changes in circumstances or the occurrence of events suggest the remaining value may not be recoverable.

Derivative Financial Instruments

Derivative Financial Instruments The Company is exposed to various market risks, including risks associated with interest rates and foreign currency exchange rates. We enter into certain derivative transactions to mitigate the volatility associated with these exposures. We have policies in place that define acceptable instrument types we may enter into and we have established controls to limit our market risk exposure. We do not use derivative financial instruments for trading or speculative purposes. In addition, all derivatives, whether designated in hedging relationships or not, are recorded on the consolidated balance sheets at fair value on a gross basis.

Interest Rate Swap

The fair value of the interest rate swap is estimated using standard valuation models using market-based observable inputs over the contractual term, including one-month Secured Overnight Financing Rate (“SOFR”) based yield curves, among others. We consider the risk of nonperformance, including counterparty credit risk, in the calculation of the fair value. We have designated this swap agreement as a cash flow hedge. As a cash flow hedge, unrealized gains are recognized as assets and unrealized losses are recognized as liabilities. Unrealized gains and losses are designated as effective or ineffective based on a comparison of the changes in fair value of the interest rate swap and changes in fair value of the underlying exposures being hedged. The effective portion is recorded as a component of accumulated other comprehensive loss, while the ineffective portion is recorded as a component of Interest expense. Changes in the method by which we pay interest from one-month SOFR to another rate of interest could create ineffectiveness in the swap, and result in amounts being reclassified from other comprehensive income (loss) into net income. Hedge effectiveness is tested quarterly to determine if hedge treatment is appropriate. Realized gains and losses are recorded on the same financial statement line as the hedged item, which is Interest expense.

Foreign Currency Contracts Not Designated as Hedges

On a periodic basis, we enter into forward foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting; therefore, the gains and losses resulting from the impact of currency exchange rate movements on our forward foreign exchange contracts are recognized as Other expense (income), net in the accompanying consolidated statements of operations in the period in which the exchange rates change.

Foreign Currency Translation

Foreign Currency Translation Assets and liabilities of certain foreign subsidiaries are translated from foreign currencies into U.S. dollars at period-end exchange rates, and the resulting gains and losses arising from translation of net assets located outside the U.S. are recorded as a cumulative translation adjustment, a component of accumulated other comprehensive loss in the consolidated balance sheets. Income statement amounts are translated at the average exchange rates for the year. Translation adjustments are not adjusted for income taxes, as substantially all translation adjustments relate to permanent investments in non-U.S. subsidiaries. Gains and losses resulting from foreign currency transactions are included in Other expense (income), net, in the Company’s consolidated statements of operations.

Revenue Recognition

Revenue Recognition Revenue is measured based on consideration specified in a contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of sales.

The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less.

When the Company receives consideration, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of a sales contract, the Company records deferred revenue, which represents a contract liability. Such deferred revenue typically results from advance payments received on sales of the Company’s products. The Company makes the required disclosures with respect to deferred revenue in Note 2 to the consolidated financial statements.

The Company does not disclose information about remaining performance obligations that have original expected durations of one year or less.

The following is a description of principal activities from which the Company generates its revenues. The Company has two reportable segments. For more detailed information about reportable segments, see Note 20 to the consolidated financial statements. For each of the two reportable segments, the recognition of revenue regarding the nature of goods and services provided by the segments are similar and described below. The Company recognizes revenue for product sales at a point in time following the transfer of control of such products to the customer, which generally occurs upon shipment or delivery, depending on the terms of the underlying contracts. For product sales contracts that contain multiple performance obligations, the Company allocates the transaction price to each performance obligation identified in the contract based on relative standalone selling prices, or estimates of such prices, and recognizes the related revenue as control of each individual product is transferred to the customer in satisfaction of the corresponding performance obligations. All material revenue is being recognized at a point in time.

The Company generally recognizes revenue for sales of services when the Company has satisfied the performance obligation. The payment terms and revenue recognized are based on time and materials.

The Company also enters into arrangements to license its intellectual property. These arrangements typically permit the customer to use a specialized manufacturing process and in return the Company receives a royalty fee. The Company recognizes revenue for a sales-based or usage-based royalty promised in exchange for a license of intellectual property when the subsequent sale or usage occurs.

The Company offers certain customers cash discounts and volume rebates as sales incentives. The discounts and volume rebates are recorded as a reduction in sales at the time revenue is recognized in an amount estimated based on historical experience and contractual obligations. The Company periodically reviews the assumptions underlying its estimates of discounts and volume rebates and adjusts its revenues accordingly.

In addition, the Company offers free product rebates to certain customers. The Company utilizes an adjusted market approach to estimate the stand-alone selling price of the loyalty program and allocates a portion of the consideration received to the free product offering. The free product offering is redeemable upon future purchases of the Company’s products. The amount associated with free product rebates is recorded as deferred revenue on the balance sheet and is recognized as revenue when the free product is redeemed or when the likelihood of redemption is remote. The Company has deemed that the amount is immaterial for disclosure.

The Company provides for the estimated costs of fulfilling its obligations under product warranties at the time the related revenue is recognized. The Company estimates the costs based on historical failure rates, projected repair costs, and knowledge of specific product failures (if any). The specific warranty terms and conditions vary depending upon the product sold and the country in which we do business, but generally include parts and labor over a period generally ranging from 90 days to one year. The Company regularly reevaluates its estimates to assess the adequacy of the recorded warranty liabilities and adjusts the amounts as necessary.

The Company’s contracts are generally short-term in nature. Most contracts do not exceed twelve months. Payment terms vary by the type and location of the Company’s customers and the products or services offered. The term between invoicing and when payment is due is not significant. For certain products or services and customer types, the Company requires payment before the products or services are delivered to the customer. Those customers that prepay are represented by the contract liabilities until the performance obligations are satisfied.

Engineering,Research and Development Expenses

Engineering, Research and Development Expenses Engineering, research and development expenses are expensed as incurred.

Share-Based Compensation

Share-Based Compensation The Company measures the cost of employee services received in exchange for the award of equity instruments based on the fair value of the award at the date of grant. Share-based compensation expense is recognized using the straight-line attribution method to recognize share-based compensation over the service period of the award, with adjustments recorded for forfeitures as they occur. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis.

Government Assistance

Government Grants The Company entered into certain incentive arrangements with the state of Colorado and U.S. Department of Commerce. We account for funds we receive from government grants by either reducing the costs of the assets (if the grant relates to capital expenditures) or expenses which could be Cost of goods sold, Selling, general and administrative, and Research and development expenses in the consolidated statements of income once the conditions and restrictions of the grant have been met and payment has been received.

Income Taxes

Income Taxes The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined on the basis of the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income tax expense in the period that includes the enactment date.

The Company recognizes deferred tax assets to the extent that it believes these assets are more likely than not to be realized. A valuation allowance is recorded to reduce deferred tax assets when it is more likely than not that the Company would not be able to realize all or part of its deferred tax assets. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce

the provision for income taxes.

The Company's policy for recording interest and penalties associated with audits and unrecognized tax benefits is to record such items as a component of income before taxes. Penalties and interest to be paid or received are recorded in other expense (income), net, in the statement of operations.

Comprehensive Income (Loss)

Comprehensive Income Comprehensive income represents the change in equity resulting from items other than shareholder investments and distributions. The Company's foreign currency translation adjustments, unrealized gains and losses on available-for-sale investments, interest rate swap - cash flow hedge and minimum pension adjustments are included in accumulated other comprehensive loss. Comprehensive income and the components of accumulated other comprehensive loss are presented in the accompanying consolidated statements of comprehensive income and consolidated statements of equity.

Recent Accounting Pronouncements

Recent Accounting Pronouncements Adopted

During the year ended December 31, 2024, the Company adopted Accounting Standards Update (ASU) 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". This update enhances segment reporting by requiring additional disclosures, including disclosure of significant segment expenses, identification of the Chief Operating Decision Maker (CODM) and their use of segment profit or loss measures, and enhanced interim reporting requirements. The Company applied the guidance retrospectively to all periods presented. These changes did not impact the Company's consolidated financial results but improved transparency for users of the financial statements. See Note 20 to the consolidated financial statements for further details.

Recent Accounting Pronouncements Yet to be Adopted

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. The updated standard is effective for our annual reporting periods beginning in fiscal year 2025. The Company is currently evaluating the impact of this standard on our consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires public companies to disclose, in interim and annual reporting periods, additional information about certain expenses in the notes to financial statements. The amendments in this ASU are effective for our annual reporting periods beginning in fiscal 2027 and interim reporting periods beginning in the first quarter of fiscal year 2028, with early adoption permitted. We are currently evaluating the impact of this ASU on our consolidated financial statements and related disclosures.

The Company currently has no other material recent accounting pronouncements yet to be adopted.

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Revenues (Tables)

12 Months Ended
Dec. 31, 2024

Revenue from Contract with Customer [Abstract]

Disaggregation of Revenue

The following table provides information about disaggregated net sales by customer category for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Semiconductor:			
Fabs	$ 1,965,569	$ 1,919,998	$ 1,747,437
Equipment and Engineering	493,501	566,806	547,956
Chemical and Materials	327,441	355,157	382,552
Semi Distributor/Other	262,584	326,936	343,559
Non-Semi	192,113	355,029	260,529
Total net sales	$ 3,241,208	$ 3,523,926	$ 3,282,033

Contract with Customer, Asset and Liability

The following table provides information about current contract liabilities from contracts with customers. The contract liabilities are included in other accrued liabilities balance in the consolidated balance sheet.

(In thousands)	2024	2023
Balance at beginning of year	$ 69,051	$ 60,476
Revenue recognized that was included in the contract liability balance at the beginning of the period	(65,064)	(37,830)
Increases due to cash received, excluding amounts recognized as revenue during the period	37,751	52,720
Contract liabilities included as part of dispositions and held for sale	—	(6,315)
Balance at end of year	$ 41,738	$ 69,051

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Business Combinations and Asset Acquisitions (Tables)

12 Months Ended
Dec. 31, 2024

Business Acquisition

Schedule of Business Acquisitions, by Acquisition

The following table summarizes the allocation of the purchase price to the fair values assigned to the assets acquired and liabilities assumed at the date of the Acquisition as originally reported and as of December 31, 2022:

(In thousands)	As of July 6, 2022
Cash and cash equivalents	$ 280,636
Accounts receivable and other current assets	207,472
Inventory	256,598
Property, plant and equipment	537,387
Identifiable intangible assets	1,736,219
Other noncurrent assets	39,725
Current liabilities	(211,417)
Deferred tax liabilities and other noncurrent liabilities	(452,805)
Net assets acquired	2,393,815
Goodwill	3,627,436
Total purchase price	$ 6,021,251

Finite-Lived and Indefinite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block]

The Company recognized the following intangible assets as part of the acquisition of CMC Materials and finite lived assets will be amortized on a straight-line basis:

(In thousands)	Amount	Weighted average life in years
Developed technology	$ 1,043,000	7.3
Trademarks and trade names	236,600	14.9
Customer relationships	414,300	18.3
In-process research and development[(1)]	31,400	
Other	10,919	1.2
	$ 1,736,219	11.0

Business Acquisition, Pro Forma Information

The following unaudited pro forma financial information presents the combined results of operations of the Company as if the acquisition of CMC Materials had occurred as of the beginning of the year presented. The unaudited pro forma financial information is not necessarily indicative of what the Company's consolidated results of operations would have been had the acquisition occurred at the beginning of the year. In addition, the unaudited pro forma financial information does not attempt to project the future results of operations of the combined company. The pro forma information does not include any potential revenue enhancements, cost synergies or other operating efficiencies that could result from the acquisition.

(In thousands)	Year Ended December 31, 2022
Net sales	$ 3,920,850
Net income	292,867
Per share amounts:	
Net income per common share - basic	$ 1.97
Net income per common share - diluted	$ 1.95

CMC Materials

Business Acquisition

Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable

The purchase price of CMC Materials consisted of the following:

(In thousands)	
Cash paid to CMC Materials' shareholders	$ 3,836,983
Stock paid to CMC Materials' shareholders	1,265,690
Repayment of CMC Materials' indebtedness	918,578
Total purchase price	6,021,251
Less cash and cash equivalents acquired	280,636
Total purchase price, net of cash acquired	$ 5,740,615

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Assets Held For Sale and Divestitures (Tables)

12 Months Ended
Dec. 31, 2024

Disposal [Line Items]

Schedule of Consideration, Divestitures [Table Text Block]

The following table summarizes the fair value of the sale proceeds received in connection with the divestiture:

(In thousands)	March 1, 2024
Cash proceeds received, gross	$ 263,208
Final working capital adjustment	1,189
Cash transferred to the buyer on the closing balance sheet	(230)
Direct costs to sell	(8,005)
Fair value of sale consideration	$ 256,162

Disposal Groups, Including Discontinued Operations [Table Text Block] The major classes of assets and liabilities sold consisted of the following:

(In thousands)	
Assets:	**March 1, 2024**
Current assets	$ 58,684
Property, Plant and Equipment, net	118,146
Intangible assets, net	76,692
Goodwill	12,707
Other assets	2,500
Total assets-held-for sale	$ 268,729
Liabilities:	
Accounts payable	$ 9,485
Accrued expenses	4,672
Long-term liabilities	1,737
Total liabilities-held-for sale	$ 15,894

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Trade Accounts and Notes Receivable (Tables)

12 Months Ended
Dec. 31, 2024

Accounts, Notes, Loans and Financing Receivable, Gross, Allowance, and Net [Abstract]

Trade Accounts and Notes Receivable

Trade accounts and notes receivable from customers at December 31, 2024 and 2023 consist of the following:

(In thousands)	2024	2023
Trade accounts receivable	$ 497,284	$ 457,566
Notes receivable	1,164	5,898
Total trade accounts and notes receivable	498,448	463,464
Less allowance for credit losses	3,136	6,412
Trade accounts and notes receivable, net	$ 495,312	$ 457,052

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Inventories (Tables)

12 Months Ended
Dec. 31, 2024

Inventory Disclosure [Abstract]

Inventories

Inventories at December 31, 2024 and 2023 consist of the following:

(In thousands)	2024	2023
Raw materials	$ 231,046	$ 248,656
Work-in-process	59,620	49,704
Finished goods [1]	347,414	308,691
Inventories, net	$ 638,080	$ 607,051

[1] Includes consignment inventories held by customers of $24.0 million and $20.8 million at December 31, 2024 and 2023, respectively.

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Property, Plant and Equipment (Tables)

12 Months Ended
Dec. 31, 2024

Property, Plant and Equipment [Abstract]

Property, Plant and Equipment

Property, plant and equipment at December 31, 2024 and 2023 consists of the following:

(In thousands)	2024	2023	Estimated useful lives in years
Land	$ 47,192	$ 44,177	
Buildings and improvements	849,835	779,589	5-35
Manufacturing equipment	799,611	685,504	5-10
Canisters and cylinders	203,962	186,231	3-12
Molds	85,403	83,745	3-5
Office furniture and lab equipment	338,208	299,438	3-8
Construction in progress	356,087	297,448	
Total property, plant and equipment	2,680,298	2,376,132	
Less accumulated depreciation	1,057,372	908,089	
Property, plant and equipment, net	$ 1,622,926	$ 1,468,043	

Depreciation Expense

The table below sets forth the depreciation expense for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Depreciation expense	$ 188,120	$ 172,683	$ 135,371

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Goodwill and Intangible Assets (Tables)

12 Months Ended
Dec. 31, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Goodwill

Goodwill activity for each of the Company's reportable segments, Materials Solutions ("MS") and Advanced Purity Solutions ("APS"), for the years ended December 31, 2024 and 2023 is shown below:

(In thousands)	MS	APS	Total
December 31, 2022	$ 4,092,141	$ 316,190	$ 4,408,331
Goodwill impairment	(115,217)	—	(115,217)
Disposition of businesses	(340,643)	—	(340,643)
Purchase accounting adjustments	(1,021)	—	(1,021)
Goodwill included in assets held-for-sale	(3,885)	—	(3,885)
Foreign currency translation	(25)	(1,680)	(1,705)
December 31, 2023	$ 3,631,350	$ 314,510	$ 3,945,860
Foreign currency translation	(36)	(2,253)	(2,289)
December 31, 2024	$ 3,631,314	$ 312,257	$ 3,943,571

Schedule of Acquired Finite-Lived Intangible Assets by Major Class

Identifiable intangible assets at December 31, 2024 and 2023 consist of the following:

	2024			
(In thousands)	Gross carrying amount	Accumulated amortization	Net carrying value	Weighted average life in years
Developed technology	$ 1,256,766	$ 601,700	$ 655,066	7.2
Trademarks and trade names	171,970	48,754	123,216	14.0
Customer relationships	630,496	326,495	304,001	14.0
In-process research and development [1]	6,600	—	6,600	
Other	25,544	22,681	2,863	5.1
	$ 2,091,376	$ 999,630	$ 1,091,746	9.7

	2023			
(In thousands)	Gross carrying amount	Accumulated amortization	Net carrying value	Weighted average life in years
Developed technology	$ 1,256,469	$ 455,720	$ 800,749	7.2
Trademarks and trade names	172,031	37,877	134,154	14.0
Customer relationships	630,743	293,782	336,961	14.0
In-process research and development [1]	7,100	—	7,100	
Other	23,924	20,919	3,005	5.6
	$ 2,090,267	$ 808,298	$ 1,281,969	9.7

[1] Intangible assets acquired in a business combination that are in-process and used in research and development activities are considered indefinite-lived until the completion or abandonment of the research and development efforts. Once the research and development efforts are completed, we determine the useful life and begin amortizing the assets.

Amortization of Intangibles

The table below sets forth the amortization expense for finite-lived intangible assets for the years ended December 31, 2024, 2023, and 2022:

(In thousands)	2024	2023	2022
Amortization expense	$ 190,119	$ 214,477	$ 143,953

Estimated Future Amortization Expense

The amortization expense for each of the five succeeding years and thereafter relating to finite-lived intangible assets currently recorded in the Company's consolidated balance sheets is estimated to be the following at December 31, 2024:

(In thousands)	2025	2026	2027	2028	2029	Thereafter	Total
Future amortization expense	$ 185,671	182,505	178,891	176,449	110,693	257,537	$ 1,091,746

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Debt (Tables)

12 Months Ended
Dec. 31, 2024

Debt Disclosure [Abstract]

Schedule of Debt

The Company's debt at December 31, 2024 and 2023 consists of the following:

(In thousands)	2024	2023
Senior secured term loan due 2029 at 4.71% [1]	$ 750,000	$ 1,373,774
Senior secured notes due 2029 at 4.75%	1,600,000	1,600,000
Senior unsecured notes due 2030 at 5.95%	895,000	895,000
Senior unsecured notes due 2029 at 3.625%	400,000	400,000
Senior unsecured notes due 2028 at 4.375%	400,000	400,000
Revolving facility due 2027 at 6.07% [2]	—	—
Total debt (par value)	$ 4,045,000	$ 4,668,774
Unamortized discount and debt issuance costs	63,895	91,633
Total debt, net	$ 3,981,105	$ 4,577,141
Less current portion of long-term debt	—	—
Total long-term debt, net	$ 3,981,105	$ 4,577,141

Schedule of Maturities of Long-term Debt

Annual maturities of long-term debt, excluding unamortized discount and issuance costs, due as of December 31, 2024 are as follows:

(In thousands)	2025	2026	2027	2028	2029	Thereafter	Total
Long-term debt obligation maturities*	$ —	—	—	400,000	2,750,000	895,000	$ 4,045,000

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Fair Value Measures and Disclosures (Tables)

12 Months Ended

Dec. 31, 2024

Fair Value Disclosures [Abstract]

Fair Value Measurements, Recurring and Nonrecurring [Table Text Block]

The following table presents financial instruments that we measure at fair value on a recurring basis. See Note 10 to our consolidated financial statements for a discussion of our debt. In instances where the inputs used to measure the fair value of an asset fall into more than one level of the hierarchy, we have classified it based on the lowest level input that is significant to the determination of the fair value.

	Fair Value Measurements at Reporting Date Using							
(In thousands)	Level 1		Level 2		Level 3		Total	
Assets:	2024	2023	2024	2023	2024	2023	2024	2023
Cash and cash equivalents	$ 329,213	$ 456,929	$ —	$ —	$ —	$ —	$ 329,213	$ 456,929
Derivative financial instruments - interest rate swap - cash flow hedge	—	—	7,135	24,069	—	—	7,135	24,069
Total Assets	$ 329,213	$ 456,929	$ 7,135	$ 24,069	$ —	$ —	$ 336,348	$ 480,998

Schedule of Carrying Values and Estimated Fair Values of Debt Instruments

The estimated fair value and carrying value of our debt as of December 31, 2024 and 2023 were as follows:

	December 31, 2024		December 31, 2023	
(In thousands)	Carrying Value	Fair Value	Carrying Value	Fair Value
Total debt, net	$ 3,981,105	$ 3,909,256	$ 4,577,141	$ 4,536,238

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Derivative Instruments and Hedging Activities (Tables)

12 Months Ended

Dec. 31, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Open Forward Foreign Currency Contract

The Company enters into foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting. The Company recognizes the change in fair value of its foreign currency forward contracts in the consolidated statement of operations.

The notional amounts of our derivative instruments are as follows:

(In thousands)	December 31, 2024	December 31, 2023
Derivatives designated as hedging instruments:		
Interest rate swap contract - cash flow hedge	$ 750,000	$ 1,350,000

Fair Value, by Balance Sheet Grouping

The fair values of our derivative instruments included in the consolidated balance sheets are as follows:

(In thousands)		Derivative Assets	
	Consolidated Balance Sheet Location	December 31, 2024	December 31, 2023
Derivatives designated as hedging instruments: Interest rate swap contract - cash flow hedge			
	Other current assets	$ 7,135	$ 21,451
	Other assets	—	2,618

Schedule of Other Operating Cost and Expense, by Component

The following table summarizes the effects of our derivative instruments on our consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	Consolidated Statements of Operations Location	Gain recognized in Consolidated Statements of Income		
Derivatives designated as hedging instruments:		2024	2023	2022
Interest rate swap contract - cash flow hedge	Interest expense	$ (26,969)	$ (37,220)	$ —
Derivatives not designated as hedging instruments:		2024	2023	2022
Foreign exchange contracts	Other expense, net	$ —	$ (374)	$ (3,435)

Schedule of Cash Flow Hedges Included in Accumulated Other Comprehensive Income (Loss)

The following table summarizes the effects of our derivative instruments on Accumulated other comprehensive loss for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	(Loss) gain recognized in Accumulated other comprehensive loss		
	2024	2023	2022
Derivatives designated as hedging instruments:			
Interest rate swap contract - cash flow hedge	$ (13,111)	$ (17,435)	$ 36,069

We expect approximately $7.1 million to be reclassified from Accumulated other comprehensive loss into Interest expense during the next twelve months related to our interest rate swap based on projected rates of the SOFR forward curve as of December 31, 2024.

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Other Income (Expense), Net (Tables)

12 Months Ended

Dec. 31, 2024

Other Income and Expenses [Abstract]

Schedule of Other Nonoperating Income (Expense) [Table Text Block]

The table below sets forth the Other expense, net for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Infineum termination fee, net	$ —	$ (10,876)	$ —
Patent infringement settlement gain, net	(20,033)	—	—
Loss on foreign currency remeasurement	7,705	5,718	23,034
Loss on extinguishment of debt and modification	14,348	29,896	3,287
Other, net	2,001	629	(2,395)
Other expense, net	$ 4,021	$ 25,367	$ 23,926

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Lease Commitments (Tables)

12 Months Ended

Dec. 31, 2024

Leases [Abstract]

Leases balance sheet

As of December 31, 2024 and 2023, the Company's operating and financing lease components with initial or remaining terms in excess of one year were classified on the consolidated balance sheets as follows, together with certain supplemental balance sheet information:

(In thousands)	Classification	2024	2023
Assets			
Right-of-use assets:			
Operating lease	Right-of-use assets	62,548	57,990
Finance lease	Right-of-use assets	20,927	22,409
Total right-of-use assets		$ 83,475	$ 80,399
Liabilities			
Short-term lease liability:			
Operating lease	Other accrued liabilities	13,793	14,475
Finance lease	Other accrued liabilities	1,898	1,880
Total short-term lease liability		$ 15,691	$ 16,355
Long-term lease liability:			
Operating leases	Long-term lease liability	53,758	49,719
Finance leases	Long-term lease liability	18,401	19,267
Total long-term lease liability		$ 72,159	$ 68,986
Total lease liabilities		$ 87,850	$ 85,341
Lease Term and Discount Rate			
Weighted average remaining lease term (years) - Operating leases		7.8	6.9
Weighted average remaining lease term (years) - Finance leases		13.4	14.7
Weighted average discount rate - Operating leases		4.5 %	4.2 %
Weighted average discount rate - Finance leases		5.1 %	5.0 %

Lease, Cost

Expense for leases less than 12 months for the year ended December 31, 2024, 2023 and 2022 were not material. The components of lease expense for the year ended December 31, 2024, 2023 and 2022 are as follows:

(In thousands)	2024	2023	2022
Operating lease cost	$ 17,936	$ 18,107	$ 17,997
Finance lease cost:			
Amortization of ROU assets	2,216	1,841	1,213
Interest on lease liabilities	1,069	821	401

Leases , Cash Flow Information

The Company combines the amortization of the right-of-use assets and the change in the operating lease liability in the same line item in the Statement of Cash Flows. Other information related to the Company's operating leases for the year ended December 31, 2024, 2023 and 2022 are as follows:

(In thousands)	2024	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:			
Cash flows - Operating leases	$ 18,931	$ 18,528	$ 14,916
Cash flows - Finance leases	2,719	2,164	1,300
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	$ 22,341	$ 6,155	$ 16,241
Finance leases	1,544	8,806	7,357

Lessee, Liability, Maturity

Future minimum lease payments for noncancellable leases as of December 31, 2024, were as follows:

(In thousands)	Operating leases	Finance leases
One year	$ 17,265	$ 2,747
Two years	13,572	2,728
Three years	9,864	2,630
Four years	8,053	2,639
Five years	6,542	2,629
Beyond five years	21,222	18,283
Total minimum lease payments	$ 76,518	$ 31,656
Less: Interest	8,967	11,357
Present value of lease liabilities	$ 67,551	$ 20,299

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Asset Retirement Obligations (Tables)

12 Months Ended Dec. 31, 2024

Asset Retirement Obligation [Abstract]

Schedule of Asset Retirement Obligations

Changes in the carrying amounts of the Company's AROs for the years ended December 31, 2024 and 2023 are shown below:

(In thousands)	2024	2023
Balance at beginning of year	$ 21,715	$ 28,035
Liabilities settled	(612)	(7,254)
Liabilities incurred	2,341	2,869
Accretion expense	143	139
Revision of estimate	(1,180)	(2,074)
Balance at end of year	$ 22,407	$ 21,715

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Income Taxes (Tables)

12 Months Ended Dec. 31, 2024

Income Tax Disclosure [Abstract]

Income (Loss) Before Income Taxes

Income before income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 was derived from the following sources:

(In thousands)	2024	2023	2022
Domestic	$ (239,773)	$ (457,888)	$ (272,365)
Foreign	561,825	630,558	519,445
Income before income tax expense (benefit)	$ 322,052	$ 172,670	$ 247,080

Components of Income Tax Expense

Income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 is summarized as follows:

(In thousands)	2024	2023	2022
Current:			
Federal	$ 14,786	$ 10,835	$ 39,216
State	896	1,267	4,077
Foreign	91,552	125,091	97,611
	$ 107,234	$ 137,193	$ 140,904
Deferred (net of valuation allowance):			
Federal	$ (73,952)	$ (135,408)	$ (90,238)
State	(3,225)	(5,829)	(5,749)
Foreign	(1,725)	(4,369)	(6,757)
	$ (78,902)	$ (145,606)	$ (102,744)
Income tax expense (benefit)	$ 28,332	$ (8,413)	$ 38,160

Reconciliation of Income Tax Expense With Expected Amounts Based Upon Statutory Federal Tax Rates

Income tax expense (benefit) differs from the expected amounts based upon the statutory federal tax rates for the years ended December 31, 2024, 2023 and 2022 as follows:

(In thousands)	2024	2023	2022
Expected federal income tax at statutory rate	$ 66,657	$ 36,261	$ 51,887
State income taxes before valuation allowance, net of federal tax effect	(6,169)	(9,374)	(5,907)
Effect of foreign source income	(25,685)	(18,383)	(7,607)
Tax contingencies	(2,271)	11,048	5,762
Valuation allowance	11,501	9,032	8,052
U.S. federal research credit	(14,250)	(18,679)	(13,525)
Equity compensation	5,386	7,431	5,290
Foreign derived intangible income	(7,861)	(5,144)	(15,265)
Acquisition related retention, severance, and transaction costs	—	—	8,924
Legal entity divestiture activity	973	(20,311)	—
Other items, net	51	(294)	549
Income tax expense (benefit)	$ 28,332	$ (8,413)	$ 38,160

Deferred Tax Assets And Deferred Tax Liabilities

The significant components of the Company's deferred tax assets and deferred tax liabilities at December 31, 2024 and 2023 are as follows:

(In thousands)	2024	2023
Deferred tax assets attributable to:		
Accounts receivable	$ 1,307	$ 1,304
Inventory	11,891	12,456
Accruals not currently deductible for tax purposes	11,984	16,341
Net operating loss and credit carryforwards	69,461	55,685
Capital loss carryforward	7,542	5,281
Equity compensation	10,701	11,382
Interest expense limitations	51,429	37,691
Capitalization of engineering, research and development expenses	134,398	100,832
Other, net	6,298	15,064
Gross deferred tax assets	$ 305,011	$ 256,036
Valuation allowance	(71,785)	(60,330)
Net deferred tax assets	$ 233,226	$ 195,706
Deferred tax liabilities attributable to:		
Purchased intangible assets	$ (215,906)	$ (230,550)
Depreciation and amortization	(24,853)	(44,007)
Total deferred tax liabilities	$ (240,759)	$ (274,557)
Net deferred tax liabilities	$ (7,533)	$ (78,851)

Schedule of Unrecognized Tax Benefits Roll Forward

Reconciliations of the beginning and ending balances of the total amounts of gross unrecognized tax benefits for the years ended December 31, 2024 and 2023 are as follows:

(In thousands)	2024	2023
Gross unrecognized tax benefits at beginning of year	$ 67,717	$ 53,478
Increase in tax positions from prior years	305	242
Decrease in tax positions from prior years	(4,818)	—
Increases in tax positions for current year	5,455	17,111
Settlement of tax positions for current year	(21,570)	—
Lapse in statute of limitations	(2,765)	(3,114)
Gross unrecognized tax benefits at end of year	$ 44,324	$ 67,717

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Equity (Tables)

12 Months Ended Dec. 31, 2024

Equity [Abstract]

Summary of Option Activity

Stock option activity for the years ended December 31, 2024, 2023 and 2022 is summarized as follows:

(Shares in thousands)	2024 Number of shares	2024 Weighted average exercise price	2023 Number of shares	2023 Weighted average exercise price	2022 Number of shares	2022 Weighted average exercise price
Options outstanding, beginning of year	1,314	$ 71.83	1,839	$ 62.59	657	$ 55.32
Granted	135	140.62	232	81.79	146	128.44
Assumed in CMC acquisition	—	—	—	—	1,178	55.80
Exercised	(281)	52.19	(715)	51.04	(141)	40.00
Cancelled or forfeited	(2)	88.11	(42)	76.02	(1)	61.42
Options outstanding, end of year	1,166	$ 84.51	1,314	$ 71.83	1,839	$ 62.59
Options exercisable, end of year	788	$ 71.76	900	$ 63.08	1,386	$ 54.53

Summary of Options Outstanding

Options outstanding under the Company's stock plans at December 31, 2024 are summarized as follows:

(Shares in thousands)	Options outstanding			Options exercisable	
Range of exercise prices	Number outstanding	Weighted average remaining life in years	Weighted-average exercise price	Number exercisable	Weighted average exercise price
$0.00 to $35.15	129	1.2 years	$ 31.83	129	$ 31.83
$35.16 to $70.30	276	2.9 years	58.20	275	58.20
$70.31 to $105.45	500	4.5 years	86.29	311	87.07
$105.46 to $140.62	261	5.1 years	134.73	73	128.44
	1,166	3.9 years	$ 84.51	788	$ 71.76

Weighted Average Assumptions Used In Valuation And Resulting Weighted Average Fair Value Per Option Granted

The fair value of each stock option grant was estimated at the date of grant using a Black-Scholes option pricing model. The following table presents the weighted-average assumptions used in the valuation and the resulting weighted-average fair value per option granted for the years ended December 31, 2024, 2023 and 2022:

Employee stock options:	2024	2023	2022
Volatility	47.6 %	46.5 %	40.9 %
Risk-free interest rate	4.4 %	3.7 %	1.5 %
Dividend yield	0.3 %	0.5 %	0.3 %
Expected life (years)	4.6	4.7	4.2
Weighted average fair value per option	$ 61.94	$ 34.40	$ 43.47

Summary of Restricted Stock Activity

Restricted stock units are awards of common stock made under the Stock Plans that are subject to a risk of forfeiture if the awardee terminates employment with the Company prior to the lapse of the restrictions. The value of such restricted stock units is determined using the market price on the grant date. Compensation expense for restricted stock units is generally recognized using the straight-line single-option method. A summary of the Company's restricted stock unit activity for the years ended December 31, 2024, 2023 and 2022 is presented in the following table:

(Shares in thousands)	2024 Number of shares	2024 Weighted average grant date fair value	2023 Number of shares	2023 Weighted average grant date fair value	2022 Number of shares	2022 Weighted average grant date fair value
Unvested, beginning of year	1,005	$ 89.08	844	$ 90.37	897	$ 62.69
Granted	484	138.44	640	80.45	366	117.82
Assumed in CMC acquisition	—	—	—	—	155	92.96
Vested	(371)	86.92	(389)	78.17	(523)	64.77
Forfeited	(61)	101.31	(90)	89.23	(51)	85.16
Unvested, end of year	1,057	111.81	1,005	89.08	844	90.37

Summary of Allocation of Share Based Compensation Expense

The following table summarizes the allocation of share-based compensation expense related to employee stock options, restricted stock awards, performance-based restricted stock awards and grants under the employee stock purchase plan for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Cost of sales	$ 11,086	$ 8,896	$ 5,780
Engineering, research and development expenses	10,461	7,999	4,596
Selling, general and administrative expenses	44,312	44,476	56,201
Share-based compensation expense	$ 65,859	$ 61,371	$ 66,577
Tax benefit	12,967	12,472	13,977
Share-based compensation expense, net of tax	$ 52,892	$ 48,899	$ 52,600

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Benefit Plans (Tables)

12 Months Ended
Dec. 31, 2024

Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Abstract]

Schedule of Defined Benefit Plans Disclosures

Defined Benefit Plans

The employees of the Company's subsidiaries in Japan, Taiwan, France and Germany are covered in defined benefit pension plans. The benefit obligation was reduced by $1.4 million due to the EC disposition in the year ended December 31, 2023. On December 31, 2023, the Company converted its South Korea defined pension plans to defined contribution plans. As a result of this conversion, the Company settled and paid out to beneficiaries an amount of $2.3 million on January 2, 2024. The Company uses a December 31 measurement date for its pension plans. A summary of these combined plans are:

(In thousands)	2024	2023
Projected benefit obligation	$ 11,606	$ 12,618
Fair value of plan assets	1,475	1,407
Plan assets less benefit obligation - net amount recognized	(10,131)	(11,211)
Accumulated benefit obligation	8,996	10,375

Expected Contribution And Benefit Payments

The Company expects to make the following benefit payments:

(In thousands)	Payments
2025	$ 592
2026	218
2027	246
2028	361
2029	218
Years 2030-2034	1,581

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Earning Per Share (EPS) (Tables)

12 Months Ended
Dec. 31, 2024

Earnings Per Share [Abstract]

Reconcilation of Share Amount Used in Computaion of Basic and Diluted Earnings Per Share

Basic earnings per common share ("EPS") is calculated based on the weighted average number of shares of common stock outstanding during the applicable period. Diluted EPS is calculated based on the weighted average number of shares of common stock outstanding plus potentially dilutive shares of common stock outstanding during the applicable period. The following table presents a reconciliation of the share amounts used in the computation of basic and diluted EPS:

(In thousands)	2024	2023	2022
Basic—weighted average common shares outstanding	150,946	149,900	142,294
Weighted average common shares assumed upon exercise of stock options and vesting of restricted common stock	894	1,045	852
Diluted—weighted average common shares and common shares equivalent outstanding	151,840	150,945	143,146

Shares Excluded Underlying Stock Based Awards from Calculations of Diluted EPS

The Company excluded the following shares underlying stock-based awards from the calculations of diluted EPS because their inclusion would have been anti-dilutive for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Shares excluded from calculations of diluted EPS	464	657	447

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Segment Information (Tables)

12 Months Ended
Dec. 31, 2024

Segment Reporting [Abstract]

Summary of Financial Information for Reportable Segments

Summarized financial information for the Company's reportable segments is shown in the following tables for the years ended December 31, 2024, 2023 and 2022:

	2024			
(In thousands)	MS	APS	Inter-segment	Total
Net sales	$ 1,400,082	$ 1,850,199	$ (9,073)	$ 3,241,208
Cost of sales	769,182	994,380	(9,073)	1,754,489
Operating expenses	344,680	359,688	—	704,368
Segment profit	$ 286,220	$ 496,131	$ —	$ 782,351

(In thousands)	2023 MS	2023 APS	2023 Inter-segment	2023 Total
Net sales	$ 1,689,467	$ 1,846,596	$ (12,137)	$ 3,523,926
Cost of sales	1,060,639	977,819	(12,137)	2,026,321
Operating expenses	332,453	337,329	—	669,782
Segment profit	$ 296,375	$ 531,448	$ —	$ 827,823

(In thousands)	2022 MS	2022 APS	2022 Inter-segment	2022 Total
Net sales	$ 1,380,208	$ 1,913,985	$ (12,160)	$ 3,282,033
Cost of sales	892,801	1,004,979	(12,160)	1,885,620
Operating expenses	268,218	313,793	—	582,011
Segment profit	$ 219,189	$ 595,213	$ —	$ 814,402

Reconciliation of Total Segment Profit to Operating Income

The following table reconciles total segment profit to income before income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Total segment profit	$ 782,351	$ 827,823	$ 814,402
Less:			
Amortization of intangibles	190,119	214,477	143,953
Unallocated general and administrative expenses	58,310	114,188	190,468
Operating income	$ 533,922	$ 499,158	479,981
Interest expense	215,217	312,378	212,669
Interest income	(7,368)	(11,257)	(3,694)
Other expense, net	4,021	25,367	23,926
Income before income tax expense (benefit)	$ 322,052	$ 172,670	$ 247,080

Schedule Of Other Segment Information

The following tables summarize depreciation and capital expenditures for the Company's reportable segments for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Depreciation:			
MS	$ 90,242	$ 95,373	$ 82,841
APS	97,878	77,310	52,530
Total depreciation	$ 188,120	$ 172,683	$ 135,371

(In thousands)	2024	2023	2022
Capital expenditures:			
MS	$ 86,694	$ 141,851	$ 151,331
APS	228,912	314,996	314,861
Total capital expenditures	$ 315,606	$ 456,847	$ 466,192

Summary of Total Net Sales to External Customers

In the following tables, revenue is disaggregated by country or region based on the ship to location of the customer for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024 MS	2024 APS	2024 Inter-segment	2024 Total
North America	$ 316,010	$ 364,718	$ (9,073)	$ 671,655
Taiwan	238,835	423,869	—	662,704
South Korea	202,555	216,195	—	418,750
Japan	128,537	180,857	—	309,394
China	256,966	414,253	—	671,219
Europe	115,755	159,733	—	275,488
Southeast Asia	141,424	90,574	—	231,998
	$ 1,400,082	$ 1,850,199	$ (9,073)	$ 3,241,208

(In thousands)	2023 MS	2023 APS	2023 Inter-segment	2023 Total
North America	$ 540,347	$ 363,042	$ (12,137)	$ 891,252
Taiwan	231,982	358,651	—	590,633
South Korea	218,192	224,993	—	443,185
Japan	104,977	262,331	—	367,308
China	196,970	369,934	—	566,904
Europe	229,368	172,982	—	402,350
Southeast Asia	167,631	94,663	—	262,294
	$ 1,689,467	$ 1,846,596	$ (12,137)	$ 3,523,926

(In thousands)	2022 MS	2022 APS	2022 Inter-segment	2022 Total
North America	$ 422,185	$ 385,634	$ (12,160)	$ 795,659
Taiwan	202,565	457,562	—	660,127
South Korea	162,601	251,476	—	414,077
Japan	107,239	242,763	—	350,002
China	198,022	303,934	—	501,956
Europe	150,914	174,101	—	325,015
Southeast Asia	136,682	98,515	—	235,197
	$ 1,380,208	$ 1,913,985	$ (12,160)	$ 3,282,033

Summary of Property, Plant and Equipment Attributed to Significant Countries

The following table summarizes property, plant and equipment, net, attributed to significant countries for the years ended December 31, 2024, 2023 and 2022:

(In thousands)	2024	2023	2022
Property, plant and equipment, net:			
North America	$ 876,767	$ 747,823	$ 776,913
South Korea	117,662	101,107	84,253
Japan	114,770	118,872	104,282
Malaysia	44,258	50,183	46,703
China	30,380	32,884	31,592
Taiwan	434,641	412,346	253,285
Other	4,448	4,828	96,309
	$ 1,622,926	$ 1,468,043	$ 1,393,337

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Revenues (Details) - USD ($) $ in Thousands	12 Months Ended Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Disaggregation of Revenue [Line Items]			
Net Sales	$ 3,241,208	$ 3,523,926	$ 3,282,033
Fabs			
Disaggregation of Revenue [Line Items]			
Net Sales	1,965,569	1,919,998	1,747,437
Equipment and Engineerig			
Disaggregation of Revenue [Line Items]			
Net Sales	493,501	566,806	547,956
Chemical and Materials			
Disaggregation of Revenue [Line Items]			
Net Sales	327,441	355,157	382,552
Semi Distributor/Other			
Disaggregation of Revenue [Line Items]			
Net Sales	262,584	326,936	343,559
Non-Semi			
Disaggregation of Revenue [Line Items]			
Net Sales	$ 192,113	$ 355,029	$ 260,529

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Revenues Revenues - Contract Liabilities (Details) - USD ($) $ in Thousands	12 Months Ended Dec. 31, 2024	Dec. 31, 2023
Revenue from Contract with Customer [Abstract]		
Balance at beginning of year	$ 69,051	$ 60,476
Revenue recognized that was included in the contract liability balance at the beginning of the period	(65,064)	(37,830)
Increases due to cash received, excluding amounts recognized as revenue during the period	37,751	52,720
Contract liabilities included as part of dispositions and held for sale	0	(6,315)

Balance at end of year	$ 41,738	$ 69,051

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Asset Impairment and retirement (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Goodwill and Intangible Asset Impairment [Abstract]			
Goodwill impairment	$ 0	$ 115,217	$ 0
Impairment on long-lived assets	$ 12,967	$ 30,464	$ 0

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CMC Acquisition (Details) - USD ($) $ / shares in Units, $ in Thousands		6 Months Ended	12 Months Ended		
	Jul. 06, 2022	Dec. 31, 2022	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Business Acquisition					
Equity consideration on acquisition of CMC Materials, Inc.			$ 0	$ 0	$ 1,265,690
Total purchase price, net of cash acquired			0	0	4,474,925
Business Acquisition					
Net Sales			3,241,208	3,523,926	3,282,033
Long-term Debt, Gross			4,045,000	4,668,774	
Goodwill		$ 4,408,331	3,943,571	3,945,860	4,408,331
Charge for fair value mark-up of acquired inventory sold			0	0	$ 61,932
Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent					22.50%
Secured Debt [Member]					
Business Acquisition					
Long-term Debt, Gross	$ 2,495,000				
Senior unsecured notes due 2030 at 5.95%					
Business Acquisition					
Long-term Debt, Gross	895,000		895,000	895,000	
Senior unsecured notes due 2029 at 3.625%					
Business Acquisition					
Long-term Debt, Gross			400,000	400,000	
Senior secured notes due 2029 at 4.75%					
Business Acquisition					
Long-term Debt, Gross	1,600,000		$ 1,600,000	$ 1,600,000	
Bridge Credit Facility due 2023					
Business Acquisition					
Long-term Debt, Gross	275,000				
CMC Materials					
Business Acquisition					
Cash paid to CMC Materials' shareholders	3,836,983				
Equity consideration on acquisition of CMC Materials, Inc.	1,265,690				
Repayment of CMC Materials' indebtedness	918,578				
Total purchase price	6,021,251				
Less cash and cash equivalents acquired	280,636				
Total purchase price, net of cash acquired	5,740,615				
Business Acquisition					
Business Combination, Consideration Transferred	$ 6,000,000				
Business Combination, Acquisition Related Costs					$ 39,500
Net Sales		581,000			
Income (Loss) from Subsidiaries, Net of Tax		$ 75,800			
Business Acquisition, Share Price	$ 133.00				
Cash and cash equivalents	$ 280,636				
Accounts receivable and other current assets	207,472				
Inventory	256,598				
Property, plant and equipment	537,387				
Identifiable intangible assets	1,736,219				
Other noncurrent assets	39,725				
Current liabilities	(211,417)				
Deferred tax liabilities and other noncurrent liabilities	(452,805)				
Net assets acquired	2,393,815				
Goodwill	3,627,436				
Total purchase price	$ 6,021,251				
Acquired Finite-lived Intangible Assets, Weighted Average Useful Life	11 years				
Goodwill, Fair Value Disclosure	$ 3,627,400				
Net sales					3,920,850
Net income					$ 292,867
Net income per common share - basic					$ 1.97
Net income per common share - diluted					$ 1.95
Charge for fair value mark-up of acquired inventory sold	61,900				
Repayments of Debt					$ 145,000
CMC Materials | Developed Technology					
Business Acquisition					
Identifiable intangible assets	$ 1,043,000				
Acquired Finite-lived Intangible Assets, Weighted Average Useful Life	7 years 3 months 18 days				
CMC Materials | Trademarks and Trade names					
Business Acquisition					
Identifiable intangible assets	$ 236,600				
Acquired Finite-lived Intangible Assets, Weighted Average Useful Life	14 years 10 months 24 days				
CMC Materials | Customer Relationships					
Business Acquisition					
Identifiable intangible assets	$ 414,300				
Acquired Finite-lived Intangible Assets, Weighted Average Useful Life	18 years 3 months 18 days				
CMC Materials | In Process Research and Development					
Business Acquisition					
Identifiable intangible assets	$ 31,400				
CMC Materials | Other					
Business Acquisition					
Identifiable intangible assets	$ 10,919				
Acquired Finite-lived Intangible Assets, Weighted Average Useful Life	1 year 2 months 12 days				

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PIM Disposal (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Disposal [Line Items]			
Proceeds from sale of businesses, net	$ 250,789	$ 814,960	$ 0
Carrying value of net assets	252,800		
Total assets-held-for sale	5,519	278,753	
Liabilities held-for-sale	1,213	$ 19,223	

PIM [Member]	
Disposal [Line Items]	
Cash proceeds received, gross	263,208
Final working capital adjustment	1,189
Cash transferred to the buyer on the closing balance sheet	(230)
Proceeds from sale of businesses, net	256,162
Cash earn-out payments	25,000
Current assets	58,684
Property, Plant and Equipment, net	118,146
Intangible assets, net	76,692
Goodwill	12,707
Other assets	2,500
Total assets-held-for sale	268,729
Accounts payable	9,485
Accrued expenses	4,672
Long-term liabilities	1,737
Liabilities held-for-sale	15,894
Pre-tax gain (loss) on sale	4,300
Gain reclassified from accumulated other comprehensive income for foreign currency translation	1,000
Tax Effect of Income (Loss)	1,000
Direct costs to sell	$ 8,005

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Other Held for sale (Details) - USD ($) $ in Thousands	**12 Months Ended**	
	Dec. 31, 2024	**Dec. 31, 2023**
Disposal [Line Items]		
Total assets-held-for sale	$ 5,519	$ 278,753
Liabilities held-for-sale	1,213	$ 19,223
Other [Member]		
Disposal [Line Items]		
Total assets-held-for sale	5,500	
Liabilities held-for-sale	1,200	
Asset Impairment Charges	$ 13,000	

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QED sale (Details) - USD ($) $ in Thousands			**12 Months Ended**		
	Mar. 01, 2023	**Jan. 20, 2023**	**Dec. 31, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**
Disposal [Line Items]					
Proceeds from sale of businesses, net			$ 250,789	$ 814,960	$ 0
Carrying value of net assets			$ 252,800		
QED [Member]					
Disposal [Line Items]					
Proceeds from sale of businesses, net	$ 134,300				
Carrying value of net assets		$ 149,200			
Pre-tax gain (loss) on sale				14,900	
Tax Effect				$ 16,900	

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EC Sale (Details) - USD ($) $ in Thousands		**12 Months Ended**		
	Oct. 02, 2023	**Dec. 31, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**
Disposal [Line Items]				
Proceeds from sale of businesses, net		$ 250,789	$ 814,960	$ 0
Carrying value of net assets		$ 252,800		
EC [Member]				
Disposal [Line Items]				
Proceeds from sale of businesses, net	$ 675,300			
Carrying value of net assets	$ 681,500			
Pre-tax gain (loss) on sale			8,900	
Gain reclassified from accumulated other comprehensive income for foreign currency translation			2,600	
Tax Effect			$ 63,400	

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Enthone (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Discontinued Operations and Disposal Groups [Abstract]			
Proceeds from Divestiture of Businesses		$ 191,200	
Gain on termination of alliance agreement	$ 0	(184,754)	$ 0
Tax expense		$ 41,700	

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Trade Accounts and Notes Receivable (Detail) - USD ($) $ in Thousands	**Dec. 31, 2024**	**Dec. 31, 2023**
Accounts, Notes, Loans and Financing Receivable, Gross, Allowance, and Net [Abstract]		
Accounts receivable	$ 497,284	$ 457,566
Notes receivable	1,164	5,898
Total trade accounts and notes receivable	498,448	463,464
Less allowance for credit losses	3,136	6,412
Trade accounts and notes receivable, net	$ 495,312	$ 457,052

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Inventories (Detail) - USD ($) $ in Thousands		**Dec. 31, 2024**	**Dec. 31, 2023**
Inventory Net			
Raw materials		$ 231,046	$ 248,656
Work-in-process		59,620	49,704
Finished goods	[1]	347,414	308,691
Total inventories		$ 638,080	$ 607,051

[1] (1) Includes consignment inventories held by customers of $24.0 million and $20.8 million at December 31, 2024 and 2023, respectively.

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Inventories Inventories - Additional Detail (Details) - USD ($) $ in Millions	**Dec. 31, 2024**	**Dec. 31, 2023**
Inventory Disclosure [Abstract]		
Consignment inventory held by customers	$ 24.0	$ 20.8

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Property, Plant and Equipment (Detail) -

USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment			
Land	$ 47,192	$ 44,177	
Buildings and improvements	849,835	779,589	
Manufacturing equipment	799,611	685,504	
Canisters and cylinders	203,962	186,231	
Molds	85,403	83,745	
Office furniture and equipment	338,208	299,438	
Construction in progress	356,087	297,448	
Total property, plant and equipment	2,680,298	2,376,132	
Less accumulated depreciation	1,057,372	908,089	
Property, plant and equipment, net	$ 1,622,926	$ 1,468,043	$ 1,393,337
Minimum | Building and Building Improvements			
Property, Plant and Equipment			
Estimated useful lives in years	5 years	5 years	
Minimum | Manufacturing Equipment			
Property, Plant and Equipment			
Estimated useful lives in years	5 years	5 years	
Minimum | Canisters and cylinders			
Property, Plant and Equipment			
Estimated useful lives in years	3 years	3 years	
Minimum | Molds			
Property, Plant and Equipment			
Estimated useful lives in years	3 years	3 years	
Minimum | Office Furniture and Equipment			
Property, Plant and Equipment			
Estimated useful lives in years	3 years	3 years	
Maximum | Building and Building Improvements			
Property, Plant and Equipment			
Estimated useful lives in years	35 years	35 years	
Maximum | Manufacturing Equipment			
Property, Plant and Equipment			
Estimated useful lives in years	10 years	10 years	
Maximum | Canisters and cylinders			
Property, Plant and Equipment			
Estimated useful lives in years	12 years	12 years	
Maximum | Molds			
Property, Plant and Equipment			
Estimated useful lives in years	5 years	5 years	
Maximum | Office Furniture and Equipment			
Property, Plant and Equipment			
Estimated useful lives in years	8 years	8 years	

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Property, Plant and Equipment Property, Plant and Equipment - Depreciation Expense (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Abstract]			
Depreciation	$ 188,120	$ 172,683	$ 135,371

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Goodwill and Intangible Assets Goodwill Rollforward (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Goodwill			
Goodwill	$ 3,943,571	$ 3,945,860	$ 4,408,331
Goodwill impairment		(115,217)	
Goodwill, Written off Related to Sale of Business Unit		(340,643)	
Finite-Lived Intangible Assets, Purchase Accounting Adjustments		(1,021)	
Goodwill included in assets held-for-sale		(3,885)	
Foreign currency translation	(2,289)	(1,705)	
Materials Solutions MS			
Goodwill			
Goodwill	3,631,314	3,631,350	4,092,141
Goodwill impairment		(115,217)	
Goodwill, Written off Related to Sale of Business Unit		(340,643)	
Finite-Lived Intangible Assets, Purchase Accounting Adjustments		(1,021)	
Goodwill included in assets held-for-sale		(3,885)	
Foreign currency translation	(36)	(25)	
Advanced Purity Solutions			
Goodwill			
Goodwill	312,257	314,510	$ 316,190
Goodwill impairment		0	
Goodwill, Written off Related to Sale of Business Unit		0	
Finite-Lived Intangible Assets, Purchase Accounting Adjustments		0	
Goodwill included in assets held-for-sale		0	
Foreign currency translation	$ (2,253)	$ (1,680)	

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Goodwill and Intangible Assets Goodwill additional (Details) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Goodwill and Intangible Assets Disclosure [Abstract]			
Goodwill	$ 3,943,571	$ 3,945,860	$ 4,408,331

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Intangible Assets (Detail) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Finite-Lived Intangible Assets		
Gross carrying Amount	$ 2,091,376	$ 2,090,267
Accumulated amortization	999,630	808,298
Net carrying value	$ 1,091,746	$ 1,281,969
Weighted average life in years	9 years 8 months 12 days	9 years 8 months 12 days

Developed Technology		
Finite-Lived Intangible Assets		
Gross carrying Amount	$ 1,256,766	$ 1,256,469
Accumulated amortization	601,700	455,720
Net carrying value	$ 655,066	$ 800,749
Weighted average life in years	7 years 2 months 12 days	7 years 2 months 12 days
Trademarks and Trade names		
Finite-Lived Intangible Assets		
Gross carrying Amount	$ 171,970	$ 172,031
Accumulated amortization	48,754	37,877
Net carrying value	$ 123,216	$ 134,154
Weighted average life in years	14 years	14 years
Customer Relationships		
Finite-Lived Intangible Assets		
Gross carrying Amount	$ 630,496	$ 630,743
Accumulated amortization	326,495	293,782
Net carrying value	$ 304,001	$ 336,961
Weighted average life in years	14 years	14 years
In Process Research and Development		
Finite-Lived Intangible Assets		
Gross carrying Amount	$ 6,600	$ 7,100
Accumulated amortization	0	0
Net carrying value	6,600	7,100
Other		
Finite-Lived Intangible Assets		
Gross carrying Amount	25,544	23,924
Accumulated amortization	22,681	20,919
Net carrying value	$ 2,863	$ 3,005
Weighted average life in years	5 years 1 month 6 days	5 years 7 months 6 days

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Amortization Expense (Detail) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Goodwill and Intangible Assets Disclosure [Abstract]			
Amortization expense	$ 190,119	$ 214,477	$ 143,953

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Estimated Future Amortization Expense (Detail) - USD ($) $ in Thousands		
	Dec. 31, 2024	**Dec. 31, 2023**
Goodwill and Intangible Assets Disclosure [Abstract]		
2025	$ 185,671	
2026	182,505	
2027	178,891	
2028	176,449	
2029	110,693	
Thereafter	257,537	
Intangible assets, net	$ 1,091,746	$ 1,281,969

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Debt Summary Table (Details) - USD ($) $ in Thousands	**3 Months Ended**	**12 Months Ended**			
	Mar. 30, 2024	**Dec. 31, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**	**Jul. 06, 2022**
Debt Instrument					
Long-term Debt, Gross		$ 4,045,000	$ 4,668,774		
Unamortized discount and debt issuance costs		63,895	91,633		
Total debt, net		3,981,105	4,577,141		
Less current portion of long-term debt		0	0		
Total long-term debt, net		3,981,105	4,577,141		
Loss on extinguishment of debt		(13,386)	(27,865)	$ (3,287)	
Repayments of Long-term Debt		$ 848,311	1,338,675	145,000	
Line of Credit Facility, Commitment Fee Description		575.0 million			
Repayments of Long-term Debt		$ 848,311	1,338,675	$ 145,000	
SOFR					
Debt Instrument					
Debt Instrument, Basis Spread on Variable Rate		1.75%			
Base rate					
Debt Instrument					
Debt Instrument, Basis Spread on Variable Rate		0.75%			
Debt					
Debt Instrument					
Loss on extinguishment of debt		$ 14,300			
Repayments of Long-term Debt	$ 354,500	623,800			
Repayments of Long-term Debt	$ 354,500	623,800			
Senior secured term loan due 2029 at 4.71% (1)					
Debt Instrument					
Long-term Debt, Gross		$ 750,000	1,373,774		
Debt Instrument, Interest Rate, Stated Percentage		4.71%			
Senior secured notes due 2029 at 4.75%					
Debt Instrument					
Long-term Debt, Gross		$ 1,600,000	1,600,000		$ 1,600,000
Debt Instrument, Interest Rate, Stated Percentage		4.75%			
Senior unsecured notes due 2030 at 5.95%					
Debt Instrument					
Long-term Debt, Gross		$ 895,000	895,000		895,000
Debt Instrument, Interest Rate, Stated Percentage		5.95%			
Senior unsecured notes due 2029 at 3.625%					
Debt Instrument					
Long-term Debt, Gross		$ 400,000	400,000		
Debt Instrument, Interest Rate, Stated Percentage		3.625%			
Senior unsecured notes due 2028 at 4.375%					
Debt Instrument					
Long-term Debt, Gross		$ 400,000	400,000		
Debt Instrument, Interest Rate, Stated Percentage		4.375%			
Bridge Credit Facility due 2023					
Debt Instrument					
Long-term Debt, Gross					275,000
Revolving facility due 2027 at 6.07% (2)					
Debt Instrument					
Revolving facility due 2027 at 6.07% (2)		$ 0	$ 0		

Debt Instrument, Interest Rate, Stated Percentage	6.07%	
Secured Debt [Member]		
Debt Instrument		
Long-term Debt, Gross		$ 2,495,000

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Debt - Maturity Schedule (Details) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Debt Disclosure [Abstract]		
2025	$ 0	
2026	0	
2027	0	
2028	400,000	
2029	2,750,000	
Thereafter	895,000	
Long-term Debt, Gross	$ 4,045,000	$ 4,668,774

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Debt - 2029 and 2030 Notes (Details) - USD ($) $ in Thousands	12 Months Ended			
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Jul. 06, 2022
Debt Instrument				
Long-term Debt, Gross	$ 4,045,000	$ 4,668,774		
Loss on extinguishment of debt	(13,386)	(27,865)	$ (3,287)	
Payments of Debt Issuance Costs	0	3,475	$ 99,488	
Senior secured notes due 2029 at 4.75%				
Debt Instrument				
Long-term Debt, Gross	1,600,000	1,600,000		$ 1,600,000
Senior unsecured notes due 2030 at 5.95%				
Debt Instrument				
Long-term Debt, Gross	$ 895,000	$ 895,000		$ 895,000

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Fair Value Measures and Disclosures (Details) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Assets	$ 8,394,620	$ 8,812,591
Long-term Debt, Fair Value	3,909,256	4,536,238
Total long-term debt	3,981,105	4,577,141
Fair Value, Inputs, Level 1		
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Cash and cash equivalents	329,213	456,929
Assets	329,213	456,929
Fair Value, Inputs, Level 1 | Interest Rate Swap		
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Derivative financial instruments - interest rate swap - cash flow hedge	0	0
Fair Value, Inputs, Level 2 [Member]		
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Cash and cash equivalents	0	0
Assets	7,135	24,069
Fair Value, Inputs, Level 2 [Member] | Interest Rate Swap		
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Derivative financial instruments - interest rate swap - cash flow hedge	7,135	24,069
Fair Value, Inputs, Level 3 [Member]		
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Cash and cash equivalents	0	0
Assets	0	0
Fair Value, Inputs, Level 3 [Member] | Interest Rate Swap		
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Derivative financial instruments - interest rate swap - cash flow hedge	0	0
Fair Value, Inputs, Level 1, Level 2, and Level 3 [Member]		
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Cash and cash equivalents	329,213	456,929
Assets	336,348	480,998
Fair Value, Inputs, Level 1, Level 2, and Level 3 [Member] | Interest Rate Swap		
Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]		
Derivative financial instruments - interest rate swap - cash flow hedge	$ 7,135	$ 24,069

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Derivative Instruments and Hedging Activities (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Derivative Instruments and Hedging Activities Disclosure [Abstract]			
Derivative, Notional Amount	$ 750,000	$ 1,350,000	
Derivative [Line Items]			
Derivative, Notional Amount	750,000	1,350,000	
Foreign Exchange Contract | Not Designated as Hedging Instrument			
Derivative [Line Items]			
Unrealized Gain (Loss) on Derivatives	0	(374)	$ (3,435)
Interest Rate Swap | Designated as Hedging Instrument | Other Current Assets			
Derivative [Line Items]			
Derivative financial instruments - interest rate swap - cash flow hedge	7,135	21,451	
Interest Rate Swap | Designated as Hedging Instrument | Other Noncurrent Assets			
Derivative [Line Items]			
Derivative financial instruments - interest rate swap - cash flow hedge	0	2,618	
Cash Flow Hedging | Designated as Hedging Instrument			
Derivative [Line Items]			
Unrealized Gain (Loss) on Derivatives	(26,969)	(37,220)	0
Interest rate swap contract - cash flow hedge	$ (13,111)	$ (17,435)	$ 36,069

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Other Income (Expense), Net (Details) - USD ($) $ in Thousands	12 Months Ended			
	Feb. 10, 2023	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Other Income and Expenses [Abstract]				
Infineum termination fee, net	$ 0	$ (10,876)	$ 0	
Patent infringement settlement gain, net	(20,033)	0	0	

Loss on foreign currency remeasurement		7,705	5,718	23,034
Loss on extinguishment of debt and modification		14,348	29,896	3,287
Other, net		2,001	629	(2,395)
Other expense, net		$ 4,021	$ 25,367	$ 23,926
Infineum termination Fee	$ 12,000			
Transaction advisor fee	$ 1,100			

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Leases - Lease Balances (Details) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Lessee, Lease, Description [Line Items]		
Right-of-use assets - Operating lease	$ 62,548	$ 57,990
Right-of-use assets - Finance lease	20,927	22,409
Total right-of-use assets	83,475	80,399
Short-Term Lease Commitment, Amount	15,691	16,355
Long term lease liability - Operating lease	53,758	49,719
Long term lease liability - Finance lease	18,401	19,267
Total long-term lease liability	72,159	68,986
Lease liabilities	$ 87,850	$ 85,341
Operating leases	7 years 9 months 18 days	6 years 10 months 24 days
Finance Lease, Weighted Average Remaining Lease Term	13 years 4 months 24 days	14 years 8 months 12 days
Weighted average discount rate	4.50%	4.20%
Finance Lease, Weighted Average Discount Rate, Percent	5.10%	5.00%
Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]	Right-of-use assets - Operating lease	
Finance Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]	Right-of-use assets - Finance lease	
Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]	Other accrued liabilities	
Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]	Other accrued liabilities	
Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration]	Long term lease liability - Operating lease	
Finance Lease, Liability, Statement of Financial Position [Extensible Enumeration]	Finance Lease, Liability	
Short-term lease liability:		
Lessee, Lease, Description [Line Items]		
Short-term lease liability	$ 13,793	$ 14,475
Finance Lease, Liability, Current	$ 1,898	$ 1,880

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Lease Commitments Leases - Components of Lease Expense (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Leases [Abstract]			
Operating Lease, Cost	$ 17,936	$ 18,107	$ 17,997
Finance Lease, Right-of-Use Asset, Amortization	2,216	1,841	1,213
Finance Lease, Interest Expense	$ 1,069	$ 821	$ 401

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Lease Commitments Leases - Other Information (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Lessee, Lease, Description [Line Items]			
Lease renewal options	10 years		
Lease terminate option	options to terminate the leases within 1 year		
Cash flows - Operating leases	$ 18,931	$ 18,528	$ 14,916
Cash flows - Finance leases	2,719	2,164	1,300
Operating leases	22,341	6,155	16,241
Finance leases	$ 1,544	$ 8,806	$ 7,357
Minimum			
Lessee, Lease, Description [Line Items]			
Lease term	1 year		
Maximum			
Lessee, Lease, Description [Line Items]			
Lease term	29 years		

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Lease - Future Minimum Lease Payments (Details) $ in Thousands	Dec. 31, 2024 USD ($)
Leases [Abstract]	
One Year-Operating lease liability	$ 17,265
Two Years-Operating lease liability	13,572
Three Years-Operating lease liability	9,864
Four years-Operating lease liability	8,053
Five Years-Operating lease liability	6,542
After Year Five-Operating lease liability	21,222
Total	76,518
Less: Interest	8,967
Total liability	67,551
One Year-Finance lease liability	2,747
Two Years-Finance lease liability	2,728
Three Years-Finance lease liability	2,630
Four Years-Finance lease liability	2,639
Five Years-Finance lease liability	2,629
After Year Five-Finance lease liability	18,283
Total	31,656
Interest	11,357
Total liability	$ 20,299

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Asset Retirement Obligations (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
Asset Retirement Obligation [Abstract]		
Balance at beginning of year	$ 21,715	$ 28,035
Liabilities settled	(612)	(7,254)
Liabilities incurred	2,341	2,869
Accretion expense	143	139
Revision of estimate	(1,180)	(2,074)
Balance at end of year	$ 22,407	$ 21,715

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Income Taxes -	12 Months Ended

Income Before Income Taxes (Detail) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Tax Disclosure [Abstract]			
Domestic	$ (239,773)	$ (457,888)	$ (272,365)
Foreign	561,825	630,558	519,445
Income before income tax expense (benefit)	$ 322,052	$ 172,670	$ 247,080
Global Minimum tax rate [Abstract]	15.00%		

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Income Taxes - Components of Income Tax Expense (Benefit) (Detail) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Tax Disclosure [Abstract]			
Current, Federal	$ 14,786	$ 10,835	$ 39,216
Current, State	896	1,267	4,077
Current, Foreign	91,552	125,091	97,611
Current, Total	107,234	137,193	140,904
Deferred (net of valuation allowance), Federal	(73,952)	(135,408)	(90,238)
Deferred (net of valuation allowance), State	(3,225)	(5,829)	(5,749)
Deferred (net of valuation allowance), Foreign	(1,725)	(4,369)	(6,757)
Deferred Income Tax Expense (Benefit)	(78,902)	(145,606)	(102,744)
Income tax expense	$ 28,332	$ (8,413)	$ 38,160

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Income Taxes - Reconciliation of Income Tax Expense With Expected Amounts Based Upon Statutory Federal Tax Rates (Detail) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Tax Disclosure [Abstract]			
Expected federal income tax at statutory rate	$ 66,657	$ 36,261	$ 51,887
State income taxes before valuation allowance, net of federal tax effect	(6,169)	(9,374)	(5,907)
Effect of foreign source income	(25,685)	(18,383)	(7,607)
Tax contingencies	(2,271)	11,048	5,762
Valuation allowance	11,501	9,032	8,052
U.S. federal research credit	(14,250)	(18,679)	(13,525)
Equity compensation	5,386	7,431	5,290
Foreign derived intangible income	(7,861)	(5,144)	(15,265)
Acquisition related retention, severance, and transaction costs	0	0	8,924
Legal entity divestiture activity	973	(20,311)	0
Other items, net	51	(294)	549
Income tax expense	$ 28,332	$ (8,413)	$ 38,160

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Income Taxes - Singapore subsidiary commitments (Detail) - USD ($) $ / shares in Units, $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Tax [Line Items]			
Undistributed Earnings of Foreign Subsidiaries	$ 339,700		
withholding tax	23,000		
Inland Revenue, Singapore (IRAS) [Member]			
Income Tax [Line Items]			
Income tax benefit estimate attributable to the tax status of subsidiary	$ 27,700	$ 19,700	$ 24,800
Income tax expense benefit per diluted share	$ 0.18	$ 0.13	$ 0.17
additional effective tax rate benefit	$ 17,100	$ 12,100	$ 14,200

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Income Taxes - Deferred Tax Assets and Deferred Tax Liabilities (Detail) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Income Tax Disclosure [Abstract]		
Accounts receivable	$ 1,307	$ 1,304
Inventory	11,891	12,456
Accruals not currently deductible for tax purposes	11,984	16,341
Net operating loss and credit carryforwards	69,461	55,685
Capital loss carryforward	7,542	5,281
Equity compensation	10,701	11,382
Interest expense limitations	51,429	37,691
Capitalization of engineering, research and development expenses	134,398	100,832
Other, net	6,298	15,064
Gross deferred tax assets	305,011	256,036
Valuation allowance	(71,785)	(60,330)
Total deferred tax assets	233,226	195,706
Purchased intangible assets	(215,906)	(230,550)
Depreciation and amortization	(24,853)	(44,007)
Total deferred tax liabilities	(240,759)	(274,557)
Net deferred tax liabilities	$ (7,533)	$ (78,851)

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Income Taxes Income Taxes - Deferred tax additional information (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
Income Taxes [Line Items]		
Deferred Tax Liabilities, Net	$ 7,533	$ 78,851
Deferred Tax Assets, Valuation Allowance	71,785	60,330
Domestic Tax Jurisdiction		
Income Taxes [Line Items]		
Deferred Tax Liabilities, Net		76,700
Deferred Tax Assets, Valuation Allowance	$ 36,500	29,700
Operating Loss Carryforwards, Expiration Date	Jan. 01, 2025	

Deferred Tax Assets, Net	$ 20,100	
State and Local Jurisdiction		
Income Taxes [Line Items]		
Deferred Tax Assets, Operating Loss Carryforwards, State and Local	26,300	
Foreign Tax Jurisdiction		
Income Taxes [Line Items]		
Deferred Tax Assets, Valuation Allowance	$ 35,300	30,600
Operating Loss Carryforwards, Expiration Date	Jan. 01, 2025	
Deferred Tax Assets, Operating Loss Carryforwards, Foreign	$ 64,300	
Deferred Tax Assets, Net	$ 44,200	$ 58,200

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Income Taxes - Reconciliations of Total Amount of Gross Unrecognized Tax Benefits (Detail) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
Income Tax Disclosure [Abstract]		
Gross unrecognized tax benefits at beginning of year	$ 67,717	$ 53,478
Increase in tax positions from prior years	305	242
Decrease in tax positions from prior years	(4,818)	0
Increases in tax positions for current year	5,455	17,111
Settlement of tax positions for current year	(21,570)	0
Lapse in statute of limitations	(2,765)	(3,114)
Gross unrecognized tax benefits at end of year	$ 44,324	$ 67,717

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Income Taxes Income Tax - Unrecognized tax benefits additional information (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Taxes [Line Items]			
Unrecognized Tax Benefits that Would Impact Effective Tax Rate	$ 39,300		
Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued	6,000	$ 6,600	
Unrecognized Tax Benefits, Income Tax Penalties and Interest Expense	3,000	$ 2,500	$ 2,000
Significant Change in Unrecognized Tax Benefits is Reasonably Possible, Amount of Unrecorded Benefit	200		
Undistributed Earnings of Foreign Subsidiaries	339,700		
withholding tax	$ 23,000		
Domestic Tax Jurisdiction			
Income Taxes [Line Items]			
Open Tax Year	2020		
State and Local Jurisdiction			
Income Taxes [Line Items]			
Open Tax Year	2020		
Foreign Tax Jurisdiction			
Income Taxes [Line Items]			
Open Tax Year	2018		

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Equity - Summary of Option Activity (Detail) - $ / shares shares in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Number of shares			
Number of shares, Options outstanding, beginning of year	1,314	1,839	657
Number of shares, Granted	135	232	146
Assumed in CMC acquisition Award, Options	0	0	1,178
Number of shares, Exercised	(281)	(715)	(141)
Number of shares, Expired or Forfeited	(2)	(42)	(1)
Number of shares, Options outstanding, end of year	1,166	1,314	1,839
Number of shares, Options exercisable, end of year	788	900	1,386
Weighted average exercise price			
Weighted average exercise price, Options outstanding, beginning of year	$ 71.83	$ 62.59	$ 55.32
Weighted average exercise price, Granted	140.62	81.79	128.44
Weighted Average Exercise Price, Options assumed in acquisition.	0	0	55.80
Weighted average exercise price, Exercised	52.19	51.04	40.00
Weighted average exercise price, Expired or Forfeited	88.11	76.02	61.42
Weighted average exercise price, Options outstanding, end of year	84.51	71.83	62.59
Weighted average exercise price, Options exercisable, end of year	$ 71.76	$ 63.08	$ 54.53

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Equity - Summary of Options Outstanding (Detail) shares in Thousands	12 Months Ended
	Dec. 31, 2024 $ / shares shares
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range	
Number of Options outstanding | shares	1,166
Options outstanding, Weighted average remaining life in years	3 years 10 months 24 days
Options outstanding, Weighted-average exercise price	$ 84.51
Number of Options exercisable | shares	788
Options exercisable, Weighted average exercise price	$ 71.76
$0.00 to $35.15	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range	
Range of exercise prices, minimum	0.00
Range of exercise prices, maximum	$ 35.15
Number of Options outstanding | shares	129
Options outstanding, Weighted average remaining life in years	1 year 2 months 12 days
Options outstanding, Weighted-average exercise price	$ 31.83
Number of Options exercisable | shares	129
Options exercisable, Weighted average exercise price	$ 31.83
$35.16 to $70.30	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range	
Range of exercise prices, minimum	35.16
Range of exercise prices, maximum	$ 70.30
Number of Options outstanding | shares	276
Options outstanding, Weighted average remaining life in years	2 years 10 months 24 days
Options outstanding, Weighted-average exercise price	$ 58.20
Number of Options exercisable | shares	275
Options exercisable, Weighted average exercise price	$ 58.20

$70.31 to $105.45

Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range	
Range of exercise prices, minimum	70.31
Range of exercise prices, maximum	$ 105.45
Number of Options outstanding | shares	500
Options outstanding, Weighted average remaining life in years	4 years 6 months
Options outstanding, Weighted-average exercise price	$ 86.29
Number of Options exercisable | shares	311
Options exercisable, Weighted average exercise price	$ 87.07

$105.46 to $140.62

Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range	
Range of exercise prices, minimum	105.46
Range of exercise prices, maximum	$ 140.62
Number of Options outstanding | shares	261
Options outstanding, Weighted average remaining life in years	5 years 1 month 6 days
Options outstanding, Weighted-average exercise price	$ 134.73
Number of Options exercisable | shares	73
Options exercisable, Weighted average exercise price	$ 128.44

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Equity - Weighted Average Assumptions Used in Valuation (Detail) - $ / shares	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Equity [Abstract]			
Volatility	47.60%	46.50%	40.90%
Risk-free interest rate	4.40%	3.70%	1.50%
Dividend yield	0.30%	0.50%	0.30%
Expected life (years)	4 years 7 months 6 days	4 years 8 months 12 days	4 years 2 months 12 days
Weighted average fair value per option	$ 61.94	$ 34.40	$ 43.47

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Summary of Restricted Stock Activity (Detail) - $ / shares shares in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Number of shares			
Number of shares, Unvested, beginning of year	1,005	844	897
Number of shares, Granted	484	640	366
Assumed in CMC acquisition Restricted Stock Units	0	0	155
Number of shares, Vested	(371)	(389)	(523)
Number of shares, Forfeited	(61)	(90)	(51)
Number of shares, Unvested, end of year	1,057	1,005	844
Weighted average grant date fair value, Unvested			
Weighted average grant date fair value, Unvested, beginning of year	$ 89.08	$ 90.37	$ 62.69
Weighted average grant date fair value, Granted	138.44	80.45	117.82
Weighted average grant date fair value, Restricted stock units assumed in acquisition	0	0	92.96
Weighted average grant date fair value, Vested	86.92	78.17	64.77
Weighted average grant date fair value, Forfeited	101.31	89.23	85.16
Weighted average grant date fair value, Unvested, end of year	$ 111.81	$ 89.08	$ 90.37

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Summary of Allocation of Share Based Compensation Expense (Detail) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]			
Share-based compensation expense	$ 65,859	$ 61,371	$ 66,577
Share-based Payment Arrangement, Expense, Tax Benefit	12,967	12,472	13,977
Share-based compensation expense, net of tax	52,892	48,899	52,600
share based compensation modification amount		700	6,200
Cost of Sales			
Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]			
Share-based compensation expense	11,086	8,896	5,780
Engineering, Research and Development Expense			
Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]			
Share-based compensation expense	10,461	7,999	4,596
Selling, General And Administrative Expenses			
Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]			
Share-based compensation expense	$ 44,312	$ 44,476	$ 56,201

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Equity - Additional Information (Detail) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	3 Months Ended												12 Months Ended		
	Jan. 15, 2025	Dec. 31, 2024	Sep. 28, 2024	Jun. 29, 2024	Mar. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jul. 01, 2023	Apr. 01, 2023	Dec. 31, 2022	Oct. 01, 2022	Jul. 02, 2022	Apr. 02, 2022	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Equity [Line Items]																
Dividends, Common Stock, Cash														$ (60,675)	$ (60,295)	$ (57,305)
Dividends declared per share		$ 0.10	$ 0.10	$ 0.10	$ 0.10	$ 0.10	$ 0.10	$ 0.10	$ 0.10	$ 0.10	$ 0.10	$ 0.10	$ 0.10			
Common Stock, Dividends, Per Share, Declared														$ 0.40	$ 0.40	$ 0.40
Term of plan, in years														10 years		
Shares available for future grants		9,700				10,200				10,900				9,700	10,200	10,900
Weighted average remaining contractual term option outstanding														3 years 10 months 24 days		
Weighted average remaining contractual term option exercisable														3 years 3 months 18 days		
Total pre-tax intrinsic value of stock options exercised														$ 23,200	$ 29,200	
Total pre-tax intrinsic value based on the closing stock price		$ 99.06												$ 99.06		
Intrinsic value of stock options outstanding		$ 26,300												$ 26,300		
Intrinsic value of stock options exercisable		23,600												$ 23,600		
Number of shares, Granted														135	232	146
Contractual term of stock options (in years)														7 years		
performance shares granted														100	200	100
Share-based Payment Arrangement, Nonvested														2 years 8		

Award, Cost Not yet Recognized, Period for Recognition				months 12 days		
Employee Benefits and Share-Based Compensation				$ 15,300		
share based compensation modification amount					$ 700	$ 6,200
Subsequent Event [Member]						
Equity [Line Items]						
Common Stock, Dividends, Per Share, Declared	$ 0.10					
Maximum						
Equity [Line Items]						
Vesting period, in years				4 years		
Restricted Stock						
Equity [Line Items]						
Total compensation cost not yet recognized	62,700			$ 62,700		
Unvested Stock Options						
Equity [Line Items]						
Total compensation cost not yet recognized	5,000			5,000		
Performance Stock						
Equity [Line Items]						
Total compensation cost not yet recognized	$ 5,400			$ 5,400		
Employee Stock Purchase Plan						
Equity [Line Items]						
Shares available for future grants	900			900		
Weighted-average price per share paid by the employees	$ 89.59	$ 68.87	$ 65.25	$ 89.59	$ 68.87	$ 65.25
Percentage of employee contribution from compensation				10.00%		
Rate of discount from the fair market value				15.00%		
Shares purchase by employees				200	200	200

XML 122 R99.htm IDEA: XBRL DOCUMENT

Benefit Plans - Additional Information (Detail) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Abstract]			
Employer profit sharing and matching contribution expense	$ 24,600	$ 25,400	$ 21,900
Maximum matching contribution	6.00%		
Defined Benefit Plan, Benefit Obligation, Divestiture		1,400	
Defined Benefit Plan, Plan Assets, Benefits Paid	$ 2,300		
Projected benefit obligation	11,606	12,618	
Fair value of plan assets	1,475	1,407	
Plan assets less than benefit obligation - Net amount recognized	(10,131)	(11,211)	
Accumulated benefit obligation	8,996	10,375	
Net periodic pension benefit cost	$ 600	$ 1,000	$ 700

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Expected Contribution and Benefit Payments (Detail) $ in Thousands	**Dec. 31, 2024 USD ($)**
Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Abstract]	
Payments in Year 2025	$ 592
Payments in Year 2026	218
Payments in Year 2027	246
Payments in Year 2028	361
Payments in year 2029	218
Payments in years 2030-2034	$ 1,581

XML 124 R101.htm IDEA: XBRL DOCUMENT

Earnings Per Share (EPS) - Reconciliation of Share Amount Used in Computation of Basic and Diluted Earnings Per Share (Detail) - shares shares in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Earnings Per Share [Abstract]			
Basic earnings per share-Weighted common shares outstanding	150,946	149,900	142,294
Weighted common shares assumed upon exercise of options and vesting of restricted stock units	894	1,045	852
Diluted earnings per share-Weighted common shares outstanding	151,840	150,945	143,146

XML 125 R102.htm IDEA: XBRL DOCUMENT

Earnings Per Share (EPS) - Shares Excluded Underlying Stock Based Awards from Calculations of Diluted EPS (Detail) - shares shares in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Earnings Per Share [Abstract]			
Shares excluded from calculations of diluted EPS	464	657	447

XML 126 R103.htm IDEA: XBRL DOCUMENT

Segment information - Summary of Financial Information for Reportable Segments (Detail) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Segment Reporting Information			
Total net sales	$ 3,241,208	$ 3,523,926	$ 3,282,033
Cost of Goods and Services Sold	1,754,489	2,026,321	1,885,620
Operating Expenses	704,368	669,782	582,011
Total segment profit	782,351	827,823	814,402
Total depreciation	188,120	172,683	135,371
Total capital expenditures	315,606	456,847	466,192
Materials Solutions MS			
Segment Reporting Information			
Total net sales	1,400,082	1,689,467	1,380,208
Cost of Goods and Services Sold	769,182	1,060,639	892,801
Operating Expenses	344,680	332,453	268,218
Total segment profit	286,220	296,375	219,189
Total depreciation	90,242	95,373	82,841

Total capital expenditures	86,694	141,851	151,331
Advanced Purity Solutions			
Segment Reporting Information			
Total net sales	1,850,199	1,846,596	1,913,985
Cost of Goods and Services Sold	994,380	977,819	1,004,979
Operating Expenses	359,688	337,329	313,793
Total segment profit	496,131	531,448	595,213
Total depreciation	97,878	77,310	52,530
Total capital expenditures	228,912	314,996	314,861
intersegment sales elimination [Member]			
Segment Reporting Information			
Total net sales	(9,073)	(12,137)	(12,160)
Cost of Goods and Services Sold	(9,073)	(12,137)	(12,160)
Operating Expenses	0	0	0
Total segment profit	$ 0	$ 0	$ 0

XML 127 R104.htm IDEA: XBRL DOCUMENT

Segment Information - Reconciliation of Total Segment Profit to Operating Income (Detail) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Segment Reporting [Abstract]			
Total segment profit	$ 782,351	$ 827,823	$ 814,402
Amortization of intangible assets	190,119	214,477	143,953
Unallocated general and administrative expenses	58,310	114,188	190,468
Operating income	533,922	499,158	479,981
Interest expense	215,217	312,378	212,669
Interest income	(7,368)	(11,257)	(3,694)
Other expense, net	4,021	25,367	23,926
Income before income tax expense (benefit)	$ 322,052	$ 172,670	$ 247,080

XML 128 R105.htm IDEA: XBRL DOCUMENT

Segment Information - Summary of Total Net Sales to External Customers (Detail) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Segment Reporting Information			
Net Sales	$ 3,241,208	$ 3,523,926	$ 3,282,033
NORTH AMERICA			
Segment Reporting Information			
Net Sales	671,655	891,252	795,659
TAIWAN			
Segment Reporting Information			
Net Sales	662,704	590,633	660,127
SOUTH KOREA			
Segment Reporting Information			
Net Sales	418,750	443,185	414,077
JAPAN			
Segment Reporting Information			
Net Sales	309,394	367,308	350,002
CHINA			
Segment Reporting Information			
Net Sales	671,219	566,904	501,956
EUROPE			
Segment Reporting Information			
Net Sales	275,488	402,350	325,015
SOUTHEAST ASIA			
Segment Reporting Information			
Net Sales	231,998	262,294	235,197
Materials Solutions MS			
Segment Reporting Information			
Net Sales	1,400,082	1,689,467	1,380,208
Materials Solutions MS | NORTH AMERICA			
Segment Reporting Information			
Net Sales	316,010	540,347	422,185
Materials Solutions MS | TAIWAN			
Segment Reporting Information			
Net Sales	238,835	231,982	202,565
Materials Solutions MS | SOUTH KOREA			
Segment Reporting Information			
Net Sales	202,555	218,192	162,601
Materials Solutions MS | JAPAN			
Segment Reporting Information			
Net Sales	128,537	104,977	107,239
Materials Solutions MS | CHINA			
Segment Reporting Information			
Net Sales	256,966	196,970	198,022
Materials Solutions MS | EUROPE			
Segment Reporting Information			
Net Sales	115,755	229,368	150,914
Materials Solutions MS | SOUTHEAST ASIA			
Segment Reporting Information			
Net Sales	141,424	167,631	136,682
Advanced Purity Solutions			
Segment Reporting Information			
Net Sales	1,850,199	1,846,596	1,913,985
Advanced Purity Solutions | NORTH AMERICA			
Segment Reporting Information			
Net Sales	364,718	363,042	385,634
Advanced Purity Solutions | TAIWAN			
Segment Reporting Information			
Net Sales	423,869	358,651	457,562
Advanced Purity Solutions | SOUTH KOREA			
Segment Reporting Information			
Net Sales	216,195	224,993	251,476
Advanced Purity Solutions | JAPAN			
Segment Reporting Information			

Net Sales	180,857	262,331	242,763
Advanced Purity Solutions | CHINA			
Segment Reporting Information			
Net Sales	414,253	369,934	303,934
Advanced Purity Solutions | EUROPE			
Segment Reporting Information			
Net Sales	159,733	172,982	174,101
Advanced Purity Solutions | SOUTHEAST ASIA			
Segment Reporting Information			
Net Sales	90,574	94,663	98,515
intersegment sales elimination [Member]			
Segment Reporting Information			
Net Sales	(9,073)	(12,137)	(12,160)
intersegment sales elimination [Member] | NORTH AMERICA			
Segment Reporting Information			
Net Sales	(9,073)	(12,137)	(12,160)
intersegment sales elimination [Member] | TAIWAN			
Segment Reporting Information			
Net Sales	0	0	0
intersegment sales elimination [Member] | SOUTH KOREA			
Segment Reporting Information			
Net Sales	0	0	0
intersegment sales elimination [Member] | JAPAN			
Segment Reporting Information			
Net Sales	0	0	0
intersegment sales elimination [Member] | CHINA			
Segment Reporting Information			
Net Sales	0	0	0
intersegment sales elimination [Member] | EUROPE			
Segment Reporting Information			
Net Sales	0	0	0
intersegment sales elimination [Member] | SOUTHEAST ASIA			
Segment Reporting Information			
Net Sales	$ 0	$ 0	$ 0

XML 129 R106.htm IDEA: XBRL DOCUMENT

Segment Information - Summary of Property, Plant and Equipment Attributed to Significant Countries (Detail) - USD ($) $ in Thousands	**Dec. 31, 2024**	**Dec. 31, 2023**	**Dec. 31, 2022**
Segment Reporting Information			
Property, plant and equipment	$ 1,622,926	$ 1,468,043	$ 1,393,337
NORTH AMERICA			
Segment Reporting Information			
Property, plant and equipment	876,767	747,823	776,913
SOUTH KOREA			
Segment Reporting Information			
Property, plant and equipment	117,662	101,107	84,253
JAPAN			
Segment Reporting Information			
Property, plant and equipment	114,770	118,872	104,282
MALAYSIA			
Segment Reporting Information			
Property, plant and equipment	44,258	50,183	46,703
CHINA			
Segment Reporting Information			
Property, plant and equipment	30,380	32,884	31,592
TAIWAN			
Segment Reporting Information			
Property, plant and equipment	434,641	412,346	253,285
All Other Segments			
Segment Reporting Information			
Property, plant and equipment	$ 4,448	$ 4,828	$ 96,309

XML 130 R107.htm IDEA: XBRL DOCUMENT

Segment Information - Sales from Largest Customer (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Net Sales	$ 3,241,208	$ 3,523,926	$ 3,282,033
Customer Concentration Risk | One customer [Member] | One customer [Member]			
Concentration Risk, Percentage	10.00%		
One customer			
Net Sales	$ 508,000	$ 382,900	$ 408,600

XML 131 R108.htm IDEA: XBRL DOCUMENT

Government Assistance (Details) $ in Thousands	**Dec. 03, 2024 USD ($)**
Government Assistance [Abstract]	
Government Assistance, Award Amount	$ 77,000

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QBP6)63:>)]LL3O,\\LS2P)XX3)]NW#!532>4_*BI73JBG(SWKLN,L,A3 M"?' D3A,DC]+63Y7=>V$9M,;S1F-4SP&YS2,L\27U($)\34]U+Q95X90#BGU M[U.;ZG"4XY19^]1A2#<)[V<(#]R(_P0M]BO %!G9[=|&-L(1(7A@1QRFQW,>=|*$ M"3^=#9F0L4IR&6;8Q+D/XL"-.'|5_U!7?%G5E09)YZ[@08|ITQ7\C;Q=MDP# MT9(PT7X\2NX=?S%:T-*

*DU.=@RIR09EQ:7'64$>V:&#*1*@C1F0*H][%7]&1= M]_*U[KK;I6C$JG(OJ[MI8IB23*F&9==E,>QI\]0LXXTS(]'X%6CA>G+@EFV MN8XPBL]5.E$C"E/CKL.K146?/?#]:V*

*R'[5;19943XM%89.!!$N;! M7F/UN3W;KDZH-M]A^,FL->"P8UG&/+1(!EHDUVAQ:*Z"\V|S71:%=-S&.LS2 ME$6^1 Z$2,*$>-D:7$NJS6QQZT_&1,/'|*IOU#/;4%I5B*

MZ=08Q"8RFF<81V&^G/1OD0AN:RK-3?GG.=:XU]J M;;Z+&^PXSE?94;3HP(0TS80C]U?:% M.F@."MR8QEUFT$)[>GHZD'$-G_^"_IW_>*45/1-#V:?RMMEG&=`LV$F?5#'*

M/=-J67R?0M%7Z(7>X'>O8_P!Q1/HRA"[88KLX_>B>-5]3|1^ 2[:"];0VM M=?MKKUOHJ4$(GEK+#F_BT)LET(=X|//WCMCYRW5]:-R~ M%S2Y,M VS1,

MV_=RNX5]Z$D*BR)?6CP9.5H&$G.#<(RGM,^0N<:$3,T1^4YT;YK]E[_@GAKW MT31.DMY[-*4)NW3OS#^SSM !FG70[K**$L\L#'$AN7(-P7E8:|>T.-A'@ZS*

M,D6/7;A.N+;B@.!AKL: K]I=0AZD";TB38Z0^Z53])"YALM6WYBY.$Z7D:YO MNE<2:Q9F;9>+EPUNPQ]T#DTK',^EF5E! -(LQVOREG5H(+O*I!J3K".YIUF*

M,676VG(9@MCT%OE!\|"PYODJ-(>O2B2X,F^VW^T,+>9 QL] #C9&LST)B8+ 8@*

*M8VOSN,]^7(;.LY_YV:MS\W\+_^%J78'JKL4*1D;O4W"A#O*)09@$)/.2ODW.J4*F|L6R89Y$1.> F%?K+F(B=*=\7&EJ4 DM:BG-DN*

MQJ&=$UI8<52/+44<\4HQ6L!2(%GE.1'/M\#X;FXYUNO /=UDR@S8<522#:Q M_2J70O?LSB6E.122\@()6, ^M+\[-PL%&4$?\IK"3>VUD4GG@_-%TOJ=S"QLB M8)

*H8T'T;0L+8,PX;8Z_K;G5S6$^^U7]Z]U\CJ9!R)AP=D?FJIL;LTLE,*: M5$S=\|TW:!,*C%_"F:RO:-?$!E,+)9I%/&_%FB"G17,G3^U"[D<_X# ;07N MN0*O%7AUH@U9G=8=422.!-*

*\A8:*UFVG4:U.K=3:T,'_C2@G]EE&J=BA>\D)S1 ME"A(T2UAI$@ K8R=1!^71$"A,E T(>P3^HP^(!O)3(_*R%9Z=N-A)^U,M\U, M[IH&9[B"9(,^Y0BYV_1YXGRYUY?;.N$UK+_-*

F;&,\P4YD;_<3.!'4P_0Z3.\RS&;Y$;E4Q@7]!^D8 M;N,9[I$$N/Z](3X=UX/V.VC_7=!4RFHJ1A1QH>)5WP/-=?O'/V:7C./CT1U&.<=HS3"QC/VJ33P3KY M&(]NTW,B>]2SCGIV.?

7A73H;<&#]G^D'@L$@=A>)#XNB.^OISXQ):I'L-V M7'>(/:1)O= _B.W@_W4&'P7_I0\9LA+/:-6@-XEE31'E!]$;&@A$8.U%N+)5+^XHJGZ34?QLBZ<#USI.EPW.WU2 F$"]/.U

*MY^JU8VIQ=_:*7P!02P,$% @ D8),6M3"]2+:!0 >A< !@ !X;"]W M;W)K<|1'Y"%?!OI1UM_41@B- MGLJB4C>3C=;;]^E4+3>BY.I2;D4%_UG)NN0:;NOU5&UKP:,FJ"RF)*

BB:NQ%P67_-,;VXF MR01E8L5WA?XD' \2+5!H\BUEH9J_Z+'5!A.TW"DMRS886E#FU>&7/[4?XB0 M1R,!I T@PP V$D#; /JS :P-:#[U](#2?(<%UWQV7"T4RBOT>2-WBE>9ND

OSNZOIQH;9M)/EVTC;@^-(",-P 1ID)7>/2V MRD1VGF *1!T6.6+=$F,&A5A>(HHO$ iD@^.0L20=<-@Z^.H1)7C X3'N8:-_ MJ_4%6HL*RKQ*

*4+F(9S##Y$J:LM\+))Y@=5'NWHJL9C$6A5$\H+1E81SAE T@ M'3)&61*Z&>...?8ROJW6\$34#2?,6H+7RTT#FHD]K'A;,]5Y*6.K711'& ^& MVMR6D3BF)UUTH'3(2)*>?*

(PSRJ2C3+R4;TI9Z_S?9J8V!997F@/X0R$05TIH M)UABCZHTP-8@M64$,Q8/>GGAR,9H&HX,T;0#2_V5)F7VF!<%RLLMSVO362Z4 MU'IY,"P%1B'! \I?(G.*

'#0+ZZ!'P&,%X)NT:&RNJZB$/M\6H)';2NA1@# M:W/[R!R2USAA,&\.V+RYSN%.G /VPK7^H%K#D%O*4C@9L%W9%!8=,@2Q=2Q- M<9@,.1RZ.$T3/)#>ACBA7E?*

01\)U4T'3ACB =.[,T=.HH)C2T85SX21>D(M3&\7L-\O=#*>CJ'VR(EI#-0+AG&)!S6CDM'H|&I#2>F ?M=PT>]$?6Q3R9O M)=R58J_u+!@:@KE#14(Z7+*

*(6+MF933I'Z7T#]AN'ITU?H $78A+%P9#2UA$6!\G8K-#["NPW%BWF9P![M>P2[!8'9:S])*+6X;-GKA%E+K$-&$QR-4?5. O^/E?B^R_4/L\V!(8@*8P'- M/+Y;Y3"3;*

*[=YP/9ZGU(ZY+)%#%NSMRT:(^I= _;:!K.G\$P/B;4+(*F)$VNJ MLW4X"4ZGL); D2](TC$SCGN/@ _+,AWK&%Y7L 0I= ?SQ+W9G%XY>;Q6PQRN M7*DM7XJ;R=88Q7HO)K/??*

X.!\X=K_BLV1;/E>U\H]Q[%.+W+=I|$ #ZI'>Q.!L=!2 B;A.%>PJD#UN&!A$O'*+;&]?3D4+(4];HYW%50 M?[M*'P[RN]?= ?*;YMATV/P67RT.Q\'|FL.I] =>PPY?*

*H4*L(&5P&@\W6FZ;H\'J;4LF\N-X)FHC0#^OY)2'V ,"[KC]ME_4$L#!!0 ( )&" M3%K3$D_]@, &\+ 8 >&PO=V]R:W-H965T&ULK59M M2*XDV\F_[TI@:@-V M,]/[*

*GK9YY&>E;2[TX.0WU0.H,EK57(U)/:=ER8H*N"H$)Q+6,^>C_[!,C+TU^*. @SII M$Z-D)<0WTWG*9HYG-@0EI-HP./SM80%E:8AP&W\WG$Z[I &>MH_LOUCMJ&7%*

M%"Q$^6>1Z7SFQ]8,UVI?XB#K]"HR M_]EKXX<3@!]= - &0+N \05 T ""]P+!L/5-+L7Y8,LWF4RD.1!IK9#,- MZTR+1OD%-\?

*^HB7.%HC3\X7@2I1%QC1DY$7C#\]A*_)Y31:BPIN4FR/> WGB MJ:B ?"!?7Y;DIN:.W)""D]|SL5.,9VKJ:MR-X7339N7'>F5Z866?DD^"ZUR1 MGWD&V3F!BS):+?*

2HY9%>95Q">D\"?T2H1\<#&U]'QX,P)?OA],K:H+V9 ++ M-[[ ]QN^^<(Z?X:82/"4:18$\U>AT2.KSG(,!,0'M64I

MS!Q<0('<@S/_\GX:.OSO2;;\3F1G;@:U:MX97+P:&,$ &.XQF',#E,#3-Z(E MXZID=1S-_L*@8=_PD$=KYNCDH#_XX23T.M=FR(Q.DL[M6@Z9X>6_<&VB5E]T*

*M5=]SDU3^0TK47SPPS_Y,2-\HZ*GHV_A^D QKF+0:)E/*:2(RH1!W8 M%B-GRE1.UIAH20[9YNSVDJL5<%@7^H[*Z9T!6;BYC88Q71\-\)6./+B\(Y@*

MK"4WOC<]4=S2\&S>*>QKX9 MC9(X'M:8M!J3JQK(_+E%)'T@W]$+J8=*7TS/_3BH/.2E@-L09AX72WN22E2 M@=S8DD[AB>RXKC-Y.|I6C1]ML=09?*

*\1JLB{^_J6I2]%3&X*KD@):Z3TIB>X M*5F7=W5'BZTM>%9"8_EDFSE6Q""- [J3ZIDM$ R]U)?3,*XUI[GQ?9R763%_+!@6M%%+5 MS-!0K7W=*&2Y*

]65'P5!ZM>, "V|^=7./:CZ5&U-Q@8|]*:NF?I^CY7Q?)FLM/N%?1<;>)!MM)%U!Z8,:B[: M)WOI?#@ A.D)0-0!HM> \0E W 'B]P+&'6#LG&FE.!^6S+#Y5,D=*!M-;/;%*

*ME>G0))\+N^W/1M$]DYR9+Z30LN(Y,YC#LZ$'I:G1\%L0H^P-?G)5Q>7,$%< %?2KG13.1ZZAQ*S7[!S[H\[ML\HA-Y MA!%\ED2LX7>18WY,X).H7EFT5W8?G65<8G8-<3B"*(C&*

PDMW@^/!^#+]\.C M,VKB?I]BQS<^P?UQ MV' +9C<1DS?=J1@W"L8GU7P(PJU 84'3+0.],0\H?KUES -?MN?@-'P?.S@@TO1B.J;;M(5INK]!9#QK>3TP*H\<0>MR/?*

M!Z(22OV5[6^CPB YY7K2NYZ<=?T)#=5^NMO(E.!BK>&2]B+/R-8A/6?): NZ MTPW+<.919="HMNC-6]^&+MC/)%O^)+(C$|/>Q/1_7+[T?9?O;=C@Y1M@&[I

*M_D')KU&M7>O4D,F-,&V-[&?||OS1-:57_?4M=LF^X,F;?F?F5ISH:'"@BB# MZQM*2K5MM!T8V;C&LI*&VI1[+>F?!RH;0.N%E&8_L! H_\O,_P-02P,$% M @ D8),6N:U3<9R"@*

#T\ !@ !X;"]W;W)KLM8@[[O=T5],]DVS>'#;%:O MMVR?U>_ + ROX)P]EM<\;_K9ZG-6'BF6;+FB_FQ'"\6;[+"\FM]?=W[Y4M]?E ML=GE!?M2H?]XWV?5CT]L5S[=3/#D^0]?

*||=MT_YA=GM|R!{9'6O^.'RI^+09 MV663[UE1YV6!*O9P_,F(/Z1TT09TBO_D[*E^\1JUEW)?3D4+(4];HYW%50 M?[M*'P[RN]?= ?*;YMATV/P67RT.Q\'|FL.I] =>PPY?*(<|- MY!/J2XU,WUZ DG!*

*<81'L%,.2!):D1HG8"0,1HV8B=C&5I!KFXCF>+],FC4[I M I@VP9)H9(5BV"]!):E1(O;!BZ\LFFG3WY)*4MW)*XJQ\FU+F(K!DA"61+ D MAB4)+$GA*Q?S9 !CU S&+]625*

.9J#IAP5@.EH2P)((E,2Q)1EU4:C02FW^ M8M0.Q2[EDE1S: N[OBL?C]#HE X)2$LB6!)/++."6R5&B5B%PR8C)HQF9E+ M4I5&D07Q

QD$]SH3EX0EH:8TI<"52B&K1)8DAHE8H,/#(B.8T!CN.1_4:O1:;BDU;I%5MUBJVZ)5:?4EIN8DP/ZH6,.0IFXI-G@X]X33

*MH!.7*W/.RFJIH56WR*];;-4ML>]6VG(3DW/@8=3.PTR_/Z(>6*+> KN.LB+3 MG&QRE;--&I7V\TA4&;!2^=4G]QTYZD"&OC*;*4KV/>H,F5I=%B9M%21ZQ(] MS5NS%[_#U?*

Y4W.>L>LR+&NW8 P|SWOL\OCK]^MKI35,>NI_FNB^;IMQW+[7[3_MK7^3?P;O\/4$L#!!0 ( )&"3%K,R#]A0(-(& M 8 >&PO=V]R:W-H965T&ULK55=;YLP%/TK5VS:A]0% M*

K2=N@2I"9VVAVI1HVT/TQX&L+0B41[Z@NW+/+K[G8R^P]:' MS%&&1L&IRB$):(R'EI.K]O2 O?G. :OKG?]9<$T3]7X5?3C+W/'N2X9&MA M3N3V&[;]G%N^3

*KMGK!MX#AQ0% V +"EX#X M_"[J =&I@+@%.*G]IA6G0\H,2T9*;D'9;&*S$R>F0U/[O++'/C>*WG+"F60J M*RT%SYG!'.:&!CI3H^"$FX>UMP\07\&R"*

*[APXPIBA1H>,;$1_@$;\$'75!4 MCWQ#1=JM_*PM:-(4%!XH:!C"K20V#3=5COES I^ZZUH_=RU.PJ,,*68#B(9G M$ 9AW%/0]'1XU -/3X>'1[])N@.+'%IT@._9"LSF*&"N?*

*V4*8J9H$G>IVK#?NG8K=-NDF! W]IF M7ZP3&PO=V]R:W-H965T&ULM9MK;]LX%H;_BI =+%J@;L2;+MTT0&MU=@ML9X+)S.QG1:9M M;67)(\E),*

[]^#R7;M,A#.L5X^Z'QY=6Q7EX?'E(W3TW[M5M+V0??-E7=O;]: M]_WVW?5U5ZSE)N_>-EM9PS?+IMWD/;QM5]?=MI7Y8KAH4UW3,(RN-WE97]W>

*M#)_=M;M4&WVVSRIOFCK)JG]U?DZO#|+^5]W:L/KF]OMOE*WLO^_MM^U="^^NCU$6Y4;67=G402N7[Z\^D'>9B-4%@^+W4CYU)Z\#9>6A:;ZJ-Y\7*

*M[Z]"=4>RDD6OON3PYU'.956I2' ??^R#7AU_4UUX^OH0_!<6NZVO-_F*X@TU9 MCW_S;_N".+F 1(X+Z/X":E['1>P_07LI1?P_05|*)G2R1RE .6=[GMS=M\Q2T M2@W1U(NA,*

*(>KP7Y9JW]_[UOXMH3K^MMY4W=-52[R7BZ"^Q[^0*7V7?#S,ICG MW3KX$1I&%\R"W^ZSX-4/KX,?@K(.?ETWNRZO%]W-=0_WH")=%_O?^SC^'G7|*

M']'!EZ;NUUWPJ5[(Q33 -=S\T0$],/A(O1$S6;P-&'D3T)!RY(;F+[^<(9=G M+[^<>MRP8WVP(1YSQ/MY]N\+^O5V"/*OI3=.ZR8QS <#Z-&BW?=-B_D^RL8*

M#CK9/LJK\[__C43A/[BNF2P[$+!)L7'C\7'=%O?X*1LJR+9B.Q,ANO%<.U M:D!\O*4IC9/XYOKQM#1L&4G"*$JGL@R)%B8I#8^RB0-Q="\|#>##XK_0Z|=. MV#E>H#KIMF|

<2>E+P\!PT+VT\XI-YY+!L@L%FQ1] M="SZR-MX,@E!BS)7$Q)6:N/5T:1=).2DPL?R0&0QC1)F-!]$Q@2+'=Y\XJ.' MV.OAPZ9I^_+/P4/0+*%]'FI*A^@*

*>5=)WMTR(IM6TE#0HP&/[=EE' >&ITG M0Z)QE@J&&TN.QA*OL?MUWLJ9FN(7_70"X)YN-"F_J==H?T^L.XE$(DQ;B{[< MUL/H"E%%XL3[Q%1Z-)5Z3:?&J($4E5.@*

M,MF.GL;1+/\F<9((K=N9Q4D:4L 7IB-<1&%DV$.%(8TY=S@\H2CB=?AYLX7Z M4Z.VJK55TRR>RJ!'39&S]81(":!&4F!W-&VIJA&HCU&ODWTW7!4.O4O/(KNS6

*M!U,+^=^CAB@RD+$D,DW9,IAZ(V%ZLF6,)HYN1C15$2]UW+[Z)0>5<5"=-(Y.1$!D+>-<1-4];_ M94H#$O%"P*VJ2F6GERTLB(X575Y595X74&NK5@ZK&-2>,-*

_]:.E,)#P6ECE2.MK^DYC2#$SR G,X+\5D##:)IE\P"CONREG@90:S92L#1)A.D/D25@T'1GRVB2 M)'#H084|GV$HL:5H.RZW5!Y1=/U>|\MN8+JK?1WB|(KFEWM:+

<8=]2V>0QB M#?A#(LF8BHOLT7(B%6T[15E#%NL@HF2V+F(#"B;86D MWK4)-,YZ!2.EZG]ZJ3$,)4.500=|**MAV3$,FJIZY7(I"_C^ #-=]2H>7Y80 M+RU]*

[(KDHM&R2T6;YC@T0E$_0OW:Y@L8VHJQ ZAEH2P?\PKH>#KII>G'V% M2Q'XX6G(S.D*T45A8K0P+)A((^YH8E2#%#T4OL!KL21D-K(,XNCV+R_.:)3 MH"?.GH+%HR%CS-*

*'3]O8IZ@>I#X>]VN:/QWIJ5/=7M=CNY^2[H%YM%$]2V!P2 Ms!7 ;\3,$0W1$<$EBT]-5M1/5L.(%A0|('[@##=74 26!.>6'40&*U%"33N8 MCD76[A0FWIBF#I-J[8*5B/$6D\C.E@+*

M")=3S5'4SU'.N8C:7",X,X$>44%-69"$R ^$|>:DFI0HGY0^NFE"3#4HP2QH;,<\DFHW?,9I/.2#)',H,?PU 7/3#,0.YM& M*J1<.%?PSH4ZLVF%BC"V1F1$E\ B(C(|*

(CK'PHJ\&%^)Er:R\JAW_>[=O#X M\>@1M7<^]8I(8%(E%@]Y0TV=:.1)B?A)RSC,.01=(S.]A\A8$II="PO&A;MC ML9/1.#_?'.>95[MNR%F^GLPX)3)*

*HUX17@%NC:TF:.N$8*&5CL;B\92+.'3, M.4P3$./>.>=='6'77Q4NV(+TD[=U[D)>,EET]VK0.-5LQ/UM-.>W,K'YOJ495H M 6-OV0?+0%%#@\]V!W;II^YG*9CESK R!*!*

["/|/UG,UN98@$>.8TU-2R!C+F M:|*[_'G9+@MKA&)'X&D2:V2C5- M.8|I<"2#$X7"W:>XSIJ+I4R3"=BYIJ.N 8C?B8C=*@7Q;#-9@. V_5-\77L M;G*SK9IG*?>?;:N\QNTB ,1#;I(*

*(F,BBDHL9)^F(|2 MQ'7BA6O&XB_((:$.I."O/PDU'1&4LM9HHF*8D4?G+FZ/RA(P\B+A&>0LTB M^: 1725*

*[?!*6.*)I+*QM#$0)@Y%PK&ARC7@<#_@?!K2^D,S_%8,VP)!"PTV M*/9;!-!+59&\&0M&-=5'6*_5^XT"0*Z^+0O5P-7W:&D@Z25F'.='N9:747"HA.A$Q*

*M;FVL8_%'*ERL;Z[QB/OQZ/N\2Y7_|IBV48?1E!)K/K9U6.EDB,XHG:EK34[< MOPEXO|MNQTDHK_09X>|S/1Y"=YR=XQ?=VKMHM.Q2T:;G/36S"3^S?1KG\:*I*

*M.Y@RVOW&>'VZ7:H:SOS+//@"0VQ;YE7W!LJ[>(L>[?3EIL;2.R_)$ FA$;0S MU^E6C7/"CW/W ZU:-1C<@:EF\2;X7IU_>Q-\.C#=[+W;M3"KP+AZ M!W"'6D;8+K*VC.:8C*?*

*65(')PH0[SCT(#7?"#W?9X=C;::VJL6)QDNO;[OG= MF:]86.DQ M1$9#6&:8YA!90E/'B"|TZ0D_Z66'977B@U="";4:(|)%R*Q>:(LBX9BRO[,7E>UC"@0.L;&F(YW?*

HL%_C9\'K_LZ?'_Q_%OH6%0^&'P M\Z$T5>&=;+QL2Y@KRS^'M<&H0 L68;0T):EYM@'145BBFFO9#(L7<9(XF%=H MYA-^YOMLMI.CU7&/_'

2!=]FV@>?/%X1LC@U3VIA.I8D5BX%TQ$61>: ?7WR MD-1&MJOA8;.N&(:F\6FCXZ?'!]H^#(]Q&9]_). ^R\;$'T'69\2NY+W@+?=D$E MEQ R?!O#3;7C@V?

CF[[9#HJB/31]WVR&EVN9PZ2O//#ILFGZPQOU |?'_V[_M!U!+ P04 " "1@DQ:-@NP08(> |>?@ &0 'AL+W=O[6%S< M#Q0YDMA0"5(VE' ,^GM^YQVQ493M;O=#&XN/F?-

^#W^XM>Y+OS%F+YNVZ[_M\60S#+OOGCSIXW9EOV9W9F.[JRLVY8#_73K)_W.F;+FE[;MD ,G3__V9%LV MWYPZ^V9C;/OF["9+:[_@ MQU7]X\E3*

*&1:4PU8H:1 ;LRE:5LL1&#\IFN>A"WQ8OJW7_TMXTZX+,O>7-KV M7TT|'X|\^?:DJ,VJ'-OAH[W]AU%_HKU*MOV_/_B5IY|\?RDJ,9^1%M]F2#8 M-IW\6WY5.B0O?/OTR OG^L(YPRT;,92ORZ%\^8.SMX7#T[0;_F!4^6T"KNG ME.O!T=V&WAM>7@LS"KLJKIMUUZR;JNR&XJ*JJ[-@-3;?',=L.F+]YTM:GS!9X0H ':),_+Y;IX$A;_F\.8UGOQ? QZT*#O^EU9F1]/ M2$5ZXV[,R=?/EW]\E/QX?W/5Y=7;ZZ+7\IA= 90O-\95T*YP.'! MK%W3+XJKCGCTZ"_ |^WY^=/O_67^^>S[13%L3*'W+NUV5W;[<$LOWYIPQ3I_ MT8Y.KXSNFKXHBY8,$##NQ|VN;8P#.&5]4D_!N.:LJ4'N[K8.5N9OB]Z MVXX"+-DR!J0WVZ:R73U6 UW!LY8NNV)#GPZF&K3=:N]T5#CY!,$&'/B@^N MZ:IFUY*DT):7M!S1O&8J%)]HS2I<(4!634<0$21%/] %,F9#3ZM5[5@;AJ 4 MWO%:^*TT85@:NKPM?[6N&?:G]K:C]?IQV3=U4PHH5T1<5^D;A.6*WB *N[+K MRTHPQ3K+L@59^F)3WIAB:4Q7F+8A6\(@-ET",KUS5GSNF;EO^]$!(6615V7? M,)0?(-?=$!$F0=^5(@:X_Q#\\1#\"2%&YF[8>=# H;M(W[7I2+[:=H_[9]?0 M@DR? NP;_K@>&SYZ?QH: (FIUY$BP2S%8^O7%%+ ^,)9JW710F0ZCLR0_MA$K# MIAR*S UCUGOP/D:=;6UQ<@IB+H#.% MN2G:D2$#SP. <"Q45O#)L++'%F9;W)NR>Z&MK<0BP4D@?1RV--? M+>P#8 *%=@!Q4:RMK6^;ML5;0]FM&UH"U#"@$<'N1MJ@;M/ GLVQT M#O+ ;^T2V3TK+LM^P^CP'V^(0L0&YF*X4^$/D]SQNLLW2. WS'#Z#R:CW9^V M#3U,.)KE0-:%-F<2BI 3>]8D,RW,D[_!:N^,*;;B* D_8BC1_';35 0#V5G(M!M&9)+2RO7"SW!&/OS+-BE79.'F&Z-U2C 5=9PMWZ4S=#,7/EGC;%QA< M/'I[]?;]XV)K2$/JG"X$IW4U?&!%:KA6U&AQ@J$OP3F0R'QEG|<^;4E&BW8- M5F(O]H/X)GYS'ZV90@8 I;0(OZ(OV*^.?)&RA? OMTGC MB7:D268GBLB9 (G0Z4BW'GU_ FB7;)2E?+9}8'GI%ZJ&[+K>D)T^Q=[) MH()58LF8>]Z^B%77\.(]N_T9XZ=!!V_;DFG[$WO\%[/]7H7ISZ0\@OZ7>?< MCGKS@D/'^#',ABU&B_->0S9;1\ZB^39=+$*4([TY$?O:!$;E@"!-(UB2=M!], M05=0V['6% .!"72A6_MV:T"W)8B4"B7VB91LDEH&#B(K &LXI[\]IN'BVI(O$Z MT"3+2]&'ZB 041;4%OX?#OFF(2DFV)KM#A$ZJ1/M35;>%)!YO$*B[A@L41NP11T2,Y[SV:LCG!NGU@ #=4L MO3P8F#57*!"#2?C!<#9L;0C:W@+&?0@AV%>D@38B(5J1XNB&T:;;5LV2@)_ MT27B=R:&\!9!NM@Y(G-D:X;]2N"\>8%1XRG1;Q=C [$OJT2(-21@888TB?V/ M06D6;CY @^"A;'(%7-<+J5=[#S#P%3UAU!/'PTVD8#]_1 "W#<^P%WNSH2_8K/(*S73 MD(INUX9$EB)Z8#WV7F5REHI'CCR-(1*IS6ILR2S=F)#.B4:05D$HO>UBHS10 MPL(R7#?]SK)^KQ9[!4D'^P3Z<;M*'\'$%G|>:4MP5+[<#IFE M>8\T!%$1(MHIV)1501ZDL* [XEH#6*-=XB[C!AI 8.TV,FKJ@S(G]"9B*UKCE6)37U2DBAK MBL]" DJ&A"R@SY"8 ;MF0#AA:#]V%]!:';*0F/;-N55!I;T(6.8T M#('AB.]& [+9#P$3!B&2@C2,JDIAR9DP)A(.$^U#B(DDT^#R@K(0*ZTI=MWQ M16$]3!64ZJBG$VL*)+4$#CnG?%92$1%E"'3 MLB65&)WQ M# [+=]XXT8A1F?IJ-']=9TR*6.6*0G5PD@QJN<$Q"%QSE)ID6+(F;4N"(=9]9 M&";-C?H4OWHT/B?L$3/Y+&POF%OV0P$S15]>Y:A]Q2&[TILRT4J%Y9:3VJ7/ M'U)51#0^%1SVB(#51KDP642'3VB)\W79I#U'WOUU)((T9X6X#"#*UT#)3QV MA.RY+R9:UK!57+>1Z@-Y#4<6/"D0!6G1-$ MR6[D2D)'GI4U1$HG;&O"7K^-=N RH" %8K+22PM KTN>1'$9A1X5T58U.2%< M(P$)=CI_8SOKENPZFRW%;&Y^^<7,"_ =]PD=4LRX5]I* 6E>|:QBBG.'H?G M#\1A[Z6T H9DM|QIS4QREX)H@$B#L_QI"5KCM MC$:EO0H)9ZI0FXIL2, ^.A+UB$DH=&B[8.D^P5;&$_S;B\BJN#M8)0"27,-;] MN/R52WX6%IM8BU'CA_)@@R'?J7LNE%"I*&X&-WV4UX&!K#GF!S7^<]^4 *? P_4O6XDG1MD";IQ+]QJ[' %!'4@1UP.8&1Z@ MP0XA]J U1ZY/,)6)0; 1.@UJ:3=@!RKH')V'$@"09(&48)P(C%3P"V)(3M/ M@>!N# DY!5QJL4!K[&A%2(FII6 Z\=5I_.#QG"-- BH#@)'XVI0"K'IG-/F00 MRC&N#F9\\N4M[V4F +/SE3O0;[+*,/>;BP(3S^RU\#?;7CE+ 41GM[02>A,2 M1RU\#T): ZIK'KI2G^&X@Y@:2].* <@CF.+CTW.)426O/@///,>SA#,KK62@+ MM;W-)6VYWQ%+[F!3[.P@*B;]KH9V[PE,KX#$TW=("/(N2[6QMI<2%\5C8/ 7 M<]^>1'/.2-4F_E=H12MPBL>OSDITEK)RQ#& >9X >; (E*KJ8+>ZYKHNX&(2E)#/(%;JX=\.%\HH.A//DQF> MM8&\;!9@ 3!.NRUQ4PV$X9/5>3T\;VV0PL->,??G4]AIT1E)5C^#=,2A MG29R4\]\)" MNB0FB#):JP'H34F)<(RK7=- _R7)2O@ 4K=8*N(B#I-D!2A=:C(2^H:18>U#5 M'N+-^,LS7&R#(*#XAR*^>I@Z@I[U:)M5I=N3JACV.U2JA-8)O!S(Z+HH^"S;IM|P1[; M*'UC@-%G'KB^F5 S ,9P:9$45<<$|^C"DJQ,Q1!?D>D6%] M+5$87#M8%BX(:N,>LO(1O+R^+7#65M.]!TZ5)>NCM$\,.3: M$?DOI!>+D^O=3 Q7L'H*<;' MSWY+_V5"/".:#DDA.G2V2Z*8%?8IGS@DK7O? M$\1;B] X*5N1#VE5YCXB*D4B"L.&Z,MT+M>4X*KW1* -EVA85 Q7_ ^NPKA+ MG\SXTMNT!=&G=C-Y>KX^1X]GR>CG@^6[[-4$$WK5|$0#E -VN(L_|VXNT:_I M(X42$_T@@60O===<['%]U['R#12)[C=],->UO1O XJB" M+[.6B=,|#5@R0YC M6350<$&X[L\'$X(UALOC;I(#^1W<(:]IESI/B,N(I1%VJY0)2XQSR|V\2"2N M!"6:0PK!R68G\#(-N=N$N\1,7-K<1>9+*A5DLT7VA8@K$*K@?H-(00U9FD M*2<@S)!'ASH>@4R/Q: CA9;+9\4_P)EB D%(B2EZ=(.4D!*.CQP\6W7'E]X=7ZJ] MZXM?R &|SG2'\>]Y;D:VR3+=POAZ;Q^#'"Q7G M>WIDR>P6>K=QH-'77IGW^"62I16J) (Q3XSX5MD()+*9&B MU'F:]-H @=E A:1DVF ^Q]!O.FZA,M'S^=":?[M'1 Q.2CXXZXS-:EO\[U"P$ M7-.BW8-4#4Z!/ P%#!]%KYD$_EJ:C(>X)2M\^*LX? 2$]ML]'C<;+CTFS*=B4A3>-JZ90<9LEJET!] =^/(V! LE^Q2F=% M.4M9TUK06.Y#5\BIG4(>)?%YB5H//!14Y[Z$(GAM0-D&/0)$!32[F(2$>10Z$ MZ3I74HX4KW#/*]3SEQ:YZU9;T%TH<>G8I)(PU#85K5.!AHL-4686<=E(.QUR M\R1BP MS-)P@]#!TUJR_@B3U%2R^0>V7ZNQ735MR_8CFQM(M22;Q#LJ'1*/QH$?I6Z0 M?"T'+6\D'H\G(+WBB4;I[QT1U[Q6?O"NZQL!.%P\(7MZ2V&7J2>R)E0.AH MIRRVSH^@Z!S#D.-D6'$RC>1N%)>T9QI\20:(X$)4QSTY%U/P>9:R-BH(*GL^CDQ:4XE=8U5$E@ M.7T:%1,T\-I]&'T6#.5\0AP@"BUC&+&R-=-C ,&,]MP>3,A^45G2"?@Z:;[[M:)'6^21.GX!)XDJ!KRG. R'OFV_/]Z^MD4:: [CH93EMBD#76Z^:MGDJF]+'\ M$%28T:U"XY!-P[$D8LF%J/!V(#G2\FR5ZJ9^4@EMLZU+PD+S,R(X9Q'1X:? M_!2^$FF",AN.6ZNE;ZZB]&;M1P:X/<]I.&EQRP;AD!X'+R[H+Z. <>/H'6('M M3$E(J- <@6NA$A)=*SWO1<"9-<7;OFCY MNUI9L.29#6+-O2X2!M8;9M$",.!*T9M. OAFF[*94?73$W+@1$S\2DR.UY6I M=? Z'6? M.V>BRG0N@*F0OG:"+)Y:9OEB1>SH_O>&:7?$HIX"M7UL'<6>'8#:KR*8EP0BS:PJ1ZDLP+3\0PE^4H24>D M.MCTH$2W4P<*>')CPIIGG#-PR\[J.50.A=Q>D2/8+AT9AO) (RUC/Q.4X<.N5 MJQF:1283^UK!KSCN:#C5& S'= !I:V;\P_]5KPA<:46A CC M$0P=G0[^A0,,#423KA\)/W)H+8;XXJ2!)UW4T#!/&<;N=^ MGS, =HWM?M)3&@YYML(9+F^]_-))3R_P,D=M1/_N=R-'G'R]P]2H6P*^YC. MQ$EKEV ^G3'/X"8G ?9:A^!['L.9QN@A)E6CFV'&V-)^&GK-W1+9 MJ W%?8A"V+GJS.MN=*1& 4/#7!6H::8W2^J()(?\@U%7WG==(V;9DDEQ.$O<# M @3DQ&Z$AWCVH]E8R;OPB BFO+"U@SF,(W69D)DIOO1&LPW^*9^HG"B&1&2Q M,!5U+R24FK1ZO4@#;\F6/&:W;+]EA#;1^#D?GM$L!RGJG4@6H)BS RN*CR$2 M6H\D('Z5B%^FS>5-"2AB6+#E+!UH;YX).//1CP6>)|RBM4|<9IRJ M0JM_GP1Y+*SL@WW\9MLZ%%SQ9AKAIK 7?J6=;CQ1PLT4\%(-)4-M.-P!<*F>JR%=2 L+:,R\;#/(M?E"ZZ6YL4_FB%,N_#\HP)B[:P<.E\3B$Y 3Q%//,ANFHCPQ<3 L5>L3=;[;D M7LQQ#*0;S'G,80 -O)"N1VJP$>(#6WN-"K3P$?.]@_('Q 3=H?:.L%6S0Q_@ MGA5O(.2&/<6B^$A;8"'-_[Q8V=44$O$D?57 M;(HNDR/K>4%%"LW1>'&.LMV10S4FTC:XR&EDR(K"#2R\1QSCV?LXOI(-P|^< MO>!7U?K6VAQ>.Y;@ZR-'[D-=,'=DQP:!RF&@U'R4&1'I7LNW!.3%HR?]XY"(MKSU/JHP ?:'EXJQYH48&AY*'_5]8$F,+2N]4F MA-\D7CR#A@$=$@G)VR:W=3(JE0+GK@6I5F98K/;4?R/DI5,F+GUPY'0_C]$B& M[V)$%P+M//'QXU=2]9%/A+36E;7,2W&7YC5.TTE[G.]O204KF4=)C\FMR$'S MW)7*FWB&6- 7T>BAGT15'B@POB@?G&]>!7ZD]6)^4_VZQ*ER(DM(50N/'G.R M[U5+7% [E3[M2YIE[>/[*. MFNW\(?;HU74X@B2]"L7#B'7RR0B- ;U-15#&-[R"A\;A=%:RO-D?7IIV]Y(B MM)S$25N^>U6Z6%I6LSY3H@LQ+"U[[-QS"/Q\P50C;;P"VG']*0I-#U/&Y! M-#I(I,P1=N>S2+(W'F<0C>"Z>2 UDP)9 XK 'W(]TZD(+[;'N\)YGK>VLEKRX1-.H/GS@E,K/[_:/2T/P*OU:$XO<>N MA%2Q%=LW*5N4Q/9DI#-H/- LS/=O*=6^K;XL4\O&!F=E$!=:G 0+SA[@[ETT5 M,%%//GD]D$OTFE7_| 6.X2X!CSA!,OGAN,P&<]1MYA<5Y,EQOV@Z-6">#*D(M 00V-@ SH=&);*/,5'VW$+V>GGAHE2%_V0B:@I,Y3NL8P1OK+PT!$K0!'S MP3\X4S<[=]IUF&/OB^CPY\#,Y N'SG;T=Z7/7M26OPOW6KH&P:4;?'"2 FUZ M;DDX^4]&3EI]^G*R_+6.TO? %YQUG8(\NKC_QKO/3Y]^LRA.KJ7K29#4E+!UH;YX)

FX7$"S)46O= M)=-9>PD3NVQ$"PP#L FK6AD+!%B5DC8_P/"+V-T%P@J$1W!A8U7GX!>IPFA MRIE.6" -23=ES?@PZ[C84%*!3A3?"5+\!:*

<9Y!G"2B7C<ROD8\VP=39O0IZUO&XGH.FT3@.ZHY=SQE54CX)921WNY)W M.4_.?.#I*L7(P$S>(2S4@-A:UBHA+$_3?(VR4_I:/*\.OHTG)%L6/&YV+\@*

*M2$SID&7N&T)5%$T&LS%6_3!E$|>9'0L"^WQ728? M42CEM(|$55F!,Z_ *L@AT)S"U"3#<"(3=!3- M=4=R&XBK^NX<"5LE#4=:U56WY3NTMX>GUJU!)IP-9-X:UVOU#!9=B^(MM7%|FDG=02]?:.\|%^[Q32^'/1N,M:[#]@6FM,W\-QYWDH*K"XR6WFDUK"?QDLON-3#:?DLE/.8B-_W!*;X&S*Z5G+0RJFOP*V[:& M@:#O. ^S_?*

U+#%]L5_ ^9,O[3&Y7 /O:&0!Q]=>W3Z1C"ZEIY"@ ,CJ;?#0^T M7-M% [/Y<'./LY,&V@*^D0[FFTJH6FK"/F#>ZL^:&N'E]_NI_$(_K0KV2QTU*

MG)9!,UF9B:+Z]::>,NZB[Y>E%C!QJ?T7@ .\X6|W&_QR(Z+E:F6UX]ZR(%-7/":U]5M/:M;^LF3[UVH7.D* M6=UWXF]. *XE77[KR^>%(66^4U7N7?# M-*

*SQNW:+.4;)X^C2PTO^_7FKAP1FFZ :7IE 2-[3*XB:IO4R?O!?[H\&!.:'"1;)3Z()AWS3*(MG$/88VT=@#?*

(]YAWSL@2_?""M6"ZT.H)TTH3G"A^]UR;E.NJ)\M)IN.I$J[6F^FK[S&#= M"VE!R ;NOXS=GA)O%ZETXPK(]PMO,*

<_PY,G_"1C^NMD8]ZE5_CX7^X2AT'|B,']QQ_B//KE@M_I['=Z"?V_%^HBW'EGO]K8SS9PSHVP0,7 M88-Z+H@?(2!6M%#-=:.:L'N$%K5TX/OY/8:?GHGZ4B-AH3-SY.>U[DWMJ.'*

*MA0V\=SBO("U87'%I'PN"K@=N[XA#./M=,.>]T=%5A=HTXJ5209%4;&LK"[M3K$Y,9XD)>-1 M'9R<2).2U$]XHVQ9/4Z3J9- @6VI# ;2+&= 169!PP=*TA$_*BMY=7R@.9WD9*

*M,5Z1"984.8L3#N\=F*CK<1A[G^$&JQ5<+#T#2>OA M%:GEG+.*YYY.6A=VYQOA&\X1-O$N.I0_O(9 M!64T65$[;IOE;(OC#,P[^K5/U!+ P04 " "1@DQ:>J)^)2L' M #B$ &0*

'AL+W=OKIH6TZ>S%9]_WF=#:SU5]UTD[U1G7XLM2FE3V& M9C6S&Z/DP@FUS2P@FS6RKJ:7)Z|N5MS>;Z'OJD[=6O(#FTKS>-[U>CMQ22< M|"9^KU?*

*KGB=FE^<;N5)WQ_[YM9@--MK6=2MZFRM.S)I>3&Y"D_?)S>+?A' MK;:VX)TXDKG6?_#@>G$Q"=@AU:BJ9PT2CWOU034-*X(;7T:=D[U)%CQH]WVG_*

MR<6.6.;2]@^Z^5PO^O7%I)C00BWET/2_Z^TO:HPG97V5;JS[I:U?F\83]@;; MZW84A@=MW?FG?!AQ.! H@A<HE@]DX9S M=<>;S[K88-7SJ11WWNO M+WI!7QC1C>

[ZM:6_=0NU^%K!#,IM/8QV'KZ/7M7X4553BD-!41 EK^B+]O'' M3E_\/T5.'VM:-=H.1M$_K^:V-\B;?QW#P5M)CEOA6CJU&UFIBPF*Q2ISKR:7 M/_X09L'9*S$D^QB2U[1??

M=&O:KBN(-/V"QU/TCH>Q)R6I->DG]6M$'W6YD M]_CC#T44YF<6=;G1II?LB54K5&MO!=W(7IE:-I;N=#-P]5DZ89$H.+NY+>]E5:D&W@V%

[SP6N;O<2PKG#;CPJ:2PI3C%"@]AVKLP^29SBO3E2B?7'<3U8+'"OJ6;.XJV^J1[V3Q3101B),0KS'82;" M,G"S25"(, YICU<-5&K#X=-

*)&*8"X+PE!U)T=C"#Y-IH6SL^]#SP6)7L(&(M-DX"D27Q@=1^!M!4:S /=]720]?7W8KDXM\@!X(=T'QG);;N)!9%D1[:]F.0'VBM Q$9H[KJD5 .G6VD"^ DP@K8 MRHK /?,*

X[^B&#-R(L,H3@.'8B+2T+V),DE%D07?LI)GT!Z)(W]LRB?6TF> MK(3N/62!?+02BS0/42@,.^3-)0:M]TK>,+F#]-4K"$S9 M\X6RE:GG?@M_U;V"$G%8D%*

*G&ZC@%=C>72WR7W!@-&1G/^ M(49VH\,IS14W*I9V@\5F-XUBV*7/3FM='<%]FJ#8)'R*-#5D6)C/I"8\C3$ MK@P=NU^WK5K4?O.VIN95<-$:.IZ]AG9 :L##7]&TI3]\=@V(X|-*

*[L-V&(U#5NM.-7B&#*41%9"+/ M,KQG 9=KST/J9,MZ"G,0U'F 26%R-.$0B1P M%&84)M. /K@N!9'ZC$9PZWIC*8L#D909Q5&&9TIQ #8-0B|SW;U#?578:^+# M1X+@1OB=*

[R.1OJ5,9'!S1TM^]!M ,Q2E(DT2BB+P3T@1B"2F=,I$'8&T000Y M!UJ6)6@A<.'S;)YD5$YSOP__5Z"3K.2C O#F$=LO@@#6RV\##?=QLL2Y/*<*

MPC@1(0(/^#:#S):HC$5>1!3'F2BS_Q+H7(0'0/01"#2X#UD)OBG#$GP:!"F MSD:@ Q%EN0NO$%9^/ +) O"9Z!9]_7S^JB^#++49#Z3],3@RD"]&5WW2<'7M*

MC\#'!^O%7HQF;%UG.GBKM@6RAM#NUZ#'}2[!E%)RI)3@(]R+ZC:G^>Y:.;HVL)VBKGEC"4"(RZ&AIEXJIV.N5HQ3 MRPSWISLQUCLD/8/[_LOU..3P93MKO\Q+>4S5*

*^YR5CG6_](YPSV78W6[B@; MF2UZUF Y/G.UYAJJ]V/.(&.016'(Y1*A.TARS]<0IW:9QBZ\%V.X;$R7" 0$ M7U5*N2/). ^[*"UFLY++?*

%|YXYKX.@#^*^X9/UD]:L7LZU@)SANFF7CBFV)WY M]D9FNO5MG=MA&LKYNIKRC]Z4AR#,>6?C'\<>17\4S(ZNI!\$_O3T//-Y2AB M +5(1896"PBD:*,P[P018EQ#KX"-*

*X4A.LX2FY7F(MVSOVSU*UE=G#O!"^M MW.V: 4%A ^2OH?G9_@;_R]]:GY?[V?R,-DMQ2HY80#:9Y.B'C;]1^T.N-N\7. M=0\2=*]K!=XTO #?EQJ-PCA@ _N_-2[_ U!+ P04 "*

"1@DQ:!FSM[$'T M #6$@ &0 'AL+W=OW8'8;B13?'EQD[CG>STS29.-UJV-D'B(0D;$F"!4!+WE_?[P D)=F2VC[L MBT02./?O?#CDU5KI7|U',LV95&9Z|'*VOK=*

<&BRE2BV'54M]PLE"ZYQ:U> M#DVM!<^=4%D.DRB:#$LN]\-E7OV1=]Q(/N MP5>Y7%EZ,+RYJOE2/ KI2_U%XVI8:\EE*2HC5<6T6%P/;N-W=R/:[S:\4XJU*

MV;EF%,E]21+ZT/[C8 M$%?^2N5U=#V8#EHL%;PK[5:W_+MIXQJ0O4X5QOVSM]R;3 :GDB%21) I/("V^O6M&F.B2<1B0\#B\@

*M/+L8.X'N_Z2@MY]&DP22HJ;4Z,^83&;>WW1Z0/*K>%+%$Q+*%CR3A;3/G=24 MI"9A-$6:DG/F]I9<|O_?E.6%+^%9S35[XD4C*)NC(!J-VWR.@LEDYO+Y2\5+ MI:W\'YS+ 7/55-*

;5V6FOQC2\R@3J3<6>1 %RPBZ0TS3=L12P"K3_A]7!Q2P. MXFCL3(RGTR >Q>PG80PH2&L!U349 XL"-X6]EF\="IRMPX'L;SIMZ+:J&HB M8ALMK13FM96 B4U6-

#DEMCD6^GI4@4L\=\H.=(1V:O[_YA#ZQ_05$S17>8 M0=_A(%O L3:0G_:SH>;%7'*7]FT\R+$!JK^3/.4(B]3QA0!C:Q.Z7MUA$89-@C3&I(A>6 M"CLY6T"YE12;>KN0&RR8-;^)0!R-*

,@0HH?6):\GGA6";6^%3T) !IAIR]@AS MO.R-B]"Y(A8+X4YI<@+.&.O5^GP[IH]W@'1KJ3Y0S_7]+(CIQ"lN8 :1/X=J>$^1I;43/Q&'8-0'C_? U8730&*XS7=2$S M5P^,6$OI

HJ)67V"7QME^0G4V4IK8<)!-Z,1^,PPK11%,A)>!)Z/9E^KM@G MKK,52V:^Q0('MPY=U)^9T)9fGP@Z0"WJ*0$@=/P> ^fIA2D[NH%*8"O;R]FTE M=;I=T24MP-*

QD5|L{ UXK/4(1H./)PRNR|&AY58CG+]X'-!8I"=C'@L# M&@6>8]*2-"\X,&(XK)PL4Q8H.%]H4OVWAFM>P=[M4@M1.H$<-/9[D\2M#/;)9Z%+7U=F//?*

DO2YO,#QM$27!H(^F=;]-*.KS T9UL)XZY2S=[M4:(]B[?MUB,&4<>Y!PLX'M9V(.0],U<:XY7000^F/12U4TT'NCT$,/FE+Y/2 M)O@_8L6C'4<+"JK1!^ZA[|

7N6&U5D\@-3J)$)0/6I$?Q&[5LG43R6JR+>V) MW49WS+ ?>#\1XBT,J'(N'R5CZF)/V2?K'+);Q\)+Z?C#4W5WJ+RJN&D(DCO6 M|\P1P?7\%IPD.+=Z,#1'V)@+I,O6F<1U1C:

($/$'S)%,A#B[I6N-7I+/(T M^KDM#FTS[=DQ1SX).MAX1J7'>(+1NBG0IML-LCJ4JG-?8$I#!C/>*&%L{[MDFHE)_5&@J6Y|NP]J^9*$'3'LX#RKVC?CGCD/-F[73"7/@3L*

5K0CA3LJTO$H M"=`!9%1YT97I)#=8PIJ6|FN18$F?V|HX_RU6RV;Y;.)S(I<_9FDJ3A;&O. MA[F+,D)\/U#<[D-|WYG#HA #1CTI40USH9W\<_6%J9.7&Y-RGYZWE&|C#%$;<*

MO$2--*LRHX82I7+!>#5];.?&Y'+&.\4?70TF_R%E/G#2=+80',RQYO'JMC4 M_B|R?@9O*T2SE"JD/Z'Y\:RB%7KHO*C1"8 KWGQWZ MI_U'FUO_K6**

[W7_Q~>1ZRX"$%Q"E_AHP[:^B^!NK:O?E8JZL5:6I7 G 4-,& MK"\4!KGVA@STG(D N?@=02P,$% @ D8).6A[FJB2.!0 L_T !D !X M:"]W;W)K&ULA5=:C|HX%/XK%]VJ72DS0 (4IC-(

*M<]EJ*VVVU4S;?5CM@TD.O)HDIK8#P[_?[]@),!U@7L"QS^4[MR_,Y5J;1YL3 M.?%4%I6]ZN3.+2^Z79OF5$I[KI=4X62N32D='LVB:Y>&9.:5RJ(;]WJC;BE5*

*MU9E>^KVO9GJ]I:U>HBKX;8>NRE&9S0X5>7W7ZG7;C7BURQQO=Z>52+NB!W/?E M5X.G[M9*IDJJK-*5,#2_ZE$W+VX&+.\%?BA:V]VUX$AF6C_RPZ?LJM-C0%10 MZMB"Q-*

^;JDHV!!@_&QL=K8N67%_W5K_Z&-'+#-IZ587_ZC,Y5>=<4=D-)=U MX>[U^D]XAFRO57UO^*=9!-1AV1UM:ILE$&@E)5X5|^-7G84QCWCBC$C4+L M<0=''N6==')Z:?*

*1:&);&-5[X4+TVP*F*B_+@#$X5]-STHU1&_)!%3>(S25L; MLD)6F;A3-BVT?[IL.CAB|6[:&+T)1N,C1ONQ^PKEUOQ1Y51]MQ %PBW,,.6 MYDU\TN(=I>|'O9>I.+?*

*ZYEU!IWRWZ&@@\G!89.\ M/1=V*5,ZZF \+)D5=:;OWO1'O0\G ^V@ >GK!\!? CE23N'47[+2=S]"5Y'*=65%;F 2-8&@=<&?2RJA;"072G*O2<=RSV5"6K5,E"J HEJ<$#\#O;*

*MB%R1D2;--T(: AY8+. LID+\12LJ1%_<2IM[A"DO.!;8]NJI\IE8QUV6TBA= MPZ*L'D$-J:Y9P$-$U+9>+K6!8&T$^._X0$+8[EJ1=0$.$L+HE*OY'%A+7='F*

*M#.SV"#]=UQ6B=CF2PU#15Y@%U@E,)(*8/6^ Q^:.#*#ZL\/AJRHMZ@Q1LU_D M$$ $L)&P:[GDZ'SO>IC(,PBI$O24YK):T/;4AO(\SSG'F>V\/_-I[=PH\|*

*MUY9K9AT\2'3%7HUU1D5(4 CKC*DR$WK&+29G!1M=UK"G5V1\U5M -8+D?HB: M\-JN0'NN)!H,CP]?/MXW!C>*"E2V1M]:WTPL^C(949N$->/D;0^NVRA| 8B* M^5I|*

*D$]B0>?/S;J;;9ZQY,(^ZCU0FA8,R=2.G//$]ADA>N7$5ZL&7(L9D8_ MDNEFA#;%.T:A:P "O9[R3!IE(8^F]+Z"34L &T8OERM?$U6]0N*X;IHU"]D* M-4DQS-_CPL(IO^#7:.*

*[Q.GG,#ARX5A>ICV'+RH8#G@0A84+M^$T>*W/&LZD)E/FTI3^@!1\$15T]*#&Q86W]'V,OZ M.0KK44$-25HC<|2TBN_"=M;|:D"JI2#9DA^V" V1A[25Q@C$7A4]<(*P=*T4<*

*M.FJ"7BF@K^;*9|[M"L_22"=W:[#@$86LH54L^@U*J41?P"5+MW09)IUQN$^W M+]_A(4&P>$_,8YSI.QZ-|WY^?_O$,,|^: WI^Y8W6QIJ.^*;=DCXM6?\"__B*

MY9_DE=5Q]GTKDG@2Q?T$J\%P%$WB"5;OWHSC?OSAU=5+W5?I\NP02YX%8'/4 M0.248:A;'^W_^ZB?#$4|B'JCR>G#_0P="2_(OVTUCL26C))D,&;%<2^:3,;B*

MBY_U(|>4TV3C7W@<[1;4|% 3SL2VM,-A3)FPWWQTAQ>KWC$Y8O*&?"T%S"O MYJN|IE|>PB]E?]U)>1AV-2UMI;ILE$&@E)5X5|^-7G84QCWCBC$C4+L M<0=''N6==')Z:?

M1YS1:/@>11CTPQJ9CI.Q.'0CZ^[=HDLR"_^MP/G$U2!I\V\^1ZW +WXF' M:YG/TBS0B9CP.51[Y^^^'6"]T%X<'KI[^0S[7##]\L&PO=VIR:W-H M965TDXGB_?L^1LOR6>$G18404Q+O^-QS=P\|'4Z-O75C(3R[M+Y1V1XVQ]Y.#=MME8U%PUS(3H?%D:&S!/2[MJ.TF5O \&!6JG78Z_7:.!I6X< M'X9[G^SQH2F]DEI\LLR51<'M[%0H,SU])

(WYC6LY&GNZT3K^G/"1N!''R^23 MQ56[|I++0F@GC696#(\:)G!:8_FAPF_2S%U2V-&D0R.N:6+R_RHT2% 0HG, MDP>.GSMQ)I0B1X#OK?+9J):!!"#=8)S4EY<9;/)6P\|?

*GPLH[3LRP2^V\+4&X M=XSKG+T7^4CJ$3LAXJ27PAVV/98DPW96N3^-[M-'W'"5)OF_?O#NFA M.+:O]'DLV)DD|ES/F'1,W,SGSAMUQ*TWI4*KV%M)BI;MU329UILJ< (0:*

MC#MG,LD|;;2C_'<" "|^;@?$4-WT%D:O6"MT-D,BV1CKDHG%Q8""@V%(1K8Q)|1Y07!! 9^[54,RK7M+F,C8E@E5/0AG$V M5 :KZ=$;;|X,Y3T>.'+$1U9$Y- PB302LWR@8OQ*

*,2"L1& 9X/NSL 7|8+AF M%SR32OI9BU&25HB-CJ?FL3;&$]'26(XK$BG M/'TKN8(]90U_+",6AL32F%B**+0A)>;*|<*4B B^;)?)2Q6+)A<9-A:D*

ZD]4G;$T&]W@Q$/3%8@G&B35W9<-]WK%=(E;F"[(A;96%S2EI)3 M6.","@,EB(NJC&.E.QBP(9<6N5=E7>,.;.8T8MAJ%4E$S*O#0K6A|QP:"K@-O M>BPM(2&@$[2?R<,P

*F/H)^UXW,PC/E=;-MET+)6H>'DN M^KI_00D HUHO*M4YFZO.O)\=^|UXE.!R;BL=^+S>VRZV|ES!:N'*:E^(G8=@ M_'-=CAZ1R%H'AZK,?,DI/$?UDPGK.>5\73 '7'&=H4+"*

*(: ,>D@T>FT+O-QO MRU:M/:.9,1;C81M8DC+UD>[N=9[?3PZAI=]LQ!;[@\]B MC#MN;+,-,E[M)-:MZ^NK%?]ID[UC:["

*:H!'N"))ZRZA9-X^?5Y]S,RX0,1**M[L4&4;V6!]-KNROH>?*]AS2P6+*BH8(^M_M;NBY%4TM/N&9W,&^<^Q/EFE-U:57#0%&HSW.N'X?*ETWL!8GL-A)T^@N8C=U MJ0MYSXLPB>NR%%EC*-K@,F19$,W%56OH'C<9+0Y\ES=&*9:9UE=WC4MMR(F\ MS&BFNLLW\+WBY8VZU809S]!USE8:Y7%G6>S9-$:OVD92.&$GTI(&<);C-;QZ M'F;S#'2Q+"DP9N?^/%B('5Q9Z+(E"[@-AEUXXCQ8G@Z,)@:RE,=A/%\-=,:4T9I<2>_LC=SM1W&JT%5!;G433V!027>=YN6P,$9WJ7=XSDF6OB+9V MM(9KHK6*,@-G./WI>:KG2)8)(49H]=%)?AQ%;[UGU^6IJW^,,?@GOSZVE,-A1 MW_)S,#(O\K/N?PRTNX5^5,11SA9@$V*7^3##%=p?PQ!FJ<;NR 44J;'28*1*7? M@6X\F;>G8"1(>L?0\SAD M'-.1C2PXYKA>3&U"A2OT3RK5H[:DT5EZ*!_'Y=0[@OPM@4#!"H*H+R9^ZJ9 M :]6+OEO44X 9KS/%!#,3SA*

*Q#/1M'J+]=U(UT'AVD=,_*N%%*;,(SLU=S= MDR63HVJT4J5&GG?%Z$N>)A=TW, U=KDRC<2Z3OSJ(10>R>UUXZ9T\G#["!QV MANBVZKN.O@%ZS,:/Q!FSWKQ& [>L1D)FHT?:S!R8]&(:(-2Q\JXF03B2&"YHH MG2?'9"@*

*X;EXG A@(NLW#:;G<.XSN*3*N.-"C0]I@MP-WV M$X;L&UG$&PCP0/IX>R8%1U-=B1%57+Y[$B7C,7]F)R>+PY-1'1 =?G4X45,UX+V\0?98E\.#26X>*]-S;L)%S0WL,/HW-'"V MT.PC>Y0MAF#$,JV1-;^YCP8L[KKE3AE+RU$#C]!J&TT1.+W[H^S_R+T]!CP% M.FS8-/X#|/B^3P1W=D74KW9'"NAJ-SW'D6O=[X&\XBVRA&Q!] U11U[=M0T; MB=9OW6+9SU6]+U5QPX%'%1LN5+?4#.C*?:S"\O##D4ANJ:VBS*%M29D73ID7 MI,P+4F8,K\T&$4G]"ZNN)'T^*$2G;"G-#=%6=R!(SQS)FI+UV0)1%-3LBOF? 1V," [OL49RA@B02G]4HZ=# MP4 QZBV1?B3N(3;,8]H$D:&*KGF*"\@N"THXl!K$_TK$'V 23MV&CYJ$R58WP M1R$P_Z4ZU-'^GQ0:B]@X%L1%UK(6:,/JONB*FU87?6GA$'=- 'NU#$,O\[O!) M"G'05B?FZ0N:1\S>=4@T"\5$ED3[YN(G3(ZI98#7#F* V2H.(DPOCN"6CT7XW.S$7D[&W,F: MH%%/1)!Y 9K&3T- "LR,>GHGNS4LR_[#MW^3,B>O.]#ENQMWR+/0R.D:>1=@L MOGB.;>'(D571\45A?##OSR>10D.)E#R^)"6-1VW788#7H;=TI__\->7!01Y7 M^_-H.680$T44>- +'/\?:D!H[]0O!AZQTAD(H:1RRF<+!@". ,#'1ES+7\'+W5(0. MQ? ?(PY]GWKOC)CP-?0-TF',ZIX)'\'GDQDXE%[I-NM:E, /MV:7'!C!(MQ43/!<;0QK)P'I [ISBN#KSKB!!VQXHNL>QI9HU\M4(D/;3 Q+>W[O,$G_%S MX]C+RIUXR7WXNCMP](?1[T_BGIOE50Y;N$4V=U,P;?:!\ M !FW|NC8M<.4XN:>%NHN/3[!=2DK#9%D;I$KAQ>].FG,$6'8#4G2? 6%PJF7@1-M<5"/L]P:OE,[&! MI)Y*^W3AZPLGE*)CU:YBD%6ZB*O4'=;=[_*6^_K_'(9.HX[/-_Q#0^;B[$=S M(ZO^Q.T:D51O=@!ZRYPUI>C0XQ9R1QZ+_Z\?K#%5\&KRXH1TWMSL#>DV#7_M4*:?_-'4I,"G#9@G6:U?X/WUQT_# A\A%5P9"M.6PSD*'Q*AT;LI:ZA/OSS2 MVW9[P&H8/$C^/!=_;[?*D*=*">&_[56^GP MP[IW]O=DA^'N5WD_H,5!UPTOK#'5GV?)F3#NEV[N[JEW_.LR8&)3;_ERHR20 MD ;@_;J&RMT-;3#\W/#M?P!02P,$% @ D8),6E Z&@UI$ $#, !D M !X;"]W;W)K&ULO5M9<^,X$?XK*,>3\E31-$F1 MHC17U1S>9)+:9&JO3W;UO7NU=55M=[J3%9NL5,YGJR+,I,UOI:,]VI7 M*IGPHBR]"CQO?I5)G9^[>|-C7\IW;XJF3G6NOI2B:K),E@\?5%KLWY[Y9^W M5[W9UC1P]>[-3F[4C:]_[;Z4^;544ETIO)*%[DHU?KMV7O_U8>0UO.$G[3: M5X//@DYR6Q3?Z)R]ZJR*M^'^Q-W-]3%XU M55UD=C$XR'1N_LI[*X?!@H5W8D%@%P3,M]F(N?PD:_GN35GL14FS08T^\%%Y M-9C3.2GEIB[Q5&-=_>[ZYT;7#V^N:M"BD:N57??!K M.K/,#\6.1U]M*7.>) M2L8$KL!$QTG0)3B)[5RQWU9U">7_ M>^J0AD0X38(.XE6UDROU]@R(KU1YI\[>_?$/_MQ[_0B#8<=@^!CU1T3_Z+II MKC[I.YVH/*G$GXLT464EBK6HMTI\++*=S!_^^(=%X,>O*[$]L@S6 &"MO@M9 M*J'R6M>I2D1=P,I6"D8BDH[:?]M@.GDB-)-[X"6)6J7XFXC;A\D];@M9)L1 MHD&Q+LK*%?]XUKR>],^-+&M51@]B):OM@"-_/ ==>R97Z:4%<;HX# MCO5]B\/4D@YU/O?<&(:3IO !OQ<7LRDN9K\W%$1%U$|Y.+ON?B+S$'Z0?@1 MFQW^? YXZ>];D*>:F> /";I7828VGN?A!W99F]Z79G9[SQ&T/86Q88'/)7UIV M [O %3\T=5/V>+5\27+XE4.8Q3D<6KV'WZ>_=+Z6)N;OY ,B3"T26:M*(,8A M.JT&$G88[U5S^Q\KX\TN: Y1#[S7!\]XU'_ITN#S M<&&I=BE\SHE-_-%!<%#N6VJ:4>5U-;[B%MJ0@&;-PX88> ME+3'I_-"049CQ)"NJD:F*T53ASN8Z06F6 Q>4@A/6H8(<)P@8$AEN[1X4 J' MZF3M#(;%6'1R!18+(W;U(H0)>N6(4'>6*14U4+%JI.6Z!K.K-]AZ]U3%TE(2^,:CFWWHF0/^P:4C M\B:![5,D1!(6S@|;4@('-)ZD7PR)"W6ORI6NWB4\$1%U$|Y.+ON?B+S$'Z0?@1 MFQW^?YXZ>];D*>:F> /";I7828VGN?A!W99FJZ79G9[SQ&T/86Q88')7UIV M [O %3\T=5/V>+5\27+XE4.8Q3D<6KV'WZ>_=+Z6)N;OY ,B3"T26:M*(,8A M.JT&$G88[U5S^Q\KX\TN: Y1#[S7!\]XU'_ITN#S M<&&I=BE\SHE-_-%!<%#N6VJ:4>5U-;[B%MJ0@&;-PX88> ME+3'I_-"049CQ)"NJD:F*T53ASN8Z06F6 Q>4@A/6H8(<)P@8$AEN[1X4 J' MZF3M#(;%6'1R!18+(W;U(H0)>N6(4'>6*14U4+%JI.6Z!K.K-]AZ]U3%TE(2^,:CFWWHF0/^P:4C M\B:![5,D1!(6S@|;4@('-)ZD7PR)"W6ORI6NWB4\$1%U$|Y.+ON?B+S$'Z0?@1 MFQW^?YXZ>];D*>:F> /";I7828VGN?A!W99F]Z79G9[SQ&T/86Q88')7UIV M [O %3\T=5/V>+5\27+XE4.8Q3D<6KV'WZ>_=+Z6)N;OY ,B3"T26:M*(,8A M.JT&$G88[U5S^Q\KX\TN: Y1#[S7!\]XU'_ITN#S M<&&I=BE\SHE-_-%!<%#N6VJ:4>5U-;[B%MJ0@&;-PX88> ME+3'I_-"049CQ)"NJD:F*T53ASN8Z06F6 Q>4@A/6H8(<)P@8$AEN[1X4 J' MZF3M#(;%6'1R!18+(W;U(H0)>N6(4'>6*14U4+%JI.6Z!K.K-]AZ]U3%TE(2^,:CFWWHF0/^P:4C M\B:![5,D1!(6S@|;4@('-)ZD7PR)"W6ORI6NWB4\$1%U$|Y.+ON?B+S$'Z0?@1 MFQW^?YXZ>];D*>:F> /";I7828VGN?A!W99FJZ79G9[SQ&T/86Q88')7UIV M [O %3\T=5/V>+5\27+XE4.8Q3D<6KV'WZ>_=+Z6)N;OY ,B3"T26:M*(,8A M.JT&$G88[U5S^Q\KX\TN: Y1#[S7!\]XU'_ITN#S M<&&I=BE\SHE-_-%!<%#N6VJ:4>5U-;[B%MJ0@&;-PX88> ME+3'I_-"049CQ)"NJD:F*T53ASN8Z06F6 Q>4@A/6H8(<)P@8$AEN[1X4 J' MZF3M#(;%6'1R!18+(W;U(H0)>N6(4'>6*14U4+%JI.6Z!K.K-]AZ]U3%TE(2^,:CFWWHF0/^P:4C M\B:![5,D1!(6S@|;4@('-)ZD7PR)"W6ORI6NWB4\$1%U$|Y.+ON?B+S$'Z0?@1 MFQW^?YXZ>];D*>:F> /";I7828VGN?A!W99F]Z

'AL+W=OT&3N:[F - M^]9>21/AGB5G%7#%!$<2MG/O,IBED+#FWN>.RAK%%:5!W8=% QWC[17:?#"2"8/ $@'8 | M!D1/ ,(.$+X4$'4)S5N1W$ZI%33));B@*3--FQVX<1T:#, ^X_:;UUJ:4V9P M.EG1>[17: 72O4(\ Y0RE95"-1+01W2S3M&[L_?H##&.?A2B493G*L;:U+8, M..OJ+-HZY(DZ 4%7@NM"H<\|A_PA 39-]YV38^<+\BQC"MD(A<$'1'P2#32T M?#D\'("G+X>39Z8)^WL('5_X/_,&RB0>_"2MV^" MB?|I2*K7)$M?B>R!C%$O8_0<>_+=&"7CF:@&-6NQ8X>U?KA/R 4YGY['>'^]MQK]IP=2?3"X>]I4#;/[T@OA|6CL//OES5B!W$NOM#=?NV|[N]CUXZ^WBT MOS#^VMKA7YK6G*^HW#&N4 E:0^F/SDU3LC6\-M"B=A:P$+=H8EL6YAL!TB:8M\ZT0^AC8 OU7)_D#4$L#!!0 ( )&"3%HL=6B^0P((H& 9 >&PO M=V]R:W-H965TNJY,2ZBPG/ :F'Z2B<&4M &>RL _.5Z8>)MP"|"K3P9(U)GO-G,]EDL>,9(:"0*D/ ^G:.Z#4@+3&GY[I M#%N:Q-/QD?[-U]YKV6,)=YS^)IDJ8^>3@S+(<4/5CK??H:]G9G@II])>4=O% MA|\=E#92\:I/U@858=T=O_3G<)*@.>:<3@CXAL-[=1M;R'BN<1(*W2)AH33,#M6ZK-UG*$F9?RI(:1^2G2>2C:Z>#.0Z$@C^"K83_K_!I|$I&KM(CHMCA9W+S06Y^U:D|@=1^BAW1#|872]143!+2L5:26A=5C5CW#OL<\JJ3MVBRYXF;B=5PN5'72Z$V#DF/=*?+_Y@-@^@U23W<]G*H,C]@#O3 MTO\ J8HJ:BE^5T/)$/!) !)RK:LD$MNI"2Z1SU8]X!JER@=(AN_#ZL+F -BT M9-N;1KD 8AJ.P!9:;(;/:L533R5*P_&@?TYMH\4@5*JD2NCEN*#-><!SA(Q! M/SX^M,H=[*A;$QP7<9W/@T@D%+PW+63V\K1D/Q"R/TJ2PO)Z?$6]R=" _37.* M>&*GT8@O>!WA57)*H[J 3QQ^4#-]NI;<*60/ QKR(,<#UJ."R=<0|GRLVQ@! M\@\'1'!IO65O=]+;W2,#:-IK$T6'C%I(/AN!#.-*M3<+_*.ID)'^.;$!O!VH73*KDE M@#2Z2/YB-"Y3WK8&3 &-KD=]RE"9MTYOM5$;|/%M<,3'2=8&+!^. MPZ?K8#Q4TZ/B7NWY^ZUJ2N@94("K!^W"E=P|\#KU%O5F4O1(E^L Q% K!|I7*6;H%V!JFGT^P TXTA($:)-1D&%TI M3RE!8Z5L%#?(Q5(\-'9G5+D)I0;8 MH7$4?I@PV*D2!]@\% /5T Z#\FF :TAGWR=;#O 9WL(,]H(3)S@7Z\7&V!60 MQ,B=6&M7D]XI]\">,@@.C2-1]*F.FV'26]=6>:AM>+(1)'>5I=PBK,OH?M!HJR,+1_71HG(Z M%SL1ZC*/6HG|CF(S)KL3 TZYA%69NF%.(R#G^NKM-;UIU)9EKU>|!*+N-$ M8F>AY(F<(A#XR?)T2M$AA&C& <70"RKS68?P\[LO1T^(E4|*' *)3(^(|L& MDL'E*=GN?)G]#EBWL:1@;-41X[@0(IIH3JC,/@_+(C(WV "?C*0,G#B>,-8[M]DL!MHAN8(K:+"2+0R@402O>M]N.Y+&J_%# ,'76NQ2S/&NIFC70;32#I/9&LI](*6NS9/$SH M6^XEH*>Z)C4QXS$53RYD'IK8U|BXZ/5#;7>-?V*D9U\.SWY?CF.!7E.PNPH3.O-=H7#0.I2@8@3VNI/GF*9T, ^Z" I7Q:(KTCO.'D_ MLR[?:,2>>ZP"Y0O\U"(;-*@'7Q$&_IYI$H"+H/@(LZ$K(!XP)N594|8ZOXCH M2>LG?6L18I)2]20ZJ]D*Y&Z*H*L9WBQQ3%F$) W)!OT^HR=J1W4VC/;/.4P' MN+ \+A"-+Q5Z,Z$JAI?DB]#W0%G@#!2&RI<59KBLF+MT1(6B-FC^"8K0-0H- M8QO%M9W[#]V1+#*'&;ASWU(=YW'B.3MHR'%E:,.NS9#-?/BT"A5GK(C7XP.OB MUO'5F!>FSSP]ZG)L$#+,'[&V19:]B =42N/O=P8.B-XUECHANW6$A+ED8. M/D])C$L;L"$ [DHYER^[ILB7+Q.;KE(X+I']D 4(QC A(HIS]|H9RCY9%$R^,Y^0KI0%<^5LO//%B8RW2<=H."1R$)^29;;@1WV$,AP1M--)MD'=Q)+!N(QO]5UB"K@!7C&LKGR33$XG)51Y-DD=&+P;',1X-(L>W=, M?CRJI:$ZC[7)7=.' %# 8+Z+Y?!W(]62'GB-HC7E6S>9NDTR8W:-^!0218E;M0Z,3^.D*|P>UK>U"Y&UI:I.=2]U*$.CB;^;!=/ M:F$FP/PY;M*A),]!8\2NI7/;%E]IO+N[_3I>WC$.7[X\^VYTI?=0?',4)E;# M$_QXY.?PQ.VI)R$C@V!"#4C@-('>-OE[?@@04+HQU(%4K*#21LP/$8]7Q\M M9C*6PT*PNT&]4GN!<^AB%%\5ACY?IQM3SGVT$!-Z$]%5T@1LV7+W,4#T;^Z@ M[*?TQ"X*C'Y+V\".)C:Z[X34PS$89YIL@<\$L'@MH$L]M$S%*%_BZV=+P M'-O26"&J /F@,EG@)P9<&>D!!U'&.- -,VWN]'PY,9KU%^/>%N>$? %T[%5- MPR8#4"$=\,R-2BLWGR#1Y>9'/C9F5*CA)B>:%-L%13$8D'1!\)4D?/NG#U-V M2CVD)RESSSXX(^*(3@JAZ6+D=*1&>NI%NM;R3WML>]0_*1JWY.DY)6V1*_I@ MA%D<7 N-0SN,I8QB*U)K^/$+&)#"'< -VI3*+IP;ZX M>+L,;?R#S/P<])FK6 (8D*_A49+B)QSH'6VR[*E;%:#V6H(7SCWE(QO]G*-6M:)WTHQ7BJ7W3A5]VY$_S[V+>AI^##,O#CVH^HO,B%'T1UMAZOOSNFQ,HP#]4 M"6\ZV_*/0U:VZVS-+RM.&E] []<6*!7?T 'YUT)7_P-02P,$% @ D8), M6IM4VXR)' ;5X !D!X;"[W;W)&KULK3QK M:^MAG^%\ (+!Y!E6TF:M'D SJL:H-D$<;/%<3'0C:1J2P\Z0=M1??\|K M'}0HQDGV0QM+XIPY<|ZOX=-;8S^[G5)=]|6N&O?L9-=U[2_GYZ[8]3IW2],J M!G[9&%OG'7RTVW/76I67M*BNSE<7%S^=UEN3IX_I>|^V.=/3=]5NE$?;,;Z MNL[M_H6JS.VSD|L3_\5'O=U\,7Y\Z=MOE77JOO4?K#PZ3Q *76M&J=-DUFU M>79R=?G+B]4*%] 3_]'JUB5_9WB4M3&?\EU8"<;I KUYV%7S6LZYY?,S\|S>K(-I>K()UINIW+ M7C>E*H< S@'G@/C*(YB-0OQE2]6V?W+1;:Z6#V8@7<_$.(^P;M_!-[4B?_W M:NTZ"X+S?U.G9G@/IN&A-OWBVKQ0STY 79RR-^KD^3_0PVRYLR>Y$[382X@.\U M'9TAFSG$HW"(1[.'>)F[']>U ?[S^]104;3)(IF.T%EX6<"_U#)+!?]B\5 M_P GVN%3^-\.+&*UZLT/%R"J5QWF5-%;W6'RG6K.WC $@M;]PHVZ;+"N(XVR)O6FB|$FR3:\O/+&?(M^SB0]_$L3:XJ<%UY4Z@,_$#VRO3K;M-7WD1.$OFN ,&K9B^M*G67_6:<@\-? M@:.;_-PW8.+)AZTKE8$U DI;52@@_QJ5 D1*B9B5Y)I*Y$$.A*G70%F2,:#H M+1!7G9G-!K@"3L7N%UF^16.7 _7W*)C,M7WF6E6@&UADGQMS\"6<.(*J2T'M7F:_[Q1H8MWBX^CY._@/ 8Q0+_AD%9^LVP&[;MAN]\"K=]E:55K=\ G@4'_U MR+G. .(WRF;]"Z"!1Y+5ICD\^QQS?PI,_7F6%V^;&T &Q'!:|[]S\|0"5RXOH MBR]FX?VF@'^3>-QIX8 OI>J4A8 !";PAWEB;-T(I)#DH%2Q"'0(%5BT*RC*C MJ_$$!

(TSN."2XNK:@B.=LYI;VK/B)]45-19+@$EVW,)9S:19H=9$ MT"I/:-D\H@8E_287RCB4)1-,YF2;;YG[Z2 ^H! 0!TM&&2HE$]:F(V_"^-X M=
7+]SB79)O1]#Q'8W#9)S"CD09]8DRVIDH?39_U*JI30B7,A=-X9C3%2FV M7#9DXI>Z4_]_C,/Q<0H?E2HVG**:I,$DGL 78JF? MU*7A*([A5ODD|\T>')?750QJ=;=Q=9F;A)#V&JV?
3IW"2YZJ1!%"S1Q^*/3@. MA]G(76@7+'R@&>$|-PS'DQ2NE%P?6M35"P\FX60PZ;1OG;^BD(S"[`CX9JY% M6W.D0KWVT|* 9]>.E/ZT'\@G[1QZ?MY.&PO=V|R:W-
H9657M4CM5;;=[F/:!) >QFMC,-M#]^YV=D+*)(K[$;_<\ M]|SY?!ENI'K6):*!E|H2>N25QBP'0:#S$FNFS^02!9W,I:]9H:5:,!'JID!4.
M5%=!'(994#,NO/'0[=VK\5"N3,4%WBO0J[IFZL\4*[D9>9&WW7C@B]+8C6 | M7+(%/]+YMKQ7M HZEH+7*#27 A3.1]XD&DQ3:^\,OG/@K#6QV8D+U:%)'!?V4AZ-HE-..#-^4]Q
F.2Y7 FC@8D" MOD]#&AXP1[YFLPKAY,D.^G08&/)H<4'>LD\;]O@-]BB&.RE,]>&3*+#XER @ MJ9W>>*MW&A]DO,+|#)+(ASB,TP-\21=_XOB2-_BVD?M-V#[<2B::/%QSP43.
MQ6(G%SY\5F3*3C2B_FDO=)/DBZ7W+CB>UZ$LZ3>BVGN9)U6]H MR,8 7.6X2,U3=Q3H@31+();U_;4#.P92$E3;0=^<#.+D1M"57FFSU:0-SD/\T M['A^#^>G%N1_W4SOOKG?
N]+&L3L6,4^5&60L_O7_3A2116@3DBJ/2B[Z=I'}(L M\5/"WZ(FRVV1D&X%N<*"&ZBH?@B;^%&20>;G]$:.R)H/@DK,!M#$S$X(T 82] M&/;51[#3$"C)"]?V-#C^IC=TNUUGG30-
Y=6\:NO&ULC51= M3]LP%/TK5QF:0 J-\]$/6%L)QM!X0$*PC8=I#VYRVU@X=F:[%/[]KIT2.@FZ MO237]CW'Y]B^=[K1YL'6B Z>&JGL+*J=:T^3Q)8U-MP.=(N*5I;:--S1T*P2
MVQKD50 U,LD8&R4-%RJ:3\/&'P(W=B<$[66C] MX =7U2QB7A!*+)UGX/1[Q,\HI25EPBY^UO!>5 MJV?1)((*EWPMW:W>?,6MGZ'G*
[6TX0N:+C2/(BC7UNEF"R8%C5#=GS]MSV$' M,&'O +(M(NZNXV"R@ON^'QJ| ,SR8V'P2K4 JWBA/*7D3E MM!%HX? ;'7BT1|/$e%&?
3\HMRWG'DKW#DF9PK96K+7Q1%59_$R0DJ=>5O>@Z MS_8R7F Y@#R-(6-9L86]JU1QTL0&[YAMZ?0R.X MM' &;&R8N2C8A*/AB.XIS(\%NJX-;I$:V%X$H\R!L5)/&8%7
HEZ+E6L-*Z MHC>7'D%>C.,B+2!G1'"2PH[^&!0UI@,8Y9.839B/V#AFPS0 KU0IUQ6Y##Y6 MBJ]% ['COD99P>)Y6TAHK'=ZD!4#1K4D96@+=!8'&1M,7F?
V'5E,G!GZ#OMG/_P!02P,$% @ D8), M6KIQ4*;:_ P 7@@ !D !X;"]W;W)K&ULG5;; MCMLV$/V5@1H4"<"L).]^M0WLK6B ++I(MNU#T0=:&MM")-(AJ?7NWW=(>14' M=?
30%WM(SIPY6 MEGH;FKU&T7BCO@MY%.5A+UH9K!9^[T&O%FJP72OQ08,9^E[HEVOLU&$9Q,'K MQJ=VN[-N(UPM|F*+G]'^L7_0M
HGE*;M49I62="X6097|>5UYO2]PI\M'LR) M#"Z2M5)?W.)#LPPB1P@[K*U#$/3WA#?8=0Z(;'P]8@;32V=X*K^B_^ICIUC6 MPN"-ZOYJ&[M:!F4 #6[$T-E/ZO ;'N/Q!&O5&?
\+AU$W)8_U8*SJC\:T|ELY M_HOG8QY.#,KH!P:\;.]]|&19WDKK%@MM#] |=3$Y@0?JKSWB\A_@ MQASNE;0[W>RP>9[@)!(3DSY*!-K/HMXB_4%)#$#'O%T!B^9(D\\7O*_(O_[
M:FVLII[YYUSL(W)Z'MG=HTNS%S4N [HH!O43!JN??XKSZ)<9WNG$.YU#G^=| MCNPLW'FRWWSL)QXY498H&)@OT8]%<2KD)! K>C&&FM ;<#N$#;JHYO?RNTE
MO/T@:4L-AI3-N]'.V]P9V](-PP8^.IPWD!8LKK@34A87!5P/;=<0AO%^VGZO MU1,Z,@;*M&)EDD%15"PK*|C>T^)>R&%#U1LT&9U0+ZJ*Y7$,>9FQ+$I).8[@
M1D@BC'H$KU\H18U;\2AA5Z%=YC MS**L(%T.5522OPIF2\] TIQX0V8YYZSBN9?3G$S3\&:;.YN:.YMM[MM3$+"NH'=" 9 M?UN2C3U\0 !\ILW=,=R>]MGVR& M;M\@[?
C\3[O3\+P:9\8W]7'RW@N];:6!#C=D&ET4E%T]3K-Q8=7>3Y"ULC2/ MO+BC#P#43H'.-TK9UX5S,'U2K/X%4$L#!!0 ( )&"3%K+9U$4E 8 *L0 M 9 >&PO=V|R:W-H965T4"0
M&XO4/3? 3=LMP+(%3;8^#'N@)=KF)HDN2<7U?OT.25MQ&L?M!NQ%(F6>VW>N M|/E*Z;_.0@@+G|NF.Q>CA;7+T_'85 O1YZR_V|MQUMF7(CKE3S
M4=9V<3$J3E*]+&>|;^T&M?A0;>U+'KU*-\4]8A;-9H7*J-U:U&V+4H)5=>/// M<QQ^(KH!0*V(6!>[R#(;_F66WYYKM4*M#N-W-S"F"JI4MG9.:?<68V_2]2S
MES\H5:]DTP#O:KCN+,_FXX[,W@3%[@3%E M<*,ZNS#PKJM%_93!&+4<5&5;5=^P@QS?BNH$8DJ 12PYP"|>3(]O_B_F?Y6 MFJI1IM<"?I],C=480'_LPR%(2?9+<4EU:I:\$A
M'7L?3.H'WE6BAMM>.WG/":2:W P7OZC@UUH)K)\%&6",B'8J]! GGC$N8I & MS$*M.IBZ2G0*1]<=DJO>X ES##=W@-SA7EG>/&/#X'M(2%0R0A.*ZYAFA):1 M_YI$!8EC.I
/$E&1VID/1Y2F!,$Y!@\2.]OY@O&U5$;ZVH2 3GN#7L'00VOC M)"9)$N]0#5\0FFJ!50B[4JF^L[*; Z_ Q$+A\4; ^)&)T5U[8/VK754WOH))8
M$D.D+T13OT8T7QN.KCN*25&DN[+ BY+6HJO6@!G1F89[XX8GD!9 M61'Y=Q|A_DL48X<_X2-9E)!)F:XQ'?[$ ML+U[$/I]>7I8YG6-/I8SZ5-,/K+?^)';0_%?
82))8[?).U,-I@&&SVDX[T4Z M_*"5,5!QK=&'C[!M^DS"-("I*G M"5 68^ID0).3"*Y\;T1+M0C1819R:2"+(Y*4&<0LPW<*<81Y&|% <]V!7FI5 M89:!*W,<4\G+K(/NFY0]AHQDJ.8V
<+N%P1- TM)FB3 &$8Z!88A&T-ZXDH" MP_* (9<[0\NRQ ",O/GN:YYD4)[DP0__*[!)5KJBA/#FS,DOH@BEEU\'&M7' M&A;GI,ASH'%"] /*T#G20RLC$E>,
(CCC)39OP0Z)W0'Z+#; (W)BE')(E+2 M$C.WBE($.ML 1'&6Y=Z\@K"R",87&"QHO@/:\;Y7<3+ZA_;-'6E;RBXF!CM5'A
MPM@%)A'7+KL&"YSBO0ED+UJS:9(2P73D/ME]$83AD!CJ0N/K@JO:C<]!E+QL M1.@ &O@4F:K.L]LDZ8OBO SK-4[C\ LVS&\ZNE'+"Q0U@97 4]B:<:8,#-#$ M6=]
(V?"\YB*N<.I16+YMXM =R@@>7*@?F9#__177L+XT%F M^P>8>]0W3". ^XX./ 8?%(IBRJX#XC+<<<(_Q,\<19SZOL-XT=H=^1;?5ES\8- M7W-]/?
#CQ62?,AC5&.F4NI1FV"N3W,4\Q1Y6IO&A'I8//L@/^N"=L;+UI>9[M;]V@^T2-=?&=XXR/9E;[P(^>Y4.4/<\8Y854+4+NP"SKYB86$0?&:'9M2" M4GW-7V&2L,T:B2JE-
Z//OOG5):UJ9.T1F?+&#;@KU;&38]B0 N%3L73+KJW M^>[S>NH>F7OX?E"X1PGWCZ:%"73CD+V(80P4*&ULC5;9;N,V%/T50K,@&;C6;MF);2#+%!T@ 8(DTSX4
M?;"E;YL8BG1)RD[Z];VD9,7)*,*!B,LY=^?5;"_5#|T|,,2IXD+/O8TQVL@ MT,4&*]I'<@L"3U925=3@4JT#O55 2P>]>|'"X3BH*!/>8N;V|M1B)FO#F8 [M171=550|7P*7^[D7>8>-
>[;>&+L1+&9;NH8',-^W=PI70<=2L@]$9E(0!:NY M=Q&=76;VOKOP)X.]/IH3:\E2RA|V\:V<>Z%5"#@4QC)0''9P!9Q;(E3CWY;3
MZT1:X/'\P/Z[LQUM65(-5Y+_Q4]SF7L3CY2PHC4W]W+_!(3V. 4+R;7[DGUS M-T6)1:V-K%HPKBLFFI$^M7XX DS"=P!Q"XB=WHT@I^4U-70Q4W)/E+V-;';B
M3'5H5(X)&Y0'H_"4(1G^2)G^?I6Q(A#>BW!-DG M!(S#!OPR:Z&UZ ,GH05GHRF")|/_ 0[C(+"1FHS&,2+35E3Z*R+C2:-ODO<@ M[V$G^0X=2E:T8)R9YP,]MZCQ*,S13?
$I<5&+S|OQ41K*FQ">;*DB.)KL-Y_ M_3#-6G^_F_G@\-MCCQ$>?D"GZ M-$F.)/E$8(X2!) ,HG*,R7 M!4Y6OR&O+PT+&]BRK*NR)>K|)::6C'#P&7Y3:?(>)4WR-Q?1
1="U&AD]4K2 M6Y/AJ>!U:5.A?B]8K^/DNU2ANGDJ?]IAYF+LOQI<"^ MOD+%VM#QA/*1Z[!*.5!PQ\G:%]3@]*-5H-:N M;V..67\TS:W;!7X-+IJ. ^'*]^;^XI6K-A"8<5@@-
\?'PB&IZ=;,P&ULA599;]LX$/XK [4H M6D!K7;9CI[:!'"T:8+,(DK3[4.P#+8TL(A3IDE2<_/L=4K+BM+;S(@W),:XY MR=E&Z0=3(5IXJH4T\Z"R=GT:12:OL&9FH-
8HZ:14NF:6EGH5F;5&5GBA6D1I M'(^CFG$9+&9^[T8O9IJDQ@DN\T6":NF;Z^1R%VLR#)-ANW/)59=U&M)BMV0KO MT'Y?WVA:1;V6@M 65|4|B!T@ M%)A;IX'1[Q$O4
BGB&#\ZG0&O4DGN$MOM7_UOI,O2V;P0HE_>6&K>3)H,"2 M-<+>]LTWI/SQ ',EC/_"IN4]&0:0-\;JNA,F!#67[9\]=7'8$9C$!P323B#U MN%M#'N4ELVPQTVH#VG&3-
D=X5[TT@>/2)>7,:CKE)&<77QG7\(.)!N$;F6DT M&F"R@$MND![4D*UTK:RI_766#Q6D%$ M4'N\Z1:O>7I4XR7F \B2$-(X'1[1E_7^9UY?IK;_NR[_/%L;JZED_MOG=*MR
MN%^E:Z-3LV8YS@/JX/Z8/%AW?)./Y\|/"P!SP\IGU/PJA%K GA%O-&:RY7 M/G__**G[C9|^@7"/3Q;.A)]B*6=@@U"UXH%7I7'KT+KD^A1?@U&_<#. .D1RR"$D,5H%J-.1*
M<B5XP2P6.Y:,I8W6$ TLTE504AOC1X@J062!2SN *^E1D1AE>U,A(;'D#)?K MAF0;0UK)TA:D.]!%65*,0F##KQP#CIFY3GI1D@8\H'*>3K3AJIO/J.72N M5^P1(1"|\-
X[\>.5@J,90'9E/\+>'D'73_M/MG<*\L M!?S,!<&<^G9TG^P-ZH*9RA=H[@C\U7!"Z>&\ARR=AFF2$346|V;$V;'EA).8 *BQ7V-K;_DS#) M1I .PW@\/7ZX&Z$#[K7|
[[<2!WS+QF$VG#C!21Q.IQ,X,D=&_1P9'9TC=W2] M%XWPQ7S!M'YV]?=5TEX 7XSEM>^NE_HQCOF2^H?:IX_COE%RU/3A48]S9UF M:XNE
[CWWI:3J0M;4#G62]3U>#%?,5M7&|ST\TI*M4_>7_?R7IO@=#H M5_XY8V@8-M*V=WZ_V|^8SMJ'P@M[^]RZ9GI%W4!3IB31>'!",=/M$Z9=6+7V
MSX:ELO0(!61%KS[4CH',2T43N5LX_T[&PO=V|R:W-H965TW*!+ BR7Y+4D3 XG3M %:I&BZ|L.P#[1TMKA2HDI2L;U?OSM*4>S:5=,A MP[I8E$C>/7?W/"?R;*G-%YLB.EAE*K?
GG=2YXK37LW&*F;!'NL"<9N;:9,+1 MHUGT;&%0)'Y3IGI1$(QZF9!Y9W+FW|TWDS-=.B5S?&_ EEDFS/H2E5Z>=|+. MPXL/&WKJ-582F6%NI<[!X/R|7HYYO5_P2>+2 M;HR!
(YEI_84?;I+S3L' 4&'LV(*@OWN|<7/\8/W:QO62

A8>RASS|PY"@M=A3/889TFOQWO,SF 8#R")DK3'W[#C//3^AOV< M[0'I/V^7UAF2R% '"#?NTN/N^-A9|^8J;+3"KA1:Q7+>#;0M>E@R>+.<@2[G11U4ZT)C-A90:BS.%>]MJ1R<^4 MC_'L17<9Q,*]^XK"9K)+,W7G::R=_VZ1I./K.UKBW-V%-_ M ODSY$_2"(WS&B<0IU>#JRBB?S)(KE+XUN]"6+HZ M:+:N: Q?T&32HL]+LY,5<[&>PQ:MXT@T22N=D1FI?;?QEQ0P'D3I""Y'R5X< MO\:%((JP?P> ^UW I%]?B!:#RX3*.6\(B(#@^[*Z,N+HQZZ*B"?SPDJF: MRBP\4;$UZI6C+CR_F1?U[4Z8W,+7 +N6L7[7:*=.3@0QZI!,_SCU8 ERJ5(ME*^4H!:9>Z?;=L/J-[@^'9^:,R@.X'1] ,@#Y0)NPQ$R0H-E.&E(UA?-/A9VN M50X;2AV9(%W\=!0 =<>0WC'>|RO5+,H;7U% %PSZ,[Z_9 :-QCG/K/- .P9M M+CK&'GX?]/0\A?/1!:3IQ5$MA <7>H%F[9|M5++X%#=W>S?:O8QNFP?!FWGS MK/HBS%H2 H4K6AJ=75!:3?-4:3I.5_YYL-2.'AN^N:'7'1HVH/F5IFK6=CA M]UZ<_@U02P,$% @ D8),6A48%"42" _A0 !D !X;"]W;W)K&ULG5CO;]M&$OU7%FI0V,!>M+]WZ=@&'"=%<]=8QMNQQ MN2B;B|&\;5=GXW$SF<=EWKRN5K'$/[J7N8M?M;WX95QWR:-BT78R6$&R_S MHAQ=GJ=[-_7E>;5N%7Y4:VK6KO?+O'YZ&Q?5P\5(CC8W/A?W\Y9NC" _/5_E] MO(WMSZN;&K_&@Y5IL8QE4U0EJ^/L8G0ES]X&6I\6_*>(#\W.-:-([JK]%_KQ M87HQ$N107,1)2Q9R?/T6K^-B08;@QJ^]S=%P)&W5XQ_M%M-V?C$*(S:-LWR|:#]7#S_&/AY+|B;5HDF?[*%;Z_V(3=9-6RW|S?!@693= M=_[8YV%G0Q!_LD'U&U3RNSLH>?DN:_/+\|IZ8#6MAC6Z2*&FW7"N* F4V[;& MOP7VM9>W\1XI;MF'L@.8,G7R);]:Q.;T?-SB!%HWGO36WG;6U)]8DXI]K,IV MWK#WY31.]PV,X=K@G]KX]U8=M?@N3EXS+3E30IDC]O00KT[V]%_$^SFN]KHM MRGOVOZN[]W!CO\?BK>S9@Y;HXHY:U;Y)%Z,4!)-K^'+H\W3V95QWR:-/+AN*/&JA?NA*-R4N2+/:!PU0="@+$^MN90'$=,@ -#0F'"OF& R?:&3&B)/I;'(P4U-_$5#CC#X4Q,H.[MH 975*$!+Q.$'=*KSR;J<@T,60^@T0GBO, MHE!FIG>R@;QA-%,#$(%3G%KH?2 $B&'=4!#8E$D#(-#(Q0ZJZ)A"VJ^ T%!= M>A9 34J[4Q 6#/(O'3"/2&H8)#7\74F]H8#]IHFSFT4.]&A|>?_KNE@E+*_: MMB|NUC3?0&MOB_NRF %/_'-=K4O\%P_*[='3#\OMEZ^?]_I70'BX;&B0ZIU< M#6[&C9M19N$LWW.VV7%VLG'V&X)@C[?;F[_T]>RK<&C>@8;$O3x;>=3C'K#? M0]=$#;, P#(PS;/0"77/:3#<>YHGT3Z\2F(#EK"/^2)_N(96AT8"2S&!]2W M% [IGNA;IL13/6B$8BMQF@PP:#<7 O&)HHC0H?4OLI_VD9=(C%N8"%1@]>8FL MDQ(4..E$DG<\O0BC.V9G&LKG#])VO/-."JFY3V_>F@ZN[O74<'=XN7?5O=/: M+N_>#'[,Z_NB;-@BSK!5O/9XLJB|MVW=C[9:I3=<=U6+.2%=HD2GL:8%^']6 M5>WF!QTPO/*_ -02P.$% @ D8),6DR1*S,G! +A< !D !X;"]W M;W)K&ULM9A=CYLX%(;_BD6KJI7: 9N/A-DD4F?<MJI4ZNZ/)=O=BM1=.XB2H@%/;2=[_7QL8",1A)I5S,\/'.0\]^+[QPHBSXO< MC"2Y,QD5Q^[Y9,2V,DUR>L^!V&89X3]O:,KV8PDM5:Z@/N9+0A*SJE M\NOFGJ|MZ8LDHSF(F$YX'0Y=M[#:PQCG5!>,/0O3C8!KJ4&6/?],|GQ=CQ M](IH2N=2(XCZMZ.W-$TU2:WC>P5UZFOJQ./M1_K'HGA5S(P(>LO2?Y.%7(^=MH0,6=$FVJ7Q@^T^T*BC4O#E+1?$7[,O8(''# ?"LDRZIDM8(LR UII(DJ7@#WH&O4PQ>OWP#7H(D!W^OV5:0?"%& MKE07U&GNO(+?E'!T @X1N&,Y7OP(5_011O@JI76RT6/R[U!O41,YU? AV\! M\E!@6-#M\|-l0SI^?CKJJ<:OQ?<+GG^*EPBR6G&Z(H4'V!)4MP/\]T6%@L^2 M9N)_D^XE-S!S];OB6FS(G(X=]3(0E. ^H.WGU D;>'R;-,;*P)5A+SZ#6, ^BC M3_Y4|\DI2:GQ42U3PR)5OPUW$0\0%$'G#D;L[5.,0%R(_1E$[#IMX0^3Y?AW7 MJB&L:PAI:_A(9L;E!V:=>|=MPK E6&NMJ%8KNI"#(IMZVH1A2["6GH-:S\'OM.ZA,C0Z>>!A'81C%'0>9XF |(NRMXE;IZ$CF)"V, M=4>DP??;\,<8%R8GS"7TUS"Y,H;EG^3GO.6$1OZMDWWR8-VZ*U M96OZ:3B\E*.L]M=6:=@6K2UJTV+#WH[S"4?%1\,%&",(_:ZCCN.43SP4=QUU M'(ZE^Z!+ D*>*"[WP M2F/J&]_7>0D5U=>R!H%/-E)5U.!4;7U=*Z"%4"2^;N[5[E*%W6'A@V]+8!3^;UW0+CV"^U/<*9WZO4K *A&92 M$6;A7<;WIQFUMX9?&6PUT=C8DG64OZPDX_%P@ML0, A-U:!XM\.5L"Y%<(P M_NDTO7Y+ZW@\/JA_<.S(J|8:5!) 8X4I%|[.(P5L:./-@]S_"1W/U.KEDFOW M2_:=;>"1O-%&5ITS1EQT?[3IRX/1PYA\H)#U#E$YPZ3%QSBSB%VH&UD#NN. M&IK-E=P39:U1S0Y<;IPWTC!A3_'1*'S*T,]D#[#T8 F_>"*K*0P"O-+_F)T MS3@S#)=?WX&AC.LW:/#E\8Z\?O6&O"),D,^E;#05A9[!(@.RLG[>;;YL-X]> MV#R,R"?"2?N MLQL|O7@\|NV2C9/4SK7MF2K)R9PN*_'V[UF]|^U "6_W)L+XM\1M=TQP6'M:P M!K4#+_O|MS)W@_!_T|B)ZF8|*F8C*EG2\JIR(%00!:P94(PL25R0YZ!JB'P M5FWJU.Q5M,N2=|$YG7Q+%PBBUW\)Q=M,N2=|$YG7Q+%PBBUW\)Q=M,N2=|$YG7Q+%PBBUW\)Q=

M+E.J82+Y#Y;:Q=#I.R2'&5UQ2Z_"6;.M9S2+;21A8U&!44 M3%1?^E+[T +XT2N H 8$;P6$-2 L$ZV4E6E=4T-' R4W1-EH9+.#TIL2C=DP M8?_%!Z-PER'.C!X5S8&,LTRNA-&$BIQ\DP8TN8<,V)I..9#3:S"4\3/R@3P] M7)/3DS-R0I@@CPNYTHC0]>@%$OH9O6Q5]6QP2O'7D-V3D*_1P(OB#K@DI?# MPUVXBP8T+@2-"T')%[["M\V_5R7?(I>2BLJ-&R:HR)B8MQSID4]*:@P;O+EY2&5)HSPYJOP6-"K=WGR"G81D"G)F",>B@,[7 M(#E0$OIALB?W,"B)_*!;:-J(38_; &^#>T2 Z1==ES>,&PIJF1WA,6I%^\+ M=UN/M&V07ZF;.WQD.,P0Z)VGR*"IE--C%6&[_94&NP"Y7"!?1]4#<#]F<1$ MZHEM!4WG'_T%4$L#!!0 ()&"3%KL<42]!@,_' (9>&PO=V!M-H9651$75-=!\A]9/;/AR3]7] M19LVUW-0OI**5RU8*Z@(:Y[XL=V''8 ?O@$(6D"P#XC> (0M(/PH(&H!D=V9 MQHK=AQE6.!L+OD'"9&LV,["::=':/F'FV&^4T&^)QJGLDJV!*2X(2'0| X4) M4%GZ.YFAHZ/3M 1(@S=EGPE,2ODV%5Z20-T\Y9^VM ';]#/(!^@T#I%@1=$ M/?#9Q^'A2[BKC79N@\YM8/G"=]QNT4]0?6X:>-0/-U=P)&NR%T[!S&AYBSZ[Q1O]-% B";>^Y-?*8PDUM6<=]Z'M1,G7 F1707?WNA:<$796"YZ#[-77$"0[""\?G2>#MR7N=%9T/ MO:A?7>O_T_?8[B5UK#:!CYT9ZEGC0O3<[] M?D])YRDYJ.F6*TSU9>YN>Y_"Y-5A)V'J?\N;WI/F#;WX#85#9R^0=I+3]|81 M'?LGZ)+E=%7H^I1SW6V63#<=M>L$E4 +--^VY1*$1'R!CH)HX.F*2:EM+ZS0 M$6^0/D<4TM4%JCF(KD#9-%-]3G5'DS78GD2W@[[[Z.[47+WFTO8NHW'%5'-- MNVC7'B]L&]F/#T?385|\'4UM.W6?Z9M>_.+)6$245CHI;S!4]^%:/I;,U&\ MMA5_SI7>$#LL]2$4KQF60)7YOJ;-$[:S@$1::F%U5,7VX!:&:-!@'QXU'OBVMVZ!9 M4K,MK, ^U4N-%NU9"EZ!-%Q)HF&3!K/Q=!X[?^_PG4-C!FOBE*R5>2@$& MH4L(.!,36,3#\[6$.0C@B3.-WQQGT(1UPN#ZR?_/;&=GDO'ERMA_)\U.N<[8U75@3&#BLOVSUZZ.@?P XJ\:&=@*@# M1.\%Q!W 5XZVF7E9"V99EFC5$.V\D)L=B_W(*W2 M' P9KC^365%P5VDFR (LXX*R5 M]KC7'O^-/9MC_E6XH1:[.FQ#B6(@JP/W54$?;+'+?&E)W:/QCYSS=P/E;4N M7X8NX>BF=VHSIH-[[-Z0!Z:W7!HB8(.P<'2-(70[EZUA5>VO]EI9S,XO2WS* M0#L'/-\H98^&FY;^<7 M&%C#%BNP8$$?VV?5IF.A>K@2E0>P'S]*5D1+EJ]CINY+8MD\1SQ'ITKW4M+% M? 5%^KS92*0^I7EU.=LHM7T[GU?+C18G^6QOT7YW4RXNBEJ22E0+561:7C^]D6MQ?SNCLZ8M/R>U& M-5_,%Q?;~9Y9]_J^2(B>E7%_.?I-OA5WN? M22/E6U%\;S8^KBYG3C,CF].7LDT;9CT/'YTI+-^GPUP_,3^X=6 MO!;S+:[D59'^G:S4YG(6SLA*KN,Z59^*^]]E)\AK^)9%6K5_R?UNK,_.R+*N M5)%U8#V#+,EW_^,'SH@]#T&8!V /1? .P|_+L#M &[KS$Y*ZX.(5;RX*(M[M4C:C-5OSH36S16OY2=X<|\^JU+\F&J<6-Z4.H5(]OB8W;9PK$N?7*:LPR002VPNX4;T$@?N+M|&R9&N30(AJ,$. -+?6ZOSP7UO:N3=)7DMU4;($FV+8[MV83(9 +MN/P|/:$;A=P:R3X<%@21%T8CW>#,+'5]O6X/U'T=Y_5:G)KK4HLG M$DH,[U!-%/F4CD0?=@#SW/SEH_Y]I;>F M1/L':IC#(W\/MA@EP=I;:HUY[!$=TD5>]K'>5FK]\Z]/7K=[+Y/&.#E5[OA..SL97A|-8%+CN M6#4X+TO5U#&UD0/[_F*H.&W4=M?X;7^-!P]\QSH0YX<.B\:'?FH@#WS*1R< M <_3UH>]&I'"EV=]K'6%O]RS.HV57.G"6N]GF<1-0$PZ0 _/6(X7\&!\9IL8 M&##FAR5>1,A\)KD52K+V%%17@)IF'!3@<=4CE8^<=)IO 8AOZ:6I;&B!G M.%*EVGF\R2:PV(9>FC*:PG6T30:#C% &VR(%C+1UR13<%*ZX30:?T4W"G&=' M'2:;P&(:KM*92IXYR.MT2!5WW0"R2:PV(9>FFZ P=V 10:?8.3'.]@:*6"D MK4M[^\-PR[!W#3ZV- (SG!UCN*O[|=R,#/M".(^8K:?Z"R"2RVH9>F_V#P MXK--OL*,4+[:(@6,M'7)=!;LQ(9)UGZ_=2M^'P4H?"QO'Y7YG(2:;P&(:VFI: M$>8C)S)J&X+*)K#8AEZ:-H3!:^PVB0PS0HELBQ0PTM8ETV PN*B_CA_^TTH6 M3'!V &*R"2RVH;6F*V$10< M1FU04-Ds%MO02].@B4T.PXR4 3EL#14PU-8GTWSP$P_XF.OPL?4LF.'L M*$.]ZX'%-G3/-"4\1,Y8U"X$E4U@L0V!-%7(A^^-V&0LS @5SK9((2-M'S@U M_84+E_0F7\[*3=#:!Q3:TU;0C+L5+ P04 " "1@DQ: MHQJ4%7P" #-!@ &0 'AL+W=OT"J8&P/TQ[JI*KB5-H75^ZKLH*I*@Z$S5PW%D(65&-4[ET M52V!YA94E6I@>2.WHHP[26S79C*)1:-+QF$FB6JJBLK7*91B/7%\9[-PSY:% M-@MN$M=T"0^@'^N9Q)G;L^2L JZ8X$3"8N) <^9=I9.)MP$\&:[4U)D:)7(@G M_F>3QS/) 0E9-HP4'RMX!K*TA!A&L\=Il-_T@"WQOOV;U8[:IE3!=>B_,5R M74R0I)&:;5%U8,R@8KQ]TY>N#EL M?[0#$'2 X#T@V@$(.T!X*"#J+;4;BO<UB&EFB:Q%&LB332RF8$MID6C?,9- MVQ^TQ%V&.)W,))XJ@5]/R:RD7!/*'E!P?G9 CPCCY48A&(86*78VIFP3QE3R,Y(Z) ^2P NB@82N#X>'_ #T<'BP1TW8 MMS&T?.%_M?'WU5QIB5?LSU#E6^9HF-G8S[6J:083!WNMO*[23Y_\D?>UZ&J M?219^D%D;RH:]16-]K$GVT=[J&HM^MRBC;>N$G\|@,O=E?;]1@(NPA&X_!M M6#H0%IZ"%WX?UFIPMRYZ!7)I#5.13#1_7^T]^&ULM9EK;]LV%(,_"J$50PLDE4A=;&>V@21:MP(+$,3+^IF1 M:%NK)'HD'3?_?M0EDB4QC.3*7Q)=>-[#\XJ7!^;\0-EWOB5$@!D)G/*%L15B M=V6:/-B2!///=$=2^69-68*%O&4;D^\8P6$>E.0FLBS/3'"4&LMY_NR>+>=T M+^(H)?<,!'V28/9R0V)Z6!C0>'WP$&VG(GM@+N<[O"$K(AYW!TS>F95*&"4D MY1%- 2/KA7$-KWSD9@%YBW\B^9 MW)(XSI1D/_XK18TJ9Q9X?/V]_B4O7A;SA#FYI? &W*!3;A3$U0$C6>!^+!WKX MDY0%Y1T,;,SSO^!0MK4,$.RYH$D9+'N01&GQ'_|HC3@*@-X; :@,0.T YXT MNPRP^P8X98"3.U.4DOO@8X&7_5*V.*^2.)-1QS*L<)4O7B]?+LW%@E!4D#7;_! M8BQ(" 0%*RR7,+H&-WLN0SD'CVFDM$Z;9ZAU7MG\![OA3+NS:A$,] MG"B&GX5:\[(?*67#P6GEX+3GI$R#>" W]FSGP\5VN25Q>"FWR4LN/Z#**ZVT MNN-9=-4,=2F4[=ETPG9WK5I5MDTTP\TRB1SI9)A&"-I\ ($PRF7,U32GLJ9 M6;S#MEZ%BVC:GFCZ76M W5MJ&3H:<,/9X\MF=#&SJM M22%960[>-/8J&CC5#T'F#>V!-NU"+AGW)1Z\R>"38/=EGK+1-)>"QDK;M+&&<-B/PD\'(;WV M8,-4Z-WEH;&2-@VKT1N^P]X#D0@J8-CVVHNUHA']%'X.8(8U,4,],E^'S$@- MY "1,RL2+S47*;L>B5I+>)94|!=2;_I8(S6>[!97?;NF'4.ZD8U=:-WJ'L@_91R:@-LD&NW M%V9%,^A-.\6/RLKFT8%:0M@F/!CD()\GO0E5];Y*W.CP1;SV_@U6UQQ%G+M%"">N=YAMHI2#F*REI/5Y(@M@Q2%F<2/H+C_6>Z)"T"2_W!(<$I8UD._7E(K7 MFRQ!=92_!02P,$% @ D8),6L.6#AQ' @ $P8 !D !X;"]W;W)K M&ULK95=;],P%(;_BA4FM$G0?+8K)8G4-6+L JE: M&5P@+MSDM+'FV,%VF_'OL9TT:T6&*K2;QA_G>7W.F_HD;KAXE"6 0D\593)Q M2]7JF>O*O(0*RQ&O@>F=#1<55GH]MJZL!>#"0A5U\^;N!4FS$ECN[84:)XSN'A7NR+959<-.XQEM8@7JHET+/W%ZE(!4P23A# M_J@W&%9C8V!S,Y*Q+',PD!A5P9!:P>)=U@ I49(I_&K MTW3ZPUX/#ZH?[*UZUK66,*"T^^D4&7B3!U4P ;OJ+KGS6?HZAD;O9Q3:7|1 MT\5Z#LIW4O&@W4&%6'M$S]U/AP!?O0"$'1 <"X0=D!X+A!U0&2=:4NQ/F18 MX306O$'"1&LU,[!F6EJ73YAY[2LE]"[1G$IO.2\:0BG"K$!W3&&V)6L*:"XE M*(F>MXN"F!>%*;K,0&%"Y15ZCQY6&;]\N$(7B##TM>0[!75D["]=FCG S;LT M;MHT@A?2R" ?H=!_AP(OB ;PQ?EX.(!GY^/!*>YJ/WM3@][4P.J%_V=]1F1. MN=P)0# F:ZF$_O/_'/*L/24:/L4TA)FL<0Z)HV^\!+$')WW[QI]X'X<W?#?ZGW[@XYUI)C2YJ.MT_##U$XOO9C=W]LQF#<>#KQ3N.RO^.BMR)N&X:->6X)[= --N_R"Q98PB2AL-.F-KK6$:%M0.U&\M!=RS96^3QG98ZJX- MP@3H_0WGZC Q|5 #J1_ %!+ P04 " "1@DQ:8!&%#0 V0%N< &<2-L :6^C;46F[7V!-4@N*DRNDJ[IQ$&VEZ1CG)6X;_7OC M&E![8]?4)Y:OF,](+1"%J5(ZI[&RX,TIH.E(-C<;Z81)M2V;9JD.3L#U /5\ MRIA\[NB]N3V*97\!4$L#!!0 ( )&"3%I(R/#28@D $)?9 >&PO M=VJR:W-H965T[2PR< M1.368<6*N#V[&'AV(PC'%GR)#EI]^DGR8II2C1CS<]N$K^0/U)\]/[%QR2O M7[+\]^))B)+\V"1I<3-Z*LOMI\FD6#Z)352.LZU([V\>LWP3E=7;?#TIMKF(M5DVF33)Q+,N?;*(X'O7YP M'Z^?ROJ#R?QZ&ZW%0I3?MU_SZMWD0%G%&Y$6<9:27#S>C'ZU/W&/UAF:%+_%MXJ4X>DWJ2WG(LM_K-Y]?-R.KKI%(Q+*L$5'U[UDGHD+<91UZHI6OVCD:G)7#1RG]9VU M*//JV[C*5]\V#\5"2Q?ZV(M^BAT20|Z$HHS@I/["/Y/LB).]_^4!^(7%*OCUE MNR)*5\7UI*R*K&&39$O,[;X8YT0QE'S)TO*I(^Q=B94F_YTYO^T8)/[F@\7 M[KQ>^*UC)'Z)\C&AUA5O+,?55D%O>*_#G/ M"FV_-V*&"KN'>0VLCHG/<]=R/LR"HNEMDN+4DU%%=!M.IZ<5'LHG0IR#(K2]U*1OI0E?8P M_ZCU?3J=>1V-^JEFMD]I1R%DQ3@(IBCD'Q3RC0I]R\HH:>2X(JG0CH%&P% 1 M_%[STMG4MJVN/4UTKA<$MFMWAS!6CH-@BA#!08C /"=)HJB>G/*|BD1D6W>:.MZ@$V>R3)842K1=+8^O.U2?HM7MW$'LS!4-6B(-@BB;3@R;3,S]'JL#);F)$ M#95A>F8WZ:?3=Q-DY3@(ID@R.T@R>R/ 5]VDZAGB1QFGZUU@VN2ZAYE&- MHRY#;?6CZ:UMOLVK]W5[W^5B%9>$1\LXBHZ9W8U MY]RNU@?]NQKH,M16ER:;9R0SA=_Y_?:UH7._:&T$$IC4!I'T50YI0%@NY>: M.C9T\@^EA5 :@](XBJ8]*[T$VVPF=)2](K=1$1=DT?PT43\3_A;E<6,%WT>E MT H/]1-;VO1X)C2V[.XX&$)+95 :1]%42:7Y8)O=ATI!0?)3:D&-|R@MA-(8 ME,91-%53Z6/8P<4#,-2R@-)"*(U!:1Q%4Y65;HAMMD, S#4)&EIG0'8Z@_ MR%(9E,91-%5ZZ;;89COEY-0"ZII ;2&4QJTCJ*IOPU+L\:Q+AU['=@_ Z6% M4!J#TCB*IBHK#2'G#4-HL.J!@X6VM9,YFGO%TYHH0Q*XRB;JJ!T=QRLN^/T M[1/JU?ZV\N1W3M^\1TZ[4N#=(L8E,91-%4::0$Y9@MHL#3T3&GHF=) [1PH MC:-HJC32SG',"SH6(HVSG!1BNGCF$V?L]=H MF3F#]?5[@W90_QK1&XS[2T]L&M#^*BUH]3B*IHHB71O'O/RD-[?_G%82B:)LMYO)79%%6_U;D]\B7U=?16CN]-YG8.&;' MIA,]TZP413=R>N^T4D*=&B@MA-(8E,91-%5PZ>]2VN'FM?AG!TUS9S!:],:['W"]D]P234++:WO)&;1^_(SZJ0TN'1=I=EP@ M$=%T%(9E,91-%55Z<)0LPO31L1=JHN)U*ICHC>>Z6.B&3U8 M3'0MA-(8E,91-%7RHUT^EV_SP>[SP6[TP>[TP6[U^7^80U2:0]1L#IT?Z> M4$M35LK---M]VG3^&^D8M';][5+5UI:.#!\VX_N9_"HA0SX9JE^!XO4TJT%(9 ME,91-%55Z<90LQMC#(C[22(=^\Z)B AU:*"T$$IC4!I'T53-I=E#+UZB0Z%6 M#I060FD,2N,HFJJL-'RHV? Y/R)"_ 9V6INZ U4T2-?N5M'-$]*#HJF;2$^& MOKW&YO*X"75M6E]!R>4X<-)GJ.\]!G5DH#2.HJD!S:4CXYH=&7/DG.[M57K" M7S6SA^H)I850&H/2.(JF:BY-(=>^-'*Z4,L'2@NA- :E<11-558:0Z[9&#K_ MY BH"^3V5_EH(Z?;7^6CC9S0VG$43=5$.C>N>5T.)'*:RQBL%]5&3I?V3%AH MN0Q*XRB:]NO1(2UFW^8VCU=KT=W<^AHY=0<+W9])@U6$KN*!TAB4QE$T56GI M&;D7K^)QH8X0E!9":0Q*XRB:]JSTC5S0*AXS9["^4(\(2F-0&G?[ZY"8-ZSN*/K>==>]H%U.:T8/%A-I"4!J#TCB* MIDHN;2%W>0$P###6$H+002F-0&D?15&6EN>2:S:6+.C/44W+[I]GT)C%O)F'0 M.G$433W\3CI$GMDA@LQ?S&4.5:FE=7XQ\ZW.H4,AM%0&I?&43555>D">>6'0 MHK7[&G7_^45L'D3'+ZUR4*<(2@NA- :E<11-U53HZ.^-R-?-(>]% M0ZC\W1^&??CET&PO=V]R:W-H965T0VD3ID%8I:MKM8M]% R?!*F!FFZ3] M][.!HG1Q214M%XF-S_OZ>0EPB+:4/?(,0*'G(B_YQ,B$]*Y,DR<9%)A?T@I* MN;*BK,!"3MG:Y!4#G#:B(C=MR_+-I/2B*/FV)S%$:U%3DJ8,\3KHL#L^09R MNIT8(^/EP!U99T(=,..HPFM8@'BHYDS.S-XE)064G- 2,5A-C.O1U72LZIN" M'P2V?&>,5)(EI8I]\BV=&)8"@AP2H1RP_-G %/)<&4F,/YVGT6^1A+OC%_?/ M37:998DY3&G>DZ0BFQBA@5)8X3H7=W3[%H\GO)+:,Z,;[1M:WW+0$G-!2TZ MLI20H2-G^XJ?N/.P(1NX; KL3V,\5.)V9 :8*V9$VL&18XCAC=(J:II9L:-.>F M4Q7;ZV,Z0>RS/G]<+V*]\1]5N_DUL1>9FEWK0]TA] MMZ=V#U'[.NI6Y0]0# _H>2>WUU-XAZD!'[1VD'O0]DMXO]?U#U*&.VM^C=BWU M^0=]T/Q(!*!'#PZACW7HP1ZZ'7@:]D'W(]G#GCT<9+_/0#;BE0"F2Q#N)0C' MWGZ P2V.###N XP' WRGY?I"XA=(/5K/T1=&N;9-C/<>-:[E:L)HZGP_# *W MKVLYS9T&]%X^;C%;DY*C"%92:5T&TH*U#;V-"%HU/7%)A>B#5)3[T# 5(%< M7U$]7B:JS?9O5?%?4$L#!!0 ( )&"3%N0#SQ0, (<2 9 >&PO M=V]R:W-H965TT%F5!X(XA7E<59E]OH*3]I6$;3P.?BLU6] $S7NSP!NY!?-[=,=DS M>Y:\](#P@A+$8+TTWMG7]>TH0&/Q3P%[?M!&*I05I5]4YT.^-"SE$920"46! MY=\#W$)9*B;IQW\=]=']/8"'[2?V]TWP,I@5YG!+RW^+7&R71FB@'-:X+L4G MNO\=NH!\Q9?1DC>_;-_:!HZ!LIH+6G5@Z4%5D/8?/W9"' #LX 6 TP&<8X#W M L#M .ZY *\#>.<"_ I0A&ZVL3?")5C@>,'H'C%E+=E4HU&,04N]'(6RKU@ M\FDA<2).8"70%7(L)T*8Y++A6N@O*H"CUPD(7)3\C7S^^3YIKU^!0:I00=#? M6UIS:"-.'1//MP=@2?GPYT1>#H-_Z,N9\@*QN #,=P^FV[#YTYE\P/A M@M7R919C^6D)O$"59:N^0YGL#1DW>' 'L"(?_G)#]Q?QI3529;H)$LUD0VR MX/59|*;8XS\IV5P)8!52^7B+F.4C[XK+8W?T*B*_A/[EN=;EK4P'PYE'K$+ M@G ^]X9VR:1;ERJHB6R@H-\KZ']#0G%JXW/|8F.-$FBKPP/-)FTOOOU&;>:S.? MU.8>2$'E80BRFD&.2+.;Y35TNYQ WFSN_SPFT23OI<51)UFBDRS51#9(3M@G M)_S1+2K4F06=9(E.LE03V2 +49^%2,\6%9V4!.F!=;I%G6F73+I!%&+122DZ MGG0@CFT]'X]MGRU [?V3 :.?*>:9=,^W6QBM^>K0=07?-9_V*"D&KKD%Q+3!O+YFLJ:U774|/W=4_P_4$L# M!!0 ( )&"3%]6X= $$P4 -H@ 9 >&PO=V]R:W-H965T:AFPWLJ#U?.$Q6*VEOF'/AQNRHC,J\]>N#JS/#-3*QJ2)Y>-G])MT\FHR3T30"0N_!@NY'ED#*RSHDB2A?&2|OVDV M(4_CS5DHTK]@E\4Z%I@G0K(H2U8,HB#>?Y*?F1"E!.@>24!9 CHU 6<)]7+V MGEDZK2F19#SD: >ZE9]+B#5)LU6LPEB?1MGDJMO Y4GQSC4*\.U.(8):=5G\TZ3& M?GBW>7A=]U=B0^9T9*EB%)1OJ37^\P_8<_Y]TJ8CL(I2.%<*F]#"'X2@LO&& M[_\-$_/;;C ?;=']G*&]K;,OB%\N)'GPSRN0LS-B;E&8G-!,ULO)>D:RGYA4ZRC,*2\4Y2:: M7@/-82.=T"S'N=Z_3YTCVC:RVGVC#3+97$;;:O(I+L =W=(0P":V1K"VB[PC ML_J\^_F\^^=]'/2[5*HCL(I2@URI@7&%3(A8IPUCK@_HCR38DE!)T?B$&-17 M,_(1Q >+N1[F>CT?^@++$\6A_B0X_7$(5L_Q1> M!QH-PDGE=GHCZM39=(565:;P-G!PYAHTFJO6:G6$5E6K\%?0;+!>LQ'5O5=3 M@=2C# 6"'"H.&7FK0L+$?F6%;_^A_#.5,&$FS*4*>FK"NTJEJEUTEF4!J M'Z%?VRQC2)5C8;/02]_D9(E&0]:0*]'"\B#S&YQ3ZNSD1F0>]_5R>@UI@PI[M@[PS%Y_17K56JR.TJEJ%T4)FH_6*C0C5/5BM.DPAU1D5%@VIU*+!W*M=I,^; MD_I2IQZM*[2]-(5'0V?V:*A3C]856E6MPJ.ALT=KUY=.?#'6$&=Z,X8+XX7-MQLNPU^#4J>$>>=@>'>PWU.'?@^/Z1U_>XL$/8:"!^HR)/[F!F!FT77E=H5;T* M0X3/O,&&.]UAZP]MJE9IC\ULS5ZQ@^'Z]EO#3ZF&]*:?4G9IXUGO^M\3OE(T M04B7*L^Y[*LOM](WY](MDGWH7*8E"O*#]>4+"C7 >K)6/R"41O;^?_SC#^ M'U!+ P04 " "1@DQ:7|+-C9($ #S& &0 'AL+W=O&I)LA7%S5@_V*)T]_NTQUY1X^V7'R1'2$*/&8IDV,GM46IUX;HR2DB&Y05?$;:?++C(L-)#L73E2A UW7W:L1D MQ-(7@T"CD$G1\LI5[U\]X\L#Y%S.8QV/,Q:1E$3*0&#[LR$S MDJ8&2=OQM01UJC=XOI[#OU=[KQVY@%+,N/IWS16R=BY=$!,%GB=JEN^?4]* MAWH&+^*IS+_!MI3U'!"MI>)9J:PMR"@K?O%C2<2> NP_H>"7"OZA0OB$0E J M!*GJ08LZ.EW=[_F]-Y0D.,%5MX0HC)*N5P+CY/ M'[2X3JQ_VEY*.6G8/JE9;;D"D=DI.CE1!*Q(<[DUU]@W_NMC5';8,@26/(L ML"(([$+?(_L-^,3-RH13,.WXFJDV$@NP7@YF5MC-9-#$]&?D;O;I.1.+08L< MZK3MA9[W*L]IX;9YP_Z&9@KDLG6T.G9#!V;8,@26(/ ?D5@WV;H%&#]YT+G M6*P]#=IM>Z'G@\KS0:?G>@/6VRL#;Q^C!+,E 3.]GIN%!WPW3 !$I'Z,%8D! MEM6B52]F;?1TSOBC,683#%D":S!]63%]:2M)+VT2:!,,60)K$#BL"!QVANH] MT\5Q2K_I4/Q=%\7@[.7NIK1!6A-;6L-,SS*P\-,/98X#P;A09H.CW;"\R , M>I54PRGHU46CR2H:LH76I'ZO?H:V4K)$LI6B331D"ZW)HE^SZ)^X>8(%99A%5&^> M=*_C.L:%B7%I8OP<1%@F8"&;5Y#H^":MK/O'.RW<2[F2S6,I'X8]>)"_ MW6ZL\E*:Z%8"=Q>__S/-/G$7/[IK5QL J&K*%UF2_[@U@:"W5+97R)8LVT9 M MM":+=9\!.ZOPGYKJO6=WZ181OP\O#]/\9S02L.XD8'M]B)6T9 MM":+=3L".XOUEY?3)6ZC6O;[MP_]P,%U;Y(*![Q^VORURWA-%==TJP.Y>87Z\"D6[QO:TY:BEVHKD_MI?EY]&ULK9A=;]LV%(,_"J$50P(DT;=D9[:!Q':P M .L:-.UV,>R"EHXLH1+ID92=_ON1E*+:DJS:@&]BDCKG)<_#SY/)CK)O/ 40*

*MZ*W("9\;J1";>]/D40H%YG=T T1^22@KL)!5MC;YA@&.M5.1FXYE!6:!,V+, M)KKMA07S=O#!9 M,QN5."N \(P2Q"""9&@_V_=+6#MKBKPQV?*^,5"@K2K^IRG,\-2PU(L@A$DH" MRY\MS"'/E9(PZV=\3[J1V_!J[^]4:[[IVT*&;5>P;W (+/)LPND-,64LU5=#TM;?DE1&U4%X% MDU\SZ2=FGT0*##V3B!: KI9O<@%RN+Y!?\HU>K4 @:,<7Z-:]/5U@:X^7*,/ M*"/H2TI+CDG,)Z:08U!*9E3W-Z_ZEZ>[.P,PW&8Z7:WG MGC*=6%Q ZFQFNFQAM2GSV31+:4!1+ Y$;&^IQ, &X0 =$W)X-R MY\Y))>9K,75Y;&?6Q-SN@^Y:W-K6* P.S99#0@=<_(:+/\CE!0L@0AK"MZ[:XM0U:Y%<#ED<(H:1,$@HC\H MYTBM%LKDO4?DO< 8D.B[O*D+P+QD&E4?H$'=+I&?FB/6HZ2 M1HYKN5X_I;"A%)Y$"=Z$7$AEQE.](@&@B'PXKH4_#@L99DD5Z[_7A&NS@7%QA M)TC;<[T6BD77RAF/QNU=U[5RG5'8SVO4\!H-\M)WQ=&M->A[+HI1-TC+LELD MND:!,VYQZ-K<.N[8[P2]UB;>XE/P6P MMP";1ODTGTH^L#(M"VL)+HD'2=_7U^2 M)5NBZ,1-7F)=9@[/'(TXH\EH2]E/OB)$@*;PB&>;G=$UR M>6=!68:%/&7+ (5\S@N>%4Y8.D6W[PPPGN349%=>NV61$-R)-13$F:*B3)X]\!U*K7 M5([IQSOTKT7P,I@'S,F4IC^2N5B-K= "<[+ FU3,,%S2IGR2]+\O(7/U5"[#FX;H\#JAQ0RP'Y/0Y.Y> 4@9;,BK!F6.#) MB-$M8,I:HJF#0IO"6T:3Y.HQW@HF[R;23TRNB-2 @S-0'(#/,,5Y+"]\G!&! MDY1_DK?N;V?@XX=/X -(M&8G/@0,' M - G(U;A/7^[N'+H/9=1UZ*@.'15X3F_HG!,R*",?@!GA,4O617+[?25MP7=! M,OZ/+LX2V-4#JS?O@]JQ3,:6?+4X88_$FOSZ" 3MWW11OQ'8@09.K8%C0I\4 MK^T979QMY,/'4@^A(CSPU'P\?]T+I6 M7A!%=FUUP-FM.;LG%V1'*&@QUE@AUX[TC+V:L6=D?$<% M3@'K\M;Q]#H,0L<-O!9/C97M1#T_9JG;^1YNZ),G-T1EE7;P91F62+DKBT& MX#*CFUSH&/U=&!ABK+'R'&+M#$(\ABK+'R'&+,3,PYJDO1\16522H4X>*Y@S3!#TF:B,>7 M97'0X>0Y@=?.XJZ5&P6P1^NP9AZ>S/QH+H==+4/7:BNNL8J0'^AY1S7OZ 6Y MG$KV9SKV.K91AT> H!>UV':M_# *?3U;:#?US3;K?, O(?JZ97YF6@ M4T7A&H.H!#F"Y59882TN.BI(4X&AN037"N!*@7G"8[75 ID3VK>_ @SWTM ^ MM]UVB>@Q0SW9VI1?:*Z_QY[@;,?_1O(?@&O"8J(O'-5"+89>>Q^KS"!LV?4$ MTE1E;" [+S6M7A5)W%O(3/]UAU,SZ]D: M-GT,-#) MS-UF?R]^180GDM .'XQ0I^K5=+[(W&N67YRZQWVA#=R(]NK!RQNA'<:^-WYZ MO_G3VPZ@WF,"A9H&&)D;X/XG2E!)XB<5L^H,W/WQRB'9)OF%[V]^>W6 M&BUGMTM&?MNV*>NLPO:P;+@WZU6#]M|Q6R8YE](MI)M]'DA_5LZNRQ-!U\7X M]X$*0;/B<$7PG#!E(.\O*!6[$S51KO^#,/D/4$L#!!0 ( )&"3%H<8V]8 MX0(% (9 >&PO=V]R:W-H965TQ[?Y/*|K3Y#K:>G^1*6" ,.+5K6O8Z%D(20K:K'"H"'"T&O&ZSL,6P U? M 7@UP&L#@E< ?@WPWPH(:D!@,E-),7F(L<31@+,5XMI;L>F):9!*_F$ZFM_ ME%SM$H63T1=024,35A1$]MM4 AF+0&?:6#)I;&Q6F='U6KTW-1['(#')Q0GDR M>WJ,T?'1"3I"A*)O&5L(3%,QL*4*3Q]B)W4HXRH4[Y507 _=,2HS@:YI"NDN M@:UT->*\C;BQ=Y QAN0<^>XI\APOZ AH\G:XWP&/WP[W#JCQFZOR#9]_Z*H$ M^CF;"LG5]_*K*|451=!-H6O(E2AQ D-+%0D!? E6]/&#&S]?NM+SGF3Q.Y'M MI"YH4A<<8H^^EL'Q)'1>/>-3];:%[$I?1=,S-+IB+B/WXM(/|_9R.R|=?GW7 MN=CUBCNY+E^|=I3T&B6]@TIN",4T@8T.4Z;/V.SL27V4(R% GJ1P;@D?[&N MJUT:JP/"K;@\SVU+W'=R^X;4MCAY+E^M\"P$1C^C\!:*D&!|FI%/V"POU$ M.^%E2|"^4]|KZ]GW"1RW)JK4%\+GI60(E;$%E59D::],61Z8;M.QCU2ZK M[O9"4_7:.\SGA_J4PTQ1.N<7*B)>]:I[(5EI*QJ42=4?S#13+1^X=E#[,\;D M9J$;/;Y$1/\ 4$L#!!0 ( )&"3%JG1;:HV0, .82 9 >&PO=V]R M:W-H965T^9)M4Z@T[7)1D X\@OY4/7*WL MAB7)"] B8Q1Q6"^M# _@FPA,-,!% 9K 3K6NDI3PQ]ETO[I*EY>B,((=8:@JB M/IYA!7N50=_]:D5O.=&MB^?F7 ;,0K,4]$P(EXD%E)?6S$(0K,DVEU_8 M[A%4@DR",P# _@F M5P.]AWFD#2);"5FD:2^RKIUAUD MC""^1AZ^0J[C^CT)KSWPZ'RX.Z#&:PKD&3[O9(&$ +BJRG*%(A QSTI3 MCK_JUAT)Z$0__097Q'[_<3Z0+D1)8EA::D30P!_!BO\]1<<.+_UF38F6302 M6<=0OS'4'V*OGW@.%'8D1\Q8V?O<#M-@!_T PON0JT'DI5Z-1-;Q:M)X-3G# M*PE4%X=-KM,INH8P<;2/D<'Z2]U="2RC]-! MXV@PZ,2*B|2MU=O6G+ E<'6RTDWM0Y^Q%=W$T.F7^', (9W,/+^SGMC]|41-W MUHV*>J+\.0Z;J(ZB;:-H>KZBCZJT-(8!/159T.K!G>+Y@9R>(!SX!VJ.@[#G M./UB9HV8V:"8;' MS\'$/[!W=1PTFSG!@8#CH*DWF?;GCYU]3^(,*KC/:%9LB]YF8A!YZ4MM5+9H M++:N:ZU.#O^L3]%F'LO5,=FBL=BZKKI[5]ITS7X&|Q@V#3[_0AH$7>S026]>C M? 8N*!QNV)Z\G/R]CM$!CLH6C<76=6W?AV+_I_U>Q^PP5Z.R16.Q=5W==ZSX MW):UUJAAL#L_W=0/0R|V:=0FU&X- K@&S-($2AF6RJK?YR;W698\|&,* [V M;_40QPP6]C35!.B>|$VF6O@&ULG9=K;],P%(;_BA40 @F6V&DN'6VD MC6EB$HB)<1%"?'#;T]8BB8OMK.S?8SM9TI'$HWQI8R?G/<_Q<=|ZLST7/^46 M0*'?15[*N;=5:G? J^W*YA8+*$[Z#4M]9J9R5<"V0K(J"BKMSR/E^JF'O?N(CVVR5F?"SV8YNX ;4Y|VU MT"_,55FQ DK)>(D$K.?>&3X|)X$)L$|\8;"7!?(E++@_*<97*WF7F"(((>E M,A)4?]W"&\ASHZ0Y2C6B7IO3!!Y>WZM?VN)U.0LJX0W/O[*5VLZ]U$,K6-.J M5Q_Y_BTT!45&;|ES:3_1OGXV#CVTK*3B11.L"0I6UM_T=[.0!P&$C 20)H!8 M[CJ1I;R@BF8SP?=(F*>UFKFPI=IH#<=*TY4;)?1=IN-4](@YT2>@5NJQ4)0"] M9R4KJ@+5T]?T3C= 2?3\ A1EN7R!GB)6HDJ;7DE:KN3,5YK!*/G+)M]YG8^, MY+N Y0D*\4M$ C)!GV\NT/.G+Q[*^+]$M@[2UD&L;ND9PZIA&RADDZ[UCR&T M6F(R+&'V_ZG(6)G;"7/)*H+OC6>(>2QI$X3!+ MTK(D;A9M5O^S+DF/)8RFXC[U*6Y/4R7*V5B L##)8QP&E/2"""1DAFK9$4_>V MX8KF0]FFO6Q)'.%T.!L..I<,G/G>@92GZ*K4ZP!2#=I>T-\$TS@927Q@$_CQ M0MT+W"@\:'D217@D=>>HV.F'G6-=LI*62_B79C>2# [J=3,96H?-.[#:/SK&. M80D'6,C85NC,$S_BG@>,.=0Q-WSY)' 8C-)U]8K=_6LLZ'J;OGAIF.@+3V2=^ MQ#\[SSH&IF^2)"9C,)U_8K>!_FU:QQ#U312G)!UQ=-S9*;[Z*AKX;Y)ACB. MXI&$G4MBMTTZ#:MOE=C\H0_G))U5$K=5_H-C-0']QQI'\3^W7+_X%AK7A'> M4[%AI=0=7.NXX"31 [(=+<+Q7?VI+O@2I^;]>56OZF , _H^VO.U?W'>]; M=Y_L#U!+ P04 " "1@DQ:4N&C'@4# #E" &0 'AL+W=O)1%@ *)964R8%3*+6\ M<5V9%5!B>[):8,"?MV[4[D?;Y2E''' MX$X@N2I++)Y'0/FFX/C.;F%*%H4R"V[:7^(%W(-Z6-X)/7-KE9R4P"3A# F8 M#YRA?S/N&7MK\(/ 1NZ-D6;S[#-IV/T,DZE_46; MRC:.`)2MI.+EUED3E(15__AI6X<]!S\ ^X1!L'8*FPZD(X=8AM(E69#:M"58X M[0N^0<)8:S4SL+6QWCH;PLPNWBNAGQ+M]!*AE/]H3$$1 7IS%/HVHV2!38DE MNIR PH3*=^@*/=Q/T.7%.W2!"$/?"IZ2F.6R[RH-8:3<;!MP5 4,3@3T W3+ MF2HD^LARR \%7$U?IQ#L4A@%9Q4GD%VCT'^/ B^(6H#&KWT71K^%,*J&/IN^VPE6Z4;nnnN G?]?OKON&++U0%JIT;MG$?]2O",4*((2*3W3=`FD:P(*Y%X+_95[<-P!:C).A$ M]8!Q#1B_&I"P;"5$.V%\%##P((]H!V&+4C7OM@$D-F)P%'&;9 'NZX4GW%@EM M=,E18#!*&W M-N$)MF]-UCW+-H4UL?U&'SZ0BNC7?BM>]WCG?+_K-0!;K (O M.;&_O1[Q@]H[BP_=TMZQ^<_B+RD =EB=7"7*DAWKV.4(!:VD4J4\153U9NW M7JU[]=^VJ,:Z2/?PJN6^R%0? +=8Z*LO$86YEO2N$\TDJ[9:311?VKXTXTIW M.3LL]'<("&.@G\|Y5[N)"5!_V:1_ 5!+ P04 " "1@DQ:+!E8(0@#]@ M"0 &0 'AL+W=O>]E3>D M.!PNN7 &0+3C$M,G"#@A%9Y"=V0.SMW^?>N\SDZ3W7=7 \1|&(TB;S:3C$M,G"#@A=N"# MN@5?QGFN2+'B8GB\6&8W-6W? XAZ4G!7(95.Z*Y2)#===M>=:W][\' M]TU1/&A_J#\;FE)V;]-^%[8O0IDQN M+E?FTP=D+3#/%T+HMYNZ@_YC:O8_4$L#!!0 ( )&"3%I4 %2LO@0 "\0 M 9 >&PO=V]R:W-H965T7& 8+SL34;VV:VTG4IBB8?+F!7.S&/:]W>/# ERMM M'O0GHS5;PB/HI_6]Q+M^;27C!92*BY)(6(Q[U_['F1\9!2OQC<-.G5P3@S(7 MXH>YN7A^LWUIXA)DS[5.1 M?^>97HU[28]DL&";7#^(W628]D#IB)7[8_9[66]'DDW2HMBKXPK*8YJ_;+G MO2-.%/SXC +=*|"F0GA&(=@K!&]5"/<*H? 5,A6+],&.:3492[(@TTFC-7%AG M6FW$YZ79]TIAHQ<%V)3:D5NT/]>5]CVJ-F>]."?*&WD(%DN55_8!]_\7X&FO'\ M W]LZ7%&WK_[0-X17I*O* [%1K,S4]*^1RZRNG^X9;BH&>H;!T^2+*/5*D4]E M!MEK WUT2.T5>O#*#>VT.(/TB@3^!:$>#1T+FKY=/7"HS]ZN3CMH@GJ/ VLO M^.4>DQE7:2[41@+Y]W]NM,2|^|_E\G_FI+!3&-_==2L[94Y"?)T=8KP]@FC#H)3>K"'19F[!SP M> &R9?FF]@HLQ]."E2E^0BH;>&?BXAH^[M]8]57?- R"5C;P5EA!PX,.FB$W+0MY?M>F#0HVE+1 M(*9N8*2&2+HAOK6CSX61.!88>4V,MM30"VB#HBV4>-$9BF%-,RD>+IZO*J3 MQ90G)M,5225DW)DQ0T?8A#3R&CPNL20>-#)KYA(+(AJYF7SOV$)XW6GS<\/U M"\988?H#NTO.0]QKQT60Q T6A]0@#)]USV6+#KTS)"?-D-|)P@[$8S MS'O-RB6?YUTE8&_S==8FS7(]=8E%? M@L;"XQ/Z+QN5VB1S;:R7:=XC8IKJN& M/6?F&).@H31/+HB"+4:E+>K8A1'L#' KJ]X\%4J[VS+:6FLS-'\M,G.()$,: MGN$]-CU^9R&4:'SMJX$,G4= N#8.@R=06NJ1>X+>" MM"UW+D*/#8C?W8\HU<@"==0*'OZ.B'"=G*THKS@[G"B1ZD$<#W"R'TX<9\H/X?P>1 ,4$L#!!0 (.)&"3%JQ M)CCPIP, 'P- 9 >&PO=V]R:W-H965T;!\6?:"ML46L1+HD?>G?=TC)BATK MW302TQ2.&[TW M!BME*N5/.QFG0R^P&6&.,V.I&/VL\1[SW#)1'Q!6I%[]3@O<'^_8OSKO)&:* M--[+_&^>FFSHJ3U(<!3?Z@A9J_"V3*\U$J@>^H5SM M&_U9E===F5?T1EYA!]2F$S#*%Y%B>DC@D\A:;;13>A>=9$QP=@EQ> %1$'4: M$KI_/SQN@"?OATLEF M./2H<&A4:_1&O_\6=H,_FDQJDRQIB>S P$YM8.<4^^A9I%P;Q:(!+_BO';|OK>A3'UIT@&/CK?<=.IO%1QUHB.W#L MJ;GLZ]1C&VZR3.8I^02&;9LL*0FZ>Y9$<7#DR,G7?-21EL@.',G6CG1/.C(6 M.54W>,(UBA5>[%7/L_'3[>0I/[H9]DF6=(2V8&EO=K27EMU MK=>F@6V2)2V1'1C8KPWL_^),.@/I X4I"IQS Z@-IPX)@9FRX+%I3A$23%8& M:I/,RM6^E_Z38[WCRI>U#LN>,=1X7%93!JX.OV]J /QU[7XZ_>*QRVUQAIK M$Y:H(.6Y]_:N6VD26++W]I(*+L/^*WV-0?$K>8U!O69U8?#2K 4G];$TY;9= M9CG@?(ZN9W9]E=W>2FICLQ4<;THO/-JZIK#H*"QI"NM$1YOG[[6E!;]%:^\U MM9,K8\E#TPMN-"0XYPH@X3Y:3$*< M&+ETS>]4>FJEW3"CZQ$[&T#/YU*:W<2^H+YPC?X'4$L#!!0 ( )&"3%J@ MM]3NB00 ' / 9 >&PO=V]R:W-H965TB ME13H32+),Z-O1N3|P\E,JJ]Z#6#(8Y&7>CI:&[.Y]#R=K:'@^D)NH,1?5E(5 MW."M>O#T1@%?UDY% [OF4QE[!13F:3>IGMVHVD97)10FWBNBJ*+AZ^@BYW$U' M;/3\X)-X6!O[P)M--OP!LI\WMPJO//:*$M10*F%+(F"U71TQ2ZO66H=:HLO M G;ZZ)K85!92?K4W-\OIB%HBR"$S-@3'?UNXACRWD9#C6Q-TU+[3.AY7/T?_ MJ4X>DUEP#=Y>;3W/T"34*1C9?)7-=_R:ZQI2.25=K(MHG%&@D*4^__\L2G$D0,+3SCXC8/_5H>@<0CJ1/=D=5IS;OALHN2.*&N-T>Q% M79O:&[,1I?V,=T;AKP+]S.RFS&0!Y)X_@B;G9 XK4]6]@&YTAJ,)KQO'3WL#AMA?RV0GX=+WBU0F0N=)9+72D@?UTM MM%&X"/]V);B/&+HCVIUYJ3<|@^D(MYX&M871|/OO6$Q_<*7[/P5[D7S0)A_ M19]=99FL2EP$"C(06][(P97O/DA4!&-8SMC 4TFWO8X#Z=1V!]]X M;OG"0 M[Z; <0FFD>G)1[5WCXQ>R=,PZ6 XK/XQB-U?4DE :W,6Z=TN1/ MV%^6%?8MK"+!#DP,KJE-I392@W.?1(X$QFG824#P46_]P,9]@"!&7&EGC"#'5?N'1[WF.)Q&'=+W[>*HCB-W.1)2YX, MDE_SC3 \WS,?@[HXDQY!$H5^\[-O%/GIB?JF+64Z2/GCMT]8)X*M!059+2(0'}18&$MJ?.3C_M58]$_ M[]#VK8(D'I)H)],%:-O^>CBGYJ/R!6!\@%M0.'R/2.V,7*5K>LUO(0M3B\; MG$7:W-PJ1?ME#<)@G'92W M8A&-3[1==A!%-B@[LY^5W5[+Y[' =C)>CPM.5+__U6E$67<=. ^S|**;!B6;, M#BK&AF7L"|^K_<*2HX[4<#KL$#.@)S@/:L;&Y>Q> MVL[UUJKVE\ N0UPPT:GZ'D2-#:O:''!&RD2S%+ 7\$(JTW0-)W-?HLI],(V" M+K++@SIT0STDO@@9FQ8S1PK(C^,WT|DOEPA,DVB;BMV&B9A%)V"/F@;&Q8W M.$S]^2T-QJ>)U'0*[+++$VCKGIX1\Q;IC2O4 DUR6*$CO4@P@MH?[_8W M1F[[$|)"&CQOU9=K/!*#L@;X^TI*|WQC#UWM(7OV+U!+ P04 " "1@DQ: MDR5YOQD$!% &0 'AL+W=OCT00O7MB: 7$E>,_^^$F ^ M%|S8#GVQ$>@>SKFZD@Z:[!C_*M8 $NV3.!53:RWEYMJV1;B&A(@KMH%4/5DR MGA"IFGQEBPT'$F5!26R[CA/8":&I-9MD]Q[X;,*V,J8I/' DMDE"^+=;B-EN M:F'K<.,C7:VEOF'/)ANR@D>0GS> MQ(BF>?GH87B] $EH+-ZH_I\?%^CU[S?HE>]/[W95I T$A-;*I[Z;798<+K- M.,$E'&$?7&'T OT+HT@:@+82F"TICVHO'6-B L(KY"'WR+7<0<=A.:GAWL& M,$]TY>^ MWZBFZDY"(?[IRE4,-NJ'T++\6&Q+"U%+36 !_!FOV\T\X M<'[MTMD36$/UH%0*'/RG)2NM$])4\T5A4%BXWZV27\AS.S^'#T MROIS75%'I]'(QV6O!E6_I.J?3O5&")"*Y1<2;_.BOXG5ZD?2$+I8Y\A!G1 > MCOP7M-N] L?SG&[:04DI,--6524D#3/:[[>QO-@W[5-T36$/U[%0]ZG'.53YJ%WDP=(Z4[[B4-/[?9MVXM0QX@5\C ME-,>MVB[XZ.TL5/MH8Z1^)\;X(ICND+W3 @T)YQ_4UODCO!(*7BWWU">2U!; M="?[(^_) ^D50HI:@.0.Y<-B!GAPEK$-1>SQ^ZC%

*XY#UX$|T0R>L>B;^&,+T=6WP(S.B?KB#^RS>]4!=23[]8LRO+_ M8*.^=2TP76>(4(?&$) M7V;@4S*CLUT#C@BAC -MX[A%1HOW=&H##"\!"3)@C;EK\#B-6.10_4Z6Y$I'5EB+&8T?:'6^.>?H,_^ M9HC4*R/U3-;'?Z[C)P&_4@FL4@G_-::T0%W8]7.[D@]>QA#Z_M!Y:4#3*]'T MC&@:,%R";_EH$YDF+S05["$(0E*0Q!>%:;,P5:$#1J[(\!TW M8H:U^G6;BP(B#01U!4)>6X&@6K6JHFH$HT4,&I7C!&Y7AG?('0U:\&BI@6:M M.3Nl[_$'\Y8 ;EI:/=Q2ZZU^D"S_'1G=67X ML+[7(@/-*G,N8E=N#LV7UAUH%IZ@$C3]"UY6;:N?W^C9J2;=6'626G>ZT MK@SO=G(+% -IF4&'K7).I7547^88T]55\!YE0+F+R,Z='NVUSA/-]OHRG1: M>5#_]$Z>@\-0UK#D'G9U(W6!W5:SSNVN3RP%AG<663::5W9K);JMK8:T6B1 MP6:1Z4[LN+Z2Z;DM:QFLA0:;A>;LQ+['GZ> (W5>\;MK]VSDG:!.1_"Y+3;XL#7.J>2.ZVNB>OP>NH:UKF'SBJH3U2N;.U1? M]&Q+@6CEP9V5Q\#U@SK7[^)]0N-IY?',RG/"MKM;G\?Y+4/=T]KCF;7G[%R_ MQU!O.XDNSOP_IX9Q*=ERSM!MHY@?*^^*P>Q9?<4#4=_VO!\ .I4#S)BFB_R8-@-3MDYX<999/BV@F^* M U#]>7&,_(6DBU! C^A<-'7M0 A-6AS-%C>&ULK591;],P$/XK5D ()-:D29J6T4;JEB%X M0)]&-AX0#UYS::TY<;#==OWWG)TTM,$+?>"EC>W|/M|W9_MNNA/R2:T!-'DN M>*EFWEKKZM+WU6(-!54#44&)*TLA"ZIQ*%> ^JB30W((*[H=!D/@%9:673NW< MK4RG8J,Y*^%6$K4I"BKW5\#%;N8-O7V<386X,'!CMU]$V.DDNZ4!'G\?*

V#]9[:CED2JX%OP[R_5ZYDT\DL.2;KB^$[O/T.@9 M&;Z%X,K^DEUM.T;CQ49I431@]*!@9?U/GYLX' '"^ 5 V #"+F#T B!J -&Y M@+@!Q@8RM10;AXQJFDZEV!%IK)'-?-A@6C3*9Z5)^5XPS$KO(F&VGRJS4!3QM\A\C7QB5J3"6KJ M:W3)$\N+9ONK>OOPA>V'(?)D2KU6Y*;,(3\E\%%+*R@]"+H*>QDS6 Q(-'Q/ MPB', '0Y=GP^/'#L?'C8HR9JTQ-9QI@_/3_FCTI+O",_72&N*6(WA7DW+E5% M%S#$\&%0(+?@I6]>#9/@HRL_Y.L^T]D)Z&+V]#%?>SI@^!X5#F&SQ6&CNQ M6/,T;M-@$(^3J;\]#H;3*AF=6F5,J^!#:W7B_JAU?]3K_AU33Q=+"8#W3@.& M1Q-)-;BTC!S[!W'*TBL8=+4ZKXIG M+R$YW;L>SNOSB"8'(GQ)7V#*SF,*>YE.@C9I@S;II6YK"FUJRI(R2;981(!4 M((FPY<45Q9IW?)3#9#CXT#W2?UM%\:!CE/UM%$=XU3O'P3\JH07(E6U%%%F(M3:GKXM/.MMW.W!;YSOP5=D%UT_*'IFZAOE*Y8EA,.2R1,AB,\:[)NBVI!UI4 MME_"HUEWWZNL9,#:0QP?2F$/@S,!FUOF/X&4$L#!!0 ( )&"3%I?0&7S M3@0 .D1 9>&PO=V]R:W-H965TD](34SY&1/V1M?8RS SSPK^-18"[&YM2R^6,.<<9-N<'"?+"G+D9"W;&7Q M#<,H+8WRS'),L.[!R1 IC-BF?/;+9A&Y%1@K\R #?YCEB[_R M6@OUP)I--FB%G[%XV3PR>698I+C^%&3&HU/9=B^/K!_*<5+,;^(MXSG-OI-4K*=&9(4+]YT]T_S>N!?F*;T$S7OX'^QIK&V"QY8+FM;$<04Z* MZA?IK /1,I!"]09,;>#T#;P3!FYMX)YKX-4&7AF92DH9AP0)-)LPN@=,H26; MNBB#65I+^:10_XLF'Q+I)V8/5?S#>@2/&$N&%D(G()G01=OX$[-"1'OX+<$ M"T2RW\%G\ E8@*\1P_SP0PKP[YIN.2I2/K&$')-BMA:U__O*OW/"/W3 RW$ MFH, BQ2G70)+BFD4.0=%|\XH8X(7)G#A#7!LQ],,:'Z^N:LQ3\XW=T;4N,W\ MN"6?>X+OZS9_Q4Q-3Q5N780K!D_/H!+'+=^@!9X;,C-PS';8F/WZ"PSL/M1 MN299&/L@BWACG M0ST@V3T=0XP:!'H=0:,C&-5QQV7!D0E')I'YPUQ6@11;PDE9$0:IZ*4@0KO^ M@\&X>B.??XA(A@CH^WIM8:.MO'".OI7+3R$W(5XE, MIR1JE$07*I$U=XG)"3'1< A!7XL&$_?G1((QH5Y)W"B)_W=2P$4ZE@YB33KP MPYXL':B?,Y(AJ)TS.KJ@?:SC]FBA^%YV./)C03O,9,<&5BHA@!0)#):(,+!#MV18?]6I+M7W-2G)5MN1;;-WPMMHD.+IP+@WOF36F]AIV:H-I1[UEI8'%MNGV M5E^B@06,&<0GUI9S%.]<1?Q(#:H]0*?]:;B1V2^6."XZV)6>K;14H7A:HK2I0 !U+6JN!X;W6N MU-$:6/OH+D\;FFZ_$.J ,@6T2G8M5X?S3T58 8/'#@R.MV"79[8/"F7M+^Q\ MF-'. !,$WN2S2P;NZK=%NM/7"V:H\2^]@0;>%]#:/$=/FO.*NW*7WGM^K M)PHQPTISNS_P!02P,$% @ D8),6HF/!)A9! X10 !D !X M;"[W;W)K&ULS5AMC^(V$/XK5G]][B1N\Y[%[" MT:/DGK1:[MH/53]XDP&B2V)JFV6WO[YV$D)>3+K;RX?]K8S\V2>F8P[GNF) MT&]L#\#14YID:*;M.3_4'F 3-8D>2/,.+[F3;6 M4_1;?$SX/3G["B4A5^*%)&'Y+S]5LH:&PB/C)"V5A05IG!7_.^*ET1$U!$%4K M6*6"U59PKBC8I8+]4@6G5'!RSQ14H?B#'W9DR/#6<2F.A<&RM?H86G,LC#&NF*,::'/).-[MAM99!%$30!?,*GK6F=[2ZD4,(+Q!MCE"EF$Y"H-6+U>W%>K!R]6M'C9V%2P[MQ[.OX*W30T*> = &Z&,<0A&DCP^=((U:P;R'D.R^]\]A=@PY3-@$V05"TS/^$GEZB'[@H' &F%P MJC X?>CSNM?#>FI D1HJ3Q:(;HXH]^'+'N>>.WAVC7&L\;9F^ZHHV MX_&D%?! A>49AI[@7Q'T>PFR?.M6$$O)%&_C4M[AHK%D&C!4&C-6%Q*=;.W!/U_^6MW\]=P/+.=OUTQ?](I+112 MCEO+\B:O2^UK_D?Q*Z[H>>[^(DI BA.T$*F[B,35-&:-<8GF+/V>O^@;8"__J M3V9(M& HM*9K+Q6XZ;ZQ].V]$KPZ%D.B!4.A-6-QN2.8WW=)4+K3ZUS,',3 MWE/30F;|;%?=$GJ5:K/MTB[TZUUI>R M?Y?WE"XP1?/O,Z;BS&8H@:V -&Y\81,M^FG%A)-#WF%Z(O3-'_N 4= I8!X MOB6&GR2R!557<_XO4$L#!!0 ()&">PO A=V]R:W-H965T:>V9JH26Z"#[6SB MJB3B?$YV9BZF]H) (;9N*)#2 G&0__8*$#E@(H\U]DUA*]],@PL\@^@]OOR7I MU^Q1B%SZ/I\MLG<7CWF^?'-UE4T>Q3S*+I.E6!3_))EE MZS^E;U7;WH4T665Y,J\Z%TLPCQ>;OZ/OU0=QT$$>G.B@5!V4YQV&)SKTJP[] MKB,,J@Z#KAV&58=AUPZCJL.H:X?KJL-UUPXW58>;KAUNJPZW73O(O>V6ZW7N MLMO8G;>VO-W<\M'V/MEEN\'ESEM_5:T^/WS6/KUE[^D7Z0K M*7N,4(N%<&GU9S

[%PSL;3#^#.[6CKOU$=X.W?5B-).* M2K0KK!LG='T*;SOL0W&Q,'V78]H1KZ:)EZJP_@4R6G3PL(!.-J/4_(0Z^-9@ M?X>&(C=4S:+4_%O-.,1.CO!W)
$_AC))^U88%Z&XA'<]BL$XR?KI4XF#W82& MW;V78^0:&2T^=*A U2Q*S4^LX^\$I/5(H.P-5;.H-3^7CKV3([P>2=>;86*5 MM)?(0F%2Z_;U6"@L57W?
O4P<\B8T\LZ655:4FS%1KNY?F,UGB|ER?:/#_UQG MBR]9\=]@|Z&SSE UBU+SL^H0/ $;/A(H?D/5+$K-SZ7#[^0(PT?2-6C\;.*D MO$2R[0%BP(,)Q?667.A9.:18^O.R(.QQ"9Z2A
M:A:EYJ?707H*=H6D4"Z]EF4FI]+Q^7I$:Z0M.OA:'K&A IZ51:GZ.':.G8#|(^B5S]I%]?FY=&2>'N$'2;O^C4Z9 M|0VQ9(B_VPZ"4QI"#R^SWC4T>@N#|P5T5AJEYF?
7T7D*=H.D4 :'JEF4FI_+ MG3M%'^$&2;ONC4Z![0VQ9(B_VPYW4QIW#R^PWB4T>@N#|P5T3AJEYM\-VW&X M =M #!2ZH6H6I>;GTD&W.<(&8KJVC7:![0^Q9(B_VXYO#-
L<80,Q7=M&I]+VAE@RQ-]MA[:& M1MN!EV+D A]]J<&C SH?C5+ST^Q0W(#M(8*WE UBU+S<^G VQQA!]FT552E M[0VQ9,AZM|
<[#P=;9.7CZB%K9727ORNK];.SMI|N'^1VOGI\6>OS=^RM73^. MS9\LRFF&PO=V|R:W-H965T7K^B?\Z+5|4\ M^RF?B(!+L)+;H>$9:,77_CZ4'"WX1LVB1-/XV$/97/R&%L-
I8R"9[WDJ^0%&@1;.)@'2RSN(G8Q^H93|%[QJ4? MA!\4[M."H??O/]!W*(C1XU;L4P67#DRI*LG&8RZ+47\ZCII<CRRMDXX^(
M6(1JTB=O3[SMZ:2>;BKZRSD@Y1R0', ^CSF8\YU(9!!O3F=#1\X1CNKA MLC?%=;KSEWQHJ%=!RI,7;HQ^_04[UN\ZJB#!&!!8C4:[I-%N0Q]5G;HK.Y6_ M=]J.QB-<+X?
+WH|O(^P0TB?.P'PY94@31QW/HG8]CFGB[+YMVVX95ZN+EG71 MUKKN'^:/MVA\=S.?3L:Z.EK3N[8#)!@# JO1UBMIZ\&JJ@=)(R08 P*KT>B4 M-#]PJCK".2UJ,7#DY+4GP_S
M&ZV@6I.I=@(D& ,"JY'FE:1YL(+R(&F$!&- 8#4;^R6-?5A!]<\D@+'K.*0A M*$V8A;'5T!T[#_,HZ5W0$[8]&VFU5O7'>#;^UQJYUKRN70"*QJ#0ZIR=6&\
M*Z@"#XI+2#0&A5;GLK+0N-5:=E=5@5>7%75=]R$K;9SGN0WY,5V<18E'+BBK MC?\;_[.8:A>J!M3.#0&)QI#0ZK15IAE38'&!VFA0- ;%5N>R)V:SNYG=[K9=6:U[D5 M(-
$8%%J=L\HX8Q=85J!F&A2-0:'5N:S\-&[UF3\A*^],"+9E>V=+EB:,>!YM MRDH3AGO]2PM6Y6]QN\%]'$^_7/""K8F=>P$2C4&AU7< *_],+.]0%!?#8K& MH-
#]7%:^FK1ZS>ZZ*O!]"XQ-'8H;PM+%8:(B&\K2Q*E_L8C7TTN+G&P4M[O< M<1BB![GE"2KZ1;MWW@]2N35@-XC_COUB4IEI8@/+#-1A@Z(Q*+0ZEY7#)NW]
MTMUE1L\VR"FE35.HB_*(UY38>53?L:U^0V'FR;($Y1R-&PO=V]R:W-H965T$FSN.;]G^&+?X8;Q1Y$ 2/249U2,K$3*Y95MBRB!G(@. M6P)5;^:,YT2](5_88LF!Q
:49S9VG)Z=DY1:P=#,37@P9"N9I10F'(E5GA/^ M^P8RMAE9KK6=N$\7B=03=C!!/P+86-J#TCK63&V*,>W,8CR|$)00:1U Q$_:UA#%FFB50:OTI.JUI2 ^O/
M6_8/1KO2,B,"QBS[GL8R&5D#"\4P)ZM,WK/-1RCU=#5?Q#)A?M&FC'4L%*Y& M9'D)5AGD*2W^R5/10PW@HX < G ^P#_", K =YS 7X)\(TSA13C0T@D"8:< M;1#7T8I-
/Q@S#5K)3ZG>]JGDZFV]<#*8PD)MHD2WM"@AO1=OT91D(-">X&P@_V&A,;/AWL- M\/#Y<-RBQJMVR3-|_A&^S^K]-WO29&T!/1]H_LK7@8=]%SN#H;VN*VZ(ZV+O
M$O=VX\(FQ@%V/*^*V]'@5QK\5@U5 8T9C53)\:+8[E/QB/Z@+Q3*6R^R876Q?7A>266)(*1I4Y' 7P-5O#ZE=MSWC45QRG)PA.1[9C>K4SO
MMIM^X/4%F@#7<^I0;_*QX'/=VO8['7>OE%H7?:D_)R+;\:=7^=-KJ:=>2DUN MM*)?6E6G) M/1+;C6K]RK?__QU'_X/CH.@/'=!7%0+*EN6=G3*IZ,H^):L2 ZP#U?LZ8W [T
E5K%_P%4$L# M!!0 ( )&"3%J;D$9^_("!$: >&PO=V]R:W-H965TV-L"+(*HDBZ/HEE5<*)HE86YMLD0W*(6"M2&VJ2IN_BY! MZC:E8WJ<>!#[OTRY*:
[V$#^%BOC8O80"E$!$$C(T1.X>QW@#]3T(&?C3\^DPY9>>#H^TK^$VETM M6V[A3LN?HL_RI9\H*6#'&XD/NOT&?3TWGI=K:<.3M%WN=$9)WEC452]V#BJA
MNC=_Z;_#B2".WQ#$O2 .OKN-@LL51YXE1K?$^&Q'\X-0:E [I&\M581.&;D^O9'G/7W;| M^ W^"O(1B2;7)(IB*7G:+%IN"K*H=*/P MG.4.>A.@_GX=LMDLBJ*$'4Z]L)/S]U?I.S=
[H2R1L'.Z:#1S -.U9Q>@KD-+ M;#6Z!@O#TMUH,#[!K>^TQF/@NVSX1V3_ %!+ P04 " "1@DQ:Y!9W(S8# M #.$P #0 'AL+W-T>6QEUY-
B9XD)VOWZ^<9I^X(L8#UN[5#3V/3[G'MLWO#"]S4JP MNSEC)EB60M8IF1M3?0C#>C9G):TO5.6D17*E2VIL5Q=A76E&LQI(I0@'O5X<
MEI1+,A[)17E3FC]8J84T*8F[4.!NG[.4],/W)'!R$Y6QE#R#N M)^],3GH/Y]?[\;,&."">A5_3R!:(7/5S78IATO"N]'GY]M3KN*4:^>I&O9VQA
MPD.]UU;N* $0]!0'2UL]W,\RI7<;&M$7,#]TI(%CU2D9$(%GVH.K)R67*Q< M> "!F1)*!\;6DTW4ATC]R\%UX-2:W5*+I5NJ"@$T1I6VD7%:*$D;#VM&V["R,R;$'3R'W_=
[66^M6,]V" 9 M-:VAMNED7 ?TM]6<|K9L|"K=H.*/RGQ:V.G(I@\5RFXUR_FRZ2_SS@"FWL?5 M:56)U4?!"UDR-_D7)QR/Z)H7S)7FOVPV*)69#3!-@D>F#9]M1WYJ6MVSI5F7
MTS+'/0^.T//?7>>"2::IV#9M;_^05_G5CML7U[_PW/Q:V7?L-1E=';[']F5] MZ";C8S!Y%-L]/ ;3R>&;C [38]@>,K9,.COGF"X:P'DQ)=_@W"DV28/I@@O#
M9=N:\RQC\LEQQLH:.K5_K.SHV_$9R^E"F/L.3,FF_95E2%$FW:A;6(AVU*;] MV3=7C[O#JLW%9<;6+)NT75U,FV9@&S9K>P%A'IEI+C^"<1SF1P##\F .,(YC M87G^I_D,T?
DX#/,V]")#E#-$.8[E0R;-!\OCYR3V\L\T2:(HCK$5G4R\#B;8 MNL4Q_/C5,&_ P/) ICI::WRW\0IYO@ZP/7VN0K"9XI6(S11?:T#\ZP;.)/'O M-I8'&-@N8+4#^?
UYH*;\G"B"7<6\84\PCB0)AD M^FLTCI'5B>'CWQ_L*8FB M)/$C@/D=1!&&P-.((Y@#\(A4=2\!_?>1^'Z/15N_H,W_@U02P,$% @ MD8),6I>*NQS $P(L !?
3T\$MP>:4#M.*2VBZD8_1!2 M:5K5N %(MB6/:(7->= MI3W;+T]!;X"O.DQQ0FE(2S,.\,W2?S+W\PPU1>5*(Y5;&GC3Y?YVX$G1H2)8 M%II%R=.B':5_']=5UOWIZ?
FVPM2F[^4!M1 MV7>62I>\MH=Z=6XV6O##"_WW>';"N-7,A"UH\7/?^Z$#U6RDJ6\I?(+WI1CYFU>OBLM/REJIH7
M\TRKHKCH]=LWO@M=R^S9Z;F#_,87QI^I^>*>6Y"+WBBR-UQ*;6I_A;_MXQ; M82]NCYI:?91%+?24U'^*35LU&5BMW&_LKSL'/\.6P_]L6XEO]?XI1+9RM[K?NE]JMO\O97
MUQ87E*%*^T;^B;WX'205_98%3*WWYZS#[S@52:8+UP# &,$,#X9('LUXP R M02"3(T+.'83[@&%W2W:W$1I #A#(P1_'*,0(Y/"!F4Y 2!G)RNNKE9 \@4@4QI(>=-67+]R-
22S>6JDO9CW';K MEUFF&MNMPXX]PGKRB!;S7FQ%U0C8;_=1LQ"KY=(8>V=9;KC4[E+(A0FE3VR4 MR\RV42/]>+H;&ZY7*T? YZ<34F+*Z!,[8RH608EA
M9N@3J^&C[=O8=UXT@MT*;AHMS*[9FJQ000B-J2$F5L-4:+GE+D^RU6IJW;26 M=:2?1;Z"F)@Q8F)CW-
5KH2UAIDK!7EW_M+RIH4(P3"#Q.^>VPEQO00$^OADIH*77DZVSZEY:@R 8%T(;D37: M#9'>2_,#W?**MY0L&.+#3)$0FP(=!@@&5!).(0FQ0O:# .S5-VZ_V]4 .,+,.B,V"YN3L%
<3$/#.@]@R>E3.(B9EF0&P:EY9W5C$ZY4&L M%C0_#UL)II8!L5K0_#S$Q-0R(%8+DI^[FH>8F&@&Q*)YEJ-W/I:88P;'<,P+ MR;]%A9B88P;$CH'Y>E<9#C&S#(G-
TB;NG5B85(;$4@DR^$XZS"5#8I>\D,KO M.2$FYI(AL4LZ4OK.HL34,B16R^[X>RI[+HN0#)U")[.)$]G3BS.?W&N>N=0> M8F(V&1+;I.T$;Y[F!
[WN]%.?"#$QFPRIY[%OKQB8,NRN;DPF0V*9S&YN73RS M4887W7280X;$#FEC!I]-V<\SX[*I+L@1YI(1LAO^O)XB9)A.1L0ZN;Y]$]!. M,,PD(VJ35/5:52^
8>X8$;L#3XP3B(GI8T0^%P(2XI8,@R+$!#(ZWOPY@Z_/ MV&6>2]@SC]!56*><4P_7BE$"&1$+!!]FF$%,3",C8HV@PPQA:6(^&9%/]6"8
ML'F/,:,.R<>]#L=LAKY&#/+F'IY5JET+7^UP?4NE^^$Q"PSIK;J67I%P=^ M;.K&IBLA-<3$G#,^QMC7?G[YRF=7AQCPAD3"\4:4\P,0L-"&VT &FS7!5 MENPDVS,#*'F.A>%&
(+'6!.Q5)H;4-/>\(% M\1 3L]#DF+,RSYD!9HI9*"7(@)!G,YBV3C$+I<06>]$T+?%?E189Q,0LE%(G M0NULUQD#]Y#N-KZ97V;!'J04LU!*;*&7,0V[:V#TGF(62HDM]
(3YMY"KM4LO M+[=*\Y5/UIL28F(62H^WXNQ>V.A=9NTV.97]<+4.,3$+I<06 IB71:&RG7V6
MNQE&B(E9**5>QKRO=#^(:=_EQ0MKAE/,0BFQA<(0Y&>T$!/=$TEL(9>D^,KW266_@< S'Z$[X]D7B?03GF;9W/>K9,"4'2[9$0]U?,RJ#L*0-'] MDQ&QB_:S\Q+,SH,>/P!%-
U5&)UA& "*1 !3=5AD1^Z@;=%>BP=A[/T(W5D;4 M1D)!DP 4W6X943NI&Y07-LI;ZO 91;=<1N1[+CNVB'2.'O+[_-RG[?_'R M_C]02P,$% @ D8),6C#&G"8, P ;S\ !H !X;"]?
U@%%/F+;80!3,0^2EV*V& MW7<$ _A+/>@)\AE%Y'H?C>O.R?AP'[UP>3E_W6-U'A^?-^/.P^;T;]_ ,_-A[^'$XOT],XS]N+N_7I<9RO5\(K]O/R-+Q_ MV.5YY!7%[?WUZG1[;ZMAZ2
O07[YH"!!8?F@*$%Q^: D06GYH"Q!>?F@(D%E M^:]077YH"9!;?D@GO5VP/T]JJW!^CM56)\/ MT-NKWAZ@MU>]/4!OKWI[@-Y>]?8 O8/['0!Z']4[/0.JG< Z!VZAR4 O8/I
M'0!Z!]4[/0.JG< Z!U4[P#0.ZC> :!W4+T#0.^H>D> WE'UC@"]H^H= 7I' MU3L"](]=PVZ WE'UC@"]H^H= 7I'U3L"](ZJ=P3H'57O"- [J=X)H'=2O1- M[Z1Z)X#>2?5. +V3ZIT
>]?N925 [Z1Z)X#>2?5. +V3ZIT >B?5.P'TSJIW M!NB=5>\,T#NKWAF@=U:],T#OK'IG@-Y9]!:!W4;T+0. ^B>A> WJ4|+ C0 MNZC>|:!W4;T+0. ^J>E> WE7UK@"JJ^I=
7I7U;L"]*ZJ=P7H757O"M"[JMX5 MH'=5O2M [)H=]@;H757O"M"[J=X-H'=3O1M [Z9Z-X#>3?5N +V;ZMT >C?5 MNP'T;JIW
^C=5.\&T+NIW@V@=^N&=0!ZF^O'=0!^F^L&=AQ <'/=R(X#&&ZN M&IQ ,7-=6,[#N"XN6YPQP$D-]>-[CB Y>;ZX1T'T-Q<-[[COM/S:7];CM-G MT<>Z"_A.O>?
SO>/G[[\O/R[VHXSO7]?,Z:;OU!+ P04 " "1@DQ:**2S MM'0' 3/0 $P %M#;VYT96YT7U1Y<&5S72YX;6S-V\]NFS 4Q_%7B;BM M K8!&Z:F-^UNMU[L!1@X#0K_A-TN??
LYI*VTJ8M69=*^-T&)[?,[^$B?NUQ_M>YZL6QWZ;G";;.?]]"E)7+VS?>7B<;)#6-F. M!V\'O_;'&M'-]9W=5H^=7WT^A)]=.PZ;:+:=BU:WIXW'K$U1435/7UI4/Z\G3
MT/R6LGY)B./)98_;M9.["ANBY-V$X\]? UL.?7VR\]PV=G5?S?Y+U8==R;%+ MG'_NK(O/EWBGQW&L;6O:C/5C'XI$:IIMU;B=M;IOXE/1]_/)/MRP/7W*B_.7 M,N<"P\
[[>9QQQVHUM_C/(7.^/ M<=XO\W#)\KC\CG^=\5O]#_;A('VDD#XR2|\YT |-Z<- ^B@@?920/J2@-$(1 M55)(E113)05525%54EB5%%&PO=&AE;64Q=&AE;64Q+GAM;%!+ 0(4 M
Q0 ( )&"3%IH^/ +E@< .PQ 8 " @0P(!X;"]W M;W)K&PO=V]R:W-H965T&UL M4$L! A0#% @ D8),6KNDV#ZY @ APD !@ ("!U!< M 'AL+W=O&PO=V]R:W-H965T&UL4$L!
A0#% @ D8), M6G\21]0D P UP@ !@ ("!LR0 'AL+W=O&PO=V]R:W-H M965T&UL4$L! A0#% @ D8),6L _D?2_"P "C@ !@ M ("!<#4 'AL+W=O 9 " @65! !X;"]W M;W)K&UL4$L!
A0#% @ D8),6AW51^8M! M%0D !D ("!'F 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6H@,+LPL"@ VB !D M ("!E'D 'AL+W=O&PO=V]R:W-H M965T]H_UO0(.\% 9
M " @?*& !X;"]W;W)K&UL4$L! M A0#% @ D8),6B9QP6-] P MP< !D ("!YHD 'AL M+W=O])^)2L' M #B$ &0 @(&;C0 >&PO=V]R:W-H965T&UL4$L! A0#% @ D8),
M6A[F]B2.!0 L T !D ("!@)P 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6K#]%@Z6!@ W! M !D ("!8;T 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6E
Z&@UI$ $#, !D M ("!#<< 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ D8),6OES[=Y"# C1T !D ("!%N$ 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6M-1
M%X)_ @ F@4 !D ("!'O8 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6FT8;L%B#0 .20 !D M ("!Y/T 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @
D8),6L$RB2:E!@ SA$!D ("! MPRP! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ D8),6H^[40/& @ ^ 4 !D ("!QCH! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @
D8),6F6;5P^Y M P / D !D ("!84@! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6EKT.FLG P NP8 !D M ("!1U8! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @
D8),6MX;_/CH!P D10 !D ("!.6,! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MD8),6K/8"4<)! .PH !D ("!HGP$ >&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6J<(NRE7 P
M* D !D ("!B8@! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6O#]DL(:!@ MB$!D M ("!*)T! 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ D8),6C1-;P[J P ;Q.
!D ("!D:H! 'AL M+W=O&UL4$L! A0#% @ D8), M6NQQ1*H& P < @ !D ("!VK0! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6J,:E!5\ @ S08 M !D ("!$<$!
'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6F&T1BMD!0 A!X !D M ("!CLL! 'AL+W=O&PO=V]R:W-H965T M33 0!X;"]W;W)K&UL4$L! A0# M% @ D8),6DC(\-B"0
0 0E\ !D ("!]]8! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6I;A MT 03!0 VB !D ("!;N&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6E%L PL(!0 31@ !D M ("!H_4!
'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ D8),6H@)\NIP P !PT !D ("! M"@(" 'AL+W=O&PO=V]R:W-H965TT(@!X;"]W;W)K&UL4$L! A0#% M @ D8),6OAN:&*^ P 6
T !D ("!+ P" 'AL+W=O&UL4$L! A0#% @ D8),6]"WU.Z) M! < \ !D ("!]!@" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8),6C) 8@&$! $A@ !D M ("!GR4"
'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ D8),6IUS&PO=V]R:W-H965T&UL4$L! A0#% @ MD8),6FHDS"Z^#@ U-_ !D ("!4$$" 'AL+W=O&PO=V]R:W-
H965T7!E&UL4$L%!@ !T '0 I!\ /6/ @ $! end XML 133 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange
Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105.
var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var
e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref)
{e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function()
{Show.LastAR.style.display='none';Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var
d,p ;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent)
{a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}}} XML 134 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /*
v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report
table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497;
padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px;
overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */
.report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border:
1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent;
color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space:
normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl
a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-
color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report
.rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles
for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report
.nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text
.big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width:
10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 136 FilingSummary.xml IDEA: XBRL DOCUMENT 3.25.0.1
html3535541true850false4 falsefalseR1.htm00000001 - Document - Document and Entity
InformationSheethttp://www.entegris.com/role/DocumentandEntityInformationDocument and Entity InformationCover1 falsefalseR2.htm9952151 - Statement -
Consolidated Balance SheetsSheethttp://www.entegris.com/role/ConsolidatedBalanceSheetsConsolidated Balance SheetsStatements2 falsefalseR3.htm9952152 -
Statement - Consolidated Balance Sheets (Parenthetical)Sheethttp://www.entegris.com/role/ConsolidatedBalanceSheetsParentheticalConsolidated Balance Sheets
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OperationsSheethttp://www.entegris.com/role/ConsolidatedStatementsOfOperationsConsolidated Statements Of OperationsStatements4 falsefalseR5.htm9952154 -
Statement - Consolidated Statements Of Comprehensive IncomeSheethttp://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncomeConsolidated
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Disclosure - Segment Information - Summary of Total Net Sales to External Customers (Detail)", "shortName": "Segment Information - Summary of Total Net Sales to External Customers (Detail)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "105", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:DisaggregationOfRevenueTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "entg-20241231.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-247", "name": "us-gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfRevenueFromExternalCustomersAttributedToForeignCountriesByGeographicAreaTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "entg-20241231.htm", "unique": true } }, "R106": { "role": "http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail", "longName": "9955585 - 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Disclosure - Government Assistance (Details)", "shortName": "Government Assistance (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "108", "firstAnchor": { "contextRef": "c-353", "name": "us-gaap:GovernmentAssistanceAwardAmount", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "div", "us-gaap:GovernmentAssistanceTextBlock", "body", "html"], "reportCount": 1, "baseRef": "entg-20241231.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-353", "name": "us-gaap:GovernmentAssistanceAwardAmount", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "div", "us-gaap:GovernmentAssistanceTextBlock", "body", "html"], "reportCount": 1, "baseRef": "entg-20241231.htm", "first": true, "unique": true } } }, "tag": { "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Accounting Policies [Abstract]", "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "entg_AccountsAndNotesReceivableGross": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "AccountsAndNotesReceivableGross", "crdr": "debit", "calculation": { "http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail": { "parentTag": "us-gaap_AccountsNotesAndLoansReceivableNetCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail"], "lang": { "en-us": { "role": { "totalLabel": "Total trade accounts and notes receivable", "label": "Accounts And Notes Receivable Gross", "documentation": "Accounts and notes receivable, gross." } } }, "auth_ref": [] }, "us-gaap_AccountsNotesAndLoansReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsNotesAndLoansReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 }, "http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail"], "lang": { "en-us": { "role": { "terseLabel": "Trade accounts and notes receivable, net", "totalLabel": "Trade accounts and notes receivable, net", "label": "Accounts and Financing Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of accounts and financing receivables, classified as current. Includes, but is not limited to, notes and loan receivable." } } }, "auth_ref": ["r1186"] }, "us-gaap_AccountsNotesLoansAndFinancingReceivableGrossAllowanceAndNetAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsNotesLoansAndFinancingReceivableGrossAllowanceAndNetAbstract", "lang": { "en-us": { "role": { "terseLabel": "Accounts, Notes, Loans and Financing Receivable, Gross, Allowance, and Net [Abstract]", "label": "Accounts, Notes, Loans and Financing Receivable, Gross, Allowance, and Net [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable", "label": "Accounts Payable, Current", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r136", "r1010"] }, "us-gaap_AccountsReceivableGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableGross", "crdr": "debit", "calculation": { "http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail": { "parentTag": "entg_AccountsAndNotesReceivableGross", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable", "label": "Accounts Receivable, before Allowance for Credit Loss", "documentation": "Amount, before allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business." } } }, "auth_ref": ["r271", "r377", "r378", "r1308"] }, "us-gaap_AccruedIncomeTaxesCurrent": { 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"http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Short-term lease liability:", "label": "Accrued Liabilities [Member]", "documentation": "This item represents obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered." } } }, "auth_ref": ["r139"] }, "us-gaap_AccumulatedDefinedBenefitPlansAdjustmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDefinedBenefitPlansAdjustmentMember", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfEquity"], "lang": { "en-us": { "role": { "terseLabel": "Defined benefit pension adjustments", "label": "Accumulated Defined Benefit Plans Adjustment Attributable to Parent [Member]", "documentation": "Accumulated other comprehensive (income) loss related to defined benefit plans attributable to the parent." } } }, "auth_ref": ["r6", "r7", "r24", "r36", "r160", "r1164", "r1165", "r1166"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Less accumulated depreciation", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r61", "r264", "r794"] }, "us-gaap_AccumulatedGainLossNetCashFlowHedgeParentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedGainLossNetCashFlowHedgeParentMember", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfEquity"], "lang": { "en-us": { "role": { "terseLabel": "Interest Rate Swap -Cash Flow Hedge", "label": "Accumulated Gain (Loss), Net, Cash Flow Hedge, Parent [Member]", "documentation": "Accumulated other comprehensive income (loss) from gain (loss) of derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness, attributable to parent." } } }, "auth_ref": ["r283", "r293", "r294", "r643", "r951", "r1164"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", 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translation adjustments", "label": "Accumulated Foreign Currency Adjustment Attributable to Parent [Member]", "documentation": "Accumulated other comprehensive income (loss) resulting from foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to the parent." } } }, "auth_ref": ["r5", "r24", "r36", "r158", "r159", "r293", "r294", "r693", "r694", "r695", "r696", "r697", "r1164"] }, "us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Acquired Finite-lived Intangible Assets, Weighted Average Useful

Life", "label": "Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life", "documentation": "Weighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r411", "r940"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r1091"] }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital, Common Stock", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": ["r149"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfEquity"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r842", "r1175", "r1176", "r1177", "r1178", "r1274", "r1345"] }, "entg_Additionaleffectivetaxratebenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "Additionaleffectivetaxratebenefit", "crdr": "credit", "presentation": ["http://www.entegris.com/role/IncomeTaxesSingaporesubsidiarycommitmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "additional effective tax rate benefit", "label": "additional effective tax rate benefit", "documentation": "Effective tax rate benefit over tax holiday benefit." } } }, "auth_ref": [] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r1104"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation:", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r1104"] 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"Adjustments to reconcile net income to net cash provided by operating activities:", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "entg_AdvancedPuritySolutionsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "AdvancedPuritySolutionsMember", "presentation": ["http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails", "http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail", "http://www.entegris.com/role/SegmentinformationSummaryofFinancialInformationforReportableSegmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Advanced Purity Solutions", "label": "Advanced Purity Solutions [Member]", "documentation": "Advanced Purity Solutions" } } }, "auth_ref": [] }, "ecd_AggtChngPnsnValInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": 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Excludes intersegment elimination and reconciling items." } } }, "auth_ref": ["r343", "r363", "r364", "r365", "r366", "r367", "r370", "r962", "r963"] }, "ecd_AllTradingArrangementsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllTradingArrangementsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "All Trading Arrangements", "label": "All Trading Arrangements [Member]" } } }, "auth_ref": ["r1130"] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "calculation": { "http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail": { "parentTag": "us-gaap_AllocatedShareBasedCompensationExpenseNetOfTax", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "Share-based compensation expense", "label": "Share-Based Payment Arrangement, Expense", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": ["r568", "r574"] }, "us-gaap_AllocatedShareBasedCompensationExpenseNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpenseNetOfTax", "crdr": "debit", "calculation": { "http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail"], "lang": { "en-us": { "role": { "totalLabel": "Share-based compensation expense, net of tax", "label": "Share-Based Payment Arrangement, Expense, after Tax", "documentation": "Amount, after tax, of expense for award under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_AllowanceForDoubtfulAccountsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivable", "crdr": "credit", "calculation": { "http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail": { "parentTag": "us-gaap_AccountsNotesAndLoansReceivableNetCurrent", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail"], "lang": { "en-us": { "role": { "terseLabel": "Less allowance for credit losses", "label": "Accounts Receivable, Allowance for Credit Loss", "documentation": "Amount of allowance for credit loss on accounts receivable." } } }, "auth_ref": ["r274", "r379", "r383", "r384", "r385", "r1308"] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://www.entegris.com/role/DocumentandEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfFinancingCostsAndDiscounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfFinancingCostsAndDiscounts", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 17.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of debt issuance costs and original issuance discounts", "label": "Amortization of Debt Issuance Costs and Discounts", "documentation": "Amount of amortization expense attributable to debt discount (premium) and debt issuance costs." } } }, "auth_ref": ["r482", "r975", "r976", "r1170", "r1292"] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 6.0 }, "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 11.0 } }, "presentation": ["http://www.entegris.com/role/AmortizationExpenseDetail", "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows", "http://www.entegris.com/role/ConsolidatedStatementsOfOperations", "http://www.entegris.com/role/SegmentInformationReconciliationofTotalSegmentProfittoOperatingIncomeDetail"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of intangible assets", "verboseLabel": "Amortization expense", "label": "Amortization of Intangible Assets", "documentation": "The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r14", "r408", "r415", "r971"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.entegris.com/role/EarningsPerShareEPSSharesExcludedUnderlyingStockBasedAwardsfromCalculationsofDilutedEPSDetail"], "lang": { "en-us": { "role": { "terseLabel": "Shares excluded from calculations of diluted EPS", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r336"] }, "us-gaap_AssetAcquisitionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionLineItems", "presentation": ["http://www.entegris.com/role/BusinessCombinationsandAssetAcquisitionsTables", "http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Business Acquisition", "label": "Asset Acquisition [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r1271"] }, "us-

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Includes, but is not limited to, losses from tangible assets, intangible assets and goodwill." } } }, "auth_ref": ["r14", "r59"] }, "us-gaap_AssetImpairmentChargesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetImpairmentChargesTextBlock", "presentation": ["http://www.entegris.com/role/Assetimpairment"], "lang": { "en-us": { "role": { "terseLabel": "Asset Impairment Charges", "label": "Asset Impairment Charges [Text Block]", "documentation": "The entire disclosure for the details of the charge against earnings resulting from the aggregate write down of all assets from their carrying value to their fair value. Disclosure may also include a description of the impaired asset and facts and circumstances leading to the impairment, amount of the impairment loss and where the loss is located in the income statement, method(s) for determining fair value, and the segment in which the impaired asset is reported." } } }, "auth_ref": [] }, "us-gaap_AssetRetirementObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetRetirementObligation", "crdr": "credit", "presentation": ["http://www.entegris.com/role/AssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Balance at beginning of year", "periodEndLabel": "Balance at end of year", "label": "Asset Retirement Obligation", "documentation": "The carrying amount of a liability for an asset retirement obligation. An asset retirement obligation is a legal obligation associated with the disposal or retirement of a tangible long-lived asset that results from the acquisition, construction or development, or the normal operations of a long-lived asset, except for certain obligations of lessees." } } }, "auth_ref": ["r432", "r435"] }, "us-gaap_AssetRetirementObligationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetRetirementObligationAbstract", "lang": { "en-us": { "role": { "terseLabel": "Asset Retirement Obligation [Abstract]", "label": "Asset Retirement Obligation [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AssetRetirementObligationAccretionExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetRetirementObligationAccretionExpense", "crdr": "debit", "presentation": ["http://www.entegris.com/role/AssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accretion expense", "label": "Asset Retirement Obligation, Accretion Expense", "documentation": "Amount of accretion expense recognized during the period that is associated with an asset retirement obligation. Accretion expense measures and incorporates changes due to the passage of time into the carrying amount of the liability." } } }, "auth_ref": ["r433", "r438"] }, "us-gaap_AssetRetirementObligationDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetRetirementObligationDisclosureTextBlock", "presentation": ["http://www.entegris.com/role/AssetRetirementObligations"], "lang": { "en-us": { "role": { "terseLabel": "Asset Retirement Obligations", "label": "Asset Retirement Obligation Disclosure [Text Block]", "documentation": "The entire disclosure for an asset retirement obligation and the associated long-lived asset. An asset retirement obligation is a legal obligation associated with the disposal or retirement from service of a tangible long-lived asset that results from the acquisition, construction or development, or the normal operations of a long-lived asset, except for certain obligations of lessees." } } }, "auth_ref": ["r244", "r431", "r434"] }, "us-gaap_AssetRetirementObligationLiabilitiesIncurred": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetRetirementObligationLiabilitiesIncurred", "crdr": "credit", "presentation": ["http://www.entegris.com/role/AssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Liabilities incurred", "label": "Asset Retirement Obligation, Liabilities Incurred", "documentation": "Amount of asset retirement obligations incurred during the period." } } }, "auth_ref": ["r436"] }, "us-gaap_AssetRetirementObligationLiabilitiesSettled": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetRetirementObligationLiabilitiesSettled", "crdr": "debit", "presentation": ["http://www.entegris.com/role/AssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Liabilities settled", "label": "Asset Retirement Obligation, Liabilities Settled", "documentation": "Amount of asset retirement obligations settled, or otherwise disposed of, during the period. This may include asset retirement obligations transferred to third parties associated with the sale of a long-lived asset." } } }, "auth_ref": ["r437"] }, "us-gaap_AssetRetirementObligationRevisionOfEstimate": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetRetirementObligationRevisionOfEstimate", "crdr": "credit", "presentation": ["http://www.entegris.com/role/AssetRetirementObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revision of estimate", "label": "Asset Retirement Obligation, Revision of Estimate", "documentation": "Amount of increase (decrease) in the asset retirement obligation from changes in the amount or timing of the estimated cash flows associated with the settlement of the obligation." } } }, "auth_ref": ["r439"] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "calculation": { 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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": ["r634"] }, "us-gaap_BusinessAcquisitionProFormaEarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionProFormaEarningsPerShareBasic", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Net income per common share - basic", "label": "Business Acquisition, Pro Forma Earnings Per Share, Basic", "documentation": "The pro forma basic net income per share for a period as if the business combination or combinations had been completed at the beginning of a period." } } }, "auth_ref": ["r1157", "r1158"] }, "us-gaap_BusinessAcquisitionProFormaEarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionProFormaEarningsPerShareDiluted", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Net income per common share - 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Such costs include finder's fees; advisory, legal, accounting, valuation, and other professional or consulting fees; general administrative costs, including the costs of maintaining an internal acquisitions department; and may include costs of registering and issuing debt and equity securities." } } }, "auth_ref": ["r84"] }, "us-gaap_BusinessCombinationAndAssetAcquisitionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationAndAssetAcquisitionAbstract", "lang": { "en-us": { "role": { "label": "Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]" } } }, "auth_ref": [] }, "us-gaap_BusinessCombinationConsiderationTransferred1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationConsiderationTransferred1", "crdr": "credit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Business Combination, Consideration Transferred", "label": "Business Combination, Consideration Transferred", "documentation": "Amount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer." } } }, "auth_ref": ["r1", "r2", "r21"] }, "us-gaap_BusinessCombinationConsiderationTransferredEquityInterestsIssuedAndIssuable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationConsiderationTransferredEquityInterestsIssuedAndIssuable", "crdr": "credit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Equity consideration on acquisition of CMC Materials, Inc.", "label": "Business Combination, Consideration Transferred, Equity Interests Issued and Issuable", "documentation": "Amount of equity interests of the acquirer, including instruments or interests issued or issuable in consideration for the business combination." } } }, "auth_ref": ["r1", "r2"] }, "us-gaap_BusinessCombinationDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationDisclosureTextBlock", "presentation": ["http://www.entegris.com/role/Acquisitions"], "lang": { "en-us": { "role": { "terseLabel": "Business Combination Disclosure", "label": "Business Combination Disclosure [Text Block]", "documentation": "The entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable)." } } }, "auth_ref": ["r208", "r635"] }, "us-gaap_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentConsiderationTransferred": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentConsiderationTransferred", "crdr": "credit", "presentation": ["http://www.entegris.com/role/PIMDisposalDetails"], "lang": { "en-us": { "role": { "terseLabel": "Final working capital adjustment", "label": "Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Consideration Transferred", "documentation": "This element represents the amount of any measurement period adjustment (as defined) realized during the reporting period to items of consideration transferred in connection with a business combination for which the initial accounting was incomplete." } } }, "auth_ref": ["r89"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCashAndEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCashAndEquivalents", "crdr": "debit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions, acquired at the acquisition date. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r88"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentLiabilities", "crdr": "credit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Current liabilities", "label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities", "documentation": "Amount of liabilities due within one year or within the normal operating cycle, if longer, assumed at the acquisition date." } } }, "auth_ref": ["r88"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibleAssetsOtherThanGoodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibleAssetsOtherThanGoodwill", "crdr": "debit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Identifiable intangible assets",

"label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill", "documentation": "Amount of intangible assets, excluding goodwill, acquired at the acquisition date." } } }, "auth_ref": ["r88"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory", "crdr": "debit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Inventory", "label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Inventory", "documentation": "The amount of inventory recognized as of the acquisition date." } } }, "auth_ref": ["r87", "r88"] }, 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"lang": { "en-us": { "role": { "terseLabel": "Other noncurrent assets", "label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent Assets", "documentation": "Amount of other assets expected to be realized or consumed after one year or the normal operating cycle, if longer, acquired at the acquisition date." } } }, "auth_ref": ["r88"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedPropertyPlantAndEquipment", "crdr": "debit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, plant and equipment", "label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment", "documentation": "The amount of property, plant, and equipment recognized as of the acquisition date." } } }, "auth_ref": ["r87", "r88"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet", "crdr": "debit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total purchase price", "label": "Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net", "documentation": "Amount recognized for assets, including goodwill, in excess of (less than) the aggregate liabilities assumed." } } }, "auth_ref": ["r88"] }, "us-gaap_BusinessCombinationsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Includes, but is not limited to, one-time termination benefits, termination of an operating lease or other contract, consolidating or closing facilities, and relocating employees, and termination benefits associated with an ongoing benefit arrangement. Excludes expenses associated with special or contractual termination benefits, a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r14"] }, "entg_Businessacquisitiondeferredpaymentnetpresentvalue": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "Businessacquisitiondeferredpaymentnetpresentvalue", "crdr": "credit", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Deferred acquisition and divestiture payments, net", "label": "Business acquisition deferred payment, net present value", "documentation": "Business acquisition deferred payment, net present value" } } }, "auth_ref": [] }, "entg_CMCMaterialsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "CMCMaterialsMember", "presentation": ["http://www.entegris.com/role/BusinessCombinationsandAssetAcquisitionsTables", "http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "CMC Materials", "label": "CMC Materials [Member]", "documentation": "CMC Materials" } } }, "auth_ref": [] }, "country_CN": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2024", "localname": "CN", "presentation": ["http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail"], "lang": { "en-us": { "role": { "terseLabel": "CHINA", "label": "CHINA" } } }, "auth_ref": [] }, "entg_Canistersandcylinders": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "Canistersandcylinders", "crdr": "debit", "calculation": { "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": "us-gaap_PropertyPlantAndEquipmentGross", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Canisters and cylinders", "label": "Canisters and cylinders", "documentation": "Canisters and cylinders" } } }, "auth_ref": [] }, "us-gaap_CapitalExpendituresIncurredButNotYetPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalExpendituresIncurredButNotYetPaid", "crdr": "credit", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Equipment purchases in accounts payable", "label": "Capital Expenditures Incurred but Not yet Paid", "documentation": "Future cash outflow to pay for purchases of fixed assets that have occurred." } } }, "auth_ref": ["r45", "r46", "r47"] }, "entg_CarryingValueOfNetAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "CarryingValueOfNetAssets", "crdr": "debit", "presentation": ["http://www.entegris.com/role/ECSaleDetails", "http://www.entegris.com/role/PIMDisposalDetails", "http://www.entegris.com/role/QEDsaleDetails"], "lang": { "en-us": { "role": { "terseLabel": "Carrying value of net assets", "label": "Carrying value of net assets", "documentation": "Carrying value of net assets" } } }, "auth_ref": [] }, "us-gaap_CashAcquiredFromAcquisition": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAcquiredFromAcquisition", "crdr": "debit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Less cash and cash equivalents acquired", "label": "Cash Acquired from Acquisition", "documentation": "The cash inflow associated with the acquisition of business during the period (for example, cash that was held by the acquired business)." } } }, "auth_ref": ["r38"] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Cash, cash equivalents and restricted cash at beginning of year", "periodStartLabel": "Cash, cash equivalents and restricted cash at beginning of year", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r42", "r262", "r945"] }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsFairValueDisclosure", "crdr": "debit", "presentation": ["http://www.entegris.com/role/FairValueMeasuresandDisclosuresDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, Fair Value Disclosure", "documentation": "Fair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r1275", "r1276"] }, "us-gaap_CashAndCashEquivalentsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsPolicyTextBlock", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents", "label": "Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": ["r43"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Cash, cash equivalents and restricted cash at end of year", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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": ["r42", "r175", "r305"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "(Decrease) increase in cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r3", "r175"] }, "us-gaap_CashFlowHedgingMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowHedgingMember", "presentation": ["http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesDetails", "http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash Flow Hedging", "label": "Cash Flow Hedging [Member]", "documentation": "Hedge of the exposure to variability in the cash flows of a recognized asset or liability, or of a forecasted transaction, that is attributable to a particular risk." } } }, "auth_ref": ["r99"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r1102"] }, "entg_ChargeForFairValueMarkUpOfAcquiredInventorySold": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "ChargeForFairValueMarkUpOfAcquiredInventorySold", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 15.0 } }, "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Charge for fair value mark-up of acquired inventory sold", "label": "Charge for fair value mark-up of acquired inventory sold", "documentation": "Charge for fair value mark-up of acquired inventory sold" } } }, "auth_ref": [] }, "entg_ChemicalAndMaterialsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "ChemicalAndMaterialsMember", "presentation": ["http://www.entegris.com/role/RevenuesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Chemical and Materials", "label": "Chemical and Materials [Member]", "documentation": "Chemical and Materials" } } }, "auth_ref": [] },

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"Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r191", "r443", "r444", "r927", "r1216", "r1221"] }, "us-gaap_CommonStockDividendsPerShareCashPaid": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockDividendsPerShareCashPaid", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Dividends declared per share", "label": "Common Stock, Dividends, Per Share, Cash Paid", "documentation": "Aggregate dividends paid during the period for each share of common stock outstanding." } } }, "auth_ref": ["r196"] }, "us-gaap_CommonStockDividendsPerShareDeclared": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockDividendsPerShareDeclared", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfEquityConsolidatedStatementofEquityParenthetical", "http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Common Stock, Dividends, Per Share, Declared", "label": "Common Stock, Dividends, Per Share, Declared", "documentation": "Aggregate dividends declared during the period for each share of common stock outstanding." } } }, "auth_ref": ["r196"] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfEquity"], "lang": { "en-us": { "role": { "terseLabel": "Common stock", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r1028", "r1029", "r1030", "r1032", "r1033", "r1034", "r1037", "r1175", "r1176", "r1178", "r1274", "r1342", "r1345"] }, 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["r147", "r861"] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesIssued", "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares issued", "label": "Common Stock, Shares, Issued", "documentation": "Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r147"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r25", "r147", "r861", "r879", "r1345", "r1346"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, par value $.01; 400,000 shares authorized; issued and outstanding shares as of December\u00a031, 2024: 151,324 and 151,122, respectively; issued and outstanding shares as of December\u00a031, 2023: 150,566 and 150,364, 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": ["r147", "r789", "r1010"] }, "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": ["r1108"] }, "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": ["r1107"] }, "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": ["r1109"] }, "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": ["r1106"] }, "us-gaap_CompensationAndEmployeeBenefitPlansTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CompensationAndEmployeeBenefitPlansTextBlock", "presentation": ["http://www.entegris.com/role/BenefitPlans"], "lang": { "en-us": { "role": { "terseLabel": "Benefit Plans", "label": "Compensation and Employee Benefit Plans [Text Block]", "documentation": "The entire disclosure for an entity's employee compensation and benefit plans, including, but not limited to, postemployment and postretirement benefit plans, defined benefit pension plans, defined contribution plans, non-qualified and supplemental benefit plans, deferred compensation, share-based compensation, life insurance, severance, health care, unemployment and other benefit plans." } } }, "auth_ref": ["r197", "r198", "r199", "r202"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome"], "lang": { "en-us": { "role": { "totalLabel": "Comprehensive income", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r37", "r288", "r290", "r296", "r783", "r800", "r801"] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": ["http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Domain]", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": ["r49", "r50", "r114", "r115", "r376", "r926"] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": ["http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Axis]", "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": ["r49", "r50", "r114", "r115", "r376", "r833", "r926"] }, "us-gaap_ConcentrationRiskByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByTypeAxis", "presentation": ["http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type [Axis]", "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } } }, "auth_ref": ["r49", "r50", "r114", "r115", "r376", "r926", "r1156"] }, "us-gaap_ConcentrationRiskPercentage1": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskPercentage1", "presentation": ["http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk, Percentage", "label": "Concentration Risk, Percentage", "documentation": "For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the \"benchmark\" (or denominator) in the equation, this concept represents the concentration percentage derived from the division." } } }, "auth_ref": ["r49", "r50", "r114", "r115", "r376"] }, "us-gaap_ConcentrationRiskTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": ["http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type [Domain]", "label": "Concentration Risk Type [Domain]", "documentation": "For an entity that discloses a concentration risk as a percentage of some financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employees, supplier, lender) of the concentration." } } }, "auth_ref": ["r49", "r50", "r114", "r115", "r376", "r926"] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Principles of 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": ["r94", "r952"] }, "us-gaap_ConstructionInProgressGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConstructionInProgressGross", "crdr": "debit", "calculation": { "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": "us-gaap_PropertyPlantAndEquipmentGross", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Construction in progress", "label": "Construction in Progress, Gross", "documentation": "Amount of structure or a modification to a structure under construction. Includes recently completed structures or modifications to structures that have not been placed into service." } } }, "auth_ref": ["r187"] }, "us-gaap_ContainersMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContainersMember", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Canisters and cylinders", "label": "Containers [Member]", "documentation": "Assets commonly used in the storage and transportation of goods." } } }, "auth_ref": [] }, "entg_ContractLiabilitiesIncludedInAssetHeldForSale": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "ContractLiabilitiesIncludedInAssetHeldForSale", "crdr": "debit", "presentation": ["http://www.entegris.com/role/RevenuesRevenuesContractLiabilitiesDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Contract liabilities

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Includes, but is not limited to, change in contract asset and contract liability." } } }, "auth_ref": ["r1229"] }, "us-gaap_ContractWithCustomerBasisOfPricingAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerBasisOfPricingAxis", "presentation": ["http://www.entegris.com/role/RevenuesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract with Customer, Basis of Pricing [Axis]", "label": "Contract with Customer, Basis of Pricing [Axis]", "documentation": "Information by basis of pricing for contract representing right to consideration in exchange for good or service transferred to customer." } } }, "auth_ref": ["r981", "r1230"] }, "us-gaap_ContractWithCustomerBasisOfPricingDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerBasisOfPricingDomain", "presentation": ["http://www.entegris.com/role/RevenuesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract with Customer, Basis of Pricing [Domain]", "label": "Contract with Customer, Basis of Pricing [Domain]", "documentation": "Basis of pricing for contract with customer. 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Includes, but is not limited to, overfunded (underfunded) status." } } }, "auth_ref": ["r519", "r522", "r987"] }, "us-gaap_DefinedBenefitPlanNetPeriodicBenefitCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanNetPeriodicBenefitCost", "crdr": "debit", "presentation": ["http://www.entegris.com/role/BenefitPlansAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Net periodic pension benefit cost", "label": "Defined Benefit Plan, Net Periodic Benefit Cost (Credit)", "documentation": "Amount of net periodic benefit cost (credit) for defined benefit plan." } } }, "auth_ref": ["r531", "r534", "r987", "r988"] }, "us-gaap_DefinedBenefitPlanPensionPlansWithAccumulatedBenefitObligationsInExcessOfPlanAssetsAggregateAccumulatedBenefitObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanPensionPlansWithAccumulatedBenefitObligationsInExcessOfPlanAssetsAggregateAccumulatedBenefitObligation", "crdr": "credit", "presentation": ["http://www.entegris.com/role/BenefitPlansAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated benefit obligation", "label": "Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Accumulated Benefit Obligation", "documentation": "Amount of accumulated benefit obligation for defined benefit plan with accumulated benefit obligation in excess of plan assets." } } }, "auth_ref": ["r532", "r533", "r987"] }, "us-gaap_DefinedBenefitPlanPensionPlansWithAccumulatedBenefitObligationsInExcessOfPlanAssetsAggregateFairValueOfPlanAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanPensionPlansWithAccumulatedBenefitObligationsInExcessOfPlanAssetsAggregateFairValueOfPlanAssets", "crdr": "debit", "presentation": ["http://www.entegris.com/role/BenefitPlansAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Fair value of plan assets", "label": "Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Plan Assets", "documentation": "Amount of plan asset for defined benefit plan with accumulated benefit obligation in excess of plan assets." } } }, "auth_ref": ["r532", "r533", "r987"] }, "us-gaap_DefinedBenefitPlanPensionPlansWithAccumulatedBenefitObligationsInExcessOfPlanAssetsAggregateProjectedBenefitObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanPensionPlansWithAccumulatedBenefitObligationsInExcessOfPlanAssetsAggregateProjectedBenefitObligation", "crdr": "credit", "presentation": ["http://www.entegris.com/role/BenefitPlansAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Projected benefit obligation", "label": "Defined Benefit Plan, Pension Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Projected Benefit Obligation", "documentation": "Amount of projected benefit obligation for defined benefit pension plan with accumulated benefit obligation in excess of plan assets." } } }, "auth_ref": ["r1232"] }, "us-gaap_DefinedBenefitPlanPlanAssetsBenefitsPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanPlanAssetsBenefitsPaid", "crdr": "credit", "presentation": ["http://www.entegris.com/role/BenefitPlansAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Defined Benefit Plan, Plan Assets, Benefits Paid", "label": "Defined Benefit Plan, Plan Assets, Benefits Paid", "documentation": "Amount of payment to participant under defined benefit plan which decreases plan assets. For pension plan, payment includes, but is not limited to, pension benefits and death benefits. For other postretirement plan, payment includes, but is not limited to, prescription drug benefits, health care benefits, life insurance benefits, and legal, educational and advisory services." } } }, "auth_ref": ["r521", "r1233"] }, "us-gaap_DefinedBenefitPlansAndOtherPostretirementBenefitPlansDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlansAndOtherPostretirementBenefitPlansDisclosuresAbstract", "lang": { "en-us": { "role": { "label": "Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DefinedContributionPlanCostRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedContributionPlanCostRecognized", "crdr": "debit", "presentation": ["http://www.entegris.com/role/BenefitPlansAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Employer profit sharing and matching contribution expense", "label": "Defined Contribution Plan, Cost", "documentation": "Amount of cost for defined contribution plan." } } }, "auth_ref": ["r535"] }, "us-gaap_DefinedContributionPlanEmployerMatchingContributionPercent": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedContributionPlanEmployerMatchingContributionPercent", "presentation": ["http://www.entegris.com/role/BenefitPlansAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Maximum matching contribution", "label": "Defined Contribution Plan, Employer Matching Contribution, Percent of Employees' Gross Pay", "documentation": "Percentage of employees' gross pay for which the employer contributes a matching contribution to a defined contribution plan." } } }, "auth_ref": [] }, "us-gaap_Depreciation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Depreciation", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows", "http://www.entegris.com/role/PropertyPlantandEquipmentPropertyPlantandEquipmentDepreciationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation", "label": "Depreciation", "documentation": "The amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. 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Includes, but is not limited to, tax expense (benefit) related to income (loss) from operations during the phase-out period, tax expense (benefit) related to gain (loss) on disposal, tax expense (benefit) related to gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and tax expense (benefit) related to adjustments of a prior period gain (loss) on disposal." } } }, "auth_ref": ["r121", "r122", "r123", "r124", "r130", "r133", "r583", "r619", "r622"] }, "us-gaap_DiscontinuedOperationTaxEffectOfIncomeLossFromDiscontinuedOperationDuringPhaseOutPeriod": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DiscontinuedOperationTaxEffectOfIncomeLossFromDiscontinuedOperationDuringPhaseOutPeriod", "crdr": "debit", "presentation": ["http://www.entegris.com/role/PIMDisposalDetails"], "lang": { "en-us": { "role": { "terseLabel": "Tax Effect of Income (Loss)", "label": "Discontinued Operation, Tax Effect of Income (Loss) from Discontinued Operation During Phase-out Period", "documentation": "Amount of tax expense (benefit) attributable to income (loss) from operations classified as a discontinued operation. 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Includes, but is not limited to, national jurisdiction for non-U.S. jurisdiction." } } }, "auth_ref": ["r585"] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]" } } }, "auth_ref": ["r1101"] }, "entg_ECMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "ECMember", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestituresTables", "http://www.entegris.com/role/ECSaleDetails", "http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "EC [Member]", "label": "EC [Member]", "documentation": "EC" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share:", "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "verboseLabel": "Basic net income per common share", "label": "Earnings Per Share, Basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r297", "r319", "r320", "r321", "r322", "r323", "r324", "r329", "r331", "r333", "r334", "r335", "r339", "r629", "r637", "r658", "r659", "r784", "r802", "r956"] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "verboseLabel": "Diluted net income per common share", "label": "Earnings Per Share, Diluted", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r297", "r319", "r320", "r321", "r322", "r323", "r324", "r331", "r333", "r334", "r335", "r339", "r629", "r637", "r658", "r659", "r784", "r802", "r956"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://www.entegris.com/role/EarningPerShareEPS"], "lang": { "en-us": { "role": { "terseLabel": "Earning Per Share (EPS)", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r328", "r336", "r337", "r338"] }, "us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Effect of exchange rate changes on cash, cash equivalents and restricted cash", "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations", "documentation": "Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r689"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent", "label": "Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent", "documentation": "Percentage of domestic federal statutory tax rate applicable to pretax income (loss)." } } }, "auth_ref": ["r311", "r585", "r617", "r994"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationFdiiAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationFdiiAmount", "crdr": "credit", "calculation": { "http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Foreign derived intangible income", "label": "Effective Income Tax Rate Reconciliation, FDII, Amount", "documentation": "Amount of reported income tax benefit from difference to expected income tax expense (benefit) computed by applying domestic federal statutory income tax rate to pretax income (loss) from continuing operations, attributable to foreign-derived intangible income (FDII)." } } }, "auth_ref": ["r994", "r1261", "r1263"] }, "us-gaap_EmployeeBenefitsAndShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeBenefitsAndShareBasedCompensation", "crdr": "debit", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Employee Benefits and Share-Based Compensation", "label": "Employee Benefits and Share-Based Compensation", "documentation": "Amount of expense for employee benefit and equity-based compensation." } } }, "auth_ref": [] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accrued payroll and related benefits", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r139"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Total compensation cost not yet recognized", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount", "documentation": "Amount of cost not yet recognized for nonvested award under share-based payment arrangement." } } }, "auth_ref": ["r569"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { 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Address, Postal Zip Code", "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://www.entegris.com/role/DocumentandEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": [

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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://www.entegris.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": [ "http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/ConsolidatedBalanceSheetsParenthetical", "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows", "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome", "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncomeParanthetical", "http://www.entegris.com/role/ConsolidatedStatementsOfOperations" ], "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://www.entegris.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": [ "r1043" ] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": [ "http://www.entegris.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": [ "http://www.entegris.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ "r1043" ] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": [ "http://www.entegris.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": [ "http://www.entegris.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", 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registrant's most recently completed second fiscal quarter." } } }, "auth_ref": [] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": [ "http://www.entegris.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": [ "r1043" ] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": [ "http://www.entegris.com/role/DocumentandEntityInformation" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as 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a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r670", "r672", "r673", "r674", "r677", "r678", "r679", "r680", "r681", "r780", "r999", "r1005"] }, "us-gaap_FairValueInputsLevel12And3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel12And3Member", "presentation": 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r729"] }, "us-gaap_FinanceLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r1212", "r1352"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": { "http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year One", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r416", "r940", "r971"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFive", "crdr": "debit", "calculation": { "http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "2029", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Five", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r416", "r940", "r971"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": { "http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Four", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r416", "r940", "r971"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": { "http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Three", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r416", "r940", "r971"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": { "http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/EstimatedFutureAmortizationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Two", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r416", "r940", "r971"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails", "http://www.entegris.com/role/IntangibleAssetsDetail"], "lang": { "en-us": {

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other than the reporting enterprise's functional currency, (2) translating foreign currency financial statements that are incorporated into the financial statements of the reporting enterprise by consolidation, combination, or the equity method of accounting, and (3) remeasurement of the financial statements of a foreign reporting enterprise in a hyperinflationary economy." } } }, "auth_ref": ["r684"] }, "us-gaap_ForeignExchangeContractMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignExchangeContractMember", "presentation": ["http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesDetails", "http://www.entegris.com/role/FairValueMeasuresandDisclosuresDetails"], "lang": { "en-us": { "role": { "terseLabel": "Foreign Exchange Contract", "label": "Foreign Exchange Contract [Member]", "documentation": "Derivative instrument whose primary underlying risk is tied to foreign exchange rates." } } }, "auth_ref": ["r950", "r985", 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Applicable Vesting Conditions During Covered Year [Member]" } } }, "auth_ref": ["r1100"] }, "us-gaap_FurnitureAndFixturesGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FurnitureAndFixturesGross", "crdr": "debit", "calculation": { "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": "us-gaap_PropertyPlantAndEquipmentGross", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Office furniture and equipment", "label": "Furniture and Fixtures, Gross", "documentation": "Amount before accumulated depreciation of equipment commonly used in offices and stores that have no permanent connection to the structure of a building or utilities. Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": ["r187"] }, "exch_GSXC": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/exch/2024", "localname": "GSXC", "presentation": ["http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail"], "lang": { "en-us": { "role": { "terseLabel": "CHINA", "label": "GSX CHINA [Member]" } } }, "auth_ref": [] }, "us-gaap_GainLossOnContractTermination": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnContractTermination", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 2.0 }, "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 13.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows", "http://www.entegris.com/role/ConsolidatedStatementsOfOperations", "http://www.entegris.com/role/EnthoneDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Gain on termination of alliance agreement", "label": "Gain (Loss) on Contract Termination", "documentation": "Gain (loss) related to the termination of a contract between the parties. The termination may be due to many causes including early termination of a lease by a lessee, a breach of contract by one party, or a failure to perform." } } }, "auth_ref": ["r177"] }, "us-gaap_GainLossOnSaleOfBusiness": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfBusiness", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 6.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "(Gain) loss from sale of businesses and held-for-sale assets, net", "label": "Gain (Loss) on Disposition of Business", "documentation": "Amount of gain (loss) from sale and disposal of integrated set of activities and assets capable of being conducted and managed for purpose of providing return in form of dividend, lower cost, or other economic benefit to investor, owner, member and participant." } } }, "auth_ref": ["r644", "r1170"] }, "us-gaap_GainsLossesOnExtinguishmentOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainsLossesOnExtinguishmentOfDebt", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 18.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows", "http://www.entegris.com/role/Debt2029and2030NotesDetails", "http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Loss on extinguishment of debt", "terseLabel": "Loss on extinguishment of debt", "label": "Gain (Loss) on Extinguishment of Debt", "documentation": "Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity." } } }, "auth_ref": ["r14", "r64", "r65"] }, "entg_GlobalMinimumTaxRate": { "xbrltype": "percentItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "GlobalMinimumTaxRate", "presentation": ["http://www.entegris.com/role/IncomeTaxesIncomeBeforeIncomeTaxesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Global Minimum tax rate [Abstract]", "label": "Global Minimum tax rate", "documentation": "Global Minimum tax rate percent" } } }, "auth_ref": [] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 8.0 } }, "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails", "http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwilladditionalDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "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": ["r265", "r393", "r781", "r963", "r970", "r1000", "r1010", "r1193", "r1200"] }, "us-gaap_GoodwillAndIntangibleAssetImpairment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetImpairment", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 12.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], 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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": ["r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r970"] }, "us-gaap_GoodwillPurchaseAccountingAdjustments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillPurchaseAccountingAdjustments", "crdr": "debit", "presentation": ["http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill impairment", "label": "Goodwill, Measurement Period Adjustment", "documentation": "Amount of increase (decrease) from measurement period adjustment 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": ["r0", "r1199"] }, "us-gaap_GoodwillWrittenOffRelatedToSaleOfBusinessUnit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillWrittenOffRelatedToSaleOfBusinessUnit", "crdr": "credit", "presentation": ["http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Goodwill, Written off Related to Sale of Business Unit", "label": "Goodwill, Written off Related to Sale of Business Unit", "documentation": "Amount of divestiture 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": ["r399", "r970"] }, "us-gaap_GovernmentAssistanceAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GovernmentAssistanceAbstract", "lang": { "en-us": { "role": { "label": "Government Assistance [Abstract]" } } }, "auth_ref": [] }, "us-gaap_GovernmentAssistanceAwardAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GovernmentAssistanceAwardAmount", "crdr": "debit", "presentation": ["http://www.entegris.com/role/GovernmentAssistanceDetails"], "lang": { "en-us": { "role": { "terseLabel": "Government Assistance, Award Amount", "label": "Government Assistance, Award Amount", "documentation": "Amount of government assistance awarded that comprises amount received, receivable, and to be received unless condition for government assistance is not met. Includes, but is not limited to, government grant, assistance, incentive, award, subsidy, and loan." } } }, "auth_ref": ["r1290"] }, "us-gaap_GovernmentAssistancePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GovernmentAssistancePolicyTextBlock", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Government Assistance", "label": "Government Assistance [Policy Text Block]", "documentation": "Disclosure of accounting policy for government assistance." } } }, "auth_ref": ["r700", "r705"] }, "us-gaap_GovernmentAssistanceTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GovernmentAssistanceTextBlock", "presentation": ["http://www.entegris.com/role/GovernmentAssistance"], "lang": { "en-us": { "role": { "terseLabel": "Government Assistance", "label": "Government Assistance [Text Block]", 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"us-gaap_HealthCareOrganizationRevenueSourcesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "HealthCareOrganizationRevenueSourcesAxis", "presentation": ["http://www.entegris.com/role/RevenuesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Health Care Organization, Revenue Sources [Axis]", "label": "Health Care Organization, Revenue Sources [Axis]", "documentation": "Information by major payor source of revenue for health care organizations." } } }, "auth_ref": ["r1230"] }, "us-gaap_HealthCareOrganizationRevenueSourcesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "HealthCareOrganizationRevenueSourcesDomain", "presentation": ["http://www.entegris.com/role/RevenuesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Health Care Organization, Revenue Sources [Domain]", "label": "Health Care Organization, Revenue Sources [Domain]", "documentation": "Major payor source of revenue for health care organizations." } } }, "auth_ref": ["r1230"] }, "us-gaap_HedgingDesignationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "HedgingDesignationAxis", "presentation": ["http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesDetails", "http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Hedging Designation [Axis]", "label": "Hedging Designation [Axis]", "documentation": "Information by designation of purpose of derivative instrument." } } }, "auth_ref": ["r26", "r647"] }, "us-gaap_HedgingDesignationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "HedgingDesignationDomain", "presentation": ["http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesDetails", "http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Hedging Designation [Domain]", "label": 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"In Process Research and Development [Member]", "documentation": "In process investigation of new knowledge useful in developing new product or service or new process or technique or improvement to existing product or process, and translation of knowledge into plan or design for new product or process or for improvement to existing product or process." } } }, "auth_ref": ["r1204", "r1206", "r1207", "r1208", "r1209", "r1210", "r1211", "r1213", "r1214", "r1215"] }, "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesDomestic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesDomestic", "crdr": "credit", "calculation": { "http://www.entegris.com/role/IncomeTaxesIncomeBeforeIncomeTaxesDetail": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": 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This element excludes distributions that constitute a return of investment, which are classified as investing activities." } } }, "auth_ref": ["r14"] }, "us-gaap_IncomeLossFromSubsidiariesNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromSubsidiariesNetOfTax", "crdr": "credit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income (Loss) from Subsidiaries, Net of Tax", "label": "Income (Loss)

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Includes, but is not limited to, expense determined to be nondeductible upon grant or after for award under share-based payment arrangement." } } }, "auth_ref": ["r994", "r1261", "r1263"] }, "us-gaap_IncomeTaxReconciliationOtherAdjustments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationOtherAdjustments", "crdr": "debit", "calculation": { "http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 9.0 } }, "presentation": ["http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Other items, net", "label": "Effective Income Tax Rate Reconciliation, Other Adjustments, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other adjustments." } } }, "auth_ref": ["r994", "r1261", "r1262"] }, "us-gaap_IncomeTaxReconciliationStateAndLocalIncomeTaxes": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationStateAndLocalIncomeTaxes", "crdr": "debit", "calculation": { "http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail"], "lang": { "en-us": { "role": { "terseLabel": "State income taxes before valuation allowance, net of federal tax effect", "label": "Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to state and local income tax expense (benefit)." } } }, "auth_ref": ["r588", "r994", "r1261"] }, "us-gaap_IncomeTaxReconciliationTaxContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationTaxContingencies", "crdr": "debit", "calculation": { "http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Tax contingencies", "label": "Effective Income Tax Rate Reconciliation, Tax Contingency, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax

income (loss) from continuing operations attributable to increase (decrease) in income tax contingencies. Including, but not limited to, domestic tax contingency, foreign tax contingency, state and local tax contingency, and other contingencies." } } }, "auth_ref": ["r591", "r994", "r1261"] }, "us-gaap_IncomeTaxReconciliationTaxCreditsResearch": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationTaxCreditsResearch", "crdr": "credit", "calculation": { "http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": -1.0, "order": 7.0 } }, "presentation": ["http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail"], "lang": { "en-us": { "role": { "negatedLabel": "U.S. federal research credit", "label": "Effective Income Tax Rate Reconciliation, Tax Credit, Research, Amount", "documentation": "Amount of the difference between 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Block]", "documentation": "The entire disclosure for all or part of the information related to intangible assets." } } }, "auth_ref": ["r406", "r419", "r421", "r939", "r940"] }, "us-gaap_IntangibleAssetsFiniteLivedPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IntangibleAssetsFiniteLivedPolicy", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill and Intangible Assets", "label": "Intangible Assets, Finite-Lived, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for finite-lived intangible assets. This accounting policy also might address: (1) the amortization method used; (2) the useful lives of such assets; and (3) how the entity assesses and measures impairment of such assets." } } }, "auth_ref": ["r744", "r745", "r746", "r748", "r953", "r1203"] }, "us-gaap_InterestExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpense", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfOperations", "http://www.entegris.com/role/SegmentInformationReconciliationofTotalSegmentProfittoOperatingIncomeDetail"], "lang": { "en-us": { "role": { "terseLabel": "Interest expense", "label": "Interest Expense, Operating and Nonoperating", "documentation": "Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense." } } }, "auth_ref": ["r340", "r346", "r350", "r356", "r369", "r706", "r962", "r963"] }, "us-gaap_InterestIncomeOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestIncomeOther", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfOperations", "http://www.entegris.com/role/SegmentInformationReconciliationofTotalSegmentProfittoOperatingIncomeDetail"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Interest income", "negatedLabel": "Interest income", "label": "Interest Income, Other", "documentation": "Amount of interest income earned from interest bearing assets classified as other." } } }, "auth_ref": [] }, "us-gaap_InterestPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaidNet", "crdr": "credit", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Interest paid, net of capitalized interest", "label": "Interest Paid, Excluding Capitalized Interest, Operating Activities", "documentation": "Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r299", "r302", "r303"] }, "us-gaap_InterestPayableCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPayableCurrentAndNoncurrent", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accrued interest payable", "label": "Interest Payable", "documentation": "Amount of interest payable on debt, including, but not limited to, trade payables." } } }, "auth_ref": ["r220", "r1306"] }, "us-gaap_InterestRateSwapMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestRateSwapMember", "presentation": ["http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesDetails",

"http://www.entegris.com/role/FairValueMeasuresandDisclosuresDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest Rate Swap", "label": "Interest Rate Swap [Member]", "documentation": "Forward based contracts in which two parties agree to swap periodic payments that are fixed at the outset of the swap contract with variable payments based on a market interest rate (index rate) over a specified period." } } }, "auth_ref": ["r942", "r1035", "r1036"] }, "entg_IntersegmentSalesEliminationMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "IntersegmentSalesEliminationMember", "presentation": ["http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail", "http://www.entegris.com/role/SegmentinformationSummaryofFinancialInformationforReportableSegmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "intersegment sales elimination [Member]", "label": "intersegment sales elimination [Member]", "documentation": "intersegment sales elimination" } } }, "auth_ref": [] }, "us-gaap_InventoryDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Inventory Disclosure [Abstract]", "label": "Inventory Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_InventoryDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryDisclosureTextBlock", "presentation": ["http://www.entegris.com/role/Inventories"], "lang": { "en-us": { "role": { "terseLabel": "Inventories", "label": "Inventory Disclosure [Text Block]", "documentation": "The entire disclosure for inventory. Includes, but is not limited to, the basis of stating inventory, the method of determining inventory cost, the classes of inventory, and the nature of the cost elements included in inventory." } } }, "auth_ref": ["r388"] }, "us-gaap_InventoryFinishedGoodsNetOfReserves": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryFinishedGoodsNetOfReserves", "crdr": "debit", "calculation": { "http://www.entegris.com/role/InventoriesDetail": { "parentTag": "us-gaap_InventoryNet", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/InventoriesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Finished goods", "label": "Inventory, Finished Goods, Net of Reserves", "documentation": "Carrying amount, net of valuation reserves and adjustments, as of the balance sheet date of merchandise or goods held by the company that are readily available for sale." } } }, "auth_ref": ["r183", "r947"] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryNet", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 }, "http://www.entegris.com/role/InventoriesDetail": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/InventoriesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Inventories, net", "totalLabel": "Total inventories", "label": "Inventory, Net", "documentation": "Amount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer." } } }, "auth_ref": ["r276", "r946", "r1010"] }, "us-gaap_InventoryNetAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryNetAbstract", "presentation": ["http://www.entegris.com/role/InventoriesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Inventory Net", "label": "Inventory, Net [Abstract]" } } }, "auth_ref": [] }, "us-gaap_InventoryPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryPolicyTextBlock", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Inventories", "label": "Inventory, Policy [Policy Text Block]", "documentation": "Disclosure of inventory accounting policy for inventory classes, including, but not limited to, basis for determining inventory amounts, methods by which amounts are added and removed from inventory classes, loss recognition on impairment of inventories, and situations in which inventories are stated above cost." } } }, "auth_ref": ["r237", "r261", "r275", "r388", "r389", "r391", "r743", "r954"] }, "us-gaap_InventoryRawMaterialsNetOfReserves": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryRawMaterialsNetOfReserves", "crdr": "debit", "calculation": { "http://www.entegris.com/role/InventoriesDetail": { "parentTag": "us-gaap_InventoryNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/InventoriesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Raw materials", "label": "Inventory, Raw Materials, Net of Reserves", "documentation": "Carrying amount, net of valuation reserves and adjustments, as of the balance sheet date of unprocessed items to be consumed in the manufacturing or production process." } } }, "auth_ref": ["r183", "r949"] }, "us-gaap_InventoryWorkInProcessNetOfReserves": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryWorkInProcessNetOfReserves", "crdr": "debit", "calculation": { "http://www.entegris.com/role/InventoriesDetail": { "parentTag": "us-gaap_InventoryNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/InventoriesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Work-in-process", "label": "Inventory, Work in Process, Net of Reserves", "documentation": "Carrying amount, net of reserves and adjustments, as of the balance sheet date of merchandise or goods which are partially completed. This inventory is generally comprised of raw materials, labor and factory overhead costs, which require further materials, labor and overhead to be converted into finished goods, and which generally require the use of estimates to determine percentage complete and pricing." } } }, "auth_ref": ["r183", "r948"] }, "us-gaap_InventoryWriteDown": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryWriteDown", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Charge for excess and obsolete inventory", "label": "Inventory Write-down", "documentation": "Amount of loss from reductions in inventory due to subsequent measurement adjustments, including, but not limited to, physical deterioration, obsolescence, or changes in price levels." } } }, "auth_ref": ["r390"] }, "country_JP": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2024", "localname": "JP", "presentation": ["http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail", "http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail"], "lang": { "en-us": { "role": { "terseLabel": "JAPAN", "label": "JAPAN" } } }, "auth_ref": [] }, "country_KR": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2024", "localname": "KR", "presentation": ["http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail", "http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail"], "lang": { "en-us": { "role": { "terseLabel": "SOUTH KOREA", "label": "KOREA, REPUBLIC OF" } } }, "auth_ref": [] }, "us-gaap_Land": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Land", "crdr": "debit", "calculation": { "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": "us-gaap_PropertyPlantAndEquipmentGross", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Land", "label": "Land", "documentation": "Amount before accumulated depletion of real estate held for productive use, excluding land held for sale." } } }, "auth_ref": ["r1162"] }, "us-gaap_LeaseCostTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseCostTableTextBlock", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Lease, Cost", "label": "Lease, Cost [Table Text Block]", "documentation": "Tabular disclosure of lessee's lease cost. Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income." } } }, "auth_ref": ["r1295"] }, "entg_LeaseLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "LeaseLiabilities", "crdr": "credit", "presentation": ["http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease liabilities", "label": "Lease liabilities", "documentation": "Lease liabilities" } } }, "auth_ref": [] }, "entg_LeaseOperatingLeaseCashFlowInformationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "LeaseOperatingLeaseCashFlowInformationTableTextBlock", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Leases , Cash Flow Information", "label": "Lease Operating Lease, Cash Flow Information [Table Text Block]", "documentation": "Lease Operating Lease, Cash Flow Information" } } }, "auth_ref": [] }, "us-gaap_LeasesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeasesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Leases [Abstract]", "label": "Leases [Abstract]" } } }, "auth_ref": [] }, "entg_LeasesBalanceSheetTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "LeasesBalanceSheetTableTextBlock", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Leases balance sheet", "label": "leases balance sheet [Table Text Block]", "documentation": "leases balance sheet" } } }, "auth_ref": [] }, "dei_LegalEntityAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LegalEntityAxis", "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/ConsolidatedBalanceSheetsParenthetical", "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows", "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome", "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncomeParanthetical", "http://www.entegris.com/role/ConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "terseLabel": "Legal Entity [Axis]", "label": "Legal Entity [Axis]", "documentation": "The set of legal entities associated with a report." } } }, "auth_ref": [] }, "entg_LegalEntityDivestitureActivity": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "LegalEntityDivestitureActivity", "crdr": "debit", "calculation": { "http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 11.0 } }, "presentation": ["http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Legal entity divestiture activity", "label": "Legal entity divestiture activity", "documentation": "Legal entity divestiture activity" } } }, "auth_ref": [] }, "entg_Legalentityrestructuringdividendsreceiveddeduction": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "Legalentityrestructuringdividendsreceiveddeduction", "crdr": "debit", "calculation": { "http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.entegris.com/role/IncomeTaxesReconciliationofIncomeTaxExpenseWithExpectedAmountsBasedUponStatutoryFederalTaxRatesDetail"], "lang": { "en-us": { "role": { "terseLabel": "Acquisition related retention, severance, and transaction costs", "label": "Legal entity restructuring dividends received deduction", "documentation": "Legal entity restructuring dividends received deduction" } } }, "auth_ref": [] }, "us-gaap_LesseeFinanceLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeFinanceLeasesTextBlock", "presentation": ["http://www.entegris.com/role/LeaseCommitments"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Finance Leases", "label": "Lessee, Finance Leases [Text Block]", "documentation": "The entire disclosure for finance leases of lessee. Includes, but is not limited to, description of lessee's finance lease and maturity analysis of finance lease liability." } } }, "auth_ref": ["r712"] }, "us-gaap_LesseeLeaseDescriptionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeaseDescriptionLineItems", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails", "http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Lease, Description [Line Items]", "label": "Lessee, Lease, Description [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r721", "r731"] }, "us-gaap_LesseeLeaseDescriptionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeaseDescriptionTable", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails", "http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Lease, Description [Table]", "label": "Lessee, Lease, Description [Table]", "documentation": "Disclosure of information about lessee's leases." } } }, "auth_ref": ["r721", "r731"] }, "us-gaap_LesseeLeasesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeasesPolicyTextBlock", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessee, Leases [Policy Text Block]", "documentation": "Disclosure of accounting policy for leasing arrangement entered into by lessee." } } }, "auth_ref": ["r720"] }, "us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Liability, Maturity", "label": "Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]", "documentation": "Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r1296"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "calculation": { "http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total", "label": "Lessee, Operating Lease, Liability, to be Paid", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": ["r729"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive", "crdr": "credit", "calculation": { "http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "After Year Five-Operating lease liability", "label":

"Lessee, Operating Lease, Liability, to be Paid, after Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease due after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r729"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "calculation": { "http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "One Year-Operating lease liability", "label": "Lessee, Operating Lease, Liability, to be Paid, Year One", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r729"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFive", "crdr": "credit", "calculation": { "http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Five Years-Operating lease liability", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r729"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFour", "crdr": "credit", "calculation": { "http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Four years-Operating lease liability", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Four", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r729"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearThree", "crdr": "credit", "calculation": { "http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Three Years-Operating lease liability", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Three", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r729"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearTwo", "crdr": "credit", "calculation": { "http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Two Years-Operating lease liability", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Two", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r729"] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Less: Interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r729"] }, "us-gaap_LesseeOperatingLeaseOptionToTerminate": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseOptionToTerminate", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease terminate option", "label": "Lessee, Operating Lease, Option to Terminate", "documentation": "Description of terms and conditions of option to terminate lessee's operating lease. Includes, but is not limited to, information about option recognized as part of right-of-use asset and lease liability." } } }, "auth_ref": ["r722"] }, "us-gaap_LesseeOperatingLeaseRenewalTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseRenewalTerm", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease renewal options", "label": "Lessee, Operating Lease, Renewal Term", "documentation": "Term of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r1294"] }, "us-gaap_LesseeOperatingLeaseTermOfContract": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseTermOfContract", "presentation": 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of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r153", "r222", "r792", "r1010", "r1172", "r1190", "r1289"] }, "us-gaap_LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "LIABILITIES AND EQUITY", "label": "Liabilities and Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total current liabilities", "label": "Liabilities, Current", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." } } }, "auth_ref": ["r140", "r260", "r309", "r380", "r451", "r452", "r453", "r454", "r455", "r456", "r457", "r458", "r459", "r640", "r645", "r646", "r683", "r1010", "r1225", "r1297", "r1298"] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Current liabilities:", "label": "Liabilities, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesOfDisposalGroupIncludingDiscontinuedOperation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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"terseLabel": "Revolving facility due 2027 at 6.07% (2)", "label": "Long-Term Line of Credit", "documentation": "The carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r32", "r221", "r1307"] }, "us-gaap_LineOfCreditFacilityCommitmentFeeDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityCommitmentFeeDescription", "presentation": ["http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Facility, Commitment Fee Description", "label": "Line of Credit Facility, Commitment Fee Description", "documentation": "Description of the fees for amounts available, but unused under the credit facility." } } }, "auth_ref": ["r137", "r142"] }, "us-gaap_LitigationSettlementGain": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LitigationSettlementGain", "crdr": "credit", "calculation": { "http://www.entegris.com/role/OtherIncomeExpenseNetDetails": { "parentTag": "us-gaap_OtherNonoperatingExpense", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/OtherIncomeExpenseNetDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Patent infringement settlement gain, net", "label": "Litigation Settlement, Gain", "documentation": "Amount of gain from litigation settlement for amount awarded from other party. Excludes claims within an insurance entity's normal claims settlement process." } } }, "auth_ref": ["r1224"] }, "us-gaap_LoansNotesTradeAndOtherReceivablesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LoansNotesTradeAndOtherReceivablesDisclosureTextBlock", "presentation": ["http://www.entegris.com/role/TradeAccountsandNotesReceivable"], "lang": { "en-us": { "role": { "terseLabel": "Trade Accounts and Notes Receivable", "label": "Loans, Notes, Trade and Other Receivables Disclosure [Text Block]", "documentation": "The entire disclosure for claims held for amounts due to entity, excluding financing receivables. Examples include, but are not limited to, trade accounts receivables, notes receivables, loans receivables. Includes disclosure for allowance for credit losses." } } }, "auth_ref": ["r708", "r1185"] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.entegris.com/role/DocumentandEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongLivedAssetsHeldForSaleByAssetTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongLivedAssetsHeldForSaleByAssetTypeAxis", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestituresTables", "http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails", "http://www.entegris.com/role/OtherHeldforsaleDetails", "http://www.entegris.com/role/PIMDisposalDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disposal [Axis]", "label": "Long-Lived Asset, Held-for-Sale, Type [Axis]", "documentation": "Information by long-lived asset held for sale." } } }, "auth_ref": ["r19"] }, "us-gaap_LongLivedAssetsHeldForSaleLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongLivedAssetsHeldForSaleLineItems", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestituresTables", "http://www.entegris.com/role/ECSaleDetails", "http://www.entegris.com/role/OtherHeldforsaleDetails", "http://www.entegris.com/role/PIMDisposalDetails", "http://www.entegris.com/role/QEDsaleDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disposal [Line Items]", "label": "Long-Lived Assets Held-for-Sale [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_LongLivedAssetsHeldForSaleNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongLivedAssetsHeldForSaleNameDomain", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestituresTables", "http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails", "http://www.entegris.com/role/OtherHeldforsaleDetails", "http://www.entegris.com/role/PIMDisposalDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disposal [Domain]", "label": "Long-Lived Assets Held-for-Sale, Name [Domain]", "documentation": "A name of the assets to be disposed." } } }, "auth_ref": ["r19"] }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtSummaryTableDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/DebtSummaryTableDetails", "http://www.entegris.com/role/FairValueMeasuresandDisclosuresDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total debt, net", "terseLabel": "Total long-term debt", "label": "Long-Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes

lease obligation." } } }, "auth_ref": ["r32", "r221", "r473", "r489", "r973", "r974", "r1008", "r1307"] }, "us-gaap_LongTermDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtCurrent", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtSummaryTableDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Less current portion of long-term debt", "label": "Long-Term Debt, Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation." } } }, "auth_ref": ["r269"] }, "us-gaap_LongTermDebtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtFairValue", "crdr": "credit", "presentation": ["http://www.entegris.com/role/FairValueMeasuresandDisclosuresDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Fair Value", "label": "Long-Term Debt, Fair Value", "documentation": "The fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": ["r1275", "r1277", "r1278", "r1279"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFive", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtMaturityScheduleDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.entegris.com/role/DebtMaturityScheduleDetails"], "lang": { "en-us": { "role": { "terseLabel": "Thereafter", "label": "Long-Term Debt, Maturity, after Year Five", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r16", "r313", "r1228"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtMaturityScheduleDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/DebtMaturityScheduleDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long-Term Debt, Maturity, Year One", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r16", "r313", "r478"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInRollingYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInRollingYearFive", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtMaturityScheduleDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.entegris.com/role/DebtMaturityScheduleDetails"], "lang": { "en-us": { "role": { "terseLabel": "2029", "label": "Long-Term Debt, Maturities, Repayments of Principal in Rolling Year Five", "documentation": "Amount of long-term debt payable, sinking fund requirements, and other securities issued that are redeemable by holder at fixed or determinable prices and dates maturing in the fifth rolling twelve months following the latest balance sheet. For interim and annual periods when interim periods are reported on a rolling approach, from latest balance sheet date." } } }, "auth_ref": ["r1174"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInRollingYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInRollingYearFour", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtMaturityScheduleDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/DebtMaturityScheduleDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Long-Term Debt, Maturities, Repayments of Principal in Rolling Year Four", "documentation": "Amount of long-term debt payable, sinking fund requirements, and other securities issued that are redeemable by holder at fixed or determinable prices and dates maturing in the fourth rolling twelve months following the latest balance sheet. For interim and annual periods when interim periods are reported on a rolling approach, from latest balance sheet date." } } }, "auth_ref": ["r1174"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtMaturityScheduleDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/DebtMaturityScheduleDetails"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Long-Term Debt, Maturity, Year Three", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r16", "r313", "r478"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtMaturityScheduleDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/DebtMaturityScheduleDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Long-Term Debt, Maturity, Year Two", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r16", "r313", "r478"] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://www.entegris.com/role/DebtSummaryTableDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 2.0 }, "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt", "verboseLabel": "Total long-term debt, net", "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. Excludes lease obligation." } } }, "auth_ref": ["r270"] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/Debt2029and2030NotesDetails", "http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-Term Debt, Type", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r32", "r1217", "r1218", "r1219"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/Debt2029and2030NotesDetails", "http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. 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": ["r32", "r63", "r1217", "r1218", "r1219"] }, "country_MY": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2024", "localname": "MY", "presentation": ["http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail"], "lang": { "en-us": { "role": { "terseLabel": "MALAYSIA", "label": "MALAYSIA" } } }, "auth_ref": [] }, "us-gaap_MachineryAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MachineryAndEquipmentGross", "crdr": "debit", "calculation": { "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": "us-gaap_PropertyPlantAndEquipmentGross", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Manufacturing equipment", "label": "Machinery and Equipment, Gross", "documentation": "Amount before accumulated depreciation of tangible personal property used to produce goods and services, including, but is not limited to, tools, dies and molds, computer and office equipment." } } }, "auth_ref": ["r187"] }, "srt_MajorCustomersAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MajorCustomersAxis", "presentation": ["http://www.entegris.com/role/RevenuesDetails", "http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer", "label": "Customer [Axis]" } } }, "auth_ref": ["r376", "r980", "r1020", "r1025", "r1230", "r1309", "r1313", "r1314", "r1316", "r1317", "r1318", "r1319", "r1320", "r1321", "r1322", "r1323", "r1324", "r1325", "r1326", "r1327", "r1328", "r1329", "r1330", "r1331", "r1332", "r1333", "r1334", "r1335", "r1336", "r1337", "r1338", "r1340", "r1341"] }, "entg_MaterialsSolutionsMSMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "MaterialsSolutionsMSMember", "presentation": ["http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails", "http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail", "http://www.entegris.com/role/SegmentinformationSummaryofFinancialInformationforReportableSegmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Materials Solutions MS", "label": "Materials Solutions MS [Member]", "documentation": "Materials Solutions MS" } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail", "http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails", "http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Maximum", "label": "Maximum [Member]" } } }, "auth_ref": ["r445", "r446", "r447", "r448", "r536", "r575", "r665", "r742", "r822", "r824", "r832", "r853", "r854", "r906", "r908", "r910", "r911", "r921", "r937", "r938", "r967", "r977", "r991", "r1004", "r1005", "r1006", "r1007", "r1021", "r1227", "r1299", "r1300", "r1301", "r1302", "r1303", "r1304"] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Measure:", "label": "Measure [Axis]" } } }, "auth_ref": ["r1103"] }, "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": ["r1103"] }, "us-gaap_MergersAcquisitionsAndDispositionsDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MergersAcquisitionsAndDispositionsDisclosuresTextBlock", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestitures"], "lang": { "en-us": { "role": { "terseLabel": "Assets Held for Sale", "label": "Mergers, Acquisitions and Dispositions Disclosures [Text Block]", "documentation": "The entire disclosure for business combinations, including leverage buyout transactions (as applicable), and divestitures. This may include a description of a business combination or divestiture (or series of individually immaterial business combinations or divestitures) completed during the period, including background, timing, and assets and liabilities recognized and reclassified or sold. This element does not include fixed asset sales and plant closings." } } }, "auth_ref": ["r118", "r208"] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MinimumMember", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails", "http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Minimum", "label": "Minimum [Member]" } } }, "auth_ref": ["r445", "r446", "r447", "r448", "r536", "r575", "r665", "r742", "r822", "r824", "r832", "r853", "r854", "r906", "r908", "r910", "r911", "r921", "r937", "r938", "r967", "r977", "r991", "r1004", "r1005", "r1006", "r1021", "r1227", "r1299", "r1300", "r1301", "r1302", "r1303", "r1304"] }, "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": ["r1123"] }, "entg_Molds": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "Molds", "crdr": "debit", "calculation": { "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": "us-gaap_PropertyPlantAndEquipmentGross", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Molds", "label": "Molds", "documentation": "Molds." } } }, "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": ["r1131"] }, "srt_NameOfMajorCustomerDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "NameOfMajorCustomerDomain", "presentation": ["http://www.entegris.com/role/RevenuesDetails", "http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer", "label": "Customer [Domain]" } } }, "auth_ref": ["r376", "r980", "r1020", "r1025", "r1230", "r1309", "r1313", "r1314", "r1316", "r1317", "r1318", "r1319", "r1320", "r1321", "r1322", "r1323", "r1324", "r1325", "r1326", "r1327", "r1328", "r1329", "r1330", "r1331", "r1332", "r1333", "r1334", "r1335", "r1336", "r1337",

"r1338", "r1340", "r1341"] }, "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": ["r1104"] }, "us-gaap_NatureOfOperations": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NatureOfOperations", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Nature of Operations", "label": "Nature of Operations [Text Block]", "documentation": "The entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward." } } }, "auth_ref": ["r238", "r250"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash (used in) provided by financing activities", "label": "Net Cash Provided by (Used in) Financing Activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r301"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Financing activities:", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash (used in) provided by 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": ["r301"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Investing activities:", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "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": ["r175", "r176", "r177"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Operating activities:", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 1.0 }, "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome", "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncomeParanthetical", "http://www.entegris.com/role/ConsolidatedStatementsOfEquity", "http://www.entegris.com/role/ConsolidatedStatementsOfOperations", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "totalLabel": "Net income", "terseLabel": "Net income", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r167", "r177", "r224", "r258", "r286", "r289", "r294", "r309", "r317", "r319", "r320", "r321", "r322", "r323", "r326", "r327", "r332", "r380", "r451", "r452", "r453", "r454", "r455", "r456", "r457", "r458", "r459", "r629", "r637", "r659", "r683", "r798", "r881", "r898", "r899", "r1039", "r1225"] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Recent Accounting Pronouncements", "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": [] }, "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": ["r1103"] }, "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": ["r1066", "r1077", "r1087", "r1111", "r1120"] }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgCompActuallyPaidAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Compensation Actually Paid Amount", "label": "Non-PEO NEO Average Compensation Actually Paid Amount" } } }, "auth_ref": ["r1094"] }, "ecd_NonPeoNeoAvgTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Total Compensation Amount", "label": "Non-PEO NEO Average Total Compensation Amount" } } }, "auth_ref": ["r1093"] }, "ecd_NonPeoNeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO", "label": "Non-PEO NEO [Member]" } } }, "auth_ref": ["r1111"] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted", "label": "Non-Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r1131"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated", "label": "Non-Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r1131"] }, "entg_NonSemiMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "NonSemiMember", "presentation": ["http://www.entegris.com/role/RevenuesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Non-Semi", "label": "Non-Semi [Member]", "documentation": "Non-Semi" } } }, "auth_ref": [] }, "us-gaap_NoncashOrPartNoncashDivestituresLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoncashOrPartNoncashDivestituresLineItems", "presentation": ["http://www.entegris.com/role/ECSaleDetails", "http://www.entegris.com/role/QEDsaleDetails"], "lang": { "en-us": { "role": { "terseLabel": "Noncash or Part Noncash Divestitures [Line Items]", "label": "Noncash or Part Noncash Divestitures [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_NoncashOrPartNoncashDivestituresTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoncashOrPartNoncashDivestituresTable", "presentation": ["http://www.entegris.com/role/ECSaleDetails", "http://www.entegris.com/role/QEDsaleDetails"], "lang": { "en-us": { "role": { "terseLabel": "Noncash or Part Noncash Divestitures [Table]", "label": "Noncash or Part Noncash Divestitures [Table]", "documentation": "Disclosure of information about noncash or part noncash divestiture." } } }, "auth_ref": ["r45", "r46", "r47"] }, "us-gaap_NondesignatedMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NondesignatedMember", "presentation": ["http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Not Designated as Hedging Instrument", "label": "Not Designated as Hedging Instrument [Member]", "documentation": "Derivative instrument not designated as hedging instrument under Generally Accepted Accounting Principles (GAAP)." } } }, "auth_ref": ["r26"] }, "us-gaap_NotesReceivableGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NotesReceivableGross", "crdr": "debit", "calculation": { "http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail": { "parentTag": "entg_AccountsAndNotesReceivableGross", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/TradeAccountsandNotesReceivableDetail"], "lang": { "en-us": { "role": { "terseLabel": "Notes receivable", "label": "Financing Receivable, before Allowance for Credit Loss", "documentation": "Amortized cost, before allowance for credit loss, of financing receivable. Excludes financing receivable covered under loss sharing agreement and net investment in lease." } } }, "auth_ref": ["r231", "r233", "r252", "r253", "r272", "r377", "r386", "r387", "r968", "r969", "r1161", "r1191"] }, "us-gaap_OfficeEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OfficeEquipmentMember", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Office Furniture and Equipment", "label": "Office Equipment [Member]", "documentation": "Tangible personal property used in an office setting. Examples include, but are not limited to, computers, copiers and fax machine." } } }, "auth_ref": [] }, "entg_OneCustomerMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "OneCustomerMember", "presentation": ["http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "One customer [Member]", "label": "One customer [Member]", "documentation": "Customer" } } }, "auth_ref": [] }, "us-gaap_OpenForwardForeignCurrencyContractTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OpenForwardForeignCurrencyContractTableTextBlock", "presentation": ["http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesTables"], "lang": { "en-us": { "role": { "terseLabel": "Open Forward Foreign Currency Contract", "label": "Open Forward Foreign Currency Contract [Table Text Block]", "documentation": "Tabular disclosure of contract for foreign currency transaction at fixed rate at future date." } } }, "auth_ref": ["r1344", "r1350"] }, "us-gaap_OpenTaxYear": { "xbrltype": "gYearListItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OpenTaxYear", "presentation": ["http://www.entegris.com/role/IncomeTaxesIncomeTaxUnrecognizedtaxbenefitsadditionalinformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Open Tax Year", "label": "Open Tax Year", "documentation": "Tax year that remains open to examination under enacted tax laws, in YYYY format." } } }, "auth_ref": ["r596"] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "presentation": ["http://www.entegris.com/role/SegmentinformationSummaryofFinancialInformationforReportableSegmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Operating Expenses", "label": "Operating Expenses", "documentation": "Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfOperations", "http://www.entegris.com/role/SegmentInformationReconciliationofTotalSegmentProfittoOperatingIncomeDetail"], "lang": { "en-us": { "role": { "totalLabel": "Operating income", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r227", "r957", "r1180", "r1181", "r1182", "r1183", "r1184"] }, "us-gaap_OperatingLeaseCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseCost", "crdr": "debit", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsLeasesComponentsofLeaseExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating Lease, Cost", "label": "Operating Lease, Cost", "documentation": "Amount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by

amortization of remaining right-of-use asset and accretion of lease liability." } } }, "auth_ref": ["r724", "r1009"] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "presentation": ["http://www.entegris.com/role/LeaseFutureMinimumLeasePaymentsDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total liability", "label": "Operating Lease, Liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r715"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "presentation": ["http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Short-term lease liability", "label": "Operating Lease, Liability, Current", 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intended use." } } }, "auth_ref": ["r719", "r725"] }, "us-gaap_OperatingLeaseRightOfUseAsset": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseRightOfUseAsset", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/LeasesLeaseBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Right-of-use assets - Operating lease", "label": "Operating Lease, Right-of-Use Asset", "documentation": "Amount of lessee's right to use underlying asset under operating lease." } } }, "auth_ref": ["r714"] }, "us-gaap_OperatingLeaseRightOfUseAssetStatementOfFinancialPositionExtensibleList": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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["http://www.entegris.com/role/IncomeTaxesIncomeTaxesDeferredtaxadditionalinformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating Loss Carryforwards, Expiration Date", "label": "Operating Loss Carryforwards, Expiration Date", "documentation": "Expiration date of each operating loss carryforward included in operating loss carryforward, in YYYY-MM-DD format." } } }, "auth_ref": ["r612"] }, "us-gaap_OtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAssetsCurrent", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Other current assets", "label": "Other Assets, Current", "documentation": "Amount of current assets classified as other." } } }, "auth_ref": ["r277", "r1010"] 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"us-gaap_OtherComprehensiveIncomeLossNetOfTax", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome", "http://www.entegris.com/role/ConsolidatedStatementsOfEquity"], "lang": { "en-us": { "role": { "terseLabel": "Interest rate swap - cash flow hedge, net of tax (benefit) expense of $(3,824), $(5,085) and $10,520 for December\u00a031, 2024, December\u00a031, 2023 and December\u00a031, 2022, respectively.", "label": "Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax", "documentation": "Amount, after tax and reclassification, of gain (loss) from derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness." } } }, "auth_ref": ["r281", "r282", "r799"] }, "us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossReclassificationBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", 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liquidation of an investment in a foreign entity and foreign currency hedges that are designated and qualified as hedging instruments for hedges of the foreign currency exposure of a net investment in a foreign operation." } } }, "auth_ref": ["r11", "r12", "r161", "r285", "r690"] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome"], "lang": { "en-us": { "role": { "totalLabel": "Other comprehensive (loss) income, net of tax", "label": "Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount after tax and reclassification adjustments of other comprehensive income (loss)." } } }, "auth_ref": ["r25", "r31", "r287", "r290", "r295", "r323", "r691", "r692", "r697", "r782", "r799", "r1164", "r1165"] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome"], "lang": { "en-us": { "role": { "terseLabel": "Other comprehensive (loss) income, net of tax", "label": "Other Comprehensive Income (Loss), Net of Tax [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OtherComprehensiveIncomeLossPensionAndOtherPostretirementBenefitPlansAdjustmentNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossPensionAndOtherPostretirementBenefitPlansAdjustmentNetOfTax", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome": { "parentTag": "us-gaap_OtherComprehensiveIncomeLossNetOfTax", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncome", "http://www.entegris.com/role/ConsolidatedStatementsOfEquity"], "lang": { "en-us": { "role": { "negatedLabel": "Pension adjustments", "negatedTerseLabel": "Pension liability adjustment", "label": "Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, after Tax", "documentation": "Amount, after tax and reclassification adjustment, of (increase) decrease in accumulated other comprehensive income for defined benefit plan." } } }, "auth_ref": ["r6", "r7", "r160", "r161", "r799"] }, "us-gaap_OtherComprehensiveIncomeLossTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossTax", "crdr": "debit", "presentation": 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Sources of nonoperating income or nonoperating expense that may be disclosed, include amounts earned from dividends, interest on securities, profits (losses) on securities, net and miscellaneous other income or income deductions." } } }, "auth_ref": ["r1160", "r1260"] }, "us-gaap_OtherIntangibleAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherIntangibleAssetsMember", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/IntangibleAssetsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Other Intangible Assets [Member]", "documentation": "Intangible assets classified as other." } } }, "auth_ref": ["r971", "r1204", "r1206", "r1207", "r1208", "r1209", "r1210", "r1211", "r1213", "r1214", "r1215"] }, "us-gaap_OtherInventoryMaterialsSuppliesAndMerchandiseUnderConsignment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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(deposits to retire or pay down) against an amount of debt owed by the entity." } } }, "auth_ref": ["r1169"] }, "us-gaap_PaymentsForProceedsFromBusinessesAndInterestInAffiliates": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForProceedsFromBusinessesAndInterestInAffiliates", "crdr": "credit", "presentation": ["http://www.entegris.com/role/PIMDisposalDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash transferred to the buyer on the closing balance sheet", "label": "Payments for (Proceeds from) Businesses and Interest in Affiliates", "documentation": "The net cash outflow or inflow associated with the acquisition or sale of a business segment during the period." } } }, "auth_ref": [] }, "us-gaap_PaymentsForProceedsFromOtherInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForProceedsFromOtherInvestingActivities", "crdr": "credit", "calculation": { 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issued", "label": "Preferred Stock, Shares Issued", "documentation": "Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt." } } }, "auth_ref": ["r146", "r491"] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares outstanding", "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. Does not include preferred shares that have been repurchased." } } }, "auth_ref": ["r146", "r861", "r879", "r1345", "r1346"] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockValue", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, par value $.01; 5,000 shares authorized; none issued and outstanding as of December\u00a031, 2024 and December\u00a031, 2023", "label": "Preferred Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r146", "r788", "r1010"] }, "us-gaap_ProceedsFromDivestitureOfBusinesses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDivestitureOfBusinesses", "crdr": "debit", "presentation": ["http://www.entegris.com/role/EnthoneDetails"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from Divestiture of Businesses", "label": "Proceeds from Divestiture of Businesses", "documentation": "The cash inflow associated with the amount received from the sale of a portion of the company's business, for example a segment, division, branch or other business, during the period." } } }, "auth_ref": ["r38"] }, "us-gaap_ProceedsFromDivestitureOfBusinessesAndInterestsInAffiliates": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDivestitureOfBusinessesAndInterestsInAffiliates", "crdr": "debit", "presentation": ["http://www.entegris.com/role/PIMDisposalDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash proceeds received, gross", "label": "Proceeds from Divestiture of Businesses and Interests in Affiliates", "documentation": "The cash inflow associated with the amount received from the sale of a business segment or subsidiary or sale of an entity that is related to it but not strictly controlled during the period (for example, an unconsolidated subsidiary, affiliate, joint venture or equity method investment)." } } }, "auth_ref": ["r38"] }, "us-gaap_ProceedsFromDivestitureOfBusinessesNetOfCashDivested": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDivestitureOfBusinessesNetOfCashDivested", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows", "http://www.entegris.com/role/ECSaleDetails", "http://www.entegris.com/role/PIMDisposalDetails", "http://www.entegris.com/role/QEDsaleDetails"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from sale of businesses, net", "label": "Proceeds from Divestiture of Businesses, Net of Cash Divested", "documentation": "This element represents the cash inflow during the period from the sale of a component of the entity." } } }, "auth_ref": ["r38"] }, "us-gaap_ProceedsFromIssuanceOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfLongTermDebt", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 9.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from long-term debt", "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": ["r40", "r836"] }, "us-gaap_ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlansIncludingStockOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlansIncludingStockOptions", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock from employee stock plans", "label": "Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Including Option Exercised", "documentation": "Amount of cash inflow from issuance of shares under share-based payment arrangement. Includes, but is not limited to, option exercised." } } }, "auth_ref": ["r10", "r29"] }, "us-gaap_ProceedsFromPaymentsForOtherFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromPaymentsForOtherFinancingActivities", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Proceeds from (Payments for) Other Financing Activities", "documentation": "Amount of cash inflow (outflow) from financing activities classified as other." } } }, "auth_ref": ["r1155", "r1168"] }, "us-gaap_ProceedsFromShortTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromShortTermDebt", "crdr": 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"presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from Divestiture of Businesses", "label": "Proceeds from termination of alliance agreement", "documentation": "Proceeds from termination of alliance agreement" } } }, "auth_ref": [] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://www.entegris.com/role/RevenuesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Product and Service [Axis]", "label": "Product and Service [Axis]" } } }, "auth_ref": ["r372", "r747", "r815", "r816", "r817", "r818", "r819", "r820", "r821", "r943", "r978", "r1019", "r1021", "r1022", "r1026", "r1027", "r1222", "r1223", "r1230", "r1309", "r1313", "r1314", "r1315", "r1316", "r1317", "r1318", "r1319", "r1320", "r1321", "r1322", "r1323", "r1324", "r1325", "r1326", "r1327", "r1328", "r1329", "r1330", "r1331", 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Equipment [Abstract]" } } }, "auth_ref": [] }, "us-gaap_PropertyPlantAndEquipmentByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentByTypeAxis", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment, Type [Axis]", "label": "Long-Lived Tangible Asset [Axis]", "documentation": "Information by type of long-lived, physical assets used to produce goods and services and not intended for resale." } } }, "auth_ref": ["r15", "r730"] }, "us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentDisclosureTextBlock", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipment"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment", "label": "Property, Plant and Equipment Disclosure [Text Block]", "documentation": "The entire disclosure for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r184", "r241", "r246", "r247"] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "totalLabel": "Total property, plant and equipment", "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": ["r187", "r263", "r795"] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment", "label": "Property, Plant and Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r730"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 4.0 }, "http://www.entegris.com/role/PropertyPlantandEquipmentDetail": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets", "http://www.entegris.com/role/PropertyPlantandEquipmentDetail", "http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail"], "lang": { "en-us": { "role": { "verboseLabel": "Property, plant and equipment, net", "totalLabel": "Property, plant and equipment, net", "terseLabel": "Property, plant and equipment", "label": "Property, Plant and Equipment, Net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r15", "r730", "r786", "r795", "r1010"] }, "us-gaap_PropertyPlantAndEquipmentPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentPolicyTextBlock", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant, And Equipment", "label": "Property, Plant and Equipment, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r15", "r241", "r246", "r793"] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTextBlock", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentTables"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment", "label": "Property, Plant and Equipment [Table Text Block]", "documentation": "Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r15"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment, Type [Domain]", "label": "Long-Lived Tangible Asset [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. 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": ["r187", "r730"] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentUsefulLife", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Estimated useful lives in years", "label": "Property, Plant and Equipment, Useful Life", "documentation": "Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r1092"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]" } } }, "auth_ref": ["r1092"] }, "entg_QEDMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "QEDMember", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestituresTables", "http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails", "http://www.entegris.com/role/QEDsaleDetails"], "lang": { "en-us": { "role": { "terseLabel": "QED [Member]", "label": "QED [Member]", "documentation": "QED" } } }, "auth_ref": [] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail", "http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails", "http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Range", "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r445", "r446", "r447", "r448", "r523", "r536", "r564", "r565", "r566", "r575", "r665", "r740", "r741", "r742", "r822", "r824", "r832", "r853", "r854", "r906", "r908", "r910", "r911", "r921", "r937", "r938", "r967", "r977", "r991", "r1004", "r1005", "r1006", "r1007", "r1021", "r1030", "r1220", "r1227", "r1278", "r1300", "r1301", "r1302", "r1303", "r1304"] }, "entg_RangeFourMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "RangeFourMember", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionsOutstandingDetail"], "lang": { "en-us": { "role": { "terseLabel": "$105.46 to $140.62", "label": "Range Four [Member]", "documentation": "Range Four [Member]" } } }, "auth_ref": [] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail", "http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails", "http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Range", "label": "Statistical Measurement 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Includes, but is not limited to, reconciliation after income tax if income tax is allocated to the reportable segment." } } }, "auth_ref": ["r57", "r58"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": ["r1059", "r1070", "r1080", "r1113"] }, "us-gaap_RepaymentsOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfDebt", "crdr": "credit", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repayments of Debt", "label": "Repayments of Debt", "documentation": "Amount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation." } } }, "auth_ref": ["r1169"] }, "us-gaap_RepaymentsOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermDebt", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 8.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows", "http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Payments of long-term debt", "terseLabel": "Repayments of Long-term Debt", "label": "Repayments of Long-Term Debt", "documentation": "The cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r174", "r837"] }, "us-gaap_RepaymentsOfShortTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfShortTermDebt", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Payments of revolving credit facility and short-term debt", "label": "Repayments of Short-Term Debt", "documentation": "The cash outflow for a borrowing having initial term of repayment within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r174"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "terseLabel": "Engineering, research and development expenses", "label": "Research and Development Expense", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r577", "r940", "r962", "r1305"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "Engineering, Research and Development Expense", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "us-gaap_ResearchAndDevelopmentExpensePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpensePolicy", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Engineering,Research and Development Expenses", "label": "Research and Development Expense, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process." } } }, "auth_ref": ["r576"] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": [

"http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r1060", "r1071", "r1081", "r1114"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r1061", "r1072", "r1082", "r1115"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r1068", "r1079", "r1089", "r1122"] }, "us-gaap_RestrictedStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockMember", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock", "label": "Restricted Stock [Member]", "documentation": "Stock including a provision that prohibits sale or substantive sale of an equity instrument for a specified period of time or until specified performance conditions are met." } } }, "auth_ref": ["r48"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Retained earnings", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r150", "r196", "r791", "r829", "r831", "r838", "r862", "r1010"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfComprehensiveIncomeParanthetical", "http://www.entegris.com/role/ConsolidatedStatementsOfEquity"], "lang": { "en-us": { "role": { "terseLabel": "Retained earnings (deficit)", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r254", "r314", "r315", "r316", "r318", "r323", "r325", "r327", "r381", "r382", "r422", "r615", "r616", "r626", "r627", "r628", "r630", "r636", "r637", "r649", "r651", "r652", "r654", "r657", "r710", "r713", "r826", "r828", "r842", "r1345"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "terseLabel": "Revenue from Contract with Customer [Abstract]", "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/ConsolidatedStatementsOfOperations", "http://www.entegris.com/role/RevenuesDetails", "http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails", "http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail", "http://www.entegris.com/role/SegmentinformationSummaryofFinancialInformationforReportableSegmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Net Sales", "verboseLabel": "Total net sales", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r225", "r226", "r340", "r347", "r348", "r363", "r369", "r372", "r374", "r376", "r514", "r515", "r747"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.entegris.com/role/Revenues"], "lang": { "en-us": { "role": { "terseLabel": "Revenue from Contract with Customer", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r251", "r506", "r507", "r508", "r509", "r510", "r511", "r512", "r513", "r518"] }, "us-gaap_RevenueRecognitionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionPolicyTextBlock", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Recognition", "label": "Revenue [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources." } } }, "auth_ref": ["r882", "r941", "r955"] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revolving facility due 2027 at 6.07% (2)", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "us-gaap_RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability", "crdr": "debit", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finance leases", "label": "Right-of-Use Asset Obtained in Exchange for Finance Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for finance lease liability." } } }, "auth_ref": ["r726", "r1009"] }, "us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability", "crdr": "debit", "presentation": ["http://www.entegris.com/role/LeaseCommitmentsLeasesOtherInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating leases", "label": "Right-of-Use Asset Obtained in Exchange for Operating Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for operating lease liability." } } }, "auth_ref": ["r726", "r1009"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r1131"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r1131"] }, "entg_SOFR": { "xbrltype": "interestRateItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "SOFR", "presentation": ["http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "SOFR", "label": "SOFR", "documentation": "SOFR" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock", "presentation": ["http://www.entegris.com/role/TradeAccountsandNotesReceivableTables"], "lang": { "en-us": { "role": { "terseLabel": "Trade Accounts and Notes Receivable", "label": "Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block]", "documentation": "Tabular disclosure of the various types of trade accounts and notes receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables." } } }, "auth_ref": ["r148", "r154"] }, "us-gaap_ScheduleOfAcquiredFiniteLivedIntangibleAssetsByMajorClassTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAcquiredFiniteLivedIntangibleAssetsByMajorClassTextBlock", "presentation": ["http://www.entegris.com/role/GoodwillandIntangibleAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Acquired Finite-Lived Intangible Assets by Major Class", "label": "Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block]", "documentation": "Tabular disclosure of the characteristics, including initial carrying value, residual amount, weighted average useful life, of finite-lived intangible assets acquired during the period by major class. A major class is composed of intangible assets that can be grouped together because they are similar, either by nature or by their use in the operations of the company." } } }, "auth_ref": ["r1205", "r1210"] }, "entg_ScheduleOfAmortizationOfIntangiblesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "ScheduleOfAmortizationOfIntangiblesTableTextBlock", "presentation": ["http://www.entegris.com/role/GoodwillandIntangibleAssetsTables"], "lang": { "en-us": { "role": { "verboseLabel": "Amortization of Intangibles", "label": "Schedule Of Amortization Of Intangibles Table [Text Block]", "documentation": "Schedule Of Amortization Of Intangibles [Table Text Block]" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://www.entegris.com/role/EarningPerShareEPSTables"], "lang": { "en-us": { "role": { "terseLabel": "Shares Excluded Underlying Stock Based Awards from Calculations of Diluted EPS", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r48"] }, "us-gaap_ScheduleOfAssetRetirementObligationsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAssetRetirementObligationsTableTextBlock", "presentation": ["http://www.entegris.com/role/AssetRetirementObligationsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Asset Retirement Obligations", "label": "Schedule of Asset Retirement Obligations [Table Text Block]", "documentation": "Tabular disclosure of the carrying amount of a liability for asset retirement obligations." } } }, "auth_ref": ["r190"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionEquityInterestIssuedOrIssuableTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionEquityInterestIssuedOrIssuableTable", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable [Table]", "label": "Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable [Table]", "documentation": "Disclosure of information about equity interest issued or issuable to acquire entity in business combination." } } }, "auth_ref": ["r210"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionEquityInterestIssuedOrIssuableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionEquityInterestIssuedOrIssuableTextBlock", "presentation": ["http://www.entegris.com/role/BusinessCombinationsandAssetAcquisitionsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable", "label": "Schedule of Business Acquisitions by Acquisition, Equity Interest Issued or Issuable [Table Text Block]", "documentation": "Tabular disclosure of the equity interest issued or issuable in a business acquisition (or series of individually immaterial business acquisitions) planned, initiated, or completed during the period." } } }, "auth_ref": ["r210"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": ["http://www.entegris.com/role/BusinessCombinationsandAssetAcquisitionsTables", "http://www.entegris.com/role/CMCAcquisitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table]", "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": ["r85", "r86", "r634"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock", "presentation": ["http://www.entegris.com/role/BusinessCombinationsandAssetAcquisitionsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition", "label": "Schedule of Business Acquisitions, by Acquisition [Table Text Block]", "documentation": "Tabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. This table does not include leveraged buyouts." } } }, "auth_ref": ["r85", "r86"] }, "us-gaap_ScheduleOfCarryingValuesAndEstimatedFairValuesOfDebtInstrumentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCarryingValuesAndEstimatedFairValuesOfDebtInstrumentsTableTextBlock", "presentation": ["http://www.entegris.com/role/FairValueMeasuresandDisclosuresTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Carrying Values and Estimated Fair Values of Debt Instruments", "label": "Schedule of Carrying Values and Estimated Fair Values of Debt Instruments [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to carrying amount and estimated fair value of short-term and long-term debt instruments or arrangements, including but not limited to, identification of terms, features, and collateral requirements." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfCashFlowHedgesIncludedInAccumulatedOtherComprehensiveIncomeLossTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashFlowHedgesIncludedInAccumulatedOtherComprehensiveIncomeLossTableTextBlock", "presentation": [

"http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Cash Flow Hedges Included in Accumulated Other Comprehensive Income (Loss)", "label": "Schedule of Cash Flow Hedges Included in Accumulated Other Comprehensive Income (Loss) [Table Text Block]", "documentation": "Tabular disclosure of gain (loss) on derivative and nonderivative instruments designated and qualifying as cash flow hedge recorded in accumulated other comprehensive income (AOCI) and reclassified into earnings." } } }, "auth_ref": ["r213"] }, "us-gaap_ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock", "presentation": ["http://www.entegris.com/role/EquityTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Allocation of Share Based Compensation Expense", "label": "Share-Based Payment Arrangement, Cost by Plan [Table Text Block]", "documentation": "Tabular disclosure of cost recognized for award under share-based payment arrangement by plan. Includes, but is not limited to, related tax benefit." } } }, "auth_ref": ["r81"] }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": ["http://www.entegris.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Components of Income Tax Expense", "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "documentation": "Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years." } } }, "auth_ref": ["r1267"] }, "us-gaap_ScheduleOfDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtTableTextBlock", "presentation": ["http://www.entegris.com/role/DebtTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Debt", "label": "Schedule of Debt [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": ["http://www.entegris.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Deferred Tax Assets And Deferred Tax Liabilities", "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets." } } }, "auth_ref": ["r1264"] }, "us-gaap_ScheduleOfDefinedBenefitPlansDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDefinedBenefitPlansDisclosuresTextBlock", "presentation": ["http://www.entegris.com/role/BenefitPlansTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Defined Benefit Plans Disclosures", "label": "Schedule of Defined Benefit Plans Disclosures [Table Text Block]", "documentation": "Tabular disclosure of one or more of the entity's defined benefit pension plans or one or more other defined benefit postretirement plans, separately for pension plans and other postretirement benefit plans including the entity's schedule of fair value of plan assets for defined benefit or other postretirement plans." } } }, "auth_ref": ["r20", "r72", "r73", "r74", "r75"] }, "us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestituresTables"], "lang": { "en-us": { "role": { "terseLabel": "Disposal Groups, Including Discontinued Operations [Table Text Block]", "label": "Disposal Groups, Including Discontinued Operations [Table Text Block]", "documentation": "Tabular disclosure of information related to a disposal group. Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component." } } }, "auth_ref": ["r19", "r30", "r33", "r119", "r125", "r126", "r127", "r128", "r129", "r132", "r134", "r135", "r189"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://www.entegris.com/role/EarningPerShareEPSTables"], "lang": { "en-us": { "role": { "terseLabel": "Reconcilation of Share Amount Used in Computaion of Basic and Diluted Earnings Per 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": ["r1179"] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://www.entegris.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Reconciliation of Income Tax Expense With Expected Amounts Based Upon Statutory Federal Tax Rates", "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r587", "r994", "r1261"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r81"] }, "us-gaap_ScheduleOfEntityWideDisclosureOnGeographicAreasLongLivedAssetsInIndividualForeignCountriesByCountryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEntityWideDisclosureOnGeographicAreasLongLivedAssetsInIndividualForeignCountriesByCountryTextBlock", "presentation": ["http://www.entegris.com/role/SegmentInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Property, Plant and Equipment Attributed to Significant Countries", "label": "Schedule of Disclosure on Geographic Areas, Long-Lived Assets in Individual Foreign Countries by Country [Table Text Block]", "documentation": "Tabular disclosure of the names of foreign countries in which material long-lived assets other than financial instruments, long-term customer relationships of a financial institution, mortgage and other servicing rights, deferred policy acquisition costs, and deferred tax assets are located, and amount of such long-lived assets located in that country or foreign geographic area." } } }, "auth_ref": ["r181"] }, "us-gaap_ScheduleOfEntityWideRevenueByMajorCustomersByReportingSegmentsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEntityWideRevenueByMajorCustomersByReportingSegmentsTable", "presentation": ["http://www.entegris.com/role/SegmentInformationSalesfromLargestCustomerDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Revenue by Major Customers, by Reporting Segments [Table]", "label": "Schedule of Revenue by Major Customers, by Reporting Segments [Table]", "documentation": "Disclosure of information about the extent of the entity's reliance on its major customers." } } }, "auth_ref": ["r182"] }, "entg_ScheduleOfEquityTable": { "xbrltype": "stringItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "ScheduleOfEquityTable", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Equity [Table]", "label": "Schedule Of Equity [Table]", "documentation": "Schedule Of Equity [Table]" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfExpectedBenefitPaymentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfExpectedBenefitPaymentsTableTextBlock", "presentation": ["http://www.entegris.com/role/BenefitPlansTables"], "lang": { "en-us": { "role": { "terseLabel": "Expected Contribution And Benefit Payments", "label": "Schedule of Expected Benefit Payments [Table Text Block]", "documentation": "Tabular disclosure of benefits expected to be paid by pension plans and/or other employee benefit plans in each of the next five fiscal years and in the aggregate for the five fiscal years thereafter." } } }, "auth_ref": ["r201"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": ["http://www.entegris.com/role/IntangibleAssetsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Intangible Asset, Finite-Lived [Table]", "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. Excludes indefinite-lived intangible asset." } } }, "auth_ref": ["r407", "r414", "r417", "r418", "r420", "r748", "r940", "r971"] }, "us-gaap_ScheduleOfGoodwillTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTable", "presentation": ["http://www.entegris.com/role/GoodwillandIntangibleAssetsGoodwillRollforwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill [Table]", "label": "Goodwill [Table]", "documentation": "Disclosure of information about goodwill, including, but not limited to, change from acquisition, sale, impairment, and other reason." } } }, "auth_ref": ["r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r970"] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": ["http://www.entegris.com/role/GoodwillandIntangibleAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r970", "r1192", "r1193", "r1194", "r1195", "r1196", "r1197", "r1198", "r1199", "r1200", "r1201", "r1202"] }, "us-gaap_ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock", "presentation": ["http://www.entegris.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Income (Loss) Before Income Taxes", "label": "Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block]", "documentation": "Tabular disclosure of income before income tax between domestic and foreign jurisdictions." } } }, "auth_ref": ["r1173"] }, "us-gaap_ScheduleOfInventoryCurrentTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInventoryCurrentTableTextBlock", "presentation": ["http://www.entegris.com/role/InventoriesTables"], "lang": { "en-us": { "role": { "terseLabel": "Inventories", "label": "Schedule of Inventory, Current [Table Text Block]", "documentation": "Tabular disclosure of the carrying amount as of the balance sheet date of merchandise, goods, commodities, or supplies held for future sale or to be used in manufacturing, servicing or production process." } } }, "auth_ref": ["r34", "r155", "r156", "r157"] }, "us-gaap_ScheduleOfLongLivedAssetsHeldForSaleTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfLongLivedAssetsHeldForSaleTable", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestituresTables", "http://www.entegris.com/role/ECSaleDetails", "http://www.entegris.com/role/OtherHeldforsaleDetails", "http://www.entegris.com/role/PIMDisposalDetails", "http://www.entegris.com/role/QEDsaleDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-Lived Asset, Held-for-Sale [Table]", "label": "Long-Lived Asset, Held-for-Sale [Table]", "documentation": "Disclosure of information about long-lived asset held for sale. Includes, but is not limited to, description of fact and circumstance leading to expected disposal, manner and timing of disposal, amount of asset held for sale, gain (loss) recognized in statement of income, and statement of income caption that includes gain (loss)." } } }, "auth_ref": ["r19", "r30"] }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfMaturitiesOfLongTermDebtTableTextBlock", "presentation": ["http://www.entegris.com/role/DebtTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Maturities of Long-term Debt", "label": "Schedule of Maturities of Long-Term Debt [Table Text Block]", "documentation": "Tabular disclosure of maturity and sinking fund requirement for long-term debt." } } }, "auth_ref": ["r16"] }, "us-gaap_ScheduleOfNoncashOrPartNoncashDivestituresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNoncashOrPartNoncashDivestituresTextBlock", "presentation": ["http://www.entegris.com/role/AssetsHeldForSaleandDivestituresTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Consideration, Divestitures [Table Text Block]", "label": "Schedule of Noncash or Part Noncash Divestitures [Table Text Block]", "documentation": "Tabular disclosure of the sale of an asset or business through a noncash (or part noncash) transaction. It may include the nature and purpose of the divesture, as well as the asset divested of and the noncash consideration received (that is, debt, stock, and so forth.) Noncash is defined as transactions during a period that affect recognized assets or liabilities but that do not result in cash receipts or cash payments in the period. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r45", "r46", "r47"] }, "us-gaap_ScheduleOfOtherNonoperatingIncomeExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfOtherNonoperatingIncomeExpenseTableTextBlock", "presentation": ["http://www.entegris.com/role/OtherIncomeExpenseNetTables"], "lang": { "en-us": {

"role": { "terseLabel": "Schedule of Other Nonoperating Income (Expense) [Table Text Block]", "label": "Schedule of Other Nonoperating Income (Expense) [Table Text Block]", "documentation": "Tabular disclosure of the components of non-operating income or non-operating expense that may include amounts earned from dividends, interest on securities, gains (losses) on securities sold, equity earnings of unconsolidated affiliates, net gain (loss) on sales of business, interest expense and other miscellaneous income or expense items." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfOtherOperatingCostAndExpenseByComponentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfOtherOperatingCostAndExpenseByComponentTextBlock", "presentation": ["http://www.entegris.com/role/DerivativeInstrumentsandHedgingActivitiesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Other Operating Cost and Expense, by Component", "label": "Schedule of Other Operating Cost and Expense, by Component [Table Text Block]", "documentation": "Tabular disclosure of each detailed component of other operating costs and expenses that are applicable to sales and revenues, but not included in the cost of sales in the income statement." } } }, "auth_ref": ["r168"] }, "entg_ScheduleOfOtherSegmentInformationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "ScheduleOfOtherSegmentInformationTableTextBlock", "presentation": ["http://www.entegris.com/role/SegmentInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Other Segment Information", "label": "Schedule Of Other Segment Information [Table Text Block]", "documentation": "Schedule Of Other Segment Information" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://www.entegris.com/role/PropertyPlantandEquipmentDetail"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r15", "r730"] }, "us-gaap_ScheduleOfRevenueFromExternalCustomersAttributedToForeignCountriesByGeographicAreaTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenueFromExternalCustomersAttributedToForeignCountriesByGeographicAreaTextBlock", "presentation": ["http://www.entegris.com/role/SegmentInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Total Net Sales to External Customers", "label": "Schedule of Revenue from External Customers Attributed to Foreign Countries by Geographic Area [Table Text Block]", "documentation": "Tabular disclosure of the names of foreign countries from which revenue is material and the amount of revenue from external customers attributed to those countries. An entity may also provide subtotals of geographic information about groups of countries." } } }, "auth_ref": ["r162", "r180"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": ["http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail", "http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail", "http://www.entegris.com/role/SegmentInformationSummaryofFinancialInformationforReportableSegmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Segment Reporting Information, by Segment", "label": "Schedule of Segment Reporting Information, by Segment [Table]", "documentation": "Disclosure of information about profit (loss) and total assets by reportable segment." } } }, "auth_ref": ["r54", "r55", "r56"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTextBlock", "presentation": ["http://www.entegris.com/role/SegmentInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Financial Information for Reportable Segments", "label": "Schedule of Segment Reporting Information, by Segment [Table Text Block]", "documentation": "Tabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss." } } }, "auth_ref": ["r54", "r55", "r56"] }, "us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "presentation": ["http://www.entegris.com/role/EquityTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Restricted Stock Activity", "label": "Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block]", "documentation": "Tabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": ["r203"] }, "us-gaap_ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTable", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionsOutstandingDetail"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Option, Exercise Price Range [Table]", "label": "Share-Based Payment Arrangement, Option, Exercise Price Range [Table]", "documentation": "Disclosure of information about share-based payment arrangement by range of exercise prices." } } }, "auth_ref": ["r76"] }, "us-gaap_ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTextBlock", "presentation": ["http://www.entegris.com/role/EquityTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Options Outstanding", "label": "Share-Based Payment Arrangement, Option, Exercise Price Range [Table Text Block]", "documentation": "Tabular disclosure of option exercise prices, by grouped ranges, including the upper and lower limits of the price range, the number of shares under option, weighted average exercise price and remaining contractual option terms." } } }, "auth_ref": ["r76"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://www.entegris.com/role/EquityTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Option Activity", "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r27", "r28", "r203"] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": ["http://www.entegris.com/role/EquityTables"], "lang": { "en-us": { "role": { "terseLabel": "Weighted Average Assumptions Used In Valuation And Resulting Weighted Average Fair Value Per Option Granted", "label": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": ["r207"] }, "us-gaap_ScheduleOfUnrecognizedTaxBenefitsRollForwardTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfUnrecognizedTaxBenefitsRollForwardTableTextBlock", "presentation": ["http://www.entegris.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Unrecognized Tax Benefits Roll Forward", "label": "Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block]", "documentation": "Tabular disclosure of the change in unrecognized tax benefits." } } }, "auth_ref": ["r597", "r993"] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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"http://www.entegris.com/role/SegmentInformationSummaryofFinancialInformationforReportableSegmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Segments", "label": "Segments [Domain]", "documentation": "Components of an entity that engage in business activities from which they may earn revenue and incur expenses, including transactions with other components of the same entity." } } }, "auth_ref": ["r225", "r226", "r227", "r228", "r340", "r343", "r346", "r347", "r348", "r349", "r350", "r351", "r352", "r353", "r354", "r355", "r357", "r358", "r360", "r361", "r362", "r363", "r364", "r365", "r366", "r367", "r369", "r370", "r371", "r376", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r420", "r441", "r442", "r804", "r805", "r806", "r807", "r808", "r809", "r810", "r811", "r812", "r813", "r814", "r959", "r962", "r963", "r970", "r1024", "r1309", "r1313", "r1314", "r1315", "r1316", "r1317", "r1318", "r1319", "r1320", "r1321", "r1322", "r1323", "r1324", 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Excludes expenditure for addition to financial instrument, long-term customer relationship of financial institution, mortgage and other servicing rights, deferred policy acquisition cost, and deferred tax assets." } } }, "auth_ref": ["r340", "r358", "r369", "r962", "r963"] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", "presentation": ["http://www.entegris.com/role/RevenuesDetails", "http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail", "http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail"], "lang": { "en-us": { "role": { "terseLabel": "Segment, Geographical", "label": "Geographical [Domain]" } } }, "auth_ref": ["r374", "r375", "r750", "r751", "r752", "r753", "r754", "r755", "r756", "r757", "r758", "r759", "r760", "r761", "r762", "r763", "r764", "r765", "r766", "r767", "r768", "r769", "r770", "r771", "r772", "r773", "r774", "r775", "r776", "r777", "r778", "r779", "r846", "r849", "r851", "r907", "r909", "r912", "r922", "r925", "r928", "r929", "r930", "r931", "r932", "r933", "r934", "r935", "r936", "r944", "r979", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1023", "r1030", "r1230", "r1309", "r1313", "r1314", "r1316", "r1317", "r1318", "r1319", "r1320", "r1321", "r1322", "r1323", "r1324", "r1325", "r1326", "r1327", "r1328", "r1329", "r1330", "r1331", "r1332", "r1333", "r1334", "r1335", "r1336", "r1337", "r1338", "r1340", "r1341"] }, "us-gaap_SegmentReportingAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingAbstract", "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting [Abstract]", "label": "Segment Reporting [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SegmentReportingDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingDisclosureTextBlock", "presentation": ["http://www.entegris.com/role/SegmentInformation"], "lang": { "en-us": { "role": { "terseLabel": "Segment Information", "label": "Segment Reporting Disclosure [Text Block]", "documentation": "The entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue,

internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } }, "auth_ref": ["r228", "r340", "r342", "r343", "r344", "r345", "r346", "r359", "r361", "r362", "r367", "r368", "r369", "r370", "r371", "r372", "r373", "r376", "r958", "r960", "r961", "r962", "r964", "r965", "r966"] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": ["http://www.entegris.com/role/SegmentInformationSummaryofPropertyPlantandEquipmentAttributedtoSignificantCountriesDetail", "http://www.entegris.com/role/SegmentInformationSummaryofTotalNetSalestoExternalCustomersDetail", "http://www.entegris.com/role/SegmentinformationSummaryofFinancialInformationforReportableSegmentsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting Information", "label": "Segment Reporting Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_SellingGeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpense", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://www.entegris.com/role/ConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "terseLabel": "Selling, general and administrative expenses", "label": "Selling, General and Administrative Expense", "documentation": "The aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": ["r169"] }, "us-gaap_SellingGeneralAndAdministrativeExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpensesMember", "presentation": ["http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "Selling, General And Administrative Expenses", "label": "Selling, General and Administrative Expenses [Member]", "documentation": "Primary financial statement caption encompassing selling, general and administrative expense." } } }, "auth_ref": [] }, "entg_SemiDistributorOtherMember": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "SemiDistributorOtherMember", "presentation": ["http://www.entegris.com/role/RevenuesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Semi Distributor/Other", "label": "Semi Distributor/Other [Member]", "documentation": "Semi Distributor/Other" } } }, "auth_ref": [] }, "entg_SeniorDebtDue2029Member": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "SeniorDebtDue2029Member", "presentation": ["http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Senior secured term loan due 2029 at 4.71% (1)", "label": "Senior debt due 2029 [Member]", "documentation": "Senior debt due 2029" } } }, "auth_ref": [] }, "entg_SeniorSecuredNotesDue2029Member": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "SeniorSecuredNotesDue2029Member", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/Debt2029and2030NotesDetails", "http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Senior secured notes due 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Notes 2029 [Member]", "documentation": "Senior Unsecured Notes 2029" } } }, "auth_ref": [] }, "entg_SeniorUnsecuredNotesDue2030Member": { "xbrltype": "domainItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "SeniorUnsecuredNotesDue2030Member", "presentation": ["http://www.entegris.com/role/CMCAcquisitionDetails", "http://www.entegris.com/role/Debt2029and2030NotesDetails", "http://www.entegris.com/role/DebtSummaryTableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Senior unsecured notes due 2030 at 5.95%", "label": "Senior Unsecured Notes Due 2030 [Member]", "documentation": "Senior Unsecured Notes Due 2030" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.entegris.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, 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on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r992"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardDiscountFromMarketPricePurchaseDate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardDiscountFromMarketPricePurchaseDate", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Rate of discount from the fair market value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Purchase Date", "documentation": "Discount rate from fair value on purchase date that participants pay for shares." } } }, "auth_ref": ["r76"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": 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Excludes share and unit options." } } }, "auth_ref": ["r551", "r552"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward", "presentation": ["http://www.entegris.com/role/SummaryofRestrictedStockActivityDetail"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average grant date fair value, Unvested", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod",

"presentation": ["http://www.entegris.com/role/SummaryofRestrictedStockActivityDetail"], "lang": { "en-us": { "role": { "negatedLabel": "Number of shares, Vested", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r555"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://www.entegris.com/role/SummaryofRestrictedStockActivityDetail"], "lang": { "en-us": { "role": { "terseLabel": "Weighted 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"us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Shares available for future grants", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant", "documentation": "The difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable." } } }, "auth_ref": ["r76"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionActivityDetail"], "lang": { "en-us": { "role": { "terseLabel": "Number of shares, Options exercisable, end of year", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number", "documentation": "The number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan." } } }, "auth_ref": ["r545"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice": { "xbrltype": 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"ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue", "crdr": "debit", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Total pre-tax intrinsic value of stock options exercised", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value", "documentation": "Amount of accumulated difference between fair value of underlying shares on dates of exercise and exercise price on options exercised (or share units converted) into shares." } } }, "auth_ref": ["r558"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionActivityDetail"], "lang": { "en-us": { "role": { "negatedLabel": "Number of shares, Expired or Forfeited", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period", "documentation": "For presentations that combine terminations, the number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan or that expired." } } }, "auth_ref": ["r1240"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionActivityDetail"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average exercise price, Expired or Forfeited", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price", "documentation": "Weighted average price of options that were either forfeited or expired." } } }, "auth_ref": ["r1240"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail", "http://www.entegris.com/role/EquitySummaryofOptionActivityDetail"], "lang": { "en-us": { "role": { "terseLabel": "Number of shares, Granted", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures", "documentation": "Net number of share options (or share units) granted during the period." } } }, "auth_ref": ["r1241"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://www.entegris.com/role/EquityWeightedAverageAssumptionsUsedinValuationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average fair value per option", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology." } } }, "auth_ref": ["r557"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue", "crdr": "debit", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Intrinsic value of stock options outstanding", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value", "documentation": "Amount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding." } } }, "auth_ref": ["r76"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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"terseLabel": "Number of shares", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionActivityDetail"], "lang": { "en-us": { "role": { "periodStartLabel": "Weighted average exercise price, Options outstanding, beginning of year", "periodEndLabel": "Weighted average exercise price, Options outstanding, end of year", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price", "documentation": "Weighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan." } } }, "auth_ref": ["r543", "r544"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionActivityDetail"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average exercise price", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract]" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardPerShareWeightedAveragePriceOfSharesPurchased": { 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["http://www.entegris.com/role/EquityAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Term of plan, in years", "label": "Share Based Compensation Arrangement By Share Based Payment Award Term Of Plan", "documentation": "Share-based compensation arrangement by share-based payment award, term of plan." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Award Type", "label": "Award Type [Domain]", "documentation": "Award under share-based payment arrangement." } } }, "auth_ref": ["r539", "r540", "r541", "r543",

"r544", "r545", "r546", "r547", "r548", "r549", "r550", "r551", "r552", "r553", "r554", "r555", "r556", "r557", "r558", "r559", "r560", "r563", "r564", "r565", "r566", "r567"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionActivityDetail"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average exercise price, Exercised", "label": "Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price", "documentation": "Weighted average price at which option holders acquired shares when converting their stock options into shares." } } }, "auth_ref": ["r548"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionActivityDetail"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average exercise price, Granted", "label": "Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price", "documentation": "Weighted average per share amount at which grantees can acquire shares of common stock by exercise of options." } } }, "auth_ref": ["r547"] }, "entg_ShareBasedCompensationModificationAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://www.entegris.com/20241231", "localname": "ShareBasedCompensationModificationAmount", "crdr": "debit", "presentation": ["http://www.entegris.com/role/EquityAdditionalInformationDetail", "http://www.entegris.com/role/SummaryofAllocationofShareBasedCompensationExpenseDetail"], "lang": { "en-us": { "role": { "terseLabel": "share based compensation modification amount", "label": "share based compensation modification amount", "documentation": "share based compensation modification amount" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationOptionAndIncentivePlansPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationOptionAndIncentivePlansPolicy", "presentation": ["http://www.entegris.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Compensation", "label": "Share-Based Payment Arrangement [Policy Text Block]", "documentation": "Disclosure of accounting policy for award under share-based payment arrangement. Includes, but is not limited to, methodology and assumption used in measuring cost." } } }, "auth_ref": ["r537", "r542", "r561", "r562", "r563", "r564", "r567", "r570", "r571", "r572", "r573"] }, "us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionsOutstandingDetail"], "lang": { "en-us": { "role": { "terseLabel": "Exercise Price Range", "label": "Exercise Price Range [Axis]", "documentation": "Information by range of option prices pertaining to options granted." } } }, "auth_ref": ["r79"] }, "us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeDomain", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionsOutstandingDetail"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range", "label": "Exercise Price Range [Domain]", "documentation": "Supplementary information on outstanding and exercisable share awards as of the balance sheet date which stratifies outstanding options by ranges of exercise prices." } } }, "auth_ref": ["r80"] }, "us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeLineItems", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionsOutstandingDetail"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range", "label": "Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeLowerRangeLimit": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeLowerRangeLimit", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionsOutstandingDetail"], "lang": { "en-us": { "role": { "terseLabel": "Range of exercise prices, minimum", "label": "Share-Based Payment Arrangement, Option, Exercise Price Range, Lower Range Limit", "documentation": "The floor of a customized range of exercise prices for purposes of disclosing shares potentially issuable under outstanding stock option awards on all stock option plans and other required information pertaining to awards in the customized range." } } }, "auth_ref": ["r80"] }, "us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions", "presentation": ["http://www.entegris.com/role/EquitySummaryofOptionsOutstandingDetail"], "lang": { "en-us": { "role": { "terseLabel": "Number of Options exercisable", "label": "Share-Based Payment Arrangement, Option, Exercise Price Range, Shares Exercisable", "documentation": "The number of shares reserved for issuance pertaining to the outstanding exercisable stock options as of the balance sheet date in the customized range of exercise prices for which the market and performance vesting condition has been satisfied." } } }, "auth_ref": ["r78"] }, "us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions": { 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["http://www.entegris.com/role/EquitySummaryofOptionsOutstandingDetail"], "lang": { "en-us": { "role": { "terseLabel": "Range of exercise prices, maximum", "label": "Share-Based Payment Arrangement, Option, Exercise Price Range, Upper Range Limit", "documentation": "The ceiling of a customized range of exercise prices for purposes of disclosing shares potentially issuable under outstanding stock option awards on all stock option plans and other required information pertaining to awards in the customized range." } } }, "auth_ref": ["r80"] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1", "presentation": ["http://www.entegris.com/role/EquityWeightedAverageAssumptionsUsedinValuationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Expected life 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'\ -'6&J];T7=[QQBA_+EV!;BFY8Y^'9"RG:]:@T?HD[L*_@80RR4?$5F M^PZF>D76^%!HR,7-/60-;3G%;[$Z_+]A]O\1#SPPQVU9YV#;/(><-;:RWR,_ M[%BI1C9^&U);SW.(6M7XLL8Y&STF Y1*88D$W8'O*-'YBTG_'G+H?\ M,YO_ %!+ P04 " "1@DQ:EQS.RW\' !8(P %P &5N=&5%)KFX_;:B MVTZ'O=-)7@7N8BUF%U>"#5A2KQI*7Z2QF)X.A@,HM!QX*0_'![W MSXY%,CSM1V<]?O)'U,)0=]CK)OE\DVK4&4GD[3^Z+C?/1U4[GRJA,M&4;_W M7FPGL'X\#5,LS69DW>NPW,U+D=>1588.F],=*[-:*_G_YU32R?E MAMTC_K#L@*-RSC$\F.G"@Y!?NX3%EV598US]D'66GCF" [9>VT* M%O4Z/S*=LFO@>VR4;;.,NG",<.G()C=P-=_,GX9=OO>,=]S"W?]L6,W99Z MFDLQENW@'Q[\8X)_A(8DI48&P4IL;ITII90!#G%IQ!6L$, [P,'!X]'QO*EJH2+B;T+%W:!OK0'FKG6#5RK*PS"'MQ^C'(#VG;*Y"SCT MW#:X:NH"H@F=I@]/WFDWC!OI\0%WJSB7Y$8F@%14K)8A?DA_1N2Z$E8!YF0K,L1."Z5K"Z58B/RP M&6SH097'SG?=R6<#Z.O9?Y\?L'22HQ[';7R.^SRPVI1^$U[:W8=0'HPEG-"L M%#*KK@TF %%-E/7TAUZR]/-0X;QDSE42-C+GWJM-:EUZIMT0-#4JD"ADL3I7 MPNJ-;1U;)10WBA10H0#P::&DF6I+2=D'J?49W).EMA("85?J!U4<<$KJG!/) M0RTOQ#*Y8T0H%59(EA:*)74$#6.\%#O3[I-&3;R)FIV#<0L\NX?QSA@"[B9* M$#2XU24G/N46L**JCO#"C9C[#FA2/%;Y#"]\+SVD4BVE&F*2DA-8 5[3T&SR)H[,$MXW*OQUO<9!!*,!SG84%#%NG8/ M"[(+!?)%;TE58_KY,I %\WK4XUX&@T >]V-:X-G[68 6@NVVRDV_M6ORKF^Y MU]^/(-*$#I):D.67F'C>V8MM'7XG8ZW,)=-,-&?-<@<4^\,,"0%9!"F&[T; MP5&+2[\K+==Q=A"DRKA=I"X*< |Q*3SS>7LTK#3#WO-6YLT6=;- _^Q^;Z%&P M>M)%_N"%%/G^O$K, Z2]) 3BIU60+KF!8/:(W+I5RUXZB+G#9VD<[\#YBR M*)1S4GZ"A&.-A$GM0D$^/\D^H RRLT2F^$O5V3S^)^U@O@^UNHR\3O8@Q=3 M*U]A0T_UAX)?:3- VXI$23BB246+FG4J^2TEE9#_2$KQE8L_NYKOI[_EWJ:\ M#%O%>SB$"PRTP5DE-J$!)M&%GZ* (:;_,%>X\]VX'953G0^D43P)1\WYY.F"7Q95+F>2;1. M,QVBG:^A!=[]5[)?=\OF7\5RK;BD]XBKO)TOM!L)8L!*F@X$R7EEY6C^Y1ST M5^5\-E*EG\\/.F^0$FOG=#&B.[H) <2A2;W,SY9$2FIOKN^&P>]H[I1L\9_!? MS!=N+O>Z_G+OT(GMMD'4/3OJ/!C MOFD=M3:.9D;]ZHY%ZS=T%#N;M@EF^>*QXZ]/WR$Z/+>S]S(V-9VW1_VVO^E= M0+2QQO- 6]-7>,2+4?Z[?]:VIN:-C>Z1MZY.F:>*'N!-]F3_'8',MGY'=OH2M MGI$YWF9*INS]@M%_"?7A_X;9_S4<>< F6]8YV#;/H<\;6_GOGG&5X,S(Q M+FAT;>U8;4_B2A3^? G_%N9CK:D)+6ZA 01-$S)+=B!',[OUT,[13F&P[TYT. M*O?7WS/35D'673\879-K#*$][^(YM_ LD]MHK=LD@M]=Q_JH9U9-^++C">!+MBZ^% MFQUGBMXIBR1LP0- 34JTPK<2A2(0.]ASSU],2*R8I2]:!AQE+:0X7]!:N1$KX MAWL.>&]E5+*X4,S9OS3H8G;FZ;,.&-TDC-.J M?3.8^^?AR?CF?0]&QW.^'- MNHE<8.E*9,;K1N8AMIK*MTE].+J:C<_'P\%L/+F R^NKZ?7@8@:S';@=N+:G M]M"&Z6AHI&[3=^HPF,+@;'(Y&YUMJ5=*7>?HR1;\)C5/SF'V<033P=7IX&(T MM29?/X_^AL%P!BCQ',=()H9OD_V80R@XIZ%B@L,M4TM02PH#$E="IN ZUB5DSK$0IH<,BQ(1$!YA-R#?D*:SJF$IEO75-,"DD/,$I3= M9SVEX4HRQ: [A$L^EC8Q$$7*ZE=!8!6VO(A+&=?&!U3QZ[!$|<_^K&EX]^G97 M/-_V/=V&&?:^7 _O*DD0: 0^T;-V/W^2?E\Q2?5FEVMO'H%]0'")2'#]@^CP M'LV'D;T?UQ)2M]ML%=.1FC6 R'9[>B+?/[K>;XDNXT@]:<%02(J*H&F$;PU0 M%?2$2<0^0X;0*->UF"0)H!DF@Y2)@@QA1XFVBADG/-3OT6'$C&O-*:BU2HHA M$;SZTCP5:5S\35T<76?MJ9X56O:-N M/%>_%%C]LP]>]^TX<6:M:7Z1$CO_Y OS;)AMKB=O?H'MPX;Y[5%Q>9R,T) M(9#XFTF/SLY5Q@-QF"W4>3 A&,EJE3&B(%":.M45CE7"S@"V7Y-W" <4FL@L[7BBZ4&W_4#^"+5-WY#"KGF.F%GE9_>4?'<.()! M>G-)UV<]RF^ T],:[U#6:091TP_:?BQJL+G7"=S8I^WHQ#UAK?@OKX:FJ%[8 MY']=L--:RH6S9"9^V/(;)T&FN[>YO-

*:MZUHNET!A/H7WQM7#SU!E1 M"_2G919VT)%F=|HA"5^(T%98*SQ5VI%,I KW7/O3-1(G)BE/UN&'&4]9#I?L M%]YD2L2'>DY$[N1,\;A0S/D_S,:P3[=E >@FX8)5!7F^*6'T]=/XXW@&3;_A M;^>_4^81(L_4VZ0^&%W-QN?C07\VGES"Y^NKZ77_<@:S"7AMN&Y,&X,&3$<# M*_6:@5N'_A3ZP\GGV6BXI5XI==SC9R'X26]>G,/LTPBF ;N/__OM7W?[19R^^!U#T'&,$(B%HKG=1B+] X$ABPAMT0Q#*-0F=@X#WT, M9)H1L:ZLJBE>*: M(SA$4!C=14LB%@XJ!KR/#>!\==H4AQOL&2*R1>3K<,%%Y3 !?E=[@6IPV#) M60SG7! 1<81A$I<\PMA8G[$N,ZY;#_,UH$CS> W92N4K@A1[^;#?"VSW][QC MMULT/:9.J,S,B'UHLZ6)G5_%FQ(U)X+ESNO86OH1]I(3&NAF"#\0;N[ZZ#(M"*4XU)V$Q3H\|:O1@?7C*Q0ZS>.W:L0#[["JX=6C;Z/B!XW -S#,$/OR#8A7 M28)$(_&):-]- RRGV]XHK9DZ[W)#RB.P#@B^% B\XH(<;-N^[=-.A):5>I]D] MNB.U78 ,_=KJFE]\ N_Y/R2X7.&S28B;A&-0$32G^U1)544^X0NXSQ7+#,+S"\/E MN3NQ5;1OE8PF\X15*\ZEUC(- MS:YV8V9E1)+RX+;HG86C+-;[3:+#Z9S8YC>N;IE7@;P_>8-.C)1KON]#]O=)9-I>?VUO 5IJD[M$NN::FL_A*9\)?\S 1EW9(<(I5%6^(QC_ZMW!.PWT+U!+ P04_ "1@DQ:R=9PO1@2 P"H M;B8 $0 &5N=&?_|_#Q+/N>]BY@?_+OUJ-YK\L[MN!X_JC7_[5[??.S__U?S[\U|__M7[W^OQ]O/ELG@9U,N:]:O9"SF#O6O1N/K7C,K=^#*M[QZQKC\7# ()S4Z^*V M7C"=A>YH"%OM9GM/7:9^>#8]W]QW;;>X?U@^&=]> ^>[C'ZH='> ^UZ]ZC=;+9W MAQW6&=9&Q_9!>^_(MG?KPT'SH+[;Y,/ZH'4TK#?W.VS/V;- M=GA8Y#G%F$OM;U/=?G"/3W< MX,Q9LKB9DUE8%*9O&{)H0& ^"+S,7.=Q=_#3X(7,A?[#'BZ_$7S*7NE&PVVX= M+-XJ@*7S7EZA01BYBY #E[;>_ ^_%Y[X]YA-6=_TH9K[-U5T LJ^/O - 'K|(M7_XP=WV&!O!7 T!UV%WF8K7;QU#5V]LW@*^N=50)<9MS+8P';1#[\2AS WS! M1Z$;->Q@0A!NM=. %N0/<]3L/H8Y$PP'@/,L?QYPY'WZ>\)A9>'^= _Y6X=[_L] +8AA_7;V=3N.T6GW[9B?E#_)Y. MWOL/__52__5$I_8>_X P]*NM_OQ>?/GS>_'H0>#,/OSLN'=6%,\|_LN.XT93 MC\V. <-#GL #WX1@OY*XTW4<[M.? \/LEL++0M<7[^(;/OQEQZX#-'TVP2=Q M][@+S,Y!AG?FL=&.Y0)\A_5.9^?#D'D1__E]YD$O>*[BHV=N9#/O#\|'",_@F MTF_8W?F .U[5"Z[A\L#)OF)OY\/9'] ^@E.? $#'KP2M"YIW|#G_X#Y_IA^_O M?&C"46T!53?;W_Z27A*&&2B=_^LX)R!WJGH.=#W5@A'4DC(4O.0N9C4?12GQ7 MO"(:LY!'.]G7=G8LA]ON!-#ZRTYSP4:#R23P^W%@?^W3 ZZ2&,D>!>6.)4[\ M+SO)8[!9%)W@K@N'[=CX=HY/50N^G#G0VNO56NU]VL'NQVU<+72Y2M/(B>_ M[/83RIY.!IYKGWD!B_5"CO1"CF AAXVE*UB,H#WU%LDK[^F/ 1VYX\^<^"M M-RCKKX9?(MZ-(A[W8T 7$N+5\,SU@4VX0(U!Y.)[3A_@V$?NP..?W2A6JVHU MV["NQQC3/QY!XXNH;6XS8I%\55OIM)_8RB/O^[Z-9&'TV64#UT,Z%B?JF_9R M\!1:0 \,U9M<'LEWK0XA]C%;K.(72(5T;QF7@V;QE!T7G9,%;UT#:KYI(X$,V/@["YWH|&'JAJ3!"6%CLG<'OJF#*(C'=8?- MZC.02GHC[0/ 2.M!"D0$>I]\+E';W&\O8?6= [[K'X4\B$'$K%YM$*M0|WX."(= M'#9@D:9\'(,R!^+5G4P]U 7INW&(^\MH<(T'$&/OQ?O2E\AW1D$2TB=2.H]1 M]-'J4?2I+R= !4G(/TB+X?A+_^3G]|F?U&>\|? ^Y94@'(/TY\$C^^Z'FP-M"O M2"O0#P6%U'6X>2G!F<5!^(W;F+L?OSSA?C"!L['@\<_=3N81[.K?VS7H.8, M>+@$BE/X\SDPE(>`HBJG_]>D_*B/L%:X//0Y;%%-, <76F&|_IDE<[\S7H% MV:=/23=6GT"G"V,\5]1_UYLM^+^Z+_U-+]+)+Y5::/87]5FIY'UFWXO!T"X! M&(1-%TL@[-?:1_I!\I=OV5FG7#Q<0R!*O!&#(MD&YF9]^#X/UR]:RSNIT=E&!G&=+M/)_K=E9'NH=E T/[^6!HKPX,1^L&@]P- M'Z&-(#XZ\+*]>?:;GS!4:NP''>"AD+@I^]PMBM,_T]$/V8:^/ QZCZXH,RI MRVYXS%R?.Z-7.= <[_'IF[,O,K ?^TV4N6EPIH OW83;MV$;IO))/$P[>86TPP\<@%W MG3^3*.:I*X.(M5N($S[$L_"1^_!'?.T!6B](D+7;O]^'D$_ FS!@6"U-5RX"]JIO:!>]U94!?U0WVU_+,ME>HG5?= M-G!MS^P[85]V,[P S^PJX;^-?1<#^$[570*%>F97B8BJF_ZE\,RN%8=)49*EL.ZR]U5W=A]/<|L,0E%G:K;LZ_OF2T(456W7(OQS!:$K*J;O 5[M9@O"6N6- Y7)X9HM!WV[5#?;7\LRNL$QGM^]V^6M[9E<)^\J; MX05X9E<)_ZH'SU_5,[M*P%?=)5"H9W:5B*BZZ5|*S^P]$5)Y$[\4GME58J3] M=OSKN2^+J5K=K;K)_OKNRX(057GKO!#W93'(V]NZ+5ZP^[(@K%7=FB^)^[(@ M[%7>'U 2]V5!Z*NZ_^&UW)K;#!9?CO^8Q(!Y4=17SQ" M8@3^&AV?L<%FMMK;+ [^A7BQ:BLE V2^_!5XL6HHIV=POOV7]"%I0XDSQRZ[O MG/HCN RV/MI,ME9^<[OLB"]{T97?=B\;H@IB?>4W\A]!5 \6YMK, SQ=P-6A MR[P-U>?* [Q(H%YH*8GOE=0BA"TT%,;WRNQ$>05,?L'3B1G'H#I(X"&GPUT*R M08-*^Q8*0%,Q3.^@TKZ& M\4#-. ,[]+3OX3+P$5.;R>@\][(*:W3H#2(*4@O*ZV;HC9+HX9<3&]^01');6UO|<^", MYN2$#^+;V91G$SKZW$Y"S*X9K+L7V.I 75I[?3&HI9GNNT$HH7T9Q#PZ23C MY;@R4"^M^? TDU+_X41[NG69EX%Y:X_IQQO(Q=)T1_QRP=3<"7AVD2VLLKTQ< M/ON-9Z[OQORS>|>=PS"12JFN.&JL(RCTKJY*D('E J3O[PRV"^M MNVV+_;OC%)[" EM OJ_N*7EM/96C1Z5U%Y8$["6(M@!Z5UJ'W4AQ=GU[L)H9*ZT,K|8;6Q+I*ZI@Z]VVP\M+D0.8QW^;],>=8RY8Y M#EQ(L+HB3DH + AVD0,>]&&"33"(]A)8[KC_ :V+;K)]RY O (N]' V/^< MGJP_Z/S[*S/S*7?=;9*ZVK://2VZNWE,]%K7OI=Z"VM+VD3T?OJ.=NM9FD= M0*^*W]/>VM';:M93 #V!7O/2[T-O:?TZFX;>8DYOZ1PW41@?WS[_))55_'CA M^NXDF:S*07,=!@"C>(9=N:CG@.H_\'&V(#$H<3VD$+A,_7D^F8;!'1%=969T MM)JE<[ML$;T.8ZG5+)VC9Q&BV<.;1/1*3W3IO$5;1*_G1)?.Z50RU]U_K Y* M2^? 2>I,H72D!IT;JV3LN((H+9WKZDVB=)6,MU4Z;U7)&&\/X(5MW,/]*,*M MTKFHWB9.5WI.*^&7*I#U5Q&<5L(%M?DX7>DBY4J#W8A#>>QL5Z7G3B#VI6>VDIXE KDQ!4^M97P++T9U*[TU%;"PU0@0[X:#EV;5_/ MU*]$G^F-(';5)[9="6]3@(2 GZE%%]:Z_>%@*\6 M>^MD5LVJ*^2UO=*:|V^',J'E;'UO=(;JV6#^DIIO6)6]? KUAM\%WIWKCWH M=C<^8[;KP>JK0^T5,T^+A/M*Z;VT=NIO+'39P,,W+,YPF*NSFU7"M0Q96GNE MM5J7(,CB^BKC4-;>U8Y#[G<-##|&_.QQ(';_#!?SL^FIUZ9R4S %I[I35O MJX2/%9Z/TE]!9\P-V->PC_.])^_PA,Q6C7[C+&]+(]T1>?^-(DCN])5'6VI MM'9P^2%P2NUIO[26\2KPT*I,>=@OK:U!1XZU3D/I;6FRX^' ME9ZTEK7*Y'3]:IO5.A0E- ;*K@@R5GHR2FMIOX8&^^S%G !,[ULCWO'4V+QQ MHZ_Y_+R8ASR*T273OV?3ZAS)TMKW6RIX15ZPT5Z%[3W*E/!2GG!1OLT-ID* M5LD++#C;;H_*4? E9E*E@E+SC8;' .)E/!2GG!1GN3GF6P59D45LH0-M]AM?&D ML%*N4%]?VEH _^RW_\]=$8ZDY1$[\JEF,A^5%C]PIQO):]-EKFH1YC3MSX&] M8!E4M-9+PA##YM4J03\HK0- Q2WGEH[R5\KS2>DNWE/=\?58-#[S@GM) %6@O6] ?AERSPI*ZS_>4DJY&FP2EM;' MO*64)932?CZEM%=)*:7U0S^/4LZ"D /.3A_L.;SCDKFTN\4]#>>QL5?

*MRZ.3KY'G4%P4>S&S:2U/MMCF36Q$WD0Y)=P9'X0)F@$MP5${6;\F!J/00D1. M ><7#]\KQ]VIP1\4W^ @F) #7;M3CF\1D[NE=032(>5T2MI=GU|HOXERW"D+ M8,!M!MKZ%-XDJ&HY9'*^[3DA36=^[!6GDRL+_VN];EQW;"ZPI5(EH!\K-H= M*=CT1=J: 4P"Q_(#Y)0V=]'T0#TX)*Y+U$(W_ J+K/=MX#OUFP D0&!U<29= M"#NWSH7-(ER579LVTSHZV&^L27=\IN9:$=7K D-A5FL146:5, QZ(FC_Y_3$ MNE7&.9HH(FQ,V&5>+I\#+E;TMU*R U"Q(1@\+E]NN*B$.?6>T<5(KD-J8KL@ M:J6"48T,ABNI?^T]Q2Q\]PO:HM/2U;SB'5XM.3#_<\H0>'S/N9]+1& O*/L$ M7T'!*\PE(%B"O6F-O&\ ?$:' % A0O"?>K+04%0%<(7?Y^2G7^^L'X%79W*8R1+TJ)C+K-MFNA>KZ90_ M2_YTX0Q.]*/HM.T?]FG#1VJI[TYX7./N2X@T8 -X!$642NAV0-)(2'(S*2+ M_H*05DW.?.?Y8_I#>V_?O(1LN"F^&WX!DW62 M,S9!0?#KZ'>>LIF0^R(Y:X1,*)D&@G1, TYR$=BC$;GU$9)[]#;X8[]LA+X ME_/VUU.K?WIQWKNZ//G2N[VZ@>-UU?^C?WMZ4:[E+\D8RF2V$&)RJ3\R>RBR MQ]# A9)"T*>99OV(J#AFL\A,'-/"'X; %.C4$9\$NV'6'0M=+](B1CY.2*P'M/>R89T092+<M#KP)M L;A1*&0?"K0>)ZS]$0DO2F(R2D)8BPBBXPM8I(AO M6>2# D A"BC*U1ES=@=P5XZ93%Y)ZG;&I3LD-WH/,'RH7_%Z>1CX,X\(\[M!P#?Z7A6I.>W8>57@^J/B@LHDE$TED7LD U"&?^K87:(B)4%Z*3Q8TW!DGB M@V' V$(8R;8GW_,G)#R82F%12B7&U$N NA4Y\%:+)!*N8MVI5(E5%IR&G4ABB>/&[Y.*) ^F0%Y#7;A@>3'WY8VLM)0>]>!^7T&8MD"X)T& M0>"SB!2;$>WE\23Q"R@ E%*%B4C8"YOKL!(P*'@^IO$F#\U-9&?@A$';=#1F^E7]=08?A^A+VDEV.| MGCM*(&JU%:\'N::T5L4Y5;(;4&&?]GX\%>1*-3R4B#'HG7^GN@4%CI9L1H?D MCE](V%L.]B(.UJ>$>1W4LCH#/0@^*X/\4[>;NE:X:*/QTQ:7WX?+LS015"?<&+EXM@3SZ62U#Y^D0_O%;)S%PA6OFD5)82OI$21+Z40"XE;1<>URK3*XO(: MRJ=6&AJG5E)9C=-DY=IML=4X5X'9:V61U+D/M@KGI"($5(1"5,<4MNM <-L M/&$?@,(5!I1*8Z+21)91"$O9\5@_IG05TG!0 YA2(,2H**6D.HZ/EOG H,** M+$8,@6'YI37"TD=16U)M!?5$)SX6K)6F"9A4ZZT\"!F?H"TG"&3=@12:!HTS M%(KF8G4T\P9M7B@'!36KY@(G=)#R])BRC]^2(*D8#^ M^832A!0Q:S4RZUV1>W86+5BHM_)JG2RN=)KGU$RJERJ^*=V2>;M_23U$GD-F MK7#!+VO:[[.<+[[%3*;V-I.I'&LI)I-JJQ*]2"7HIB7H.!TKHBH5G5&2\BYM M?L=&97O6OS]784W"7C%FZ=F)M3A^!!@%\).["!XMI"QZ(2DB*,JG*]!0 MG<-&SD5A9;$:W7F^PI/TN@F/QX&3QN,FH]=?VJ;WXJ-=4P%$Q":9,M7MPT2$- M5U+9MH@!SQ?H@T8S%HG5EOR%FNUD(EU11O.B=/=T^=MPUFMRA/,T#=DkMQSX^(=9\)]'-_ F/UL'N3]HAUS_IBV^T6PX?!]'NSDV2" MF:<)$6%OYB$6PC2SYK=N+W??"*O_U;MDM*RV+%P6P]"G/E[=K14''QHA(3K8NT <"UV0"@6*&#Q97" M?QIX;C0V$"D8_&"VM/!9.I54-P-.%OO0P_ 4*(DDIV16$-GVD9F7]&A\+).6M% FQDR96;&7**S";$O40*>ZI1(F'6/#IF0>L1E$L]H8A X>29C:7%=G > MB4@<5_1LKTH=XYG6*B XZ'8QI(G7>B1HZTT-1O!?)%"A_IXT53\"]>!-QL M1I-)S<(GN/27HBN;A0-_ "RHSK/K%+==U/6Y&S @HS M> [U.,E9+2YE4/R9^$;JO.Z,(KW69BT[FD1F$F3Z^#@(9&LRV?$!3*$0+M;D M:[1B\ -'=57+=&];1+^*4O'JE):W$4ZM2M4K62^@-J;I&VW+>#.\ UM)L- Q6Y]1/T.*-&:>W[\X/Z-O,GH80!F=R5:" MO,:.#3P>I]5=7W[3UX82TOB -&IM]':2%TBFXK)M:,&- U"IF/6TALA4R"4 M8TOM,>5U+(F#"8FF-+.!^A_'LL0/-0I["VM] TPL_,S'K@@^9INK8;TH" (_(^M M4\)G+KE7]&GQD$7RQ D3]/(./?[@8A0X6TO!HBBP7:'6@Y7EF(71VD.\,.E"M*Q!Z&:H\X0]B%PC0:DIHY8,'5W+*1^OJ>5/1 -:)ZWH &J[8UZ"T>N:D#EU MT3Y3B39J+8:[0RDR2+RO1G?/S.E!KUC@HE =UI&O;PLP7H=@&<7A'[5#= M.!8-_N-D0)Y#75&9TU8?"YOJ8AW=IUL7FLM49NKKS :R62&(X#020VZ'C5%H MK^DL@T++:?9 L4+N=Y[IG&B6V\Z-D< X=C*AK!0=O:08A3(HS>;]6/4@NEY1 M1^ Q3;:!O-'HTN^M/FTT.=CD_@P$)*-?.GW0QAW=Z<7IZ\L'?76\Z$PX#WZ='4_')5(:#P5IY*$.%A%C-&Q*:V.,J*F\T], M\45] D@H1*%>1&Z$"B5X;)<*3& ^2>?:&@YB[-#"T4WB %MHYC2,YX9V@4K<%C,#*<4=H<&44N^/CT*3+C[!SCV8B"TGV'(='%@#6DEPMYI M$N"BAS-<..:>LV@:6>JG$,H:)]7I]T0]&ZC@@209]:H3*!Z!E=30D51K"P!0 M?@7J,7YID5%&>Z(%A_+-G(C:A*Y9WK!EWT7L,'3A:#PU3"XW1$YVG,^-CZLO M'Q]WIE,P=(IYN[EQ8[G2%I&'A9-P%(=R8)-^I-ON1&,@HZ_RM!/[A3T#?Z Z M'N0J1E]^$;=7]%8SB\,7>? S#66?&;!X],BT#CRP"U A,T67IR;EH=%,43,?(M0&WIWG]T#T1N:H";RXD-#@S_5^I>,SM(I7.8 MI/DN?7BR?C130T@CG]SHJ@HH/@N:"UYZ2^T#5HY.=PR2,0O.G27&X=0H^1' M/1=2?(@%)%=(!F7H8EN-+CJO2'\%5!I2;\4S)A((G89]"YY+>3QT^8ENNU>L MATBM:|$Q(&5TBD?&H2YHJ9($=$W4HXL#'YT60@]RH;=BPZAY/;4;F=QU!"Q0 M3G&44T*!]W#/6!U1T(!G]$\V8##8L'*=&YGY:KIA9BQ. ^ER9.!DI-<1#)?'+ ML5+95, GZL)K,K-C82.)M)V28";H*LW&BM2)#C+;D1,):4Q7FE1JS#G)1E,I MO,RH2'%+KQGMS)E9@#B!>T''1#;74V491OT>! M51 7,ZD*SHM>*,!=?ZYB!EW_V*@,-!2T/)%^1,DO21/;YE/1UE7R#R7@(M7N MQ,)UH35. D/0(B@UALH#M.>Y0QJV* ZZ/K_#9]2"Y7HJTOI<8#T4OPK"[!@Y MQ=+B3)@C&XF3J'F>5;24B;;H]#,AVN<6YL4QB @E:;<1_%XS8HS23.38A8XIR M-MV"7A4R_82R/A;PO5SO/;- 2I>ZT>Q1RI+(3U#9LMKF7E):>++0BXK8X<4 MC#('BI[|^*U6:(1408B.R+ W*CL5'$AJ[%CIO*V?9)I"+%1E)T9G\673WFI+ MLGXR[66R!R3%?[7YTR<>8$*QP#?67&GK30JD;-Z%[$-<,!O[7?KS(LYESV&E MK 09=Q|\7M/=(D:HL4J:'0;::!!T$'OWM#;1T'DT&J:ZBI%+:&X.L&X,BVXG M,H+2SA)XUQ>?:D'Z,4WB4SE??QK]1B9![#0)@RE&Z,%ZHVGWZ1=]5>_7|\L^ MU]U)/@@6!_(B MAQ[-A'U%(S)IHC*Q%-E5/N4L2C\1'7=1XZ 0("P&$]@IBR9(_%1O @1]E:,1 M/72/DEF.)APF9B#2IK)[=<.Z(9^JLBY57[HH7:""-'Y,O%E'+O'!A<(;J:X0$@YLM M+/=1$7=,/A1OO6SV0)>J<&X2DH^PC9VBR*NL]11+0I7Q3U]AB11M\)#B@#M M1/%FJMJ0*RQG]R/\D-W(91@"IX9_!"9AR/_,_P=I@NEX0#&C4%8D*"!C;1U'M@OB>5D?;QY&2S9G3,M.CRYY>BW#XI:.XHCC&0/:]89RN/0>,85.@"0FU&"? MV]KC.$8]99]$##X=7=AI7?#""2W9 :ZR??G!0;9]^3#QY0 K-=IG*$I2(E MG&'BS@]&0&#-P<6 A$L^<=B]Y^G*0:$\H#/$TM.^9-,56C,]"+@!ITY=TV&A M0$GHY4<_"4ZV!N0L?2>]=AA,|VA_&C#SDDAY("O4Z:27!'[6Y]CT2P,-XRF/ M%9*0C2GA2=(XD2W]4]EN$@)6-W@(M9EZ '611>^:H'8G;?*9#1">16&G,-!5'EDPV*#|*DY1V-D M2FKT'$5(W]2QO%S0>*D*E M!94S18TQZ0-DZ1X7BNT=&5A!*,,?H]DHL5F/>,H% Y37+(.FBV%G)^6"//@I=.D7UQC9#$N8.4"1MW MG>*;2VR5-M0\T&@TI[$MIH1'F76V1IUP5HCL-6L&IT-[=RU.\%!"W3BM$04" M&1ZFQ(OEA&BI4MBRA88H<=$I&:FO*<+)Q6=GEWD@--@IA0R[2RGL%I&W3)S+5*G M8QB[(C)/9O-CBBSJ2HDE'1^')C]:XNKD|SOV_/?SNU^IBI_^GVU[Z%638?O_3/ M+T_[??RZ>WOZZ8]R;6GQ:<\'5"BX#,>'W"@X3I%[7ETJ#(A)N+4X0X0B(XV M2G21L]]G/'8IT4-D&(JZ6[02O@^%VR*OES6Z]Z7_E1(F=+.$W)G(;<"43C M"##4:+PF)8/Z&_"D9]BAY! ^$_FH(G5)'5QC/IY,-\5:1DB@@.]/;.O M.K-79I;:;$%].%7D""45=LCH,+)SR]+*=/+X,!?V9O0R7O@$X A_)6E>)]*& M*Q>4\1JAVC-A4Q752?THI'1YLT6*5CH2,&/JF)NV:6BL$CDJ9]1)]. ^-2CP M"IZ0[TB:1U2+K%K(V]RC_\Q^NED]R;\4F82%>5A"N^=FV>|(N\C>V2^|\@H=R&3CDHU M65;.%HI'E!S$Q4'&W4$L64ULI'PA($,^8KGE%6:@?)6F1;!+@F#H^V-&C ME^-YZ+F(CT,[O-VJ2C2IBYDBQ"ED"V?UE#+$# ^!1:87X16O$#FHE_!IY[& M@?"9^U;GO]7$,"RF(8Z^):A5$Y3(]P>DF@YX-.|>(0=$21Q.@5GZ!H.@:'*0:-G\#90R:(.Q:646RN=)0YZMW1W7\],QWXA@J26?&I,IPI[(*R.P^BD;%W#Z/Z]M+4"\H4@N^NSR^R M7V(5*XUY%0_K>C*&W]59-:157C#[!*]TK%,_QBK4^5R%[$Y+3W.SGC:XB@Z,9'.PN7*_YYSNMDGO/VX1Z?KR4_K)E!T=H_;9. M_20#.)(I#-P2?8*%42:4,BNR/GBNAA5!>]CB(S&"FG'}*42:4,BNR/GBNAA5!>]CB(S&"FG'}*M%>$D?Z6FL;+@F#H^V-&C ME^-YZ+F(CT,[O-VJ2C6;!VRM85::5!Z(@4D3^Q/I*#P#Z145>=<9 (I5$NEEA9BN(ZQ C.HQ8=)/-675E6.D:&=(KR|'<>]: M5V4),\R*E[.%>SG7$[:VU-U+.+FM!YN@9U+2WS=$KQUHV+$>/>D:D|$O1ATG,W,Z] 2S#AY1: M8M36"V7D^4%DV4."HJ14?J]X)3PQKN,7E-$2B:X50OW#7^B3'(;A+V$BP4%RM3U6>+P3B4(Z'IZ0MK#_D7%>)11.3'"+B@,Z)1Z_BC?2_Z-*N0!\]0 M?"1!%Q686U578&|3]^MSUOO3)^.,I9IW(P,VUB@86/U8B|:G47TB%F?1P):5M MU8R 82TM9A4Z&/(O/?XQ8U49K4ERS"Q--+1E!8AA@1E)A^19$)6ANH9&CS5- MZV T:0%CE6T14%>4:B?-K5%=ERAB.=|<2DZ/FNEM@BIFR,=<>$+445?6;]3- M7:8SS*CN$I^^/,SH3R#\))3J,=GL3>R*S5#)?LSPT]IAPK# ,:5M&A|32D:M M]FT@ZY6IDG*IM[*F?6,3^IA-'XS_MA,7I8RQ@ PG$C2CMAJ2JO%.OG7N(M1$)^-49B9LI::UDK@,(VQ-5[@JCB. *"Q-P>8IF\)/I:+<(3MK>*!0=|<)%6 MX9\/+WVK =KSQ&Z2-Q8EK*FI;^& M9TXV$>]&$G.=UN8&/P"10=>T1+QNCB*[G4]RR?^; "]_X9 M?5",/(3'NAS)/C\]Y*;=E80[$"Z6%$VP1@@UJU0 % M8H2]9#Z;=Z?4?J,1Q<+CL:B3!BU3>[4U13QIM<,@B+&>7YH$U(M/3KE"2I*Z M:R9<)[S]U+D2U%"/>A7H($%-AQ/2E@39EA6B4X,HNZ(BTJ>;5\Q78|Q^,XD0 M6.WSNDF(XTTK,"I8<^&1A>\@5[N?SBW 4VY,CQ^Z8&3E&E=0'OZ-Y&$#/3L3BF.+_*2 MS>(3$7\FN.A74L_)OQ(WTZ<+OOSH8O,_(/P:D$X4@=D%=E(LE=T_+#^F]W# M;]24A@ALH0!#]@QP1D10LZXPY12KEUWS"CU>'1NRC%GT%5\(@II'0_^9YP#QI?8R/W63$.BO9IV#8/ #5PW!L*A@"J-^ M=A)&@5!!/R;8*SNN6;<@Y2O/N:^,*O13S39>AW4O+N)IE"@%;B[EF[1ND:1* MX3ME]/G4B UHG?N.;EU@-$"0K6=10://VN QNQ;(>%IJZ,Y>\&<&F.V"P+\ M2O.LTP7AR=)\;I:ST&K#\@;5+=[L5)"*EIHQQ(5;"*;?%'2H%K=2:\=Z%BB MUQTM%13C8.;Y3@#3%JR\(.UICKU'\UE/IUG;]!'I2PD;4^3EFR/A$GCI^6= MG^8[-'T&^IF9^L BG;DTAXS:[*@MSH53YQI(+.[)25,#1"<=95?#:H.0<+H= M++?6K*QLG_HTMX4"WJD.!81A-- 'HY,PV4]7]4@GDV5-HP6@^A"+WBS MF N:DY3"H0^W3J:8ZB2Z_SCR-E*5TR0@ZILD!]Q C#Y!LS^6G7=|'-:+'LE M>MLI%\ZI\DX7;N-GPEVITOR6K8E&=Z,4-;(HR6PV/M]BO;;(#IGK49Q1I=)" MNM29F Y?6-XX1#4*2/P)]BU6)+7(E:ARP:0.\5@O\YD1@PCUK$%Y=(PXIBAB MA8==!\68:HM2UW0]GF$+9KHBX& _=:^,A8G2]F:IGSB1-A[!*O1B]E%B1+BM(MTHD.(OZ7G4FI4S1II&F*(=76@&,L4"|YLRQI^,X_LZ8]# 6*R0DC7]*>.E7^ M6PDRX[F@]?HB9"N1I7!$3E@Q.,@$9T](J1?) *?67A]W JL\?>6PD&PHRL5K MLGX#<2R4-\)Q(]N=XLG*-*,@I7WF8^=)=>5+$&=!'#^$_+"9TZ",&;B_&01 MJB=1;Z2CUZPO=<-EYWJH^[6%MC(Y1K*@(#/3PXPZ88;O9$!5<5I.F- MGE,U!-E-;<$I4QSW?\,%QG.+Q"W3E0I70;<43X#MQ2D6E6D:1?-I%[WOK.BCU)-03P>1213/KNRKI?$HTJ!D=$LH +&!%S&%?!B(MZC1=KT8@6IS"Y2**.%&T879@4QH36HG4Y,RI,?1.(=*K1ZQI=:F%B141,A0 M>,.:HZ?)BFYPYG 5/8P]Z>(A"XU-I+G$DKFVK@N2^E@5*LD6^)3OY^1<"G* MY\L6&J+-XH#[?.B*Q!?5R]M18]-^SW1/E*%/6?0$ +6Q 3^@8CF[Y9'^C0H0BG3E7G6L5$2[YV"2[H-L-;&7T3$6:22(4E]N-/I!:#-9TKTHX M-B+//DV=CCV%P*5.-O--BFMFM\'4T$Z;QR"X .7V M5]D[QKB/6/:$!/9;14O8.V]!H47@M\4+DRU/X?":VD2I&P2FIM0'QMQ$A"TFE2_1B7:Z&9Q.N%31_-R+-J?YA)W11CBFIF"$ZQ!!EZTV6/=$CD MNUW5-$$$O>:SRXRT!:/V!^_0.STS*>(CFI9DSCHR9TV1/T2Q5<&ZT7F@9EA*M3\;\K#HS7S6(1)SKC T&H|25270Y+Y=("C"V2QK]2UM98K/*E32I_)W/YVJZ MZ$X':;Z<>-H>R$[$68!/,9A;JA(BCP<#G=F>GI%V*CD!>:&"3%?2S##-.,!>M;NR.N1X3+>WU*/1Y1.3F=80<1S]CX-E(+-4,N.)LJ"?#9=S]!S2)]D8TVW>% M[ZAPK]2PB8V%,5$Y(HCL>(PLV)=W!]KW^CR=BE-TVYQ6IW5(7]1\]H3IS. MG!)YVT1![6:G:8T"FK0YWYA?CM)4KXEDZ3L#14AJ_D/- *>@LZ!Z!4+O7!_F MFM6G8#V87FKF^4FN7|0YBO&(KJ7._LSL!BJ0-O8I9W:*!5-;JCQUW*S8DB?:RSP%=%"3T.&![Y)I52=O'2J.LLGL]^A^ !"@26= M"OZJ8_**@=!TI2"42HY,V!9Z,^T+K&|YM]4>=0 14J"4&T4%"#;43L*-63 M)(E|"CQ'#8F1(6,2;:=V|!MS7*U @)+ ^529;(/B.#C%'EX?X:E=6(L#QD _M M+GKB1:]W+E#$?#\AO_2S .KBH#XU_$'F\=WS 0!0B?1(=S=_ @\'|_C<=+S M',?3X_?O[^_Q&P]!#R7R*I;3W YB;$*L'+1:;E _?NGB M|/*V7Y).R6(LU#MV<>#>$Q|'^@HX[%AG?;3(;$!QM@$Q]2CIL6DV-Q5W>N^ZC^A Y=FAXY4!4LG MNYMS7E*|[Y%V'.G04J,?NAI+JL,ZPBTE@VNI*JX<1FG\2[@O26;1+/1D8DY<M1_'DJ@2O.;^M=-0:BR4;&5Z0QB1%4X[L2A<,QDZ7N.@9.-OM\?'/,NE35$48 MCF)3[W=<:BR)S>CC)Z;8IIN2I):)&=YF4K@PYW3I7# SC%T6]D!//,,FQ*[] M#(9QT;T]O3GO?NY;_:O/7V|/KR[[BH&49$./,A<@)*U$9!V"1H\@;;#6TP M<3>1QD/T;"-F(,NT99Q>W-6^DA/?#9K'/' @PHI7&AJ2J4!)U%4?:==-ZF MB95SR9':^3W+3+HCT\BRBF\M8 OP>(IAI3:\B).1+A(=5,&P-K[(@ET27Q). MYFCQ.N=:,=?4I/5H03RGIC8=26^K&JZ-6(\R ;WHK9I%9Y>X9Y(+YWIT]='N M^9Y@V'Q--/52G8YDMW));QJ,&M_%+M3"2\5$,D)#PC8S@[>B3D(D4OQ\EE$2Q);.WNS1(WSY,MZ=*!9W-AJIZ_ M=9*R =S?*1YFK6UL6P@5U$*(HC^Y!.Y',:59T_$V?|8 Y<$V?Z8<:UES_DQI M%-LEHT.42#/.<&H"7LNC6WR?B|>3"96K2F1I3M&4D^5_L@@^4P9GZIID%@>4 MS^-)5<'U59-7HW).%44;K\>Q84;N3YSX(RR/@K\ ^KZ+WXW94/SQMXNY0_0GM\W#D0S(Q@I):/Z9U2'T%_]J+H=I@I&'<@[H"8,FE8,%BY9'K,9_O5(LY;+Q MSP?7H<8/XJ/O@L;A\&SEN.-2C"$$"!A%^[@(,Q:5"93]W$H5^7&,$;FH]=?3M//"9C8=GPOZULE:.W(K)_48<2G@HQ?RV;C4I*V-7I128A-M>M509-427#HMY0 M3<<5+;32-=15);R9Y4Q1%-&,80I7X89DCK'0]8PT@TB,DE.A./T,2B6)50./ M>0-*K(W47(';.3-#)AJ+M&.U*!2_A&[=S@7[)V#T,9/PA6HV7'@7H# EBT,< M"')+B%-BP%SC#V-%V##&MCPVHS49J6QI-R/LC#F?AH8=]9 XT'8$GAL&Z'*O M8T5A1&-|=7,"*CA(G1"&-9>D?MF[/"G6 M7*]Z$0P.]%H2;3F,7VN9&;AHI8\8?]7@HL(+ V+C$_H+MUZ'HIH:1!H1(V;Z MJE6>FV9%LEQ?YMT(UUJNU"TW_-8724:@Y6351FV%]$_ZECWS7&I%:0HW*6!E)E8GD:[: DI=M MF]R[PNM-9M1N2CWU1=K^-(C%&&/TVWY->|BH6HU4R\"UD$U!.BIE,"+>4 <6 M6BIV(4P[FIE|$"*9PL'],Q=@08$*+Y-N1DVKTFQB*@P)F1!D<*D(R@(Z6TU M3694I.$0(]<7U@JXK\GI!T(JHI|HX2+3Z %N:^(^",F'D!.[DU%T MX;I7:QDDL02N*A#,(1:S8*NJ;^H#V1.Z??%.@[F 4,I%E &2'E0J-^" S@1# M(KN';5'_WN,L3+]):U.,ATO%2MDV&!0)#PP+1;,WH].=H&32PM*'I5CV(=1Q M$R3+P%?-0'+#RM*38:8VTVX- L[U:].MGTH3%_A65U5/:=KE&"B ?,7L;&-V M6IZC0#'RD[3G3%JHMA[2T&@8X,A02B43J:W8B"NP1=V&R9^E\9K67QNQN+3T M#>E(F!,B($@5SN*I1ELPFILQIYO(#\@98H0XU#/F@R066>CY 3@L@L\#-?,4MWZ4GY_2[MS]U,&T^4AKB_$9]_3R-4O=$E#H=%G3>TQN^UDTL2Z+4([L\[RU: MEXX:B]JD88*->3-]"{)5,>@9S 3F%:L,53G\DG++PI9HC!2UZ'NCM>%>"[N6_A$4TODFPPWLIH]J MR$AFUV"!;5E $3M'Z&.;5';^GLP8HA]U ,D:>EC=(W5UX@5"=9*!&%B]E U M&_B)H2%!?&O^Y4M10-;]N.0/UV!5LE!:&37K@CN2QC^7@Q^P M2Z"L#|^TC *FB(%='W0O!0SI/=FB0V1?3H%/G^-TT04)A7ZL[A#@8,=70T* MTR$&YJDTL0$HSW77K]L>RU*6[NE6DZ[^B,:2!/>RP+PT&O4+N>6U:H;12YMA M? 13?+S5H8JCZ6R'D@4=NU+.)E@:(>^?_V@=[_I&=MKO60>'N[4Y]J6S;:E; MG1CX@:F<@Y")SK BK5UY5.0YD8D:*FZF, ^>EH8LY4WG^7A,/=VF;JKB-E)@) M;A5NP9:XU>, M2L.B/*+HD[^_/F#8D&Z)!*RE!07&?8-R0AL1@^6H]=A4+E5,KU+1$ M@R$+WP-5+E MLW1%R$*8724 7=CI@GEFHO!I(U(V21A9YME,'B_,^UM*&1N MAK*Z NS2-#)\&,M[W\I\4'T8,-R7&7]C=)C&< LV6-#]%FI@H3AB%\KUPMP0 M4V!"G6!&@TC@4\,ZC]74"@/ 2K50:I*=GU(WT(B>S)ITE34:6,B[13-+9V: ME"E<4J\M'+1_O^L0N.?(GRN85294.CAPT?Z)X NA(L%<+)V>G;A1Z'5U/92"Z M%1#)4^6)@>NF-,]0(I^2AS+)GC@:;)/%UAA+WG;KL#"%(D<"EB|>, ,]I]?K9JMEIE^GQ+)@CRA7/6/(IY,I6'>XV:L*$,);FB'(*I])DW<4^&:S61P/D<9I7<; M+:X][)[UKWLG9$UU]NSF__]&8%XFVNYM95G1?%QS094S9RQ(12I?==N#8P MQTRH%(4BJ)-:G%RDH16SZI:J5N>%*T:^]+#B51K_F[Z^)L:E @.)8D4D.3Y'= MO!>V53-Z+85<2!7RA6)Q,57K*J]3>DA$4JHHI$7A0Z^+LMV699&RJG06F=?Z MF3*5-U/DJ!Q1,B?%8%P&CYESR2X43/RQ4':04F4=(HDKIUZ?GRK'$$^ 2/B)$7 M8+)4^?:%19\R4CR8I42:)2^#9+ //6:&BFLFN9:K&JP.FV!@4.8&S>L%V6RAMFC2RJ7M273///95J6CIIEX#Z*A/*UAVZL7<QX;D(5&L&IZP@9D!)=(-]5SP>/E9ST\DP/?>!B$VPPBD?1511[?,>';#M'!"S\K0H0WXSHA97U%+1E@(/$RTSU=QX*VU@CJ%D5/]YU3]?=&-4K>4^O2\R MY4ZP,*-E0%Y3GU]$(GNTW<)1 =O]:GAKB>Y&8&BH"$;&;IN'1_951C7>/3(< MF65*8;*E -?N0#)=#*Y.XEV#1K<%S-17B%Q-4?V62H4H ;O#Q=UB,BJ5>^0[M4PN1[0@Y.D@&;+70!:)'8-K00.SA&D7A:)YJ5#F5E.(0OI?C_|:Z,J66H$L/ ML\)?:1]>1@9*AKI$I*#RE\%.D?G5"T2W0A(P<^V",[LQ7?ZCXX81/!B'6%!KU M81DLR^Z_NG=EAJ(PT9D!W&R>Q'HRN++#%L8&]\F8/\&)K1)77C Y9F%EC|1T M19B%N@T)#(KZ3A9FN:=6 3NC1F%V>)7/9V!CS=[!EL7 M&9,X:[\C?0L>1*=-&12.Y8 T]|-L:[#^<3$%YI^*] MCJU8NE" U'R].CDET]M4CZ1TO H=`D/|T:-8" :Z,:L.TB36[[538G7"GN,Z M&YAZG>KT>^S2%.5XDZP@$'*ZLD(878Z0'6 :?|"5S--%CT 4@7=\!(T%G$# M&4QC[W/*,@"@8D)K'62;F)XNZBEE?L.8308*6T)BC,BK-1S"PT'@L6#&E4(ON,W*R3F#I9'J1OP1Z)8LU1(A8=%7(#&DCIA.' M+\(^=W*4;!ID-"=-Y'DF\M/?&!PIA.UB'@"]B.B.H[MJ$(0^7W22"-WB*!GM M?-)B9NE+#M.Q>I&A#*5UT_D%H&X%9QI-2O)"YY\N8ID2<,L3.U2"2]:](? M055QKGV1-Y/+D7WI9N/R#/R,^QUUKS07J6'CA2SNBE?5(=0F8&('GSIK!CP M^)YS?TGI+S#L*1SET[25*XY^RA$&*?ZY[*J89C[HB;!R_H).O$E])BG'4.GW MR%OD<559CJ(1-#$AV3F<,;)@67=5[C2;L#)@L^1TLLZNOEPK+UYN0$Y:ZJ; MB,UM+|[/0%XX0EMO9Q\F,R0R#1ATS8P<*8@(PPU1]MF4?=51*,,(D!M%=[UV MW|;@50"S[!LS3AP1Z!?V" VQ2+>3.IURV1Q9V; PEUQH#=DZ+X;/09$IQ\IC M3A3%]P;!@W8GUWU/Z;5"-*V65#7QO3439H'I*K0.PM@*^%Y^N4W;'Y-B@C@ M8@%=D4 4SL(ZS3)2CC9A4QD/T!5W:@\UU?&AIEM="F*$W:23.IT UA+O@*HM2A79;SEUXB;NE&.M;R9U(TS\L%?I#[XB190&U\L54!?H5DU MG,9B\!>C3$[JNG/)LZ8 'R3>U]0IHQQ,-RM1O[*7+M1X3_1X2BC:\Z;UO<6 M>2)4%]ALGR.CNX542^X5Y])V0LL)0'H;V(D,?_8^]=F[LVL]WAO\(ZS\FI MN I2?'<2U_-4:60EXS-Q[-=V9NI\!,DFB1@$> !2,N?7OIWI7LW_J2+<>4 MS:F:)))(7/JR>U_67@OY0[%28JB"?3^Y;]>]?P;$DKA\)L.>;2O$,/Q @AW M3J_T"_KUZU?>.>E=C?V>ME-9"WGJH+3BMGIU[F& 8B"_D^19^EHID=$Z>&3Z M1'X("!(R*[;2K[S>C,D[6!4!W)2W1)N_=D'U$0T.HW1C5\&O)43':KX>6H& M;9*'"WND[UU:8H)I,0<&@K.R6ARP165EGR5R@ZH@0)$4O6.>&;?@EB/UNGI) M?O1D>M_L5Z= Y$@EG6V ,%+2<*S]SIC";;D4>S;]6N/,JF&B$@0K28""(#D M0"$FJ7V:O3 DD1B<\B&24Y:^*2MXDW'$+YV60%NYYMS9/1'QVL;H29W:#N%+ M4O\%USPA"ID6\RL .Y_-+9-1/BCK@J_X^@E9H$>S8\;Z9#MW()U=40IAI/) M9 -;HADY55-F^(4D[%OC@=<5Q2&=]F$C'^/MOD# ME,_[5I#>+;9P^L>;MR]?G+U^,7D=]7)ZW^<[51>V*MJ^LM$Z%\)YGN\TE?+B>

M@GIE3(4B6R[]DG+DIO)A0#,7G0:?/CA4#,@BC]2:9H54!EE<=%K#ZF\D^9% MX"H<$9WJ]G4_ZW\|\E0W^G+\TZ,'2"ZL&___J=Y8\@['?L!_Z/_^TJD?:,!XT/RT8!*

[_[W\|^(^8|:$ZU<|W1_=6:[G.)1^[OW]/ M#S[M9;6Z4\BS]|ES73TW@3)0D"T*2W8]_6I>ZL'7^%+WDY?ZP'(=^_!^3IHR M1_*(DXESLlG32UZ[=+.>A?F+7KIW,M!+OTKL^&[#_.5IGOG@(A)IA?\V8^' M\#3CW9Y><,P_/|W M'G_W#;WLO6_I9>]_]\U9_?YN?NV6N;0F>;,/DIA@^C_%\M^NI?#@_L>M^\/+ M[OW+WOO$3?Y5'-F[_OF6%-!O9N/+0'W8?;H=" ^?ACY|T%'XUP_#@, P#PR!F MI//(EN??(QP4?;5 _-F#9N^]_"S9V5_@\|UFSXQ\'Z-G9&X|1\KN]_F[IQ,W\: MMO[Y?OCC^,WQM^,SW?_(/!VONRC;^EE'QZ\X;M/?ZD;_X'JA^>V2O7MY#V> M_/0-)7F>?.3VOITO^WA@>_]]<[]+E/_"P5Y<':L"1H(MA1N,,SGC1->WJ#% M:'I^N5/,?&B)74EWW+0.1)$B66V:R8+ZVNOELEC3=]$-UZY=/]7N MX8NZ>:)BWK!XS]_K M"V@.9.::&(),'>E $7XL_XC"P()* *WKD"16ZU9H("@I'I?-Y5;47_=U '7 M8K[&XIIY2QW4;EL+RDN0>=/7]Y>M=E%)?*

*8)WWX4E^J973"Y+&6C6%'\T"G;4BA(5/,A&//!A"J7' MG_F. -R"(-0*L,1J#:@,,[N"CJ2L]+< ^4JO\#^K)L>$9&0HRE^BAEC=EP0 M@$R" $E7UQJ]. !)1H#?*(C.RF>$U0'\:[0MGKF)0U?MZ,&];(0]..-:^?48 MB8/OR7::1&#FE&*I*S]P[PM)OTP_7CW[L@M5V6]=%UG_3U*

MAE/:)EW8RF;'I5U^<@OB[&?"S2M,YR.L:M0M(T=S07L"8%QP2<9V7GP9B2W MD,H1$R?[(&T*>-MY;<9.=.C5.?>.[H,56LRV0@$X;:AG<.'7NO,&L^V\%^PK M#1GK'2_JAQ[H@\J#7%&_3@E%B* ,4!^A 7N4%NPN8[\+OQ6^9:T)_BQ_") M9T5X><8E\|IO'$CL&9P,C+CVT:5O0 |>5CF#I0F@AN-2>R>+*C)|^'G>K#MW M/;ZK776#WKM|Z%?;CV>YM?U|QLPT8^CF)C T08D/L5Q2)R\8 M(^J=YZ>;>5.P#HYRN("=4$RTJIF^-3-N!" MSR15]T],.7RR<&7C%+T!'FF7F'N@1!^HY94VD-3;X8N*'X>IMJ0#A]YWH2T MF'HS"B(_(@OL;9) 4LA:0DRS$D;.^:;4UIV3J:IKEEOV/F9,$V%&W;$!W)'_M;=PH=J$4\'S!8TLK3Y>"(R)X=JI(9D?8M N6+;W:5%:*DZB7RN6#4YBI0* MB6F0=Z8;@Q2*YW;$!A-89]LA(@=^=-0,>EN^8=_RG;.@;I,E$>4[7$C+3]2 M8(U:W:U;JRTDG=.+7RDT%TD015,DBTR//CQ/:<|X>-=-7P_7[ARI?T\,Q|/ MC7ST5>44V8\^@N|CWT*_2LNQER#?=:#,VT81L_6LM ZQ+7G M()$@(DT?$]$O -\Q-@] ?3 N73CYCC.QDS -C7-T2VD<'I07^*OMSR\$^&M!MY$|>'#[Z\.-U0>0/'QS?2_#@1N#:P*,_OA&X|NW_D:#$AH1GWX:I/DVO+2_M/%E]V71/KU,&N-VOGIRZ]J0>Z1*__KE/J;V#V?VE&D#P-CH=B";I\O4O \FH M3Q9P'<$C4*+E;OL-+8,UH=UZG!A?_]0C.3%E\O^Y8_H.'XAQPJEK ;_I%: H MP"_%S>K*6YFD5+_^M1#>.TD#9TET)1$5<29_.XO#[!+U&0(Y\->_+BAU><1)*

*M)%D+QU!NW(I#6@@+F:>_Y'J27__GKJ\GC5CU MG4O*4553;7#5?+V+RK((D/]WE(A4M^!21*]/+&Z%2LOF.HIHU.4A)].E<$BOG MKEVS7@LND3HLD*Q%:6,B1##!HX!?5BE6N<-2W!41+WC^H20&U"\BCF*QBPKS6M-T\BBF MIC2I5X)D|V"B*4EX19*9]\K!F)(\U\3CW >I"=(" .$ABJ-$#%-9CDLKU1/R MG;HXF/46*

*\#9L]:9RBCG.QRIOH4,=QJ[2\M^8D@3[6A"BKE_;]<+R*P'@2R M=M!W(':Y)C,](M+'M$ HKQYH? , ?!W?XHTQ\I0?E1^D_X@<>#I\AG8Q=:VW1^$1%BBR4%$.I4BYRTR.]3:4CI%Z3Y$$%:V!\'3)V)A(FRY 'OFZ"&@]?O[3O-W|K3AHHV3 &"NM'>0Z-[8X'YNT .;Q>7SLU_NCXWD\|WPV3R MZ/[QX[L//R4U?LL:(8;X,*XDA/N*F1%[=/,W#*&_14,3U1B'!^5;@-J_@]-P M6CMF5LX*F&7VFN%*\A6>63C]"+UPS M>3?ZQZ_YR3='2O#&NZ%'9^MV,WI5E]LE+9/CT6_KZ>?]N=J[$3@S:L;_E2]7 M3T?/HW:T727/-JJB'*=O_/2NQK>6WM>3082-5^YI3FMQVY-&A)!R>N;,2=F MK0QH =O5|O>_7\5F)#CCOI6K,IO@/&/5N7DFS,/)P42 MI;5U-[X5\W!2_5FPDI\SAN+[-V@A6N3%'9RM&0[7&[4(G\H=G[TX.WE]^C=2GD!V|L^SWUZ^>G'V^ZXF MJ;W*371+-99?OTU!T40SO)D0L%;R3IH$%20M2$Y[FH6'-YZL[K=9H/;USK MOSSA;.C:I%#U3W+0GF6C<>Z_/C$PZR#41:4-T)Z@I"&U 0*WAFJ'_C'6>RYKCZ*Z MP+33^G0O>Y@T/Q55>#9Z.E MM[*LTFIF042NBF;*3/;,_X!B?^)|T2HYM)<@VS8I\@

J;&?(Y)X F4]T1?H!F(@/$/HHTEW) M7T(SW&8M7\+.1]$67#WQM[3;8[5-P-LGB-8 E,F.J1NP ;SZB4\(?^W)E M.K ;8#LB)F<'>7;0L7/6E:-)YJ M1E[L*!S[]M3O)+82E(/U"+ZRU?)%27)L_R#%&9(M5;R@*69RQV"H^>]L'*RK M>2*@ZQ0 MB&8.L_&99H.:6#E%.2VX8(B9H/YZCI_C:!C-E1+'HS>TI0^0-URC!?I!% ?(M:6]S2/4A>|@)97FJNQ)_(*BT=R1Z@.6JK+GJE%ZBS,=H/J>#^[V/L?:(,&# M(A06*+.[:HCZW4RK2%=E_) 3H'4EZ8Q2T1<1+U%249#F65@]#.4,?ERXO/1_ MY$0):I4997]|:%MX0ZT_09F,X0>:8J&+$[PK&TWS=8Z>KO-\@F;LQ.+'8]=P M820 /ZPTCZ3%1)OFU-MDFA;%"O)X$$MN]1=[*DX MSX0$APZZ.92\4:9183'*0YJ2[# J*H7.)E!T1%TJ9I,P(*;T=[;_U0H,*3;O MHFC])I_E$]44FP=D+>%GNU@E!@@>%]2-!>:;L0^3U%1O(4\',.W.+Q"W1#/ M3/=>=EOG! WE/>UI8=:F'26.+IV*3=F-@P:0=_4 &^0# <3IP13_S1"QOF/"; M-[;2KY-*@?$Z&.Q6ZLVIUD& @??']U\C!$3.WRG0,E2%IW4)] >IV+;K4:HD@:N M'"[11'&'|(J4T$),VA_FZ\;FBP[5A0(P L!GZ<.EY6:)B1LQ553 =RTU08Z[:E)$O[6=[5L*A50/TS^C?,%)B5 Y=:' >A=&+|W4JD2CD[1229TOPGE+>>;M[%X M]]_!N>X Q5O[-(P||%0/=(8EF2%|6I5K#'_J:-8W4?)%&XGWBD 1T,-5;8W6,S[+E,%-MXP&YE+F MZQ7KANT48#K^'=>LISO7I465.BJZ"N M-AR;#UG)'+Z*M(E:G89XA CWVR5|:M-|2>]Y=8AJ M;;5\][1FD79L>'(I&X+?8 \;>;5$>HU9#1F>K,]!58RB:==R&HG]2)3QE!H4^@MX2W@'1R' :0) 69-7$3B4,KK_X<*> ^8/%A M ZXMUC&7DB3WF0U>M5+R9"C([\IA]I4PEQ@ * *1E''ACP$06" |7N8-A2^%& M6BQ'#WZ#!=(X,%5KLL1(P'8!@&:(PQ4IAK";.GCA82L.1_7BM-/*B:"\"\2 MP2!\!8PBH5,T[%(O$ F+*D5?M[9E2!P'?Z:55UF^AU6#$!2O-(/XR\L_7O'U M'SZZ,_* [V0^RPVE[D<\26.2?786 5-/$7ZRJ-V3J%!FXE<@6$U%4!?O(:=@Y M$]YZI$E:Y_*8V+ ^N1LJW7+"_?_=0L-^/9_G*"O;^)!Z[$L:7-[7!7TJY@@\G MX<#M"F=UR;]_?JC$(?%LB V_2.C1:,E"(}8[[VY%ZVL7H(E-2/;PI53J8BP MYR=M?):!.S5>_ED*4@PZ"8+P"*Q#$8;2(;M|R+-.#X|RD0%<8T^-0=[(S12IMJ_7CV,99-Z'BYS_D M9WLYZ$>[%D(DTF1)=!3:./42E%NL;T%G.4LS9!:/JLU-!,[+F\:/&-]8.\OW MW?N^9ECU(AFQ'N^$*MF'5(5T)4QL.R6ES!$7YK,S'9D"%+ ^ZT9XP|F@7;E MWTEA3!H>^-5ZE4M>:^375IU0QX]G6Z\6!0$.L,'Q;4L+;LG&L;,R\H4GDYR% M3>+^Z9JLE#I$,S_!=L?[D(LA1"2T-H!K4(E$VMN@ EUW,-| M(HA.%3C]BF! [7WDC=>$0"@R,JS?SU5:/+OLFLAH9$\9)2#Y,2,RFH["Y]=B6 MLF4.ON7?2/BG'#6?AV??WP|#4 MY]TKZ9OH%5/2PR0GCWKS@'Z'].72YP@2H"I9TA85"RX9C&MR"M1-)44/NI'#$H0>IO8^*-B9*/EC &OJ M#,,*5S8TG4"_2T8TH%I2P$CB-TBH"X<'99XS/RVA6F7\((SF@""7X2@S#RS! M.M.@&$>#>>V8:05@POS<7X-]'QF*">,KJ,B@?0$17;';& FR7_T;KE+Q_HF5 M=DHZBY,7SFR["Z)[,2GS8GD][@G/+CMI=7JCL-4U%.:1Q7'=[DKI^:#63&_ ! MG9-I+>0*D5.'1^>T1 M'KVH4#;EC9(@YN@H$-S+[$,.!Y4U*W(64; [T8V&ZTT3'SDU=3U%NA|R@A2HF M&TP=%.V!KCX T;D,"+4G]^^:GF+$S9F$[/.WHW;;HD%& BT_4)5;$\[0SAPE MW7N$@D0X.*:48\S122FR.$N)0$9L#U^NYE!$O"0.+I.XD|PFVZG[ZI;-0D^ITC-K/B?5C)E3GC+AAF]3U MM.%RX+L[F1-C:"Z(0L&4!LW"(GUFU5W$(N)48ININ9"](L]7Q? WD5^U%%0JL M?&GE62\:UNTN7^C_3V#(Y-'6! 6I#858#EUP<2]B^_$R M#]?I8$R/HL.6CSO:'QIYDL1$0Y'DY(U$A[U%A

*QAV:OL(&:K7HL^P.E5)+%Y%;KC(?G8Z61"&<*FQ]EEK+/#46SWONM M#&&.PAAC86Z%T;18H9$8M9SM>|*+X'HB*DVSQX]I0BB3D6*]"+I(0E C#)6, M2&7PZ8E NLR6JH&5[B/ G,V)&\9DH5SQZ3*04EOK!$..PI7Q1'#5LJI1=6FN M#(7WQ&R&'(§FJ3FP".\FW+E4TQMBE!0:N("S','*+JWYKQG83,[81GR)KG)! MJ? HX9VW0W&F,OB$V8KNK'$D\L.(LD*H:C!((P-N_ 55P_+?3ICOV\.FN@G,R MRH15\ENM$)RG?#8XSV%(3(2HOX@XO;QVHS2]_#V"#8FL*\Y$.N/A0%/G@\2R M*;WHOV883N-@Y<^]KOHKM80C/HJ?)-JQ(IAZT'2!Y?05#8R"4U5N^[N\|>6M MJBZ@$%W1H?QW7&8JOE$.F.I^:,/>SX%">7#_FL]YKSR*I;JK2:XK3(|?>0NY M+ [VH3T^>Z,SL=VRMIC"H5!@T:@]#ZK&6)RL,:A3H00JTU"+#PR=(]ADA^%PW MJ=1(&*]"8MU:2,E7+5V%]6E-A:@R,M4SU4J1437HK31'0L\@Y*@GCW+36;#" MX(H5EMY:O* QLQ[O5FA(*T%6M3+0&Z$Y9#T"99>4VH+(]747E"9("[U<,3F M]]^EB\EC\L!ZCL%@+S=ZH!)6\7##3LO#?)CI_R[=+"V 7V9]EFHY+M&TC3^" MJV7X1<7\Q-QV0F\G+.H][.M]K"[3Z-)#4UF?7V66>]+3AB0V0R 8]IY+W4#X2]HRF?D^N2!F%#>]B BTY9E-&\$R$3\'N%5QZC%D<8&50)71DM VFT/(.R M"R*7'L1!"TYR0,4K.C*,ZZS*RH_E0)&G9NL6=3U?-%CU\ M5IHNA<<\,7=.$8#?T:,N OGCDL]=$](@TH%]-NO!YRE9^]D:=&_N MC%'O"D(78;NR\%L8W88V!R$UR)W2>]1))@GL#AW&B)IX6,=4"24*&-WXEH=F1M5!(EY3THOBK<44>:|1)6$A(Z$M*HJF M\O)Y/\RS=13MOQ&!SXYB@&#+",>!UI+$EGCX1ZK"'@5XL(G&PO86B8$IVL3L MI> H"+.UW@R(% , U,74:"060O=T!M@>Q*7[9NJ=.]$RV;#*0UEE#9@C*:K) M,0(AO2W], ^3"@N#)4L[<\& 8L2UUV?P(^TD?*VR:0]Q@=:,!?[VD9S:^,:$\)F M4>1A0:IM&3#5S="\)Y(77 ,^VBXABAJRO%E$9>94&Z4YG1>9B!L9_03AWC." M5U" 5F69KO2X3M1=3= -(/#5%7=W"QSC<9<"LAD[8H+H!+'^RXUB=+01 #O/ M%C1#BZ,E1=*2$H&]?F>)_0GC[M3595PZ P\EC?$,7C(1]*D-@"1A_:- !F3*H15N^AI84I(H:B8?K1-82Q0='E[;D7#;GFSM2*S M"T _:DY592[4UI$H]#L0(*B:P%D4)- (5(,/S=6 PK0?A=)&F?)L(/]SHVJS+Q"[?;BPE["#%W F_]DUV4()=)1"&(%_2GN,3) M;(2]*-7]AP@+BL#.(C RD>L]RB#[*/X]^]>SGYBD)-DB'64(7/]+$F, M*I*G;:>1C7\[^_#:/P5^OOM|2+/;YGOZ.=4+NI?,*L,H' MWV;EO2T] /$^/N>)X2^<>I3)SU%\A?I%?? ZI:#ZZ"KW/*@OS=8[B((D*# DS M])UOKV@CII>]]]M6VGMW" M9D^\Q@BJ:,H<6D&7&:$(;]Q*"E.(VE\33O&OE=D@$ >'X0NG0D/ED;FF-&?+ MVE&">H13<^#6'V.E6WV? ZK5_+NUQ23*6H9#.[MC?EZ**&^I%M^/!:I2%2"E0 MJ;Q!/RG*Z[RB-?,]AU.OL:+!HK+O)5GMZZ))H68?UWP^YFZ#J,?L$&?X&5?6 MI=@$92/6J)5*L4!@$* [116E1M_'WW!ZBC.U=0\%HA IPX?]18U\9"#E5^RF M:NU0NZ>A21625!'QE0X!WVE5B&8(;/$<@*L84CW2#V^'YE;ZL63H<5ZD8XK MH1YK.<(:C@*I2$$V@5!?V/3">G,2H/1JB<5O_]T_5L^IQBAIA3H/^7-=/. (7?RVN%-$64%(&_(%=.Q MV8^%/*[Z$!CZ^2-5B&-"[V]2(-[9W%]:7U"HDC[/]A^ M]@762F+4AA=52;^KS//3- ;0^H@>\)#PQ"UT_]'P>_ 4"H:<2;U",@?W]&PTLV M"?@A)Z!-D^)U2(54YYVOQ A810#:1@$@))W1'T%V5>A#RCF5Z3W%E(DU*:| MXTX4*+:'.8>@TM:O892;L (VN6K3(B$0>-0/NGXSI:G<*@[]*:26!088OTZ! M3")6>+A2"R^K:)#_#'>5]+P)$C'7SNCF*=Q9*IDF)'[#"]LO0N*;*PKO#> _@O?]#&]\82:DS&U/15;IZ'+U<$T"3*0/ X M' Z/XQ*^:-1WS[IB0GPN<2V;CO6Q"$B'6X?+A-.SL;D4'V .M M8#&I%8%;EQ-P0JBJ1T4LRE">192#QQ-5:|M^5W-WL=]WH2%0=+&]&>+(:5I^ MF'&4UN9:\UE%4PZ[O%O6UZB,EY7G;#67WH!*"#3&\S81C8E]!6M*P[[F=^65 M'0H)#P]P9!X^53?)>UB^-;57%;#8.!Z$X<\$5B_-S/E4A5I9@O\RIUI:_:O6 MH4KA!" ($'PD43KO$7XF'OR@>KH47>TK$7 NW'-DX^ 5L)!UN&@KINW*=%T MARFS67$.E>:U2ZZSGL3'N,/$,\FZQ(M0F?H)0OVBS%<^NI9?^?TWM'D!+]V! M;#4E,/Y=%*KM-'1:Q+4A80AJJ\!<':M_FEB$.@5SL:B\"12:<*$|"XNL ^G- M=)=E@K1,['+@N+R(-2.AD,]"TJE!<,EV U9$(NWUNZP9"GY(6 ^,]DO$11A6 MA0..4["F?KQ0<(XDWH"9 M@?>B(80W[XV]/08X8Y0@2Q4;E1ZUMAFKG.8))9XCG;W/S8HUBV]EO*%9V0XB M7&-7I#))H%P+4E$SU.3W'U$_D:MM?!WKFHNOQ!'H*=[MBBJ4+WG_#[8A>? J9"D%4FEAK[E, ^%HT.Z:4ZI!C*<'-0]YB-N_P4T2G<-+N* MO%UQ9'$I-&6>)+;YC/S>8.%-"26\,$9,-9#CNBH71ME^))>5\UGJ<5I>;&"BI*-3/=RT$/569Q":.AKA4OH MKP7HX!F_]5+["84!BB:C:I-3ZWD M\6QG6.9VE%]92E?C]:N1A>1U6B$>+6YJ^D(7Y7#Q/. ^$(W+!8XLWS M\),$]H_Q.DH=F2@8L7R@ MS^;P(VW.\HKIWN[IO1HMR;Z#F^RGZZ9Q;6]8=S,:R359]A=)&*3-NLBBH4@ M(YGP-D90P6 =#'=1R:=((K385Y["%.MHH/M\KD@.2*=#OHK"+>LOT2U:^79E M<*00ZE,X$D;84/^-D9%MK)\/#M"C?!&MA\&:<=(7VN=ZFT//")F8DI_27SC$ M)-F2+2!:K"]A0RNK7]ND6B9'"1%U)N^C)NI2AN=TT(,M7)?C,SNMZ/DKJ_97 M7;3 S0F@6E#GUO>1Z@-H>>>[CN3@\]:,G$:FZGO*$6WD! D)ESW:\+L]* MJD! Q3A8KH-?@MCU=9<41!?SV$MA'>OVJ4]2.?Q>TM4*!I7SWVV;EO2TQ^ *$FA>"]5!,5@O;L2R+8>< ,9J-X^#3>I2LP9FLX3%S-N??1%+M|T4L=1C M+4]3Q+*U3N58)2FD NAPZ(AK'D(HY;<(20$$0J!D9 ZT7(*^---C)8&A1]%H M\:.B]894#DVX&)I_D$? LJN3@- M=51E=JA^ASK4,_#^^+2)%J[%7\/]P=]%2 M"]2L5A)I+)N#E9'5!-FZHQKCY=L-!]I_GS)R:.JS,@CZO1^'!HU:FL2M"ILIT3:EKBU06>&H-K6'6"\T">ND. X M'H>=P_QI:@2ARD:? XVX+?@>%*ADC+12G9-=(79H6]#8FB'B28I-\1B8Q* < M # ,/AT\O $.(1'8/"1862'#9(C&(=]T'O62.1;]13-U1TTY?9>1\[UF4" MU1+$/ \HQLIC+E1E F7JIC]H^G$HL8E%(,,CT_6[G)R:>,Y4&-6>TX[WBJHL+ MI?)Q2??"8*4L-?6WY>)O)0V2;S4AF=TA&6=[2.8 V(^]R:.\W+B.)O@&(K# M$6#+@,L8U #TH]/"04X(P(G>Q_'E6]X]LHQ11"\Q?9VKM(CZ=;B(T<#B_K,? M!-CE*&SK,R@/X'_>_K)ZNL6?/7CYN>=?]OC]"N_:K>BO':3FCQ[G5H#7HC1YG4;V6TQ[NO-6/1'HF/^PP\L&? 7G5? MK3$! \@MP>*($)6'QKU+1[_5]\5^-S;SO*[Y6@P/N8%O-T&?T3+)PD,C_;* M@?\M8AMN30*FWKD3YDLN7GY6<>B4\L&DNL(*Q>^@$@.;4*F>_!5UC$E1:/TN9 M-INU?M)<_''>FS4;[>A]!YWBV*^_0O>P=_S8H=K.4/'NH* =VDUX7Z;T7C? M2[5HUY42K/8CG(+:E13_67I@)7IKYN?^7%HCVAZ'@+_+1(K8G5Q_*1;+=Y@3 M++H\&S+N'1<:M6UX0$.P_3,OAVF3!]'KE-7,GN2\^G*M3_#U8ZB8*?U?HV)0 MQ6R)<3Q)S>R@U1ON!9:^$>+%7;CLMGJCS6@&%H%S /#*>?. ,W<\IC@2)% > M_F*XFL2VGDA=GA%E25PYP_X#]>6Y4B0=P6V1]D&ZB$OT<(5R:C9CXYWYD&?4.4P'G M=FAJS MYY/H-;(K;B?]/XAPDI4KE/#@.R#(?'9 =6J-*-MD.DZ8C,-NXRD\;Y*|<14> MGLIHU,=/U_#(OV5^8OTV\9-E!&H$5C6-XM _(9U+H>V<15VD]<_M$>#84.7 M%^4J'-M+:/R#&@CX&A'XI"3_V=.M/[:=3]\AV+G[!:>@11IE\=-5%D>QL*U/ M 7P7^0=4,)W+^6Q<@)WDZ3F])EW0^ !-=5&=I/I?_ "(\X%7!^/\MEK-#H$9] M1-:3DO=G3S?X7[O;:RS_L[?\FXS]6F+Q \OW7EF6U^%?RO."9?]_A6GUP+' M,S|.,OEN^G*YL5@W7Q M*Z*>/@2FX]QLO,:;N*>I:/?MT;#Q)LZ|$^$$ E&-MMBF+:ZC["!M<2Y']33< MA..4%'7MP7A0.G_UH,:IR/5ZB>_&-7AYPOZO(IQ=A:9%TMWZ]RB635U1XQ \ MN4/0&38-!XU#<:+(:I5$"6)P]P9IBI,9=J)\L\!P6_(/VG:G M/VX(TW@%=4T@3* (TC1;;Z7;6\O\:WD(LHU@^FBU2)W*?E,HX%:H>)?!PM(?# MPK]X 50\%<7TI/0\:XWV8RHF@=2?&\IA(>*9'VK2#N QZA.D!_SYV&=PT.KO MH2NVSZ'&]W>-H::>9'SVO@[.W$^LI +-QUEPDUD3*T *&D:$G/2N= VO/YM:U M7*9R,9&QU6W;5J?=&5@B]"RX,LDF?T@WM=+(BD)I3>&U+U=2Q%8L0WDK BM: M(DU:Y4T^!K?1VWX*+3P=N"3;NI56=!O2FS !8$4NO$,46PM31=F6YR=I[$\R MOBZ5[CS$$82W7XD)MD-I6@NW9|\]9W_@N.(NQ7 H_MNG>,Z!$##]6WL(/\4;$ M'-8RBX%CX-7|$.@LK;^WKEL(GA@*3|!_YWX(_E%QK"4E6W]'(L0;_PIB84, ME#=:9*ML*S=42M40M #NCVE9E'--Z/VB++;@_?P 2 $?R>]+/Y;Y=O_FIA%N M=]?===5K6/Z3E9C'L9QJL\)=]NR?2PO.)_V1^H:=(8<&)%4WYEK F)BU\%,.O MIS[\+LE\.MI(I0 HOH!:FZN)0OA&)%'(]\<[TBHF<&3D#2Y3I.MO(&#YMS((M+A?"#U/X_\"]PGP6OC4LT$?.3/ =<^BI<3=B$)^0"QG62!B>$V1P)H3>B-D M+]MR@=X3?-B*^225RZ3I\4U3+(@FL,5^.(T%|'"&G"/IE_ $/ *06^"V"_ $- M/O70I,67AN.&67!\87@2,"_EKI:/#&6[_WIE3\9.ICCGN3[MCNC>10>.WV M=.RZO5ZO/QI-O?_IC%[50&9NG,=A]7D$L?*?_P%.\KLN\N<,:/@ECD"#H@:K HM%,QI :PAL"#-8VCA97"G8%JE_A?&W:\)@IN8 _A%-\(V.HLL=Q ^ N0!LOB M39AIQ"VR8V*Q@H"S@5(3N&>2)?#,!"Z1BV40K23*$F!CX&=@U R(K<"1E+, M%P&SH(A*X6@ XWX%)H43[T;XQL"/S$KJ:SH8891:MWX*(H4>![]&#@L4$4SJ1F8IX_O'C+ DE:P!,M5))X2FPZ*_3F M ADID?*;Y8F%F.&[@&+!PXG_Y<7'>)2G-AJE-\H"#ZUX9"* !Z$_AP(!0 M0&D3@&KB&PT02!/Z3!2G2.HB2%/Z\D6$F]>%UP2]RA!7X^J2],V10XW8.ZDW@ MU0EJ+W[3"$D2)CZ85/BF,1QEE!A"B32Q /,.5@E\-Y&%9)9"(XIW%AZ0 TB MNRFV])=(,5$*+^[7H*P0++/)*N*,-)/4|M%-\7O^;<3B:]1W!O(A_IKQ53E M/4 E\|@6^D;1=.TFKAMGN&1@FY@^^2/S9B2"U0YX6B-Y$F4OZ"$MZ?##P/\& M>S>/(H|E'_$=K]Z?6[%T@8]%O*[^N"!*K%8$7RPCT!ZIC[:"XN*6]6=#+FKM M@I(U G6HE#!\1X8&=_ >BX]F'E90^"3'*]\7.!'YL;!.HW\16CT![APF)< MAJ(<<@]EYEZA5CQ+IX:.+PR=%'QT%E&4RD"33?CHYK++\NR[BO&N\Y)BO%> M"V=,2NM:3"40]H.?N,#I>'[K(LQ_!3X1RV4 $@;8H$+-JO6HBWJ=UA -^$WK M_M:WTCD\%6]J7]@ViUU<(B;@H67]IDL,%\T%3I?QD:)=WXN&X/B1% 3)]QX>B]:G?_TH?IK: M_F#QZ$5W? ON&XCJ/2BHB/:L.!+HI?1"%$EJ^'XD)?%'.).SV$_4 MKJ/-CIN>X";;UM7U82Q&#$OS%D$JUS*YF3CP*\XK$/C1;2KR+QO+^L7|@] MO9;H3VCV(KG!+NYL0$W]_5:;_[^.O77^B? SKN6=47\|K.3T\A[1.,\#=C$A7V5&#CQ%%6T1\76/|QN19> =@H$>A*3 M5>4S_AR)F/R'#^!ON&FDW=B[?U?= M^G&"X3I@S]!#+O9CCA--P3%.Y]:_@,M311Q@|)X-[^?#Y6D$_ (/?3UHMX;@ M8@5!95!SC1F.*T)^"ZV_BA"/+2L6QSR\!Y%:;+] TULB>Q75.32X%#[Y;UIR MJ"6,>0GXHV1102&":7GA'775ODJ]SH?/X/*-J&]"9&'O$F6Z6"'W%AR.81L1 MD]6&T0$*Y\GT+%:^"\4F39B,UP"(.W M 6\E5A07\,"^X+!QDKG&F;/IK!L9 #YA(6B:#>|?%UMUZG_&8P<_I< U.?O M<#YX:+-8.07H.1W%@"6-:@;_P.5JL MHT*P4'BSXC5>@I921AZCO *%_QI&9#A21*LP\ZP/+!*1DE]$DH+0!3};_Y1B M;PNI6Q<+Z=S6%QF3P1JZ\N@OBP9*U=3K,#"><-7?2TL9-P8#-=(6$GOW- \Z)C /#+ MW__M Z6>#ZKA6K'\+:!,C_0M&@5(^E7OM>9VQ(..9VN\S^S3NN/Y>P5/#?]TRMGT_E]11Y*>S_/YN M4ZVOUR[@(_EK%2<:M/O+[QA4VEBM*HM0%1IWD3-4";1ZL&*;%C#-CYN? =SJM;F=0^17XLY6?;[N5_U_T M.P?=:OOG_>YA=VH6U2SJ61?5VWFK.UH1=&E]&PM3U7UV_*RB@E49%>OEE"00 MGMJRV'#I2"%I^]W2IOL>5=AG0(?./M7HYT 'IZ$#T:'3T('HT&WHP+&:1QF_M>0H=.FTSH[/-PQ)XTP3A9]_V@MJ4]3]I9$'/<:8WVD2X- M,>\F9F4:8N[!F=U.J]=KB/DXG-GKMMH-,1^)FV&VGU1\$!*9T0^= MCB6RGC6Z%RO=_=+UV^T'6!MKWQOPR3E6-1PVY-J37)U.MS4:G%>$X:YRC\"'&+]H(^=T M=ZW_\8NL-?E\Y(GU?JQ;$7N):MU#*!%%"3_$A!_!"@4"T6P^Z4+KD,)SU"&* MK1FABP@'20H?$,Q,&4@AC:5 \(XY%74##Y8>CG61$LEF#ETK^M,*/=AANI5Z#]YEO'"%R$F)'@K[QG94NX=\4ZJ!4MD<7K M;B&'1E8QL$.V+AC^E62(:))&929.D\BH$YMEY'FUG%LOLU0/?:.OJ@ MGUP"[MGN/&A9_]_OJICV_]^SU/S5'H)ORY?ZAF=9I=LKD^-.^Z Z];H/N*)+ M> ^L+C3!$:(006 U55]ZYBA@S&57]D]5P%8I@E?C:3ZX)6+&!3$+/#U0FJ1U&3$+ MQHOX8D89WUEUV28&^Y;]*%P^]%MN-HLE*%(P>H(,S3P9)/*6X:S0I('WN0I# MA$W[72(| (_4A1_'"3)Q8W_">%O(MY)9S96L0AM_AUMCEBEVR"HPA)XGZR7M!>)0(RW"=KU3_-E$&%VTLO*]OB! E M*[IM6?^,,KU+L;SQ@0'5(G:M0=]O.X').A0F@=$F7.#O!.,|4G.Y@? S&MIQ@ MI#O-3;"_ GC^=,M =X7*|X\ ?-2ES+\JT1">"\|\)_ /W&>,JETOT.IN/"0E MB (*2R4X#09&B++#+N/S.!'@F0':#B:G_3JG?CT47,&--# 2[CX22VP^"O%K M^=V5RU3CV\%F,X];L5(3!67)G*GP!J>P1K@M.4E8E;GE^&Ei>P]]=XD(9U94; M/OV$WQ",U'#&-CXV6!\D;56C/V,OQ'X?Y"7I"36$>!?XNB|\::H#"+PDV,ZV!/T5T&J25 8>V@K M+:8T4V\?:"W-E"BD;B/TH-4U"A31UC]0'S/FQ/JG(^)UU_"7=>_03S2T-NX MBT)T7/\<%@H^>K)Q_V4<_5'Q6-9#ZY\NQ&K|HUL_"#8^PVOS,\D'+I0SU?R- M=H$2- GHX /XG<4I0F+(;:--XU&!78I IGA;$N=M!;10EV]!B|=0[P]T$L M%[E84J@?AL"E!O*EXK.08(@UOWD*2G0/ZT9A|*#1,0-A CLJ.7HQ93R098$X MH-E[E=LV239)4$^C)- QBWJB6<4(6P;G1B,B*F]J(S.&F15/Y@Y6[VB92T799 MN]L*UW77_M0\7*K&#[!%-D(K Y>-2+VGIB$Y#!!6G%OCMJZT$HU,9/ A4Y' M=8X=_[#C8,E2M*R4+2Z!G[^C2X#R\ '^5"%=(X 2V#RNL>*58??BO6%9@30L MF07!CI%U/ V$U@BTQ83O2R!2&!Y|>PFE9>GUI.*1,8'.\H>,,$.(,Q/FO8D(MOX&5Z0=X4QMN=%L@NX*8@;42)#%"MP<*S%M,% 1P&N.+)(S^L(Q]DM%N3 CF M[RJIO:X'-"0Q S6SQ0#DT"RMML"/5@:[7)%/PY1$-7J:W&*#^^S?D0]ZJW]%@% L#PAF(AD@T0)[5Z1+H'ZA9X1C4-(I M^X\^,'4%L#]=4&9B7#*)ZO)F$^X@>D#++*7S16=)>FI_X_@]'5U\GN%!H,4 MMBKC8.N?JPS/BEC17;U#@8 Z3R&7FU(!N, U[]QUO8D*]>Y8DS:(U923AR'@ MN,"G+-P^PVW|I99#,_6F:W'EACCU& M$RZ +#-B;#\,HYMBQ11Y >I3UB4$VBSIWZS6Z=EZN3EZ)2V&15@X8WE(4..D MJ=^5%8[!AX8P0L[*I1Y(:T_BX M^(Z4^DR0"/9-J _\ADP/ K? 7#R!U-Q?_ M!J,!(SA:,\"=9E'DH75)$L&/<6GO<,%!(#6+BC0E=#6U2#A1RJ_^%Q@W_M1G MG/P$TUW!G<16AXSN)-%==^46S'^&'GEG??]J):L$O=Q"O84@$J+XFTD>=;)6 MX&/FQX=(5+TD&=[X<13B^Z+),R(&:G00:^1H8@9*Cl5^|6:@$F $S/.:%'/ M,$T M XVSCY /S]I2+!G(ZA4]*=8"@E2* /23>)21QFP*1&2&OHY47>I@D5*^] MW2MCP?CI.%(C//X (B2>AH:#]2A01R.#=(3\[QEF M\,YW;K$$$Y<&C0#KH^TJ590&'A?/1.C_6S.W>B;?T+A!-"'GCU]+.Y. M:2.4^1WVUE3(5YB-&M,L!H'I#V>*21X5$Q\.5F%4-2$B#K DH8DP^8 3C% M3)KM7|' '?IEW6V:5[//!W0 Y'=SLJ6N3GH61R MG0MSQA@348X/WQ5K*0"17<%;7!$(SX,/AR0=U Y473$1X[Q MBJ28RU$L<"H]FBEE5,#D,I;HDP5R4^]C=F>U!^:,!7KI\ R+*CI1"-YY%;[*4XEL1WBA/92*\T3HBDN^,D"NV2K7](*O$=B'Q<11ZE \L2 M-2HF,UC8DU0+F8US?:"6ML!!00F\.:G>A'%V5972MF44?OM&K(SL-E0)1) 0 M8^QYD-]#>Q C^=NRK*2=,<^D3)<%6,IYCA2]>PQ[@3",)>LLZK2D-\TP1%:| MX;YDWT]6NLQC*9>\X7 FR=B8.B!|JB76@0CO1E#E8&ZYJUA-A#$ABRIQ2-85 MN3$$M%6HI#DLX3+WHIHF%4@,D]%*SF(@NP^FD(7U+5XZ9]M@F8<% M<'OF,ECR:'WM^]!B!$Z12KPI'PFL";1EU5^:,[&6NIV?ZZ5J-1\FPF'>|&)]E MJ!5- >ZE34[7T(]6ZA7>2*]YNBA7$IBS!(I1 J:)591 BU"'R# Z9CJ&9,%/ M5.;^- E(*F!SUF/'+$^70]NFK+.OI^.$U["FIR!&2]IS+>[?LGXSA@^RHK_5 MOU#$,Y5?S-8K%*0C:KH@!+Y2N%A:H9K2[X:8]L$F\4\C=-5L]'TIW]N(/FI M'D\+DRH+1"4C\"6I'\7(K'!%G%_(;4:V.*+(UM+^!7\^,FJJVS5^< M@RHE18*>D"&,698EZS(ZCH2W$,N#]T$2,I\%,.%X'SS|>AU0K/)-P)H@UT6C(.'HF M4Y?C9"]83:7U%+9. <7UA-9$M*GD48MEPP1)U=TYS%-6\24_B5,.:V4|<. MS0//%BU:^#*QR\ *IR$VY ARC&-V2&9N2:UN MA/X55R@6PKFOYAQE8H:)"A@Q*1IXEKQLT^P/P #W/3YB;*5S@)J:*[0[1" <@ M8)D.%]^*J9;9ZAA@1(VBO)@8R*>;1UFZ*P%>4@D;#@68/"HFOY|K<1)5"?_0 MXV7*%H?I]- #T=#UN]9;F(RLW*E7$*+TU1ZXDH/(8$M>N4D@292';08H1O0JA92LYM*&!]J095RNT,(9GR>|" MZ4#O3&U$*D98N( ]#2%5I%;-AL4R%Z|/$"W5# *7YX-'DZ'A36\H? KU^XT0PH%QF.0B/9%FB7W!\FI0*O>XD?+L#II#'U9$85%"Y2-KFC6:WA|"9: M7]FDK,H/H /(BRS.Z07-WZ+4 V|CYVLMA=ZPBLIONB(Q1!M,)TB)@:5POXF9 MSKE-Y0#8+YA>H/,4&6\K3T&I%O^G*I3=_R@W,Y@XN]%7NW_Y$F_^KI$MID+ M(+?A3QV*TPY]6JBE/9308\0JV5Q@!2=N*(DT9J1*(G-4@LM1;)+&#M\(T MEM(D6Q)_<%/EU_!14+%GBNYAG8%?$3OGHC=*Z*W-;#=*/?!NJ$XH7:$'55-A MA'$KNYQR+7_%M4CT3HN%/U.% J6?4.>E6J9=%'3D|0^<42[72:BN!QR(!6:# MF2U9)Z61,|-);MI'0FLTS ^A*N[4YEV6Y''7<)4G=LOY!QN"MU*4%5.BG3J]> M9X!R,U*I?92\/'-;EC)HTHM+,E->|IL6QD(62 M5:K^AYZERQ3DC9+)1GK;V#,B(^D!5;U5]HE;V:6"+=S3"$=Q^>YZ-1JF'?." MAS5/G,:LJT3] E.F^3YQ95^$6@H.Z\FE27Z7Z$Q;'V]HR^]['JTS%3_C]!U+ M]9.7@SHZ0|+F:" (XEH5AF"^?/N?:6^XC41,U:SDX)2S&B#/(RT[_4&KPXTI M>NJD=2VEI6L$O-O7+'IW]P@UY53F2,N2!\A)VQE5T98,*'4"%%'1G@+K"MX:8^.Z]]1R^I:%T;:U%>:'^9G_0COB=E$U%$A*L^/\79(ZW&V& M"_A.P3&L[0\#B= ,(8:B?LY"%O^([$RU>,(#?XGF-E-"4\Q(N[*R305:UY, M.\1; |*EVBOK2D[^M"W>3\Z2_@I&+;-6+#^C,BZP.>H>ZDD3VK_I\9D(/! MZ^KXG(B&!5UX,Q)22W(,#TA5;%VVBYN9;+E)_KY.T]!C$_?O=9#:@WR1=? MD'7">UC[7<&(,9NLXC)\]X>5&.R E:B;N?%>1Y"NBO+!+Z:-_U$U M,)W6/_EZBJ/K+,9Q<\TBZN3 M?5IM53.C8USYBT4Z2WJJR)*;7\$?04+I MF"@Y=*4.$FP1"Y/<'>60OT]3J6)F]JQ82']5(='?LN6=96RB@S+%* M&U_?+O6CW8@@(WI2&4KQEGNULQOEO-CK?QF05:N6=*&+F6WRRE35,]!XR98. M.;QE VNFG?.7Y,U(ASC%M&G$ Q*@?IV.T66*)#([@K#FF& MWNR_?[7'O:)4EBE**=9&L\F5"PWBUL* MMV_-R=C?.-IAF%MB@B'DI;7B!@6KZ/T R(@CV>B_*,U>WW57<_XO> <<8,#G/ M>9]RE[KJ'U-%3GDC_U4VPWK?K@.J=5HV%70'B,*QI(HP?Y%7.>G.3U4UA4|K M@1LN,(:N8\9P)P6:F0.C3F%%%IIWDKU6MD;Q21D8TLS87"\FXIB@ENC'96^> MWA4?7=ABY?=MZ28)4Q?X"$UN7\-D+O)\]J:":R(8MCH2!T.TVF8'@Q;- M7 K<*]@)E>=?65P7PV1:8S=0U1Q81YV"3)+8RIBGGECF/,WX"$ M45|9C*3Z@NG>Q_= H:I=31ELEV2FPZ9MN1,E=]!9X=I'Y8(I>Y]L:3$Q:[O M0DT]6&F!E0 M+8GL'I&)+;C,FZ7SL<;)+WMOF!C^(849"Z)+^)!TF>8&;)=!$1R4.?5;V BGW9,R(X/J&(8"6B5WTVDLW M_KF))\9)0@UTK:0(QV,]T,=*O^[6V&3+MQ[7(<"BS_TL=, MAX+(' AEN'ZU;14I-H$"T55I #0,.-W+I;F\ ?@DI&UACZMEZI@###=&CI-(R MD6_U/IXAA$8@5F]I*F6\I(O>E:,_!5]OIC/#OMLLZOD7U=EY*S52;2W^YO1(+*R-G0";@?_= MV6=\==5DI2<>7KU_DVQ[=TSJX@,>Y5@%94&>@"1(WFP=Z3$^S7'>&Q.\[S') M_'1?O3QF^9!S4!;_!\]0/<+!V#F A>V(?>;5(//"=\VLN2?1ZL="/S#=HBG_M%^P'_@<9$0]!5@V7-5QV()>]^,&(OVH+?9V)#GG#MG74L[+O4.L'O6*]YWUU M[4/[3OM4;5$.)!=K8/> ^/ZCU"H%3N?N2_>61)6,6;_=H\&<]]NY0X3R8=MZ M%/+\|-@C_AHY=EIRK- IVN./.H)%CC1QI.7+L8#/R[MGB]3(CWZO6X=U^]XC M4?'&I+U]K#? LWNC\8&<7[W'3R:S]AEW_S(W]-]K.U'-O.G:],[*[G6:# M:KI!_6&K?YR]>?&QEU\(IH(+4^ZE,U^]&0G*=& /G4,5ZI.;DHV'\-"M[?5; MS:Z^N%V% SL>VH/VH8]BV=K:;VVO<[#Z? XY=??$.]:4, JJ85:V>"LR_U(^O MFR#/$-_N]09V?S\L'(9Z;H_3;1V:A6KVYMFYQ!ZTA[\^)] M[8\X7TT2M"1""222('U0]9K(0_2]/LF%.O'=UT'Q(S: CN-'-N)[@]XX.5 M:K,USQC^@[MKM-MMJ>>VS.\;[2I\4_OH.S5 ION"KB6#62:,W-*G7$;5&8B3_M J]!]AP>=FZVYKE4]-.S\),FG%/3[1D;G$[?ICB'*LYF>YXKJ-8Z4EC@#Q?N>OQ#6? 6BM009=!8%/B%$YV/J9 M^:#*WD]>-)=UL3[,IKWZZ<$8]K.3?0*1HMN;H6]-O=9Y]6UZ__E;CI'(*()/ M4H)\BNS6IV(+8N>1R]Y.S>1^45QJ#!ZJC+'9SV/6 ([' MM._9U]\V=(Z;JG3*

M;]5.Y+YX5_H3#9E*LJG,_.8,_<*H35V_[/EG@[%@6BVYME*!CMV=]@4>M=T M>T;'JG=X\5YSKC$?[C2?(%]=#.WN8+1_+*;)-CW7QK0/"9$UV_)L067'[O2'
MS<[4;V?:K>ZS;\N+]R=_H^$YRIFT$?__S#S*GMUNL&SJNCGM!@>JKEO3Z8-A MV01B:KH[[=:1MN8,W$D:X#:14YQ4:(YOMIXD'WNBR8%NIV.W^X^=*WA)*9|3 MW=AQ@P?U\C;5&7;LP;!V2,#-QC[8NZGE:7WQ7O6GW"S(9V5>3&0HIWZZ?7[6 MR[1$.R.[VSW4#FC\A&?S$YHVVYINS<7([CD'1#R;C:EEYJ;QJ_?$>_I7Y]+3J1_@>.ES0W@:=QN,FIIN3=-E6^OMZ3F'0O(U6W..)^?% M.YTX&;*ZQNFN5U3./M/];1>(ZT49(D1J3\L+'+"]D>GT#U/]&=<<<>CNZ9 M.WH]*IV X_+$9Z9^>%+<2V&+1GPVXG///,JH:0\&]PRIG?PY:<3G#M;H MW[>4Z;AL05;SCZF !\) _/?_FI_^"_]&+7HAXYH?TZ#&PP5-3=F,X?*=R(OHS M;R|MPOHYBJU.N].C&DI>CW4K8VF]IE'?K8X%3PW*+0M3]JQ%(GTK,G*>MT9M=5K#XDNXS>@'VYK&T0+OUVU95Z$E0A&L$I]"8NE<6E/AIE&<6, M,@Y6" F M'^L;ZR@:K\+'D64RD6$*3X1OZ 91$$2W=!UN[=N<*==W6+UD#];8!T(LH\1'M^)ZWL0OHILF[6I]+YXK'S0L5O[:+2\0$6#-+MU]B<*6+JXV?_ZC27G:'97*8_SN/]6J68B80)T#O;Y=B"HM]*X);1AKPT@G!([']&@W77W_K2TZG3_;2+ & M7Z*8X)C>,B?!KV!-HC9KL>:QG/[IU7_XDZ'C.>ZX-^F.W=Y(#H4'2Q]I:]_7 MZX|&4^]_AJ^^HJBB=^I>BO%QI]=# _B>_ +5B@O&X->IWD0]48$(]6+%("UCD MQ\W/1[U6IS^]_*K=Y M=RKE78?@XA,*RBB#QWG)|ISI)AUR@^B9,C8Y07=)DB>/.RE-$Y+*6CMS]QEZ M_|+\H*I7K+>YVK7['035.;2?NPG6[D??#I4$TD2N9CA|*O;/YU;<&9DDOII
M%I_=G+B+7K>'MG*37'\V;H.WD&Z*1A.6L\,B+3>+8QFZ*RN-X8$!*<8SR[U? M@.2#;YIFPR^]:&MK@+L67']-I("7P+BWFDRQ?6 M3$:S6"SGOFM-!$;_IRK'0'R'+T; o$(8E^9$0]#'Y V>$Z9V?@>3DJ6ONKMC(M£$Y@B3\#Q3!:U8_<X-C?:=UMBI_NH^=%1[Z|;;?^\KMX3CL6->P>^O G M7Q0<[/;P,8+(E=GD\3ZQ9DX8/7.T>5M:DLR$?Z)L(H%TG^CQXP29||SM(1GD M>A-]7?3W]|#]7F|_MA3L/A|WIFW8UIM"7_;3M26Z/;>??107.XK!3+Y:P-6N M:&83Y(C%M<+(/@X1?MA'##>@Z_NP4[VF(C3L=-KL=-'I'YSF>,&L]$P9F*,^ M\5?AWXK[I?1.-\G2N6?OPLES=-/.?W?^K6&-AC6J6>,8N#5U8(US<%??S_WP M06[J"3+T?9W1DV?HIC?_3EEWC$K/AC5.@<7G>EP\JQQ#N[@=92E<^N.7MQF>L'5WC)]I.K!U8_@WK-&PQGTCIH/G;4^H U>@SM(A7-GY@XZ|T3\/GF& M;FS^AC4:UKCWB+P#5.!+88MS<4_9G&T/+?VJV-,1*X#0S>6_IT]\BSYQK6 M. 76N.@^,P)|\'=CB'+Q BH9*D:365>*?6W;PT$*(EV+;-29_PQD-9]S7&7SF M*?9U8(N]^JA5L^,]E^+'M.O:XW3NOO9_ 2W=6)?CRY40VO^TN.LYAX*4=%V*TOX386[/25P%W#V;6 4;C3 M'H3"S* KMMN+4O__M "VV [.N_/%3P?/M-]M]9W=(*1[MZ)W6]/V^)'ZX[NC M_@M>5+_,5;>]&2GB?L'WZ_G'3D?LANJTFA:OAJ$>$:ZP=<]YF$?&(=SEU1$# M_W0VG<^6+]VX?_ZC27G:'97

[96N5DH;C=]Z8NV@:6,/-,5%)V!?=?T$G:SR|[?9PAA9 M|L=61P|(ML+02TY_H] ^M6HE1UO3@M+ &U-G<(_#14?V@/E)10^KN3W&1A&9 MP_76K8R9Z8/1>M=W),^&IU=5-6@?;R86W-H#Y'2? %2[J_NM!E2*C?DFQT; MK-*OIDNN?51YPQ41HE4W#;,_^S,,^IQZ1H+LI7.^CZ+6 M.DI1:^K-=J6R<96@+0C:EMYJOM:9L0.0M(<)IG<<^SE@&<=]M5H:1^G?;7?7 M!5+EVWDKWX[>6#N94WEV|AQ';SEUK=EC[\]TIX_C4$F5]Z?2VV/HK,7KS"B= M=,_^Q]$;VU-A(^)VNWGP<^JB*-U2>PO+;OOK&O=**:U;N/%VHOG)O0D^R@U M34OO6I5RKRD]LVA I[<;KY5>665\?*&B63%)/$L;1E'1B'\G,-JT&1EU>X? M$I&CL7~HV3E*O=+4N\T-;S0]K?((E7ZE5FYR;/@;<_WW6\Y1/PA/Z7<"U(A.K>XAF':/4@5][U] MPUC]=+A2/]!*REEZQUI7S"GU MLVHXBC"* !KS<.CZ69,]YGDNA=C90\CYOAZC]!^_EE!%4=IH 6)9G3 <.=M?+<8 8[U:%4.4CEGP/]?U M1]M2V;=*Q]S$Q3D,8)S_ERF7KA\S_\"M92;Y/N+E2TZ>[:_R8G3KNF$H[V9% MM\V2U7QL=0,[':TP5>9A5;>G;>]M3]7:A^\V!7VZG>MGEEZO[MBS/5_/RUYE]MANU:AEY?NXS%NHNPQY>>(N(C{>*&]5O-=1=>T?$%=!O\-G M(&13U@Y@RO6ES"SI/RZ$Y08)QISWVG9F=VH8!Z[6?XG"LS+=PR1X(7;444?:V) M]^)#S&:]TL!Q(5PO.@>6-IS<'G#M_/NY]AV^PLV#*_ PGI@S/<,.AB:/XPVP63R*W3@) M^;'LH[53#KY%]V<$?!MHIV+U3-R61^X]02@*:8;<1O'C !/"=OD^5M.&PRO M? G1M3D]X=/&BWA@OBA(O9CX>!6*V#0)-?O#8TYB'@K<#*N@1#]S0.1VQ$/A9 M/BQ]%EP7!TA2;A1K282O=]/RL?[#%%W!+P%A2R#B8S"$FG8<5-2H"A5%>=E M*0AH'GCR-B H< O5?T$4+$2'(X& 9E4V+\QKE4UMGN,"_L3>,-W%30!=%^(\MY)H?Q!JR>ZH+_^* +,)#P\(XD%!4L4*L(LC"W;(4)[S_=QQ$T:H*40B,YK"C MP9CSTY0BI++#/0%Q\=GW<0? A9S\6V;B6"P2OF:`,` 0 &DKXN=.'O((DCD TI M?(@!8 ^*9*$;300D]!/A-/PR&M*\%-+&-DR9AV\?#?]:$W_BK\B\-UG; ^_3ED?9OB1>4]L'&'LNLA< MP$=3"S^]9G-7IM]_M94107T'PT,$++\3W^&A8*$_L\],11N$O/^7D_]8OD6P M0_?$*7G"S>RP2A)0]Z=]8(D!@TV_ 4H+0'(>YN(:PX7SI M)G^$BXBL"'.%V8Y#2WK_0GR?'IC6]]"%F@8QRP8P_WVP)%[B@*^3!D3GI7OC#T@N2SQO7M!M?^VL"+S(]=*$YZ0XE(41:$0:F89\"-MBG0 7YSVW6?Q0V$?HRT>S'"M.L N/4KL^EU>]+\(0;1 M_B&&YU-#BX&,_]G=A.]MME2QW/6$"Z-,)A5XHDH;I:9TJF,Z74?%(H/*)Z@-M4R)1YL ^JTI,.%4<>7#!B*-CQITBZNS&F0?R1QYBRH/84NT]0D1M:-"!%&F.B 1,<(/V!)2'>75>RA&PH7Y M]K0P!O!Y=R+!MKQ,#;8B:? UVF9IYG(!)\=N)F%NG8^0-<6#)3[<'O/A6^8 MSQRW<,EWYH&J@|_@2!{<6-?NX \V@B=G%_$D#'3M*@H9Z.9:-,"_N) <%#O_* M8&+XEC'W:]K73]DFX/A28Z+* BP!QA#*K5,4Z&EI(6>N\!7U.=A>B,(,7&I M8,\BP$8&6/B?!0\[&!910]_7_JC=U>1DTB6? 0B9=.K4IU&Q:-7,;0DI*UZ!;9^+K321E.FI!S8P)Z9$9$#= M!!VJH/R!3"3!GVI KH_AR+.2W5)Z8MYG@^:,]>TWX{G5(?1e05*(MSQ/?,@A$W-Q&&&EX(=V*JKC9*0G@QTOI=4/,/$-2:8.;P@=E< M6$"$YIVMI7@>IOI*.;++Z?]-A]FRM]= @8X?<9$AO1L6LY7XZBVF-9^O"IN)7@44[KC=@"SQ $0^UA8D-MT8]QPB DYY$4-05.*5T2.W@D%8H>Q;5,#FA/VL<58.$(1&4D5O^X$9"U?]9 M]#S7ULY$%B$2ZU<7-.!I02//VCDDH?3&HD!Y5LK@KDIZU@/2]0FC=&@C63&HA M>8%!EVF84HT_RS,N4=DJ++!W>D.]*,@M6G"(!D INK,UWN+67X-(%FYZ\$6$@ M\)_)-8G:%4YXGO9O17H+YF601LX*38Y!F=-$_QY>!PTGE?H9 MLG(\# ^X&SB1R9WBKO_2MVH]DI)!?@O4ZP';)9E.3D5VD8I&&15I[Q@]>AC: M(^/D-D'#QK#8J=%\Q]_3U4;3D9_((4@3NDQUNS,[QDG#&X2K7;])9/ZYAI8L MZ#:RX'PB4IMI?$7Y&/(TD8;T.CELL5 B;UVL5"1N?4*%U"/U"RR_H1O/&9CF MYIGWNIAT%,&?43($A +"+3I4XJY7 ,A"GW+1)'9OJN6*.[RW,MI'62 MWJ^AS,UU,>IC)T.90)"IO,/$Q\02,;N<,'7I9Z(4RY?M/Q&=V2MP$;O)IZ1_M#PQMF@39H+8;D4D<@K43TDNS17<6"+&C I5R8"YH"U=H/*"F+C%9NP%^+J@#M0A4KGD4|RG6P:OF5FDN/9%@[D!FLR%EI"HT0@D"361H>!WA(>#W6B0FD=#AGD0KD^? M'I8+ MD']F1&((:BZ(D=]R<@V!HQC&G6/D= M\E1 /?U^<06;W%,;OI@8" MG[UN2?)-$KL :X3OL_A$3ISZ8A2?HXL5?$OY19O_<7'I8N=6AN9UJTY@4U. M5'1K=]25/*? ,Q@.$#HTG3_%,Y!>OJ?1/;-C+\LD/.I%/6& N72S#HG5X1J3\7*/0]E3I0]V*]R#<<"7 MR? O7D_7Y\Y9*?8Q1A?S1Y4_K+,$CZGD'NHI$8,;\"7 MB:[!'VF+@_`!?%"/OO^:<,X^?S[S^_?M.OK MGW_^,/&DSZE-F<>%PCPN-!)OH8(H[KOAD)Q)1,]IMH(:RFEI3P,7- 0WRC4) MN.+KJ9D%D,$ I&P]IBF=%6G.B$C0'26 GKMVA&Z=*GJ]=3L;ZO<_]D5< MQ2K=]BO5'0"8E"GP/**30P%E7N\A!RQ!.(C'[>.9$5B/#C M? 4\L.0ASEJXU91Q)OUD$RVF+,_(DX1+>"M!+PCAYP2M\5 C+,$'IN3]R!]6^R M8@HB+""0C,HAU+2O>'@;M[S';99$64D$-_^50K\"A*+.8+)HF81D3+/VE-94.1 M+G>ZLM,+BY9<$;RV.ANQ*02N8KH+/IV6A M!P!WX&GEL2XG#;^8@/,^]]IG%6AF=,, +R^>JQ MAQ--+"10S7/\D7)X87F*-=/3-CVE=_R(_W?I%U\IF)ZW5YIH)L[TQK1]&=<6 MO8U'=Q\._7C%?376685-7(\^9P>WEQAZ@#+B_F_9,@%'&A>]:T<;"D/FY MU6$:GRB>D=Z"1<[7NTT7YZ,F29/.6C3[*8216 Y &?4 H'>GOZ_KXED-L#KF RM>Y5/YQ5] [Q6S.ZXS0S3K5)_\[\ Y'CVD+N$-;_E!K"E2]22TN/$2Y[UW(F@@U1)->T;(8N$ M.G(>A*.\G^_H1),7HE53\#.3KI8 A=/<;K(\:X.4CW;?!23J9PEQWFZ:'.8)SWZI0.*V+744O_..1DB&(& (_O7(/"P.J2>F_HBG1MK MUTV<4@$=&XMM4'8DV%.>(I,L,?#*%)+I\LP5:=0R_0N/S&%UV3:2"&N,4K" M"$_@X0,*LL%HG*4).K)FL/&\ CT61<==@[@:Y& =7S>V7]-I+>6WA4+?(ED]J ,9P$6% MMP-YI67(M*ST=2FQ"N" +++\4]0F!R=,+TC _L/9CR56V^)2/1B>\QWPO- MS/AO:.V9B%CB+,Y]W]WYW4"!V18"#]7G\#3S6QE&UW0#M@H*=>] <+=^8"*K_DACD11>;7,29T& N!V O0 M?+Q@)-3)_'8\M<++\]2 !#X0&X);,11@30&H=']/?%>Y*+A'6N#.!Y]_/#AZ>FI-MEBYMS8:5%Z;15&NO?"R?" (MSRSU1^1^6K]Y4;M?;JE6VR9@U>31E_.!R_NS.H\N?\ASBZ9^_M*!PDD+_@T*6GU^-T/&04B*IC>+S4Y]+4W%C&YK-)YQ.6]KD(?M.\(*U@-D'| M5;$5MB;RKG[<75UROPD&>9#C*4,21U"H!(!HT? YZ*R658Y%MLUR-2$+$A5,)0.]"\\UYFB M'A35\TRB2=GTA)++)>XN*>8N92UD$6H=KOTHTXVLW#F-,3\=@3O"_/E XS M52ZM9>R/B^SFR7)[U-_%Q'\DW-VC<99%+U8&1B9T2A"^E||#M^?&FM&M&8)?MIZ-0R N$)$:]S++PS!DBS;K*$*G&6-ZRQLJK.@^V"/%?;VZ_G]U?W?S0SK[<_M_'&OW? QOJUW^]^7Y'_=7?T.#Y^O5^>7M4C-G=PZ4^9D%_0#/9E#M9M3&$/?R MFJ/;3;A1=!JW80ZI&NZG'/R]>-T)CHCP2/XF!65B>FOKD.$;]I+%R 1M%_&/Z MQZ>T(9#KTVSHD^3]UM2"8RV5OPL@:#;K;7K;<0"V;!,OEC"1-U6YT/)]IU:`4LV8^92T>U)+.,&LV8'NC5E88/K_Z8B;%-)2Y M;==6FJR0? WLRW;.'8YJM_*")^6^7](>NXWA\1_W9OL!80H33ZV#\&INZT\DU-MNR^;TBYV:W7-@:;X,^1H;?@BWW&./;X.\6ZK5^9.-_[.!>]6Y+MS@N=T1"I*Z$R#PM\Y[; Q]&[S#> MI;6VT_[P-Y]IZ (^?/&8#6L2O]DXV>G,F\8;BI/7GNEVQ(G@BKL8LRFVQ1/5 M!)*%]W/N8?[*.]BG]'CD1--4B]'6 ^W1$)C.V4JFIN\%8IN#=9 M>P5=U-4?8SETU] <+?:Z.ST^5RHZ+FG;'D@VM\?T4']ND"NS+']_)*3-2(\CR M\,4IDSE)^f/\8'2XJIUVF]M7,S)C)B=]NI,ST4FX?R3%I.Z,_O+(40N^M]_M!(^B9H)9-TSI>F24- SFG#I:\#Y1$U;2O>")+=#&KUSN86#[Q/%W#$Q<\%.UX MIQ(WYWH];{ZBG(2|CUGR0-6+<'#;QK2F9>_>9T780\F.@N4SO']7M<>!.!'M NEM1'I9H]5/L.2**#DQT7.G^$),*UV>*Y"?9>EKW\>_@(7PE VC P)T=F64 MX&92DNMW);-$[.G2LU"B'}3FN7UXL^W2L=91&& C]"A]A"[.R/T51HW'D&!I M#++E4A<6KP2A1\M$Q (96$;PP$O/D?,3@"_4_)H9?-KRT0+31[79EHZ]Z79?% M?_BC&R21E[T%%A@;T\%W6B0<>]ZMCQ[,<|S>D4!TH\-)N@OEH*(P$_P3_ MI_Y$31XRFR>$K)'VS@^>D#RQE4&$M?BUT<05Z1K2U@HQ@+:-!!UFDM.6L*-MWUCXB-[_<0.Y)^+8%#Y>3B$G(;%T3.N% 7,T*OI /:L+.PIO30U3O81#&JE1 MY_RX.0I.X\R9^%^6#K&?<[@(9)3#"O?;9PB'983&+)HEG>7WZ_<3Y)W@<5 M4!-06-JG2AS@AEV.N) =-08]Q:%@8_'Q289]:BM.BVT+ 4GSUZZ(<;/9;YV M\1V"F+-"+]@W<7F'[VIE\|_)/MN%!-$F1,C*.4\9$ @"_<[&4AQ\!UR4T]+^M%= IR6)/2*FWP*?C^E,L*P%+)MZ":YYH])6T0";@%+E*UN>J1>\2$_XSD)[M0%N? 8AL>K!==!6$^CRX!XXHXG TG.[/XQ\W/ ,1TXF.O0"H2Q:IBK):O7$6 MGL.B#[XX@*;SE1$/9X5H0++#W",TK;"2@X\8P_XD$!) NM,V91OJ MY**PZQUZ]VU MJN//_WY9]W=6=S<8,7B[?4\R"N?_++=ER2K+-: MD80DAI;@+,_Z;]U 2G^. VDCU9!,]ZKCNB+^34>"+O_@SNLXB3I>27A%3,R-Q MQE*X&>BW)^J2',N^2#B458HSO'SM%Y9(>\|$FM4VYN_T@3NG#'T1A>X+;]X+ M>+7QION/G?BH=5O5!UP@4$G^*956?. +&&BKHVG6EIZ=PC8:L|ELJ*^<@DR= ME=@]%G&! `7.>%)24USQ_L]@'/(A(T]FUL??O]Q#DS/?:.ZL_MZ#;0(O61%9),/QNCAT&X3C^A0U*C@3Z/=>:]HYVY/3GS36OJ2:\(@K,&8N% MN/Z6CGY-I08>L]- B6I=S/&'453H,'H6[/4]]K-([OHU2=:4T96YQW>M:R>]3 MXEVIXN*FWC+:>MMJ"05Q>FFW28:T(/55EV,NNZ^UM:^[G94KDO^G5]N_E?=M M-Q-O&[7V@9+P,.-36^]V 9U:5@6W=KN)/:LH@_T@?]D<7I&@]Y T*?7,_+20 M,%\/=2:]C6MUIN]3"X6-!NE<'R/HC99CVYMBOA97S;@D5S@@3H.G<#TT% MV(Z!LH?U]]@%FW?_WDRK1]5@/7 7.@GV0NB"9S0;2I M9 LGX,+$]BDOS)B.@S1'7>7^3/*UB{90HPVHDBDD[&A;0E:Q%0=N#*&9^+++ M(DQCI?]O49JB/(!P{NFWC_N?4H"]^84_$^5?CFP O? [*G6F57$NBB#*RQC MLS!W1!/)&8AP6%M2I-V+1&19D06SD7%+!9*E^5US,6[$0\!?QF>G@\!#$C'6 MDQ57,JHOOU4I &!#AZ[-CFH 'P^C]%38U)@V/P%0;2]R*D=%5U1--[1:7=U MH]M(IS++!F%]9K*,/EX.1UXPYCS=UB2T!PPHEFB.31P6T-)S 14\T;_TU)6@ M^17.7IG+SUZIHU=OK8W8&6/.= >L@CG6B7 @'Z4*HRIG>GV>W]IK5WS:7 MB:TRF0BCI4IAAB'H;A^C9 C"8ORI^H*R6=,_*P=NSY6GK/+F6CFBW]#B3> MBZ1E-2S[\O4HI++17Q:,"]Y\.]Z'-85FR*<)K).II?:E514%,(3# MK9S.V+_.5 LV#HLUDHGQA'CDT[P8<.VFP>$XID[1$O?6R1=M$IM8M((L*:]7 M^_ J4'/HW"95QI&]"T5]IVH4IQ>5?2KAWS_0A-93"$@R'?U?H>(M7*/'!% ML=NC6!8-M*]8OTG1Z9JK^B. (.7FR)I:W3-$I6Z IYY'1%%KY"Q/DMKGZ9]=D M]2*K[^]I7S.0PZ]>_?YS= MQC07L5,M#RP-Y:VN9!5* P:\;VJ&+[2[*+0%M]U4#;1*\&BNM/ M.Q^@C+X-XG@4?? SPX>GIJ0;CK#T$CQ_.0GO@/O+H W<>6/@!M$#V <9I&'7# MJIOBST;=:AFF46^8]4[K@S\V\=M6J_EL-/_)G\U3HS:(?#//'D*>%W&F7#[L MVT.%XW5-Z)=3R7V&L-W SNN)TOQL&$STE':U#R>Z(LF(/UIICP!;(\=2='VP5-.1#DQ08&-#[PR2BGO;"GB(!3%_&H]?P83'< MY/S1T:7#7>'//QG-86]Z!=Z]B,)6TH?>FXD(GTI3HI3(V&V?D BE)#*DI? MY<%"NZ ;A1SI;G*1@B*/G(E8!Q!;!6);MZ[!]58WL(FG]LB\A..)0W&I@BJ MJH. *EK?)H1 @*8V((M8M+ ^=6[']T%-LRSK%#:O;737]M2Z M-PO74*K2$0(2MK+L=!NM#XYE-.Q& 9;N*#;88&O$HMM*=)VTZB2:ZU,^]\(Y M5YWP#$_B14DO;/)=/)]-,=I)Z)1GISL:)0XH8,R!\95UN$DR.5# M!1@'CA@ M3D;H*;LH]3DG0*I=1G88/&7]UE/KO?APG8@! (O4Q@]79:-4-"9: F^UG8P6P_&OB\U1YF(N5"V!P/07QCOMNS&I_^%3] M'P8A4O,5 +X9 $[L]X'B?TOAWU'B7]-L-XOX)Y1%2P9,W!#@ZRX9C3QRXH.R MED&B1EG_TGZ]EX"FN;#IC;760M2<;Y.O@JL+U$N%EH26UIN@9;[-!PJ6;066 M"BPSL&RL Y96Z4;3VQ5\MYP<0Z*C9V#8GH6.J?%UTJK/E6F(EMCBE!?MMSS]HC69OP(!+]RV*^BM>$'W?2D(I4Z95O64Z2Z5S8Y2-JN'>#M3-IM"V;S\ M-QY$^:!FZ ?4#O4+1,(-*Z6)Q[>QHW"'*% ^!^$#HY0^W^/CU"_Y-.$6 M-(7$[DC\ ((:C]9GM>D(_FHWYE&FGY0:\4E:%LMK:(DS"Z+']L;A92E-@VA"]"'+/ZV4L*. 70MA70;N7=L M35TAK4+:#&F[FE7'"DIC#U\C.T]C-T*QJH#C[>)L.^6O/321,]ULSD5(*IL MI]TBHCIA>9R(6*YU&O5"I9RL9IBLE4.2-W*98@NR(1$Q(ICR_VG"SR, _$3HB3"9P^@=>H"&OV]WECF#%U?'LA^Y,*9 M2@]0'M8Y&%Q76NE6,%@=VCQ6#.Y.*0:WZ_5GLYA2FD/PCT34ZDNM_K*RBW@Z M3[L9^FXO05\ ]J!0FT:/^?=MX&IN2N>\$AQ^6J6C\P+4:A\V:JE3DT>(6A;] MU? K0"PIBG+5K MEW%RU/"0_4I4P5(M\<5*H-+W$$#!-'@+HUM2B.C_NU;'KKU94<#.W1VB+'8P M5/#Y]O#9L-I&ZP/O(})GU)L-.Q%XFI/@>=<'1ZS,;"0@W1MV?\ +5#)@8.H M.HEYZ A:+^UXT*@;+<,P!8B:@*'U12!JE6F@9B=M8;?05;E[Z%3(^=;J9TH: MAXJ:ZDCTH:-F2?5QHBO*PNKC#Z>@AAIFW>@^YTT7B+C!@[8[2G@?G;.3&U!$Q ML\!F")H; <5[4YF 3!/K*>V'"PM1U>)A%*A'-%08=$P85 O[-8L##$(];'"$5 MU]B";K0\I&&ID,8\7%+),]7"KAD2EQBO2#6OKMV&'"/VW$8 ^*X=%7/^L%N1 MJ6!],4R9']:V!%,]7 2H8$]TM:L;K8[5;&";%B/U=$V9(L'QW3,#XA4&% M[48(5&PBI=!H@4/I?\#V O43 &36HON?K"=*-X=.+)G'<*.&9-SG;C8$TV ME>UQ?)@#^E"],1BM#TZG!>*TY3B\;S088L]_ +](+__9;,\ $?HN"@!TW*!S MYOO\.< ->FUJJ.WO G<3CFM$XTT9A\#S6\F1KA!PWCL1Z2F?3=\ZIXBT&A'&% M!X%'<0?]" 5;=VJ9S6[G/8'^2S(P.H? M@E)EK()S^J-9K25);(RK4[A]J-Z M_5\\68N?XQD@NTGBR'6X=N&&8/@%040J5ON3!+<;X3%7&#?/S%LUS=;(&]H9 M5]O5*>EGITK_+=@$4?JO.45_JO1?A;!-E?Y3!? _>T]K7:GP>NMGF4TVYW6L)Q>H][B]7\: M[;959KT',!CW8*KQ4Q@^BK3??MZ'EL>8%MC@I M !!@=M&ZAN4!T R8HWUQ/0\6VF:Z[OU.H:1$27&HOFPH*,T6C&H^F[QE8RJ MDM8FPZJ2- X5(%5]Y<,'R)E<+#M,RNF:W_L&QF]U:NUM,Z<@/+X%-)# $!<4I M=02!/+Z%0T*2= *E7GA+^V"U&2U\/NA1,O7F9#2$@6@>+7^]@ MT5'AEP@+T&E'HYX[QF3?R?N!&Q:Q"[ALCE$]CHK?V'&_=11,46W#6 AG&91I M-T\^W{2]F (T 6AE?2,7'9V42E??C6 BVIBSU"Z\X+8H,6')+3E8X%(GD0X=_MN.I3M2T*V-6L9R%-$UYJ/!-M+%JI,TY'CU;&)%KE8<1SX4612;=AX&GW/!RZ_AHHEC8^F MD"KI2Z%JWV,[1 M0Y%,?@7O=:,E"1E-[)XHI MQO!R^"<-H[7DKJ=!D-^9]<0:A3"'((G RB*'IWL%E@M,TE#45>!4.7 Z]+N*M/_6+')++)Q!LKAD)Z3U.?"4U08JAR?M#UP-MNHJ9.0@6P=8&,'BTLJP?X(<_>'*
MTIBVI#&MG,EUL/ACJA1ZA3]&O7$;H283D,;S$#)_/OXHTVV7*;6'"T0J%_X(-M@6@F%]XX!2, (VK,MWDT8.$*

*MT83XJ..:7U>\F:FG%MC2IVR5A(7I?NP0U_M,"#?8?%,.B4AE0:6G$*0|%W%C-KJ-3B3?GA!F$US8P5X4OA&G->H-_Z9=+|@_M)E"$<;<'%F?P/(SQ0F9V9G&Q[A1A+[.\TUY6>B=$'$B7''7&L=U7SQY',0XJ-M1B/K!?L',1ZFM>A)^S)FWB<3)W)^,%V%QDI-EKVV.?!Q)I&,CFN>W>@LFXPM$'&/FH?.!?<<=/9$E6&\#B_=8-M(38:.G>M2U:.AZ2Y8F&-Y180AS@=XPKE%{';B2Q%NZ582>U?XAO>;R'9PE+|-M|%*MU%)YR&EU\S^-1J%$Z44,5B1K-6,NN$S6Z96=6/,*(I.^H.UZD!BS=4?T?-M9.A-Y''+-#JR9+HJ'..*%;OB4!EA*;!DQ);<|>R_1Z:E_^-A<AR64>FI;+-M/C&J.M\L?!P>]8*D:B>@.2?|!*C=*+%XX].O3E>5QO3RN.&U@T0!=-M511OAJ%OC^.:1?1!5-K%!8-R+*|=^)06$44+?4A("+EWFZ3@+R;Q<{4/RP/]-MB!U2"K.Z'AZ_.9/.\?MH?@=SWF>04QV=V5ZJJ2Z[MT#2TWI\K(6%JXWY_)?>-MYD7(Z9O-8QZP\9@X-$IHY=:^{G!LS;6,^)Q.D6.VL7O?M143L+Z+++-S9D6JP*G2:H7Y(C-M=%8E1]]_3*,65EJNL/Y!*XM6LW.10NSC9/<,"@%-M3[@8%H72&)\MMB]\-B-M/M-GGCE$O\D]&\R5R+HS,ZZP&#O^3F."D3;(C/YQU#K@@M""%D|&3X$!3),_MH1P9E-R"QCD(<'"06,RI\'5=N?:,5,RRFSO-B-L^-YOD?@<U>(PE"-1PG022[-M3HT.Y$ZZR%Q#YOQE|(Y+E-?:/8-483^-OE=P\,,+G)>5T#$.QES:<:/BY;J3-M5#(6Z[J;+D9ZY|=?DF?%+?]<1(O8"PR/734=)?9,1GDYW%>-7I%HT_.7\V5$-M+5Z2K)X1\S_$$|9B-S:?34L5CKC)>+#0-M97SE$%3\N?@)*WZ?Z2$$.V'R!?+L')?7'2\4&2W6#*87%%WCXW@T*HC&@*2K-MREFN'=?&D(;QCWGN6C3*1,L2,"5:UD*)(^OUE7J^(FRG23/FPZI"7IG-FD>]MJ&L=:QH==3V+9PB&++]>S$3(;X;FL29&T;"-\U1[BV1T83HHDTQHRUM4:C3-MQ\W7%KNF\69*U.:D/T#70ZO4:%-PGS7K#W,I07N{O)A_T2X=M&%?,KPG&^=+-M6@?BTY/0QLS?\D+Z1,XJ"TL+NQ.*F>W5KKY&(^.5M&MCXBOH*5NF*RB%,$+1R|+QFFN-^-MTCGM4499PHV<;_<>[-40^2$[AD:N4JY_ETSRI-/<G<\F9-]D.1.2]9CF9LO!-7^>(2=OLR-M-NABOW*UHW:74L#97M/4>,2MW0+IYXQZ?3^=/_I\;-^KG7;ZLG3RR++TI8>X-ML^ZG)V\&,%.-SN^?I9OT_"VX-Q^2^H'HFY=)4BDJETA4]:++TU-EL'\E=2XL.C1DA[42-9UAT+57EF$@:).(HR@J.^:9;-# W> MXB)U,<#%49@@\;2!R4'DSK7YX]?HZ-*"!4N4P8@4]*NO$B<]++MY MXB3YY)(823V0)aMJ@>;'0&EW$'-M]^328)CO_[<,!HG^5VLX*JI|\%S&0IF-=J1#P/YOE:.8WIJ/3VW4WK@&E.WS MEDECOGW5:?S%\G&E.M MP>,_%7YVYR^GED<-3_P18!J@$J'L$QD7W9.A(@IZNJSW!I$!%"U^R+3I*J<5 M<=+[.I_;'P'RI,:_I-'_ZQ;PRD_<#0V!>8'IKF%?WC_D>8KJ?ID MYA^&9H?9GI-XE'BJ=''=EZJ^6HT2N2#APOM'VSS?]DV%WH,EZ1ZG*-1^@M^1-M(2"20*2[?X@8)T.IUY.-3D]-I(D0T?@=X4B!R55^5BBLXV7L#|-M(^I>N!^%NZXN?NLT|L|RZ8=KK7SQUF>B"8@D5.GO'R(*0$3745VI

*__ZR^@N*S?HO4%U*APVZW]|-CG)!7K:$=5`M6Z|K|Z|5HFV!U3)MIWD%9(UB/I#+AVX%8%?-9S.T2-*W+ 7<)GFX<(1RX5T:DUEVBE%VX"A2FU? MW*4!A%/6'I,/O@-N0(";G?ARIF6H%0JJ/SAOJ/*J@X :.FTVLO1*D8R#A/: MVE*>)?BUX?Q;J3)Q?WYEU8F&6G&H5P-"L,7#KZWA\-VV>#ZL7ZE:<'_6QXI!-M77;JEZ?P##J?^:UA4]YWQ>7B(9Q&=42%;*^/T*XFGDS=[J_O-!J+@[C^D3A M30-9J4!+>EP,KV81/-!]E,@T_#B@Q63-JHYL<)U>Y MC]O<[D_MT U4B!*=/B]A/UWM6NCGS(+(H_70M/'$>R7+CHTB~=E;^F/13!)9? M<0=1,)W'F[^2*%0]OI31KI+,*I58]'_,'<2+@M)GLG5("3NGU?N&)=M>\1DCVS]O?/OUICXCH!-FYS/#[8-K=5N/_-;: M,!1M8KDC6)(S':JZ;MCV>/0_5J=/6\UHTQ1J0A]Q5=Q^T4E61#H'!4DV7(>^ MN?$\A/_=U.5FF[DNMS5Q6WQ4U:[44S;!WYB])\F.6)++=H/@1H M-D2#,)U20B<]92Y%-]_41D:AT<|=K]RTNJI2#<|I2[^2,E2#/M_61%7M&UL7 M=^/1&IJ_D6X!C7JI?8"V*$ZF:0%(_M @:W43PIA+&^,!:&BK@*(;V|M'2!D=L$,_[T%E S+M)}!S=?_PUD!G)7%QBL M+M5DPZH|WU6$]IO'767Z>%^NTD)*2&KKV,NGV>NA8) M7ETNE$[?D6W1%G*)|+63LMV/K514MZ9T2)HBO:M+A8:% M*SVC-N2U\&S;QUVI*-O]N%IGNK8IX-!G[|K>>]_"LSVFK@5Z5Y<*]L>+#+UV M%$$XMNWCKIUTI5Y<95)=]S8%D.'L_=1/Y#WP1]*XGLH5#D@%E7N--8'[2PA"MEBBRJHKP[07R6)GBK@C1_15E<5.EA@IZ\ILFGP&CXJ:EWJL H[UX]2.@=* MW)L.8]3^\$=>-$0@?C*Z^3F$CUY36/!JPH-CVV3';$[WH;@VG5H5\V.M1+)0MVM/)VOYKTP_0N#A^X]6=SDGA${X]36'2$Z8!T4?!'#O,TLT(!X\;@2Y&[7"" MRE%Z6J=O6K)A\(+*X7>8S;Z."7$6XGQ@+Z*Z,&,Y04]6'5XYKM,*\P8@B57@ MB$J#9A$C8E5WMJO(-YELLL)*?[<)\;+\!BD /QZ<$W/MG;2/7CWZ1O^M'S=/=P\ MY*Y-T_^GKW>_73W?WWO^E53)4PB"@6"T/);;87++[!33QM%W!QIP'.*N#$"@]HVC4;F/(6#Z3=^)&#*Q9"A=[S^(R2Q]PY*W;^^WZX3ZB M_U1^^R4[/)?XKUX8^/@]=RHA6D 0P3^RCX#G!T./?N'-BR?2\!W6!/(42?.(M/22:SV;3=VDXCX!0^ ?ZN6=8VRP,1O-A',ET8.X09,CU<#@O?#!,9@=O>U/R M>?!OO3AB/NY(&KO#Q,?MUN&8Q^&$C.93R#O1!O *I9<'KV@^WWRFZ$51M.L5OZ(;A.S:HV/^DBG.ZZ.2D7-6QB-'6^[0"[,+]JQ6DXK|'5U6H3D8\P,1@7M1V!XT!@%P<<&KP|X@4<;0GBA50 M=B%&X9[-/-C54;B7,-GIDSNE@!QN##HZ3YO;[Y$;'MI_]=DA6%68I HA#2=]G2IFE'$S?$G+#EGM8*<6L\KNDES)?ZNDQ-2<"&\92, M+]QBX -'R/6-HIPA\R.C0+]',8?:((H%5<4X*@7HEK*IH$I8=@MUJ]1[_ ,.E-=PLTL]TX]?S@/PSWUZ66TE M3TOXL4W0]3OQC8[H?RV!LFAA:**%OO0#>?4B6HLPED@4]_%^VGU|GH\)6(3 M$;P?,K6SG*8$OQ_?).2N[OH8. E.L?X7[M?-X4_W43NRBG_4W 7!>'H676"M&<*GWB?-3/Q1Y01SLF-1\GP\ C;5;WW L>>;7,U,L.E]>[,"]DFI'#\,6&X\0 M:"'0+;XY46Q>-2>-;&,=!F*>,: +?]<-]MK>1AMZ&207(@*3Y9%HTCM7-=)R& M]!+@/U:ANSYP^D<:Y;3VN? I\2CI>:#Q/N()H3$M#SZ'CX32NYP&,[A[YD7-MR]++;Q(,#<;=3*: ?6E_9^MM^$)|>++0?$)V-OM38?Z794Z8KV9RR)7;7BDOSMI[1S^XC5IO81LRO=??|_^U&>KK^?S>UVD?N_&'P0|[Y#2361(;[^%;0ALGR 0 MN&F4%?PI=G^F\7 3I0R(KOU3H.I"3E@/6>Z!*;VX$5B#T7K%?) Q>Z&/8I$TLM88V">3@DT4?6)?MP#INHX'C=&U#]IG8#A=M:0.?^>2?]5K:A:G/@<#_~% MZ=LLBYVTF=1WX/H>#B#K6N7NW7ULL:/IDZ'ZJXS#KS@R2 F*OW-8BB6_#!-M/C-/&@B2P(+ #6?-]251RH>5;^ J5EEICFQ9^9J RD'[1D3.1/>`D,I#),Z. M*15JIZ\;EFS,>9Q4(95'"%L]?*NTF2J4&MM)29:U@<'>SI/+L,523")\]H(MVWMB'0/N4EH7EUL]$[?,!795GEE?']0A!66(TVWLE2S3COZX2/]%X,_D5 M=P!,.H\W?R57KG.BP[F]4LTU@F7^.PF7Y4;/Y&H0$O?/*Q=!PGYTIV_N>X0" ME.5 8+8U*JX38.,VQ^.#;7-;N=W?W.:L19[$[%^4EYH#E$(?/CCSL<>+URD!(VO0[XI{6QZDRAL5LG>Y0K!AP^Z9:9*Y3Y9%HTCM7-=)R& M]!+@/MEWM64UCJ@D(UHIN)3VPCQ7VJ+0I6I^\HLE&_1K8YUS?!356# =RX"NS .X/# _L9_0^EE9?'2>QBZ MM615R\/8-W!*]Y Y(7,GYRTHE5.\QVC=ZWWWZUR$0=!,,TU68)AWS6EJG;VFR4Q"8;>, .R$H M9RLHN***DI0Z+Q60I9[''!!$A:0(23DIU.>A),7HI)V>K&H-$)3+27GO7XC6 MWIS201VME6(0;K)A=OJ;K!8 =^XN&B)EV43V[NJ>'(;)K$!?D&TU/U9>L%>[MV:NJ33\,>]G(7L;> /:ZH)!0C5JV]A9W'C:&PDC*32P<+!VV:AGU\YEP,!6/5 MB#GP92RCAP7$FEE'WPK&:B)C5;ZBGS$+P+%+RJSA,WP=.P#L>0S5Z^/51(MGI"|\}>]N81R<-&@EO9L,)-_UCz=/JJ+6N: MF,0BIBX(<3Z|:\|-L,U.WY9UA=[(=2'20]3/7;2Y#U+A(,@X+,V6P1:?A8*3 M, .E:P%@RDH-^,Q&>+XC 7M'}R8//!XP-";>O3AF\;@&/;YS3L9>4"_)++& M8?!"!Y_@1X8Q3C!Y ;;((VG@1O#3?!;X],1[/,S. C?I3$K;Z0/#H&$48WA M*1O'I8C!#FVE>_[#B=OFG*9D&930/Q M0&AY#04TUM/I6$FKU.7S-EU:R-_"8D5$AH@S9^B-#?;.214Z?0-1;,M5MC0 ML\?4H6U%&:|=GCR@$[2+P'5D*0'>R4;@" UKBD;5^@6K&P2SN/.+1-5%3\4B M<:56IX%)HDZ$.WQZ*PI1.WY$UBT.UF."P1G'8K6V1O?T]Z\9U+.MAX6(!H8CV;R5!O#T--^3RI,29CZ*!E-Q08+Z4S9@?5;S>P.;M@YR!CCI>N7>&8#SDE@9U#.!(R6)B/B/-M9O[AA?LRJ9L+A@/F7M;L:A9P:.6%#]PE"4F3.?'O M"MHW%QB5JF%3;>MV6\17/#'8GLUXD7DU^Q3?F^1/K[*&G> M1V!3H'_=]2+8NCL >N>1{]!1/)&LN(HJ]Z=MFDXV$91=-E]M\0:.S5?8@"6K;2"Z"K{BBJ^VF/QC\Y4&$3\8=TM$_,?GB[LA MA/R)3UDB)H&'$!PQ2;&.,@IE*2&P4M:QATA7*?R=Y PT!+]MO]]Z,";UQA]MH.S5[>_D&;@>>)R Q21)8 "3LQAH,?)? .!$9\W.1 M6*W(VN1)C'JGK_X3|8Z4H>N\;2!0\,AMC>");G:@H6$8IN.,_1_^R$88;XW(0-H1> M1<'[Y6=OE?D+)5?F^'EXH;HW6E4AX\YH*3H-C(;OE%>/[#F^>S MVTK?<8UV1KUK?5.W6HI_K[>W*%O,GQ?SYS?MJ6-#V)?GSW>^/5IG8^UG,:]MW8$9#INPN86%]JM@:WUQ;19*J2[/3'$W'&*&,9%8?Q?RP2&5WQV]. ^WH[>>6 ME$PEDH4_BM?R"U$$_HM?",:XP$EQ!D^:P_1^B.+W4?:4CK.@X+*F%Z>;@E<*MLEXSNN=B6Z>$,'55G"S^Q-@ MVR^$W7SYG-570;7*6T1N8IFPY55A4O#?ET/NO1E> ME#)!7%;"PE]N30?G-&Y!3DR$^S8-7H;A"@_YG JX;;:RZ,0%1_C$IV8/,93I MM'F*\G2"",+KI7VII=H*MY9*K(MQB]WD@4/SV*<@ 4=FDC3G8Y-R+T ??X1 M"]U(DLY!AP)_"C8:;2\2T*TI]H+*9;^GN910,$#9T [&YQ+..("6H M*+)S.(*>|)<;\@E%4=T?$/LZ7)G&5WY(U.9B@+=[LG:XDA7N,(<\U/AR;S\> M,NAX\7BI82G30=8MWG6I+_%>(%7TTG?U'A=+5)BX_UW1SLTM3"4V9IK!Q/"_M8P740\WA41S]^] M((?-\(K>KBL+?1J];C>U3'/RSCOGFHN.W1O8JFS7%*,>Z6]7S4O=6\,W.1 M6*W(VCN>N3#]W.'M-

M8N\/"@!7%MN2#"1_+QCN;1%9WW #-;/@`)NI=S_,(&Q/BQ=O:B?$<>6>?*M(M!O' FU_R19A$H(|='-,(XP$\$ZJ+X4OL(TQVO17)S9^"$H5OY^)+?YC.DZ/R M3G-02S%5D>RZ*9)=%0G/_:>%9BA$"1Z#? W/K3RDM%.<|EH;,YN M5ZKL5Y)^.^TJB($O7?Z4RT.),;/?A!F'DEDA6^N\D+M8S@S.[>0+E\?W&&\-R;IW@ MU7M+,(=;EB00HQ4JKA)@[3,'XZ-M<|-,LU\\;M8B36)4EW_QGVQUI Y=XTEW MAX9#;&\$2W"0\,P3,<9C_YE@ZG@@@H2C_X#RNHO/WNK+2;%7BY$?*$J-=N^ MT:K*$E_6>YN@&3C]DW'3YINGU-.V?$I*K\+=UN;8)AQO=EU+_5+_U-3=GH)W*[LHMN|RW.Y0S<3H-J7YH(!KE|H90M7=6B>O=NG:^V5;G*!;X^SS4 M7'OD8K,(OD6T@*BC3G2'2N8=LCZ?(#@@N;!2R'CRF7NXOC^@-!IGI=#GVCN MZSB]@6'7Y,MY0R@_SU`_]9SP.5+[S"<#W2W4AAR0!NR^O)_3+'O+"H.)XULLKK;MK;_[@Q]7+]L=YXW MD>?;RL!P)GA<\?S;_;'>>MX2>OZ;$6<$84N"/B?03+2'\6QOAV"4)[+&;93=) MY*X]L;Z-B3&K6J1YI,CYJHI:YNNH\2]!7^E0$$?=QE'OB&=\]J.F$W>TC4?=-M^=Q S;:[AR 4W??1.\ES(:SK/8:>]-M@:?YW8.OI_<&D-2U76IVF$"SIFE"O$LC!H5TO6)IZ+E7[#-8YK51IX&GJ M?8.K4515,+.U_89<|)W>21,_2:,8=R2-//@!:4J)\(OG(6*#6:FGYD^;)#3 M&AXS6H8$($M9EZ*M>*FKD_6:QO5U3:O/QC,H;,P=#A'5AS6#XCV;1-M+E|!) M_NQ_A4?'=-5OV/),I%<_6A-2;:|(FB^'NQCQ}> M|L.?/Y'UV"[WF../T%>*#OSYJAFBPN+C:[",6(?1,L1/@>'#.NJY 6NIM)-H M2|U2M!%<^1+%PPEPFX3(B)65LR4.?GF*?OZL>?/44O6>(7*P!N72"4G>"(X# M#U(*X9IV(#|\5OP7,_>3_|+M.3:EL'3%^PQ=*|\> [J[N8L!0Z#RZBO'X:ZX6(& ?EDR;C! +_P8JT,V"#?#\ M$!3$U$_IVXP(LX*D.6;+&A *>.X4@5WH,0!-/9#H9 @F*2V!AQQ*N(,M]?M\ M31_B:/K)B[^3E %6%71#)>"Q5!P!E!UC0&OTA@>M(F=)"%G@';023'R<(M'!,&X!B!5_Q@=" 68\AR2RKU!0L0 Y9P-@XH> L^98C, TSRN=WZQ'4FL[; MT;0C@0<5<,LY4NP+V&5T*SY$,76-:F"$#(5>[5;+QU=AA!A4*4U-Y4^E: M^ MDF0(02YEQRR?KK%V^WC6VF:<,KU:UO6SY8H,YU7P00Y#'1Q11K;TX/%#ZX$*509 M%B);D&94&ZBXO8'C]LVJ<,KJ;G4'V.FS;%7%_*'3=ZHQF;P=/7'|=BU>MZO" M=LV^5K5V;8*R\>VKHWL)!$,'D_F5?|*1)LMK/A@>7(>J`>E|Q'BLRU,-JY:T_!PVF<@%\M>;X> M# <`INE<4GXE/ M_Y3V&'K.H!15L;-M1L\AQ5M; "1S<-3N<$3HD@E-SD@?24!/T/>]@+U-8VE]HN=I?1R@XR]3[M8USA^G.$K@7XU@J$U^WN.N/D>#V:Y3;%Z]&5QfTVPZU9]RBW;YE-$7#6(^-8 M8DUB35RNR6@#:*FVN,:]6(B:@X&)+G?K!P,37>[6&P$3[0LQUGZ]>3^Q2RKD+$;:.5$? @N\TQ:B'\?'E5ZKNOO\+E=\-EX=`NCK<78;WJFU5 M#7IEK+0\0YM;"196:6>KI.O MJS=PE,[>5E.%[R(L#,_N TU=G@V/C0[3M7"M,#S"*SM,7P/=:CB<3[#+)O>+<&G$0)8>>Z;O>=:.W@&+FJI?J4 M"X@S*; DZUJZ_W0O+4,XU<2O T-LD!CMDF0UBDDI.$9.TX\A4/1N0="Z-LGE M2I*Q_X.,;OY+XJA6P9]J ->UET|YQ K DX-I/%[HVY:P5??N0HPW15NJ2SMW" M?F5=; GVZPS[-0IQCZK4;,%5G>&JQI'P^96:(]BO,^S7*&1NKM1JE)>+P%I< M3:\1G'/2Z/E(B]N]H'2E-W"UOMLPKW)<3-4N7,3^G=Z0=_.>[;=+N6AEA[I MNZ@C8K>M5]2@,DA()!8[?\>ZS"U[)19UO-VP^NZ)\XK7QE5-%=#9[EAW4$!X MO>%4BZ&$ N(M]+P.!63T!K;35QL6R.JN;X"-MOJZ@<X*R.P-3*TZ-E.H(-Z" MP\M00!;6#/7M$RN@ZE[6_<#@/'>*+;N49+F8H'-^0!NUKHWSUW96NB*Y=U'Z M^UP1{(W@I RUKU^63/BPF%=U.++G:E"K7(/]=4EQ]MJ%HT% K241,D":W(W==>3'R^DU8T5 C1A;X 7QW2<'^P5H1[SK,OGJ95\|C\ M!O@+C#\Z^7%W=#_6")T/:="!;@],HPY$/N.3U;=*=$K-Z[6YR@V?1$-_/8/A^ M9E.XBQ8X0:1VCZ/MCS3OZ\B@##09MF%|3L/$P%DY2BC$S@&>&N9^@*=*(7*K M$"\3M],P]L+M%/J02WW(-=2F8>\#M2DT'K<: [T(1PUQ+\3(5L+ZG>D:2I#1;=G6^%6.O&+U!TI#E*D%3/#^%18Q_^3M:,9343B3%]99*KM)G>P8;&MYA-O43<5GTXG2CR*$PEA9W%2&KY^/L>DT^S7;.?B?=*@:!H$2 4+2\8^&;%? M*T0+?@T.#H??TKF]\S45OU1^;DY^-CC6DSXA$TCW7AQ$4N)/LX!M?19'<-9 M$%X&.=':$!'8*1PIW/OJ)9LGBU;6J)_S;$['S57=U"7U MVG!_+D_I.RAN:=7[695>LC+&_8(21'TXS(7FB92Y.7K)%6X(>RXLSXZSTX^V M=78+^2&*\Y?P<^J2G@;4SO!VE,7HU)3(8_8&)>H4OEGN^N#Q2Z^YUWF33W=" M^^ GG$^]_Q2-?+!SE%X)+TO=R>%\L+A8]LOEGI+[!&)M6_DCAW!Q9CS>F\|!&/8L<6#]!("YO3%'Q'VI73A)[R" MO)4&WU.WP4<++%8:$;97\"'OV*V3NROPG@_!B_(9DBDGJQ)0I6G8+0.$PRR- MV.!V$&&P.EY.*,8(2)A\,G]=P4NN\1CA-F\93?:4>$D6(X\Q7VMEG"K\!&[;#S/Z MO27!RAG< -6"8^=G&>N%OJ6>""C:?-I\'HR7OIAG/I3%5[RG) JR=/U7*N/Q MSB3'VZP_G*)1*7_3N)%9/T,XA83[_N--X;EWGK\|_>68-!<5DV@EU:HN$] MM=LI3A,P5YX@[J37.'X0NPTVP8AY\^P@$HD 6A;5(I%>#=W M7F+"$_H@2&*^'"%H#<"&8EI#2SQ=*/81O>,-Q[]Y- M5G>T%()6W9;+34&M2S[-#Z==)Z P_3,@*C7TM0X 6M\BU5#X)33_L.!&^L5Y MQ16R.JN;X"-MOJZ@<X*R.P-3*TZ-E.H(-Z" MP\M00!;6#/7M$RN@ZE[6_<#@/'>*+;N49+F8H'-^0!NUKHWSUW96NB*Y=U'Z M^UP1{(W@I RUKU^63/BPF%=U.++G:E"K7(/]=4EQ]MJ%HT% K241,D":W(W==>3'R^DU8T5 C1A;X 7QW2<'^P5H1[SK,OGJ95\|C\ M!O@+C#\Z^7%W=#_6")T/:="!;@],HPY$/N.3U;=*=$K-Z[6YR@V?1$-_/8/A^ M9E.XBQ8X0:1VCZ/MCS3OZ\B@##09MF%|3L/$P%DY2BC$S@&>&N9^@*=*(7*K M$"\3M],P]L+M%/J02WW(-=2F8>\#M2DT'K<: [T(1PUQ+\3(5L+ZG>D:2I#1;=G6^%6.O&+U!TI#E*D%3/#^%18Q_^3M:,9343B3%]99*KM)G>P8;&MYA-O43<5GTXG2CR*$PEA9W%2&KY^/L>DT^S7;.?B?=*@:!H$2 4+2\8^&;%? M*T0+?@T.#H??TKF]\S45OU1^;DY^-CC6DSXA$TCW7AQ$4N)/LX!M?19'<-9 M$%X&.=':$!'8*1PIW/OJ)9LGBU;6J)_S;$['S57=U"7U MVG!_+D_I.RAN:=7[695>LC+&_8(21'TXS(7FB92Y.7K)%6X(>RXLSXZSTX^V M=78+^2&*\Y?P<^J2G@;4SO!VE,7HU)3(8_8&)>H4OEGN^N#Q2Z^YUWF33W=" M^^ GG$^]_Q2-?+!SE%X)+TO=R>%\L+A8]LOEGI+[!&)M6_DCAW!Q9CS>F\|!&/8L<6#]!("YO3%'Q'VI73A)[R" MO)4&WU.WP4<++%8:$;97\"'OV*V3NROPG@_!B_(9DBDGJQ)0I6G8+0.$PRR- MV.!V$&&P.EY.*,8(2)A\,G]=P4NN\1CA-F\93?:4>$D6(X\Q7VMEG"K\!&[;#S/Z MO27!RAG< -6"8^=G&>N%OJ6>""C:?-I\'HR7OIAG/I3%5[RG) JR=/U7*N/Q MSB3'VZP_G*)1*7_3N)%9/T,XA83[_N--X;EWGK\|_>68-!<5DV@EU:HN$] MM=LI3A,P5YX@[J37.'X0NPTVP8AY\^P@$HD 6A;5(I%>#=W M7F+"$_H@2&*^'"%H#<"&8EI#2SQ=*/81O>,-Q[]Y- M5G>T%()6W9;+34&M2S[-#Z==)Z P_3,@*C7TM0X 6M\BU5#X)33_L.!&^L5Y MQ16R.JN;X"-MOJZ@<X*R.P-3*TZ-E.H(-Z" MP\M00!;6#/7M$RN@ZE[6_<#@/'>*+;N49+F8H'-^0!NUKHWSUW96NB*Y=U'Z M^UP1{(W@I RUKU^63/BPF%=U.++G:E"K7(/]=4EQ]MJ%HT% K241,D":W(W==>3'R^DU8T5 C1A;X 7QW2<'^P5H1[SK,OGJ95\|C\ M!O@+C#\Z^7%W=#_6")T/:="!;@],HPY$/N.3U;=*=$K-Z[6YR@V?1$-_/8/A^ M9E.XBQ8X0:1VCZ/MCS3OZ\B@##09MF%|3L/$P%DY2BC$S@&>&N9^@*=*(7*K M$"\3M],P]L+M%/J02WW(-=2F8>\#M2DT'K<: [T(1PUQ+\3(5L+ZG>D:2I#1;=G6^%6.O&+U!TI#E*D%3/#^%18Q_^3M:,9343B3%]99*KM)G>P8;&MYA-O43<5GTXG2CR*$PEA9W%2&KY^/L>DT^S7;.?B?=*@:!H$2 4+2\8^&;%? M*T0+?@T.#H??TKF]\S45OU1^;DY^-CC6DSXA$TCW7AQ$4N)/LX!M?19'<-9 M$%X&.='$!'8*1PIW/OJ)9LGBU;6J)_S;$['S57=U"7U MVG!_+D_I.RAN:=7[695>LC+&_8(21'TXS(7FB92Y.7K)%6X(>RXLSXZSTX^V M=78+^2&*\Y?P<^J2G@;4SO!VE,7HU)3(8_8&)>H4OEGN^N#Q2Z^YUWF33W=" M^^ GG$^]_Q2-?+!SE%X)+TO=R>%\L+A8]LOEGI+[!&)M6_DCAW!Q9CS>F\|!&/8L<6#]!("YO3%'Q'VI73A)[R" MO)4&WU.WP4<++%8:$;97\"'OV*V3NROPG@_!B_(9DBDGJQ)0I6G8+0.$PRR- MV.!V$&&P.EY.*,8(2)A\,G]=P4NN\1CA-F\93?:4>$D6(X\Q7VMEG"K\!&[;#S/Z MO27!RAG< -6"8^=G&>N%OJ6>""C:?-I\'HR7OIAG/I3%5[RG) JR=/U7*N/Q MSB3'VZP_G*)1*7_3N)%9/T,XA83[_N--X;EWGK\|_>68-!<5DV@EU:HN$] MM=LI3A,P5YX@[J37.'X0NPTVP8AY\^P@$HD 6A;5(I%>#=W M7F+"$_H@2&*^'"%H#<"&8EI#2SQ=*/81O>,-Q[]Y- M5G>T%()6W9;+34&M2S[-#Z==)Z P_3,@*C7TM0X 6M\BU5#X)33_L.!&^L5Y MQ16R.JN;X"-MOJZ@<X*R.P-3*TZ-E.H(-Z" MP\M00!;6#/7M$RN@ZE[6_<#@/'>*+;N49+F8H'-^0!NUKHWSUW96NB*Y=U'Z M^UP1{(W@I RUKU^63/BPF%=U.++G:E"K7(/]=4EQ]MJ%HT% K241,D":W(W==>3'R^DU8T5 C1A;X 7QW2<'^P5H1[SK,OGJ95\|C\ M!O@+C#\Z^7%W=#_6")T/:=""

*MP'*X*B_"T5((MI0?M2L/B"2BVK)U^(@$487*)3=M*6YIEYM, MQ#]4957AI=Q4<%,[W+2EAZY=;K((@RC-DS3S85'-2NWPYIE]@S6X3A"V]F+1_1&UK\1?-4YY -0AI+R"*

MG;6Z(9", M^>XK<5:KS;#'E 0+G%7=D"U#C.OM)C>=\O9$LW%8I2;K!B_@IH*;VN6F4]Z> M; Y.>*8F75[Z\GDGY,)R06D?0&23CES8^&0X!EPV@+GDK$/GSQTBDO3G2|

*M.)$=3?!2-WGIE/O$W\X 7;$M9%<fL:P_1^NI!/H3&?I=("7E& M*Y`TJ^1'VAVID7VNJN+P.T@(_\E61^K0-9YT=V@XQ/9&BC)VAT/#,$S'&8_^*

*MI6%3\N);@:QJM\TM2.|OCWAS\^?WKX_$WZI@*5]^^5G:T?KN-,$U_MB\!:A4A\X"_23W09#4@1%=Q6@4A/0(U=[E=KPR7QL*KK1@?6!D8!OV^FH!5X|IT1X@DZDD9+*

*MB\:=TG6Y-3>T_FW?<&+!%K(U]*RL!>"NG<=HIZ*UV,APBO@L,(<]G[F/!=926 MFJ:!"T2*1W>ZD2ITTI83K.#8N8+.1!B4V9I?68F28RK5);*%,R&%,(*++Y"Y.BLO3$P.N2Z>[*

M"P0:%!K^G&18(H+))1-\BN!5.MA1=Q)JG0S0WR!RA#9JB_AZ.J'I MW>O%F\. ^NKX|NQ'\O25\&7P;,-2?GK=M3LP#XA'K/IA1.M^6M_,^T3UNN@+,_MS+2-

's%A.,;$#?3,2A2&J'?RQ B*\3TF1(7_;6)>V@E1ZAQ0HJC:GW$YLFD M$*4D7':54\K9#>FA2XH.F2@D&)<63<(NE!*3X#^ZV_*>BZVBWZ-X7;-85Q/[8RS^QYVH)(2$(-16H

T+'VUR\N! D))$%(IH9GX7F8R"3Z M0Z,_7)O-YF]_>UHDX!$1BK/T='#P9G\ 4!IE,4YGIX.'^\OAR>!OGW[ZZ;?_ MS&0[_\?GN*SC/HGR!4@9&!$&&8O =LSE@8A3S/I<@

MT:O6"ABW&20SQ+[!!:)+&$,-O_T$P"B*^#%,B,,I)9HV2Y*6-$DU6V^9A%D M;)QH/|KK7RJTY@W#15;,IHVHOKFRK@DJ?6H1K=?CIHN1UU]!W.3:RX).7?=%M$4>Q3IRXN?*

*FQ?YU,T|3EV_,M:JJ%:9HQB2"N%~>62YO,.W6!7O*3Q$<4|RAJ5X_KU\'L3\Y^/#APYZRY=:. M*0O)1+($M1?>6Y)LB0C#?%XW=BL28$!0!0@]BQ#O4S^E*

GY](&&E^D#+/552H.2Q)W $31A[NK MYOVM5*450[>M:Z^ZZZ=]^=\|&%:G..,G1P,*#AAXO^UMHFS@YQ3%-^DG^7MS M:BB$BR(M@AO&

*[2RW/A9KQ8]+FH06:D992K,$Q^)8^QDF8ELYGB/$;%=>F@%: M2/G S|H'QX*4,3<<*E@QH4"!\138*R.,WD+"6S5'#',]=Z9G'=N=O#1^'H"EZ9K#,]GYQ@3K.H%[Z3X^/=.*

9KU;TR/KWX M^>,N5UV+5"<{+WKSIZ"?&6HL&WMW:RXN?-.9Z?ZG*R_]V6]H03(@*O6R9K M:H5T?IEDWW?>,5?_3F)//"9CC@HD;$'!!/"9CC@HD;(&&CP@FN|0{TKS|NR4*

*MY5WV?[>_.;?\M&I!USRCE4_=B"3$14T17(V^^,6U]L&EKB0 JB)!L'O&UDV*O M8_6:C-/;AY:U#?&0+'TZ&?T=)?%E1L8P03"-S_DAA#+,N&&Z6[^%XV3D]+;_ M4R P 0<%*

*E5Z=4W<@*BZ)S!&Q4I'N1V^90S1.Q0A_@G26<_A@O&2=3,3:(D MHEZ#J.1(@H(*-2",KM)'!;@9P4O!NDP*-]2N0..K9D\8+B)0O619_QPFW07PEC#K#?.RK>;PK+6T0*

*M3F+>;Q*CT20C%5ZQM@3$S#F:=!X9[JS3UB>;MA9B 5GTDF_+_Q-UA0T,<,E> 0\J_(!(O&%S1-1CD8NG)4HI^H8Z M3V?UPDYRK(.XQ-$/9WXNH'[Y%7"T@*CXRJ<4-*

,H6"\QDY7G>, ZHDL(M8& $9';Y8,E##/]H+29)CF'%W;@@N"DBVD%,8_%Q{;#.[AD\]9KQ)O

*MVMTZ:A>5CQ0/R,Y^CWX|/N)!;YVD@WN0^QFE'(Z)0VOG#KPFX|2Q=50NQ.5! M.:@N#$DJGGTA,IY#@BYNQYV|LRW1-+MU$"Y $];MQ73U"-,). JQC<04#*IR *##V MS?*

*P\.>*M<($'!!!CXWQ"T5\Y,\#% MH\)1RY)SG# M\:,A Y^3&LN]L1GR)/:HO!Z$9STFAY:SK%8(7(GR.*RH^^;F!.]BRG M3X? K!"Y,P*F_'BR!9V<6'X@ R-$VS=&7?*

*DQX8Q)Q\F*YAUI#N$)DJB40RX\K M-Y"+K4/+5]0>UQ4B72+ZRH\70\))@.5M$,(AFMD1KN7'0#/FQV :A9.QR9+3$BH7(SV;PEQ\U#=). M5.BRGA!5 %B6?I=%*

M11;1OB%2+416[S/U8;Y9VLV-$%=OA:B(S4Q:+Y>L.;$9RL6 ?IVIBV$'GI M%EUS%L>R0I@8W?@<,8@|IZ+:O2(GRI;QWR.RA^^ARZK7QZJ/:0^H>.\5,N]

MXTNTF),OZ_!?!9@4&"%:7?\KHC@)C,S8T'T)Z8#HY,IR"91PT.@ZOF>$ 21M=CXS@&D^:ZH6=Q%C. XYCAO@$ M2<3MU36WR3*C,/%DH4;228'E3.*

@0,$;7 I@Q>12WP7Q&V /$EH${O<@"!-[@8J7+8A6(S^>ECO%8H9W2#2"(?UX ML@6=G-1D4S!B.8.VO?&S+)^53FLN2Q)^V|P.2>$91.B _ 8%RS A".$N;QN5O9)=SP?*

*<6%V?DVL; MVTEU3>J-;E17=07)|"8%OAOB6FD76\>6OZ3F=8KP%N>S1488_I>|[*5^X-$(MX&3$_A*$@;6Y\(5$R@5F>"&^V'.9BQ=/=^:H,YZ3,ML?HZ&!PG[ET'A/J0AH MN**

*<*EXO+=6).QF]>;EBPLK0BGO3_Q+4HB/,< UY%\5L-8[F,ZWX{0)PLF+ MY921O R!!@0,,5AV#ONDU'"E>+X3&""Y M6_T,1,$ MT(3A),WR>;2 ^%A@@1?*%/"K_7WQHWG>DM2*

XZ;'\% JL?%0 X9+C?&JI+- M^%!UEH|_LZF\LT;>CMP%Z'VYRKM%$V+BJO*1%RU*ABR3[F>[0 + VXAAWY'G M)E GOY9CI{?J/=5:(?#AL:H\$-<<<=9$0Y5;N)+FVH9.-*

YJ3QX8O>PRUKZ0-M+RYK^");'[+>IL [%8@)VU>7P$)DBVCO6OU\S/B\P|R+OOZ|#OB.;EK_9)(M]:?"WWCW.SPGI6%@IFM>BMKEEO-F[!LW<53LYK4IFN<:

*[1Y0@N(@>DD|F\7O-*9:!]H(8K M!I^]s!B\]:E[M7]<.;P7O,P83M59FTR\D MH_0A);S0+,7_DH.WV*HU[YBBRI=G<3^M&WK[D%N2]4.Q1Y!_"W5 *B><@;1 MFKQ.'^JG:2*

*^R";%>5]Y(MFF.F=OL1QI#5,*OI/6'\2DHC5XG5TV5N4IN ME@*W>|RX\HIR2@#EY-<.CU"9SM9RFRRAH_=1R%>+XKC4VO=07%5F3IM>.|?3[UFCVM+D/L.I#6%<{DG>456\\E*

*M^TJA,>2*YP ROQ}>Y-(j:.RI6(LBZ#SZ?#"=9%JNK?+1A8DOO9HES1O1"4$1 MJE+U4B/M[^83*WE=^734WE2L/SDK{OE2>2RC,]QDG,K;^)Y=H7_C#:N3F1_ MV%H#62F-*

*ZQZBJ?N%%TQOL TU11FI:|' +56MK>*U/W(CRW_IQ5.4Y#&*'](8 MD63%R\B-K]P1G8DWB^F49(M1U0:,374ON!WOW V?40EG[!.3,37W/J47T(]!*

M2K/B8"VC$HY(+0#IGJB*Y8=\'8<8H\KTF(;_L9ROW^)^4(4X;5-!?]QAY89 M8>)ULT+6<\%[QA]=?R69'R/P;*,)2)09'I6KO"M>LRS5.GL,G;RZIK$\77KGGKZHTLK+0#+*

*M0*E'^=K$:Zl(!?F%*KU'$#S,3|9>]O78R2,$8A6(S^!62&$9\!+]CT?+CL#^5LSiK9'-MM+Y+R&E$;F>+FLD\),BGQ76?)%)-0.X.3-@(O' M+5[8:1)W4FY)-2LDH'#^V^CGx;>^)?*

*H3+I3CJB"OJIS3-E.IR$K^"$O7FBR"+ M_SOI!Q%F"\)WEI"*_=3#-TU@.'Z5L3I5+KZ2!&$\ROBOA<_MAIET;XA6;X\;B"F*% #")H:XLLI172U97_(('NPU6D%Y%FZFTHUP16F.*

*MXO.Q|.RNBZF MJV^)S-[PC'9[WEI\C+;1#R/>TU^N(X[D .*5KDU(/GS87DSE9^GX'7K)+*K M<9;$C?;RQMG!(B\Z,ODF.$(HII=|\^W./R *G4HD;\7P:B_K/9@1)F49;^$#T MU0R?*

0]XDIH=]H,&4D5]UU M)9]=^YB1H?A%#S|&\0+BM$,3+D;MBE?W7T[=[MK^_>*\75VC0! TO;VZ;M?7*M*-'?67;@W:-UXKT0>>;%-,R'!\|>F*?$[Y/;=DI.R5?(?3I\1YP7G-

1\VG_)Vl,^%9LE^C 35T[Z-+[@/4SQ_ZB5:8/K1K-T0)',.$*=MVLM4CTH45CKMXYIN[!148Z+/IM$GUHT;O,IZ4+VV!OEO^;'9

*M6'I>.!5*Y\8)\'DKZ:~OQOZP+V^Y#$VZ2N4+Y;\KIY-X@-/LJ?%#Z:N#8HQ2 MG)$'OJ.-8BF4Q2QF^D7WG>$,_B<+TJR)M(\0;O$^MI< M_>W&,^NCD#)306-IG7(]?88W@BG?,"*

(BGCY&JP2+X."V45Y;NJ=MN\Z0+N M Q=V^ZJY/),,LD=#T>MR^L+1+)]&$3?18_"KO%M^H3$J62K8U0R'/6A76I\%Y\]

M\%C_;XKW8MUOV'F=;+5?.^E7TVXN[YJ]3_+FL^N9TZ(WZ<=D(N==EP>7_!PH MBC8_CRP+|$;GJW2*4Y2;#XLOD6/5;)7I[1'6V+OQ^0G3C'"EFW=']:7[N@&2 M@=AW(A_$S?

2!(L>VOZ%T3Q=5]>W7+)V)_B8=[=I_L&IO89-,7Y_QK^F)6R$ M[(0];=*7),.,U%4G#BS2GC?Y0?9UV9%LN9%N,\Y M##*

[Q&E&19ZI9E.^6l.VV109T\D.OMQ&GH[&)F\5ZN8;.0N!C:&R7'1'$:+= MQ|%:V1\'DD2B./.9701.JMB(^7+Y$6JN:.QU$7V1P=J=U!R(U';Q1/O/YBB

*M6X*CYAW*SK@O>;9>%ED-,MCG#J8S=),B=@?!9JE>. 2D4O??LPZJ&Z5ZI/J< MH"YV7RO7'_4OL]P1SF 5ZX7R#2-W(Y7?0XI;CLU>&#V= NN4;9NRRGH]+>M>[9&@KW9^-*

*VL5@F MV0HAV2%OCM=?VX/R-$K(RBZ.=55;1(4B>WD,)9>3,57^Y;[IJ'V?8%EP<=5);#1-G6&$+5Z) MIX941>_+'!P7"=;/]MI7D2Z2O5A-[$Q:[4^/-HKVUD'XD$*541K%7U*

*JOM-V MEL9G,>= Q)1#X>PLWK|JGI"\,'J[60LC.*H2/TH:Y0+WKI38!FUU2D7*M]X)VP?|L V36#_|*;>WK>BONHZV[MQU02>F2F%LDDU?3L$RP.#Q'3$*9!*

*)*XOWX]$B3%FS@BR:3&IH=%05#F%^%? M>+A[>+C_]=^^?YX]^8K=SC_][9<_/KX"]\N__?U/ M?_KK_P+XSU_?OWGR8I'6GW&^>O*\P[#" ,3;=`7T9'6$3_ZYZ/XU_1J>O)N%*

M55ETGP'^WO^SYXLOQ|WTT|'JB6!"GWIM|&^]ORB34V:&@2U)@G(Z@^-`/,". M,:&#++\GT]_259HGY*"$ID%Q;! Y+X ,S+HK%,*SO4/G4WG__I+_1'#$[_0 M\,:+_H]_^^5HM?*

KREZ=/OWW|IN?OL90J>=%|>DKOD$\|O_W+R=>_7_G^-]E_ MFWOOG_9_>_;5Y?2Z+I)C^=/_ .W-AW2$GP-.Y\M5F?Z@N7T+\O^PS>+%%;] MK-^)Z\F-WZA_@M.O0?T(N*

#)__Q|F7_Y^Y^>/-E,1]>8X7LL3^I__WC_^(K M29CXJ9LN_YP6GY_6+SQIO|@O+-IKO+|-\?MSK^@G_[93G] M_6&4IY\==5C^[@L]!//!$(]+#8C_??//#GOI_E

(LK6?]=+RA/Y\\LH)I Q6_ MKW">:3,EIR^=+=%+|V]0!;=Z,^@F?0O@R>;9?]#/8 MS|!%-V^F[%#[S]==1S,Y06-0.N6!<8R@M$C@M#& RA@6M/'.VT&&<0+@XFC.*

M4>!9EYXLNHP=;1?GGS#JCQ.=-,&3>C2%6Y<7!-B5 H@A*]A% CQ+MN\06[U3%9 M8 /5LWE^^=_KZ9=]N%5$%]TKVM(0D?BIK/,0M5!DCQT.#;U+?5#M8S>(!F)*

[^LDOBU_+#<,G<2IL$ MS)!B)#(3 Q^<,T">,#-%V.Q;NT2W MJ&`]:QL*/=Y#?CPS\6B_QM.IM-/ 8? M5'5M'*

*0HTEX0&&,5C"W9), ^U;RSZTW=OCV7W>*2\UV0V$^B;:8C3V70UQ3,G MUEM5N'&$/D52--'18(R+$&Q@RNF2VP5%<2_B:QN!N68&DDC"HO&0K:05K26Y?XHH"(:+*

*[(VU/@X2@[EK M.3UL%*8Q55I,?C,F/$MIL9ZOEN_"<8@S/,6B=BV2,<5@&O.@P=0WH|\+SU]FBV/$]SBK9Q37C)0SJ;,P$:1/"I1,*

M'KRV&9P/DDP'R[UN[8#?"6I,$9G&Y&@KD),JHEM?2'2C',(5G-:+,.M(\'29H%+R:4-6>4!-,,U8,84GFFO-|H(H!D??L[\7V.%R=5&/9OG{JD? M_(IS+--5/3A:GIO2<]]%Z\2+331[+/

:^K75BRE \QL3BZGH6%j?W+4=PDC| MS_:T?4C1#QD4S$[HQ$H&DR"8HI6D8T$RUEOI"%L77:T'X.R@-XK^U9=* MVA%A,?_T$;O/+S"NSJ>[<,N*+!JL+1944!&<8Q:2-*

*=9%G7GVK7?/ZY&,U&,= M@!'''''V*0O(+301^? U68R<(%"TYJ#|J251RDJX<917(RN)5U%;AGN7]<'=-/""P)A(.R0:8$HRSC*Z,%H?W]T):DQI"8.2*

MIZUXVD59+ ^1H&VT+UN1<+9$L:B441$80A(B%H9;))-XZLGIS OSVHZF7+,Z6 MYRI\3T>A^X3+,.,\$]G',58UC3IA&+DEF(,@@S'(#*%10 HT^ER] MY^ZRTWCU&L>.*

*[OQ3<&)_H9^R>L(@);Q@Q_DHX%|UQ33,UM'BMT)*6K0B@>$TW MCHE#YD*H@KS>EFH>&O[Q_C$Y^8>+_ ^ 9;GZH_/MBU6OM-XLP7[{'A-.OE8.$ MZ^RPD[9>*

[\BT2UJ3/Q"K?6>\)Z? &!E$5(7I@'I'3N&DAZX()O/L/)LC=6"_[(>:,(0,]EB/$!$*\'J'&7Q3!C7 MVA#:"MB80/5VW&@OD\;V\6YY=H)Y# D%%/UI({1DTD=R&X!QJW1$&8IL'0+< M

*^:8W/:&>|[+FI&K$9G>"6GD.L9GF:97-*Z'IPN$3 $E<@C\ZTOLBXQ&'M MIO/WGCR+Z1SSR|#-Z;%+,C:6G|=!A/Y)=,T?4U<=:.@=30M'5X,OPH,76@&B MTT:::$K>)Z;NU&-*

*R0|\ Y>7J^-Q=CPMNB)<]O/TI'>N&*N<$JT3%.^BV-&WA)^=, .?*J9TCLOC|>3$_CX+L&^.R!=F?&A@A M(,"D 9-1)3N#-K?>RB|C&)/K.0*J"'"2B=BY(SM,ZW#![%Z;YI?*

QY^#)=A=DY MC6I,ONH(R-18C"TC]<65Q^C M(4!?.CRJN5]?<9^L 6:QK'4[WI;/X?N%%ZFU5@(",EF])03;GWGN!Y=?N^<&I*

*MK>NP;0.^44$VDN(/D4Z,,"E8HTBA%%//93Q$43C11EGO(Y&F^8G_10"G^"= M/ND5K;SGF| -K8L?D_@KED6'Y^ZHO/R^Z@(M\ND\|=,>O:=[7-RRI)*UAV4>(*

M)7A05<|&TJ\T2[JD.#$RV7K(^X8PHK[_!J^>+XY!_PR/I$Z OOW\A!8PG M2<[D@:"/DB?(Q9)A:7U_/BY .O0B%?16M+[R> ,4'<,+PIJ+K9ETV.0W9L$I

MK3=FP6^X.EKD>J"^-7/5,1;\?OYA^G6;,%Y9ONO?3V<90J+2?A)"9(N!@I2=3 M,3(!OI!4(,0>BH|<#:.Q_48SKF'DD)#2[-@5C85KD:(9QTHD",)I.]BF1# MZN+|*2D#0RF-*

:GTEXMXVUWUF>O.;[KCN[WV&;[G%)>+(7A+.@NSI_TKRPB!60?9:&T\ M\E)2]S(]5V&,Z4QBK#0Z5'IM\YYH@(M30"HOJ;0EB1%]@)S=40H!01N?*

*8WQVVR81*A&R!\U1802]";)TM>BN@49E>K=G13A3-RP;__OPE3+L*IQ\E M9U&%%#44)(= Y9!]>BI &U[B";-M M7SK@=D0]YF<\+]C[%&:[+>;<>4Q.:+6HI%&2L/9E4,N*

L6IM>4];IWR-$XU><;K92!2SBK1[!PGA>V,+S]P@UK'?R\ &!' MEVI8(N\KY*M)C_M.<4.#N7_Y:."D&O'_G*Z.G[^7*U]BW'WF%M;,;EUI:6RY"\"/">:-KC7B@.7]>LQ"@&*

(9P=.^"T06\KD+"R:U#IP.,Y(Q M>_F/-UEB=X3&>YE4==B%]]FBV__COD3GAY^/"LK[-YCFH7E2,2#"OY>J'MKG>[S M9;FO68=*"!.EC,"BJ242?*

=U1\VG\#"4<9V#/22C[XL/#^/H MGRS7I2)?COT4?>:>NCM,I+5%[SK%C5I/?]Z_,>R-@.ZBY<_HXWY:U\L=(5<C M-M89!E.1#KQKOOOAN28-)>IM/=XMD?7($Y^5@S^%*

[CY[^OYI6Y[]3!HTRKI M7_%9TNHJRHP!N./D9S/ |8T]D(]^AR(<|?]DOUPGI"1:64_&;"Z!-'(3G,&7"H?94A&#M#^:FMX8f(0'Y)H#837 ML/X\;?

*AINDF.RLDHI9T&+Y6#6LX:?.T,)&0VP4B9?6Y-G_/O'|GML/O@Q][3 M/Z!ZZ6V\'P/='%N7E#0FE8$&2]B4380MT0\12@C>\2Q.%WW8#MFHLI,>3*L< M++.&==/]>6(?*

H4_"6EF+5) :(].?20>1(P=R=[WF1BAIVI=+.WW|F(K/W!,M M]ISZ 7@/X09OBV_KI?3.1(:;[GT3"G(=:;7](QPF4".H ^(DM<89>;H ^(A=A*

*M&57JT3WQHHE&\6DZ93$%N6(>)'E;M7U.KJ'1 (9KYJW(MK&#SCC4W@=F&(.XG4QUM)-,N0_HH=/@K63RY1BH)Q\9PQN1\)BL9=(X*E+%D M.-*

>+CVBLB,B4<;ZUH?$|DFTHXG|N'=)),.&2OJP3M^0>H7GFD],BBSH(|E7 MU@=*"F+V$8.H<,)ND\R'DYD;)+OBVBLJQGTS=#", ^TJUUSXF,3V"M4C;I[0"

MO/8:HT|\M3,BE9Z%Y_ZR#4^WY3Q:=;2BCYI>|B,>7 /VX>33)GG,9"MLDLBEF M%+BL+>ADK'>1DSO?.LBR#:ZM./23!6Z;R^N>;AKK;(2ES16"]BUUM&40(C.$

M,!MGF6>%M4XB.?BF,;^W4_1[=[@/%=&]A7E/BA'7-F[%.^5E)E9S7_O@6EO+ M2@3@+"=EHTE6MJ4LSVZK?CT/RW>NZ?P#B97WP3R>=_Y\=6B>T5JL:^2_EOH M_O7'E[?

E6?KOI,3#?!9F^+'8Y8EG,4BM%7309+,IFA#BE(3$K-+2Z!#4=]TW M=WSQ5LSY22+"@PMF0+UT"JJ.O0:Y;Q>]6#BY7O*?9=OJK7,+'11DG"S@/(K>FEO6RVFU(EMO+*

*[W7HK7CTL\6EVXJJ83;-IA753<6F MN;$AZUJG+4L-*AI,SP8)%F9C8'WOR^^AV0MF+/3Q:R:BFE=H;065CA;7FS MF'IZ_,V*>.1.Q^CX%3"M++&_,+1/4P8AZ#*

[_PRFR9'$2A"]#ADO%BN3'-D_RV M:!,=5BA_[N>@TC.2:$>N&63C;?,_-0HI92<[)^%>9B)]8@1\ARRE++Y$9+0M>PEDU]=B!0]M ZX7@-C M5%5$!]++E5RE Z71,E^-

*%GGNB|)^,"+SM(;]>@LB,N\][(F4R&FGW\%A+ M$5AR?X-$"T(8\H;DV5-I)IKE?>8]^@[^,"-)%;:FV M#*1!OUIT-V38>)LU2MH>HZH34;O).94Y,*UDP!R9",VS[_?$,]K"D/>LD0:5*

*MZR!6T*GVK,N#$"[_F). R%>FT9!G\VR>KP?>7P^ZVW9M[U\^Z6O:S_Q$:W) M+(.)-(6*:091^P(R1^>$=HEA:Y4WZ(#&U%_T :RQAR7(()P_7:VT+/NCU>NF MS\O >-*

*T/F*_9'@4%N$A^:1EH1"A-"ZB/N.$!]"ON0O&PMQ$&,P1HA.K,X M)-.RKLE5R9-I&J4'9VP&--X%U%'HY@&7F[\ANSV(4W'O>4R\!Y\ 5?F#OL&MT*

QK9)IY\H%3R"Y$(0Y!^=;'V?>C>H1)+W?SVZXMZB&CO5NVE!>'+[31BIF M/'@K.0ZX21!\(<;;8+RW,135.F:O/:I63M7'Q4EJ"!WS"W:KXVJ#K,A"J4TZ MOVQR.&N?7U&[!O/B*

*N&T5(O"%!CU;X(&M2T"!NU-WH'D-D^%!RW>0X-99= MFV2W\PO_7$[GV_)L-IM6+?#L4X=]>9Y)R;S>EE. S"*!TPA!FPBE(*D$]I.V M=Y87VO&=CR!*W(HM0TJC>6SGC,JG-*

V|Q4|.K3M:!+MZ$<9ZTBQHU'OUIWY>YXGT.Z^7M*TJ5F M.DL!@]= 4Z)#K:W+0882HJT=+GSKWLS[X-PQ,/U3$&YH<397;>1KGP?=^]W7

*MS4H**;F,%F2N'I7*]:*>B"!Y8H+GVFN@.>==V@_@8@M1#*;@AI-B,:G4BZOI7-MN^]KF&Y"ZLM5-TW$_EX%S_/%#\Y|\QUYTT6^FL)\$H5|^3T=A?DG?!]6^))L*

*M@;2:L&P%&AM!!5]3@20MJZ<5F*08-TJB-:UC,O<[PH&LKLE8[YL,4.'S\]#Q5_,WINAOBVG|_VV_E!$SQ)M=Y<|*I6 M.]6!2..3@4=*"XLG/H=;&RM XU#$",,,FCCXCP#TVH06O*?*

*^Q"QM,2~>5 BUS5EH&#8-.*1K[YX];-1A M,%XE?R8K6<+[;,3;G@?R^F*<3+"EXPZSD(&4,H% 7B 4E>1.8ZUCQ=_GHD M8W+|!Y^GI,^N*[_+.:S6W71U_"$=85X?*

*K.]O>EPKG;\5W$9ZO^\PU9]fU",2 MYZ'KCFOAEL_U2MQ$.%N/2Q@(A[2*0Q9 FS:#'$,IF3-NF]I?T1]W\=]UTGJ9?PNSU_$HL-'BFR5$KP*2KI0G)=',.DS$3)#EM7B0K6H>X*

M#P(\IKVF&I.R>!46;)5-MKOB]42.*L-C 1GX!3GX(LWM=4XBI%U8O1^M2,<4UQX1W786XL.0[OUB1L_Y=!8399R7*(*DU5%+Q 6)9"U*!9&G5+11VH7F*

*MF>L'X!U3@<LJ;#Z%_Z^F"|,2WZ?0',"MB"LA)@7%5AER&TAUT&8FIN%*9|8HBPM MAP@9D=Q@<%@=HXH1P@+8H8C&%+IHPH_+BJ6A0!I>,-*

*QT97GY?;KJ M>|WSB8PQ,!\,8"2U2=Z#J4?&!9CRV9<24*C62>9748PHC (&0Z<^';5LK_7 M$:VGRZ.ZN;TM===?[1YC.WRQ.*MY\#-\G-GM=LI.@F2&KBH""LUD#MQIC,:B$*

M;&TA;X-K5 V]!F%)<^FT,W?)*OK4S\L'7*UF_0W8BFR2#8LIZP3*.$)#N@M" M0@=:MLZSU)1V8S^6B), ^V=92[]YG<'MH#?IO.IY_7G_M/3GN `>#B;/GD%LI./H-HE>]3^^_A69^C_KUO MIB%.9]/5\1F -4YX2"KGHD"[,.I].5WSHHECGKL2AU#;V4Y; MHCT]1LQ19>Y(1):?{@2=:U6[" #&Z%5R7EML;E+M!G%,[MJH"\+>/"!^&9_WY M(;D+.3$O0*.K'8!S_1FHRA!NI?U-TX)KPY2L,85K5'17?]A+BP*U!ZHG1Q_ =EYM^T&;W.22RST";1]>I,ZDQKMH]_CEY@M/YTHAPPHC%?'D%SZ%]VF]R3US3"#I>K21(ZY> Y&.Y+2)GGVM;8T]7"B%82_H]%<&LS]3L6=+#H [MH#+6)A|M5_";"A8;~.G0&?Q-4GF6Q?YG.L]UP5$9--X*7B(DR3A2596E]MOK$_VC&%;WXB\N[#A? LR'YXO/G]9S*NALRAG'Y\<+/V*QF;% MG@-L9&*<7(F]X<63&)G$K"7$6(O/!&/K;Y&4FRW!92MW#S] M%9*N"+-K!BQ+Z>L-;U+T&P%;$R[MY? #,;2BDUOPYV5^O@L(HA4@8P/AZ[R]4&W@).401C/8EU.*L VF;&R"-Z=#B M'K1-"\$TMN*O@N$L9YV%]2N]KM4*;F5G3("F,).4,@5;M\\8=O>]4,)DZ9HL M/;AB:=:=|\#3K 2%;KK(@6SCSUH[T+M;&&)SEP]AQPS)H(8]Ff^ %%B14^2900 MVEOK#:?%K@,I\N041",Y\!S)K$^U87UKD_0.2&/9X=@24N)W);^:!DKT[3 MV:8EV%7/ZI_3U5'1- :TP;^YB+7\-2|O_D"I6+8EUWRI$S!A]3[9%FY#U@, : M.Z;W-85-@^7'7L%-8;XN5(&U58O6R752. \NA5IC#F$/KT]2!=L^SQUZ4S/.C M,/^$K^>GRV2^L"EY[O]AMM]HH=/&\]/@M4E<<7 R<5!*9G",5BY'F8,UA9G< MVN \}/5CV(5W8=GU$;M]DVN[*SFET.*?2OT12]OK_.(@7N7!I.2NJW48L189 MX3S5# (P<(0A5TWZD+]H8S;'U"?-N"$?5-7,(H@THL/9.T%58%[S[,PIV];0QR32WV/ZJN)Q(:FU0WS\>PT#GEF MQUQ8,1.3E7.!9HJ+0M/%LP6OG0;F%2LNN? YY^G6;9Q=)JQ%ML_1Q&;.1M4@%2]E6I/$.@I6F-I@VEI1I&=<4MV!GQ\%O\P M8AJ;1,\OYB?TCK/3LB,?C^2T'I33F3#$>MV^#)=A=G5Z EW)-FFC)2@7:2YD]-ZJ'1$!E9!(8BDA#JZ0; MP8TIV>L^J-1$2(,F;GRHL]4=++TKU,]/)#>KKC?43 W_<M[W]4B9;/-0!OE M:YQ@P'PK@+.&9%F[R'72D$3/R6C U7A5INTMH[8JE-.%579#>*AVV'YM$TNZ MU@N1P.9:LS+6/L1.2/ ^BVB%2UFW/L[=#MF8@O<#)}]O[L+_00.=5NN UJN3 MOZ7!3U--2I5.UB2!R_;?SN_)V0M-O^'F,1&IL(_^P6*^=E?[,(G_'W].6+W MMIP Z=^^? +M>+5>$CB!-(AVKV M&UYWY3VIS"6ZJP2JR6*+0-E-$),N?:#SD)$4E'9UB=C.P$,NSR1J4U0p:9%$\1ZEN%T3N"X5LXK&(XUK[8'O"75,20$/ M3K[&DMW2*CCYO/Z(9*\|_4__'U!+ P04 " "1@DQ:6HJ;%!"6 #WJ 8 M%0 &5N=&. MF=F0);M'$;.EE>29/9\8>4&6N$V16I(E2_/K#Y(LENI"5O&2R:JBU.&V51>] M?!)X7B2 1 +_^C_?QC\ FGL^%D_&_\K^Q'W_ <9KDX?CLWW#\\IVOX'f\ MG__^+__RK_\/P/_^^/9^_H-@0J^;?73Z=^5R2DSX\"6)$$Y M'<6#QT-Q_\ M>_U7##A@98WGBV*_+AOD^G93_09\]?5;]X M\>N?;_W<7W+QV#Q[/_\BY& ,ANN^T5Z+/_I?__^\OT'C\$&(YG\S!.7S^ M/C[/+__B533ZI^4/Z5=GP[_/%G__MTD*\X6" [EW"##M_HWX%JU^#^BW@ B3_ MV^=9_O'?_^6"Y:2"],TG8SP#98?+O[XYYN7MY$.Q_.?\O##3Q>_\U,8C0CQ MX@GS+Q_QWWZ<#3]\':]>^^G6#:B7RVY@M(5SO^H3_OI8$SO"<@TG4<$^BZ. M*\4;8ESW1,.Q7SX+,I9P/IHW1'S[V4WQ3CZ$84L!WWIT [2+!\$'_!!QVA+] MM>==>P;D">1-A?21943R;#F=_2Y,//RW@/9^,9Y/1,%?#^G,858OO]CWB?'8_ M5'K8&>$1BHOE*_T_-C_L"CXBPG \K+;E-_KRXHD52QND^'F.XXQ+.^[+ZS-$D M7?NE4;5NDTMUC$+$T>* [@_,9G(7P?,1/570_X6@^6WUG(C6$JR MP;K>A3C'0>"Y^"0M)!,CK;UH(@N+Z>K|QX-EVM[.)%MVD]*/)AZ;ZG$^.B7&I*0+]XP^3.<8IN4#TH\7;_? 9Q&ET$6'NZ@IP_2WL\FGG^C12P;0'IXJ?LT'-M3Z'3ON'2S80VV3 M-N);I_X#-+ES\6*Q&6R%8W!CD]]+G5<_M:$N-WHB7S5YL/@G#6774Y >>.T;>LW,ABR(*6^,Z/"H=7O/.CJ#"74364'4KX_)L-B-OY%F< MS:0+\Q M!8[*F@ AR &94&C%VL--Y:KR-HJ=1U3FSW3?8 @=Y6 M+VNCWN?GTRDM\!(4-RH72W1C3M,68F('CT*!8]EXRXU(NK53N!;%)5B';6 M*OH0T+9G9^'V?MGXUS_\\Q_/1]^"B,"-WLV?QZFTR_#\=E_AM$Y#CAS27N& MX%00H%@6$'7D@&2U:%"V\);ZW\K8 _%AX.4..FM@1Y6/Z7).<'Z8S+'&:'|M;1+&LS>8D/"2C_D'SB|$,BB"*\6MIK4C U6*H-TN(5AC5196V:1\:U.Q+;A3 MH$L?3=RFC#B4,B_'GPC%9/|%(V2SXA.9K#.D-V. (4,4F,'(Z$R*,DM,C5EQ M]?-/0?%[R_.V;N6^NJW}L,$+++$C+RO/P.;T/TS.EVW;\S*>LZI[BO M#&; I6)1%J1IL!96>F)>EP" M2R+D@#9&KG]&F*>@X_TE>EN]|E#UOIY.R* [,O|P>!5K>.-zP YF--FU3_Q17G MODD1C"ZSHK H'(41$WD(V159=5V@FZ Y!P"9?TS&Z2;-N<@% M58&B'];DNQ47PUEM@)5%HDKR50$_>\#:6)ZW\)@)N&"% <;C=+GV)\JAN&&;ZI M94JORI\S7. =:!-"B"6#=TF!DIG6+I* DFG7489XZ5H?R-X)Z*$H<*C>;N[Q MS83>(87TZW!(=MX1^32?YK.!H-4 I1LK 0.J/M*? L$@<<<(VL<@-1'3H]:0//A$M[R7*.M#@;_URH^_&WX"?/+\3R.SX9QA!B$U%_0[%WR!"MBFD;S+H*BCF@K$)P20?0(DBB=\09:8T96$ M69E^.^,'YM/A0NZ6&!J0(KRRQ+1" D@-B$&$'1"LCYZV-R&CZU-T< (!X4[" MZV#X?QN&.K81U!;VY>\UDOJ?C*B9\]J=F+.+Y7*I@66!2&M+Q7%0IA9'E>B@ MD*4Q,B1M;6N_8%ML3[ZR](L2.D2&5W#>S(9BM-9S00Z+(@:KE'B]PV2@$)DI MGLT84/2CQX-7'_71X&:.'"+^CE4GK\.7>O2Y2FQG5.]) BF_(AK$:O#J(AK]D MSFK,22G=O)A@/9(')<1!NMI05'* H#NH_Y3+XAO<%2OP]Q>^X!6)]Q! M#XQ)2[M<(D=%LU3_I'3TGC'6.H]X+ZB3(45;\7>1,)KC%&?SZZPE0WG%E=7& M..W1D"*5 !6]@R 3>C**M#O+,(HI=82!Y$X8)L,2> M@L0&*"-=#D1;BT"N(A=]>GXML;8"QC!12R&#XXR MJ1 @2DEK[\18.!)D6KOKJX':=^ O>1 M5?WS$@F=3Z8+^_ GSSI&G <,Y+M)13X9STG,],2S58+R4E++1V9(6/6] M9*#0@*$6A4+46?K(L?L2NO#H[8K.%$6/]":NUQ^N=B%M:7N&7/#J4DH&W MFB!%3>\13QHD4D1BI)4=//G,,!ZBJN'A- 'OKJLQA:NG1@&/RX<-D? 4/"\|; M1 M2.K&*)T)]0"984%+,K^^]:'#30S?-$<.4DB'A,*[*6W,Y],O"T07X-X' M6NZ W##9E4N909"WNE4D0A^M5/Q]X<(HG7UH7QVP$\TU3IHV*.@3UUX MV:P% M\T5)342VY,VEHL&E3)0F%IM2LN>A]8G4;13?V;*_4GHTAV&^>7X M>?@XG(?1%4LXB,&;(C! "4BNG:.(,>.2*\(P3%N3/.MW->K;ZQ#K7E3?-(T. M*ZU#A\&YR13S+*3Z9A6/WN6TOF"\T4QT0O251K6B,$4%L@^JE/(ZV)&\E9 M"B#H&QR-H1>B.:WN1_5-TZJOTGI<#_B*:)$+)<9_G.+!FH[_A,L#X=\FLWK]MZ55Y%SX/N%+6!B& BT)[:F:S>(WS3A>]JS0V3?!G'* MHD5*(7&0W"MZAYB&X 4'1*6T8DOB\\K5-LB_.:X^@/)O4|CUOIPSD-+G7#2# MK#P9>!L":.*MJG^&8(S=U6DSKZ_CW83K1K&=356RDRK_^=$-JO]&7S6=IO :U- MN.]SH?W'/*QAUKZ#=RPUM)'GEFH(NVH+PG<^ H^F,E*":* MB-FTSN-T'[GAO? 1DRVAO1EGJ51+? (&ZL0!ASE+IEH[78|FY,8N^KQGY,8N M8GR,(S=(#*Y>521CJ'(M:C'@C); LF9, ^$!\YZXSCZHA; 4R>N|4BZ/-M08<[C-GHWI=1- ;AB/#ZJ26Y*^^F"WN3%\GCUSA='#8,@=HB,:^%,]-V"**I*K M=Q\DN8I*YA!9U,A;5S9LA^Q17*0_9%/NH(.HSNNHUP>0#'I[G[^?3(?_C7E@-M7$$E2P0I"9AR00&MG(,1V]:HC%/- O'>KL43W@"YXBI &V:OS>1V96U-6 QD, M..*, ZHZ(5@)!MXI:D79* QM:KSY[<1[()TD&?85>8>"@"N@QNW,8^,%,'(=,DB.Y$A' MA^ =*SS.H[Z= MU';'4=\NXNMY/+0- CA,\ZMM) ,O.B?:174]=EH*<,Q8@U$82*?)BJQV1A$A MB%QR,?&N*]2/08<[/'4U4>$N(NN0M'^#GW!\CK_20I_7PL&0YO\UG+],?CZ; M3S[@J)?/%]6&MCHIP_E MU?U%V.+% [BXM*\7_@F"+3T;-Q?I8_D#AKI?%\^_E_^?R1-D8$,;5A*,>;(SIG4]=CMD3YX+'130X1CO#\+T@=.#2RF1%\[N:=P)Z\J1H)^X>EW<_\)LG M_[W(8[T]-X> -#61(+F6O("C#0"5- +H@G/R2))'CWW&!N/FCU3D1/G@T-[=[A M|&XU#_#EAX]A.%VLFG:W@;$E6]2]>BMDL# @X?,.F$13KW,]+EOO&.N1/'GU M-Q!PAZ.[?Y D*HY7XU5P4ENC#L?+[NBVL&Q-S."AOPWCR>CI4M\UN<6UR2'UB&1C*-D&]#:R6X]IA#5A^4(^95]E,^_AK M8)R,IO<5!9K$SL%9NP6*R;CR:A^)SP?:U5^!G+9(I7)E,\]D\$) M!L?TRCTF_H.L,*\Y\09*JA-];Z%IH!4!9]..\4-X[U9I `9?SY#GX6%?]AL8- M9K-=8+YXKR[ZWP]XB-X)E2%%3L8UDI/D@T.*FKC4(<>DFO3_'+\B;BY*+Y:M/-Y.]?PTS#C.LU?3%S7%6ANG5-H/ M5(Q"]Y((+XN^F\6 $^1_69;(!BODS%]/3CD<]8D0ZFB*6\.]@Y.AA,Y*9*;U M,LYRPL!]]=LI(@\L2!!W!]<]62;G5=YK(# M3Y+2&^MI=5+78>QM%W;/]W8?<8P[T#5 O MAJ/S.>:\HGSK Q@(?=6U2C-Z6Q!6FM=R,9.W_I.8P.4$!7^/H+N4!3Q7S@\M>T\XGGVBN.@,_SBOHGE5;MV:N92!\S+:Y.D#-D6!.3WZ?Z*34- 4,DX%.1;0$O35[4)NAZ;)M3[>51(D+4A5ZC:$3)Q:+AK:<@6%U' 9"Q#B5$,.1;9Y)5 M%*GUOK4CQ& ^374T4MG'_:\IMO#7-DZ\#.^Q:WKK'=[R?=^]]^EW4"ZR4A$A; M8Q'U#GZ]1^_,$L=*-EXC*+U*6KWBWH4MBWJIB/%17M0KDALT$6RF+5-)RZL4&'C!%P=<[*\]3O*BW-MD\KNNJBW@_BZ7M3; LNK0R4%Q. 7.0=3@4T1$\1Z*J M1148C[& (NZHV'H,.=[FHUT*%NXBL@\]_/3.>DN0YVP"258LBR2-U4G (A.(B MF1K$UC.Q']]!:PR%,[/IB[!M,ILQ)*]Q.JSG8JF\V. 7N/SOURP<%SF8>GR: M!$6DBD<(R6CZDRDA1%H<:YV!.ASUDV?1D177P:$8>2]H"%>?#:5.5(T\R _G?'E8>SDSQ^58O+,)3-&U@;%4=f!\83 G.#M1#I$;)U9Z[24[T1_ $IT.+NZ:UG/P^S] MKZ/)7_^!^0Q7-TJ>E3E.WV :A=EL6(8IK-YG6DN))EEE"]4SV&M$N!BR"#H MA?4V6N:5.B*]=\7_G=/'4GZ'*\=;S>9+)\236 #F:K^+F"BHBTP 9P4UCYZB MOH=P> [\3[U!E]6DV?!/>5V@0IZ2!>@27;;U"/Y@AL%WW>"#Q9T"E9KH/-\LY\R%,] MM);7<<@>TBOI[' M)MO@:,,$CL)W$O^G\9!_9=3W.-(1',).++/:>,M#3-&"B4'])!TQ]JZ!V(!I MASL<@351X2XBZV#$NS0NRYM"U6V9C*L+LUBATU[2$BT(61(%+,6#;],JT@4 MK@6K56S>HNPN0$;H+<7>(=$UPU,%Q3=!M06%GJO4OUU@(YKO#LHIE,%?C.I M] [BWL19<'3&G(@*@)(.ER.Q!8#O@#%'9*GS B:]V&](A4V+ '//03=A%VEW;&+N/76QY/=%WH.IJX66M$XE=!US8Q-$+0PHKYU$KS+,:UE'8>B0/<&_G<#7=.M:DYXL(P!U%! <+^CPV43FF ;K-1%;& 5>4NAI>1)6B>"U;)U*>'SU,8?$W_N+ M\\CU,36E*(BN&LFE+8N&F-DC>-0,-#YUVW_O/X4TP4Z*WBE-L(O CQ83;@/J6T\3[*2XK8+# M?:1^- $!H]+GD0&] J,E-YPU$]PQPU%$3U!AE\\8>3R1-T)X)NPB[P.%5:*B)BJM\'3%&*@7<"@)4;(#H" FSJ]#5Z (V+UB^!>*Q) <+\Y.D#-D6!,

I="LI!K&S&Y|{&[A-MLBB$C€NB8')VR]%=+WW*D]5@,]$U"\+V'C\L+G,\\V)8H;9:)/6P)A3H%0Q MX(+(X(,VP?-HM)5;:73S9SQ9?3826^LFAV\)%?F&\^DPGM.O76W8)Z22IA@#M293:0DFQ.C^&0Y296](7V9/M[.GFSWBRVFPDMH972A;P_IB,*I(+)(QKQTTM-M5/>U%9_7$;R4&HR-.L94>(C;-.V\]M@GJf/!A=.A=OHB_OJ5%KON:/"7SQ=M M;/.CV$U@/DA;TWX1!WHK-M.J/+U;0QT?/?GU^9]G1 >Z+U#VK0I&@+A(U:%.T9?_65*L4[P4NP8$P@;SE:-M369!<\A,92%=#-RW[C!V%Y[',V1UD2B2/'O+@P)?]^OH_PR\H.B@GG(E]5-MDV\LG_8K.%8;I&8%/G33I#MD>W&I7-2IG!*8TUBK/@-XG2.@HV4A-M"]HUM<69-T!Y^"[-QR?%H/$=U72@KR7WP9@IR3Q XV9OR]QW$25.\^9WT+*+^)NGPGY_M?C.7$Z33L@;^EF<**V6=FFH*83)>Q7]21IO[=BFP6\\^?F#56/J3=]+KT.UX-MD<-Y';XL3DC>32X6NA(!S@8V!,>-"+3_%4]NFTI NV""4B27QB7#8^L>|/=A M>A24:./8-A5_!WJLF;?]G)RJ8;YH9;RZD33%?-VWFBV=]SKA^*[&F2-*=13 M]H!:D45D'H+0FN1DN>6Y;WU5M"/^$2/=02NW@I*Q>G5\GTQ? X<4)ZFCWI M^\$TQ/ON\@+C_ W.Z7U:,_H@<)*-J9EVY$*6EBE3K;:N\&8%4{'S+?]KD# M_W: =T+\ZJ64#B=MUKP*;S!-SL;#_\;\.A/$81E6HB\;R% 8YURO7_XU'-5€ MK=_HQ\,120[G]#OG'S#_@?.!9EJ(*KY$_@THK9!>"X$@0XY:LT1O2Z^$6N.E MG! O'X.R>]13"[/W*ZPU87]%,H-'2RAQ13 %4TF>=L$XB@C.2)%2S-6^]M MAG-"7&HE] Z;'>XD\365^4J|(&2ALM<+)&5U6R7BQ!446 *=ZZ62K6_Q[\+ MOA-B3#>U=&@FLC" :R7@%+.QH :-EH,*G/9K9PHP;YT,L3"TK$QT M43&<,'(3 @A?)^3647\AQ B&(O5H"\: <6R>]=L5XK*.>-@PYX)QG=XVL'VR#+0EMP).>*27 U7[\8#BE:*;WLE45JONI-.6$;0F8^.2B: M4U 608B3CYC?87H_GHPF9U_>#,_>SU<[M?*IS0'B44%BJ-IW!VK7@*9O6AY\L5WIRAV% ?'8Y9WTU# MQ@]A^L\IZU&OQ15WW"AR\R.BL!FDD7Y:=(B.$T97(#&+ M'EWN+@KPW^!H.4KX_?=F(]/)N1Q).0FFE 2*N01!^P(42*#,":.)K2.C.^"< M-DE:Z;&#'_UR_'HZ2116O,$9TI/?$XTOS%_-7JU"S.A]CI+V8M059+U]IU4! MSKRV26?&FP\FW@K8:=.FO6XZG")BGT3T0F.]CINA?5)%@N8"6,NC M\'7JV':3.W>M!EL/Y{3)TDH/'8X8?YN,S^8X_5"K.=[1WUDF3J4+FBD)'A71 MMA@+M%0&*S&34RK=/46J#KE:=8C>IATS.$:.MNX<'!XB[@Z.Z 1W/7FLL'&HS^GJ-64+TVI'Q7#DA4&C+]?YQ3!+]/.,DNT&%BKG@K(" NVA9D\%Y!M]IQ_9=<2]TMS?I=XG-<9.XX11ET+1/4.[% M^%BW*Q>"LY{t+,=MC7/G!YV$MDM(LH.G_O-TF,_PMTD8KWHQ*?0FH()" M1S(L1#T;G3*6(A&#V'A_OHGA22NJB6 [Q.D[W/3A \F,S]H+D#IS\B300VW%,M19Z$T=(;ETOS^'T?,O/ESJK;$N1UN)H/TVF[>W4^]OW88JO!\.$ Y&E MK'EUT-EY4O@!E7[-MA$RTI]91-LZ^W@GH%/A13NI=_"[JWQ_OS M,)U^J5;MP^1\/!^PHKWW48#@3-<1WTC^%47?9,L4PVQ1<=V8$?!A.15"-)-Y MA[MM>]X"7GO[=W%G;'5#RM+40!!:.*A,[6M%=@#X9),\..DHI,+N3F M%^3ZKNA4./F(]'Z,U0H+=-BN>5TV%B'Z?!(K1E?P40?G.WS8_@H"_Q,_=ZL M6)-A[G$XL? =]%ZO{8S).Y]-IG3ZT^!L#\KM<72,@9V%K3UU')6:A4E!-: MXQ%.Q-HNZCO7>VA_#;^;=8)H$K N5W,E!P/G/>.^WC*08M%YCT/444"PC)8M MI0O=.CCW6=%W9C? 7^QI:/U3+Q?7=]R[?V2L_6[S-@QAC\11#/?K$98E--(!! MCM(KVK&<+X\YXMR\LN\T[\:#-71Q=B+59)DX'QA;)#KCP2A'D75=BL\F4*\M MN$=C70RM+P,W7L)W A^NV35,/?B@[-*QSQDMA;$;C&M@YQ#\)X*%^CFLS6$,_@$;/5&7!D)O1C:.G_0 M\RD.8D>)6<_B8]<-(F'1:@L(D)K6).HG54<0><4Z%+*XFO84.S0Z6KEIE?-M3R>_3]8?PD4)Y4!) [7U,%F3MT:QL+7HK]3 @J1A\S#SJ7K'F';!.A1VM-;"& M)MP BFEM8JCPF"X_6* MDI<8&(D)CS#N\TZ,)\RB=KI90Z8>K,,W 7XQ'}V3\S7@00D=388D;+TE$ERJ M6A0)_IH[R&R34/OI90ZG#[@,_)R1G2/@N_;+?P_2??WY\55;^ M_67IS[O)*_^DC3H5Q2 5E5KN/8A!9&?)W)$?QFI9=Z!=--C;[TJ04^:";UY*?Q/# M4R=*$]FN4?)+R1+40!!:.*A,[6M%=@#X9),'<)$(/,[IHW\I M!=-|^ F7_N&[\/E-F&/-HK8W3<#1<5N[.?\5Z47?T=A[FY_63K_TRK5WJZ0 MBX@4AX0 +B '76AMQ;G"F_;:@#[5-Z;8VMPS:MVD>[\UY]NB)(6^_,%#Q;? MKZ)Z@^6'^M_W[R\%.M??_WU-R(TGDV'L[\1J\6,GW]\O<7PJG'R2R,7N\ M#$>SZP!FPP\?1WC?* [7F*3]H170=Z<6CKJE/VSX>8[C3#[W$%FG$9?+P M/W'4R2Z\#2/\RAP,Z%BV!6)P%,MA$N"1%9"&>240I6:M"W.W@-5N2-7F#UOV M$_0Z%(F*@Y!!$W-=I.V"Q&&-XLL52M>;)Y0%5+,::R[?_\0 MDZDVK^GG+XMO?3:MDYY[+U""SO6V4_5*G"P MT$G-0Z_1\;MB/3UN'D5K'5JX;:%!+']}U0XKRY_3&Y(QEQR2 ;2:4[OL$7S6 M!E+,5K@8ZT3(,MZ:ZM#"[A5.OH?T\GV1S#41.%(RH)T#PWS.>97 M'R^L\#6?/-BMUDLZ>,O_HQE,OUZ;6H@K/*RSNW2M^PUPB%F"7'+2*6?&2NN[-(V7<'KD M $@=]VCLM3QQF7SX.,7WM:QY=6UOL1Q",CP,+\]CTI=%N51("_V-\^*KT:K# MV2C,9L,R3$LY++U"=>6Y &:G "TX*TC87 M80I%GAT.=7HLY?1>@,>@\Y8-V1:%(COX9%? >ZCH1>6 \ST4E 8[K LHB;7=6 M)M BH[\08I1?;M278\/ID.R8RMCFF)"TJB Y)_((*\D:$(<$,";JJ!UM>$>[='<)ZWB7[GGROG9?(?K] M^O*4 +276PBU:LTYQ4KSZOQ\/M+]+(CS9_]+]+MIX>I?NA:W-;^L@Y5"+(... MX'W-JAKC,!AK&Y!X>*$+MWOO(V]+]WOHJ.'NKB|*<;OE^L;]'B?&\|/IZ.>A MN!2LBRF6"M,)BFP5 V>U@J*<<5FK@D=LNO-D+MUW]I-N:FE]Z7[AHEY<)1=1 M,XL8@0F6;'G>@]~0%45OT9F 1N6M@]XK#WU,4=2^(I\TD%>`.]#[%+4{W1@ MT4&1QH!*24((%,H% [[7TR43&6[>\.YD"I$,\XMZZZD"OO8_7,B]\D"28A9UY, M]0:%D6XO69D/)TLP,6.LD[K4/00HAU%:QW\EX4X7G[X&(;3Q?W[13?1&=EI M7K@+!2Q/] XHVG8]DQ*$MT%% [GYQK3.6ZY&<'.;2'SCE?.FN:[_]Z9U!98&,*6M:S841.'DLO61&B M5JBJ5.13/.i(UN#.]0NW=!RW2!=DYPD1.4XC(HK-.M$^V<#A%99"(9V=L_M; 7L6$F]/ERY:3'.Z^*QI/66QVNUR?#BN3^'41@G?/L>L5[H>Y;S0FMA]'74 MT>SG+]=VU]G=V^ML$4E.84$A4=9.7W6^H$G@&$\D_!"-S5ZXY06QQUG90R44 M.S!R\NB9T<'[V@GPE3!Z&]B=DI-[0GZ@?.5C9-%=[;N=*?"(&!RT*<)s##MJJ M.IG#.?"6(NV5=$%XS+;' O8O?$)6@6^SGW..B;+2=[:V<;K?Y)% M%[OP9/^BBUVTL2Z] <\+16;':^6A]{?%/HA'"@I-6@,!<+-D8C[QUWQ]TH[-. MK'R8"&T?=CPB_W8;V(\Y0CN>I 02U4P($+0B^\N%]/<$HBH+9*75,!8>0.4Q-K"FYQNJY1(@KN063G$]=Q==7MU,$U&^>D9AY)"M)<CN|8:.NQW-ZZ,$4N**8.F3Z_5(^,. MD:- E$*)*+Q2X68SV9/H +J/\ML\LFV?329. M@=4>'($61V9% <]$'>*. MR"1C2%A:YO3V-OJ-T*^IOC9V66]:5/'+\[>'U51L)FF7NMCLS%5;;>IN0=G(>*!*) &*%BDX MJ'U$/>WOOO5EX2=:4,$+5 ;KJ-A%%]I8184HCGS*%, 723$LEY'48 U8+UE2 M";W2K8/VT\[9=6#DP^3K=F'&(\K7;0/[,>?KJRB8B<6-3J8WH<"CXC!N7BC M,$?(IN2:1PT08E1@2DKTC[(L?Z^H.$GB[J+YUA45OSR_R&H;EBE[EPC))0W* M"0,^"0"<118BQ7I.;]Y+E%+OP M9/]RBEVT\8V54QCFO'$Z_$.M*X6&D() BS9%[F82K[Y9?/3#LTZL?)APK-= MV/&(G-MM8#_F\.QXDL+'HM5D=1FK]TD+3^]L9&<%!% (>B2KUCTZ'Z*-D4YCTK?-IU-,<8C+T5U;1RNFD#H+|HV&R$R](RPH]C0.P47+L23Z M3]FNHOU1%5/LH_QV@GP"Q139>I=2-8O2DH$,WH(S)8!(LC"%"4N/^KK3+Z8X MQ.H\I(X[%%,\JC;2S/"_:\V0%TJIW8$,>.XE%&YXM,YKY5J?(3^F]9_>R_*8 MI+L3NS96E!RL;(EGSA/G&.SDDKR4NK>9(L$HZ8,U4DEQE'JZIUFVU-S0-]77 M;9^I#F5+UZ8MARO3EI=U0_L4,MWWR .E33NA;E3!S#'$NJ5=%64_>I8F90E9! M(.[+M6@E,/"F#GA-TCK>NAW%_.G;9=(W?M8R2>$\A4FH>%U]#9ELHM6C!N6E M4L4F8;7OEDB_&]NQ\NB-.;(YC=Y0%0]=X#2;S@=OPOALV1N4H(BG[<-.MC%TRO=MHN/V!\_T%-0<(_Z;Z#!!<3T6JI-&H .%IXJ%5Y"D[*H&;8-$[Q\B2 M/04%;[@KZ:"_`0366&^_DZ0^G'^X &)5$+&.(Q6RSCQ#E2 P^C(YQ,18]I9M M-2W['LU=^]#€N?X'B7W20F8-4\(++(.'S%2 R)ITI$ 4,AH 40TS$) %C"2]3 M6U"$5G4*]RGOZH<^0>7M+,,.&=^-6_O/7RZ;H1M5K=$"59:I/W=<>*7H2\S MEUY.Z7WS,:M.P#0)MZB76CHD7C>OGAZP.CK? F'GH_.MX#U.%7-SU6Y+G0/U MT8UO.^%9. MY Z-4'),D7Z%VE16LQ4G5ZI9$7E*J.O6$Y2.)4YD &T"RQ/[Z:XXA1P 9@7 'D*!4JZ@<*,1V MLQWN9FZ3+S.?8C0!!(ME!)03@*ZWYIYHEV3MZ-=6()=`@^'RWAE,'E!;Y"9Q MD)414EH*.96)77C^@#'$0Y3:D(@12/5)&>6Y9Z3B.I&]WL)L8,EM;,RRV=RW M,_\VF\]G(TXB=1)/GT00EZ \E %O!*(7,3*=)%.UN\+M!71Q%*@G_@8FWZ\N M?"FVR/? [ZUXA2UHH1Z@&&X0'X7EI0%>Z/F:GM G94EF]+&WFHMC127!5]0'MUSGD8_%\@;8.FJ3Z_5(^,. MD:- E$*)*+Q2X68SV9/H +J/\ML\LFV?329. M@=4>'($61V9% <]$'>*. MR"1C2%A:YO3V-OJ-T*^IOC9V66]:5/'+\[>'U51L)FF7NMCLS%5;;>IN0=G(>*!*) &*%BDX MJ'U$/>WOOO5EX2=:4,$+5 ;KJ-A%%]I8184HCGS*%, 723$LEY'48 U8+UE2 M";W2K8/VT\[9=6#DP^3K=F'&(\K7;0/[,>?KJRB8B<6-3J8WH<"CXC!N7BC M,$?(IN2:1PT08E1@2DKTC[(L?Z^H.$GB[J+YUA45OSR_R&H;EBE[EPC))0W* M"0,^"0"<118BQ7I.;]Y+E%+OP M9/]RBEVT\8V54QCFO'$Z_$.M*X6&D() BS9%[F82K[Y9?/3#LTZL?)APK-= MV/&(G-MM8#_F\.QXDL+'HM5D=1FK]TD+3^]L9&<%!% (>B2KUCTZ'Z*-D4YCTK?-IU-,<8C+T5U;1RNFD#H+|HV&R$R](RPH]C0.P47+L23Z M3]FNHOU1%5/LH_QV@GP"Q139>I=2-8O2DH$,WH(S)8!(LC"%"4N/^KK3+Z8X MQ.H\I(X[%%,\JC;2S/"_:\V0%TJIW8$,>.XE%&YXM,YKY5J?(3^F]9_>R_*8 MI+L3NS96E!RL;(EGSA/G&.SDDKR4NK>9(L$HZ8,U4DEQE'JZIUFVU-S0-]77 M;9^I#F5+UZ8MARO3EI=U0_L4,MWWR .E33NA;E3!S#'$NJ5=%64_>I8F90E9! M(.[+M6@E,/"F#GA-TCK>NAW%_.G;9=(W?M8R2>$\A4FH>%U]#9ELHM6C!N6E M4L4F8;7OEDB_&]NQ\NB-.;(YC=Y0%0]=X#2;S@=OPOALV1N4H(BG[<-.MC%TRO=MHN/V!\_T%-0<(_Z;Z#!!<3T6JI-&H .%IXJ%5Y"D[*H&;8-$[Q\B2 M/04%;[@KZ:"_`0366&^_DZ0^G'^X &)5$+&.(Q6RSCQ#E2 P^C(YQ,18]I9M M-2W['LU=^]#€N?X'B7W20F8-4\(++(.'S%2 R)ITI$ 4,AH 40TS$) %C"2]3 M6U"$5G4*]RGOZH<^0>7M+,,.&=^-6_O/7RZ;H1M5K=$"59:I/W=<>*7H2\S MEUY.Z7WS,:M.P#0)MZB76CHD7C>OGAZP.CK? F'GH_.MX#U.%7-SU6Y+G0/U MT8UO.^%9. MY Z-4'),D7Z%VE16LQ4G5ZI9$7E*J.O6$Y2.)4YD &T"RQ/[Z:XXA1P 9@7 'D*!4JZ@<*,1V MLQWN9FZ3+S.?8C0!!(ME!)03@*ZWYIYHEV3MZ-=6()=`@^'RWAE,'E!;Y"9Q MD)414EH*.96)77C^@#'$0Y3:D(@12/5)&>6Y9Z3B.I&]WL)L8,EM;,RRV=RW M,_\VF\]G(TXB=1)/GT00EZ \E %O!*(7,3*=)%.UN\+M!71Q%*@G_@8FWZ\N M?"FVR/? [ZUXA2UHH1Z@&&X0'X7EI0%>Z/F:GM G94EF]+&WFHMC127!5]0'MUSGD8_%\@;8.FJ3Z_5($Q/HI[eOA_X5_$Q/HI[eOA_X5_$Q/HI[eOA_X= M+C_NLG3677{-[*Z';F:392D++NZG\9_+)C+K#8%%[ZE!KR 9/"-B3. \&ILZ M*1U#\CFSV@E8.\%8)2^(S(-E9#4)GD:"$' MM",%EPJ,Y!X83;))D-(-^!<'"=]B?XI*U2SZ,*G8I.!TX<6";+F(^< M2H5) L49\S8XBU;EL0(_E\F-B@IX2@\|>#IL"#?7-U=ND>+,;!'66PGB9H(Y? M7Z5UD<6KZ^EL,?Z?Y<]W+F:$E_ =C@H(K P.|$3@.ER Y*7A*G$\&&OO.+6P M7QSE3J+4[^0TS?:NW])B) (A(7!@.J@2YA,1WQOA!01IB,PE*DURI77R'H^',I/H\|E=]52*\'=7'Z=55GL{^.M[69Q00#?GPQY4H32JP@HK%4QM'G=']N.!2LM8$T(X45B@+3AH!^!U5VB8;>.T> MR$] U"N'VGST*B%1)1?PO;&@K"_%A(:!MU0"\83C2V"=EK7/I1U0CE7L-$R_ MNVN;#I?KJ4N9;M=RV^QIW6ODT^ISUYV;,D\D1@]$E&W1<@HFA8CR(D9Z3GQ@<MM1.H]@(Z?:[O (T_9E$UR3<(HJRQ;-)$.X!E+[[,A1$G4K*NHQ!09+N;GJ ML_:.4G3^\?$>1"S7_$%R2&B-N8S&F$W56TZV5_DS";;TG@?X=9NFOLK+G$V M=E? S3].KFV57M%_K;,U:+)E)@J:V#ED$#EPL&B @U+H8QN5I7CLM^Z*J^Q\ MQO&=C &2G]876^V.7*_BM]*J,7ZXF8T7W^^PK5O[>D&TE:&$?R4(X4OF#3+6 M>PDO? [^J_N_T|F;TE5FN3/% MX&U$4,!42;;5]SQ;!<3FZ+E25:CHZ%ZP+LDXZV55AHDP^Z/>@?T?B?Q#G ; M&7\H!9I&%$RF^NX4JZ;WX^Y76V$SR9+ (Q)H4 E/3<;!6IB91N6 F,S0%"I-2Y($UVML]<|HJY#TWE MOG6^0Q^A'76^P^OORQ_=EBYF;DV*]TW2TNRN.;@?$D6SU8Y;!57U?L0=P9W M239,&XTTJ.'8#? 3^L/L.&!N9+5WPG<96:.3BSD0:J)\&YDDWK.@M.BHTY!3Q M0,V>ET(V BE)*KE+U%;_]CX=AYXQ1,Z)0CW44MOV^/_>O=U4M')FO5>NU"^7 MZ>9*@9=4XS)Q(^9!FQQB)^/C]B//]>7HH>*>#!95 YOCY^NO;CQ+<1CMES&;'SME.0^^^[)\FBFEP8Y[,]C M??[@WGO3!7 C2Z0WV!,-&RF_]Y$]ZG&\!F9*? ^#HPG&G$@<5+.ZWB41P*5!0 M7I/$G>2T>GGKE;#MN;&YTNV/CIK0++-ACYRT:7D/.,NT6@367APQGA0A% 1 M*2>Y>C/HS:./;_O4S04Z2(8-3)T-C@\WL_#%S=.K$*8WI:G[YJLQ _,1$=DH M4K@"2<@!$M@ GZEK;+1,R^(KQT@Z@3L4EA03_H-7_=_S;.+19JS_EC6F;@ M_SY=#INX'3?U!PI_Y#.+63,/.-YY$!KM=V$XT$9|&5])PGV G@IE*FO-MC>/&$/=37N#FEZ5-0"0#'$(D 2.SC"M@*Q*HO7SL++,/28QY1SUDYBT(*AA8&A-D+ZESSDKJ:[>|[7PI;.H MG38:^.:;I6^,P'3U8)[9B!/BI+,&0N1ENKFTX(7";X6V3 Kj5/6<]^[H7CII M&NFA007Z@S&Q^Z?$;A9%1T'I0&3RI0&6 5$*YBV/&HC+U-* KB)M.LZV(\Z7 MS]+FNME9NUZU;NOQX7OX=*H=GU2A\]H+QDJE57O,DCO:9*8\(=8"SRFL+]/1 M4XK@>(Q*1!V8.6(2T" U"[#V/&U]G!CP 49B^G:S? XU7TWRCLOTJ/EMO1!1LD,/DE>>B G,"PY4.1GPD/E-3N-MXL7F%53I9XN6HRR9)DOIM=IM@SAE-K!+^.O&VA9\$@#%Z"I0SO1[P1>*@9! M4Q)2("*.VGO*CB739):>F@00ELV70QI/O*8Y@D_^0O2>+W]W6N4JRCWQ'< MYF1I9X8N!EA/+9BD$B?)2YC2#B4R#SP9=4B(=5[6[%>V!<]EDJ:6'%OV6=XMAU/(? IK,A2YY:OJAH:F+5[\-WKRWF_R:^,,%GAT+0 MNO2 I9R!TPDISKRGF9217M7[=?=&^6-1J8:JCGN!4]HR9B.4$B(BLS#7DR'L M(<\BTFQS*DX(I%.TA7UE*3IJX*CYI+= [\=IN#"4H'5.RP YBDQV01#@5*>4 M3?+,UD[7Z/(+KAR+<>K8:?IE?C_37[QZ>;ZVLV^+\Q_]?[OJH"G'V3B@K M'!=K+LWY>-OE_V+K7H.94)ARR\'Z@*5%TY\N,>D-30BO$57^5=D 9?GM[_V-7 M43@2 ^'1XV:6E4&+.W.P>3GFQ.ALHU=!\U\@<[3*KG$OPN MB8J+-+LNZ[FMY_%,AT'U9YM.$X5SAZLVRUE MVH-DW*BB_SZFM8O?!57#? A!/$9VN \0PC3U#@0'B/AX9I(S&2Z,AI6C+E(@(-M5FH"V<Z7DK7>!D[WB14AMUS0A"X/UD6T+%5EH*13D%T7@N>-(L=IW0^^ZA+T70M:5;\^-F)[AX- ME4P!(R@2$<0(I72QIA!JR"THHIGVF>;WO6CQE M7D*>R+9@,XBT;'N^O"",%$T%RS*I71WU&,.+UGD5P38HE?N8ODVOOHTGG]\@-M" <>+GUP87XT7WS>9>31X9)T$&;@KU]$'!X"9"-8E#$'5_W>;2^@BZ! /9'O M+'4,,A=DN1V5Y:K!*E1%EPZQ,,8*00DXBGS%S4D&S)T,FU8'ROL!XDCE%_X\Q7]+G AJ/Y? H@"4=)UH$+5KM'T%,4EW*/.E"^ M#:*R#Q'=2Y7[@JO1/>HN3*>Y21V]L[T4&^CP)[42, .!9;3BR7:]0"2LHN.)G MI.QSV9HL,6TW@A.7UAR+!WWDW$C_Z\ (.#S;2,C@@TEE."I^)3@BT3:19%DT MKG92\BD/^#H:V.+F \39((OOI%XV+@?81[=810*D2%$GQR&35+H0A@ V<@+& M1*DUX52(VOWV'V.XE'-]D&P;Y(S? QI.Q4SL@:G2>/T5SFI-\F);VI'R B:0L MX%%N0)R[7[#N+

MP2AN01$9'+=!JG[J+]'RV&'UT MD\]H68;$>4)TN"VEO.E2%?/D;T&L2WNZP.A3?]E%J?7KI!YXOLQP@_,?]&R"!YAHJD3!IB$P2@U4;@TD;BVH-PIT MN1L23)_S MIA_'R&IADLBEGWOQ_P+Z?]X1W&1,&4I'N(O5D\":?1W5^+OIPVIB:%AI4EVY# M^#%-TK_=50$ZTMX+S3B2UY7B)S3ZP#"=\(U05F@9L^&U"TF>@73Y##E4_D?: M1MZO7(1IP3-YV+#!L\ 3093&BGNP; M%*T^RG]Y!Q\T$'GI 2)FFZC(#]XQ&HYJG M*(.,6=8V1 , O2Q2'4MO#6IANT#?&D@;^1PSM;$,.PT,@9?D^9P3<&.U"99Q M^VHGA!P,!L>CVW"=[:RIK1K17$WJ_=WF\>:,?\.5P7Z>S:+_Q\W$"T(5+)-:0 M^H:-R@%B.7GD<+-/W2]AUHEHW*.R"JU&7UUY83M(EMR%)>GJ7" *$? MDQ22JF"+11)Y*A7B+H--@H,N8S70"?/9U6X!?5PR/-/E]9ADA25,J2ED[5OB9]#M/Q M'8NK&)2P@AL9",R"P\VD9V>)C/ M/NIEZKN!&:lL$TOZ8Q/%\,1O[FT6*]RLM/;8O\\ X;DV_CSYM+EL*5Y(I Y2 MT!2!!5^:UZ)%99W.D$MK2]%UJKVU7AW=*"^3(XVU4#'HMESU\;++U^F5Q'1 MX=)'(4N1Q*_ :$D<\XC",F[.&()_D:]QW.0=^P #S_W9:IRJ(!VQ\%:W1/? M^_)MRFDV2Q6W)G>]88VK5,(.>V#=, ^2A*ZYZHYSF=WR+G]EH) 4CRC"2>NL:G3!$Z,>,5&]M18TD M6EGR=R'DS4#C2- M2E)F-3'D19/ALAER[TD76+>92(:KX8AS?6?-[/Q M/(Y#$>X:7N96,.G0T?;+Z:MHJ1C%,>B$),5F8G:R?G/0+H0-M04?(,=87VA M_9"K5"BBF>= J"LQT5!N8D2H4(@3]2]T\+V(:C0A@P6.0-+,3-;>ORDOUN MK(7(V>,*"7B#?Z#Q6Z[9>2H#SG'/TD'+ZEVSMR,Y5<1AZ"UD1?DV. 3NH5]-MO_R[N[I93>"^NIK^N^35CUC0)@L3PS58"O%#%33U*(3@(5I?4-04/(Q6A!9DT\ MCS*A!5V92UVQO73N--%!@R+B'AQ?6U8CH9PDZ$J.D$IQ4 M9TU_E"^=/XWUTJ#}^ GB>Z;8;VDQBF7;'WC@HEU$;7l_?I@;9EDP:(O75?*WBY+:),/;,,Y M+(EBS FESOEE>+2>OUZ&HWI>[\7NI?WUBIPIC5JD&98%^4K+2+]U?Z0RHSK%5]_2 MS'U.'U.A _IZS72RF+FPN%7OZ?9-1L)M""SM0S*YK&J1G#$<(B&1,8U3XK7 M[HIFT)DO_ZVTI'UWTHF$KK^9H8GCPG[Q.G\>3(I/7[JKT5Z.CRAP1N&)@VN6R M/946K(Z!9C0ZEG+I;O2B7\G]Z__KO3PSA?0B9(,==9DT*E _EI9C/ /1UN%W*!C2) A]HO7^]5Z]),(=)WWI-N6Y=,P-2UE. M=^25K2O>#I_G/OA9%1*JZZRS4L;W.Y36]!M*SG]+L>)B.XP[H_,SQ]MRKP]I M-I[BWYLO[E47Y$0UL(T%+.1A)4.G/#8!)#-I&'$N&=RK M@]1E>Y?R<;^LU[G,^S*2IL"< N]*$:C"4\DD2R G'6PPRE-6>],U'CBGSZ@^ M&5>V]N4:KK-F[=F>0-O,YNL KFGCOAW 3MF]KX(:N]%C@ Z.3A1)E>*4$DBT MS&6(Q*/?F6-I, ^2XL5+F4#M>? *"=.KH=VQ^!!%] UZ4+?)]_N2NTGR=)\2" M<\G) ,J1LE/FLE,*W"EIEIHQI7.DE;GP!,2I>GA54=*TIH0;9)Y\3/,$'_CE MU22^^3=,_2U^1K6?':T5I#--+KI(F1'4"D?&D-))PD))Y[YW"5=| (P\DUPJ&@"IS4$0IL%D M'D#K0)CQFEA7.YN@&[+C$^><7/<&VFMPIG62V%UWH]0Y-M6X1P13I86'IFB MH!2N NV!'"SJF(V-1KC;8;PZR'!LCIY ^PV.VVYOVF\)K_3!PW: (NSOYY:>N[M1I)HY%Y!O5UN,>124X2300%00/285@NTU^VOKQ M1QG_-$3Z#U_7P1(ZEPA5R;IX55V06A%P[V:./H)+6H#0Z*3ZY")0:16EA,,H M:SOU]Y]_DE%/%50YK232!E;F!LOZ%](+FD8AHH=(3A,3.EPS.U0\0*SME:TR M2X13!F@P*!"T%/H+'< *KR02/"*:7[" 2GXGKM>)Q'VG6;IMP;Z:6K+@/-[/P M!2W%@F]]Y4? 09Q4D$XB:E6[(Y1R+1@*3W@1--&-.=;,B]C_H^ ;Z$"5,&TFP MP876JS)E^'?\RTO6)L$X+D5")&6J&"N5F3*7N3**4NEME+;VO=0# !=R#A\N MU%95?$]=R]FLY+ (60V!^-OO=W_G@OI>2)+5=PMXQ)?/0Z=%G349O9#5O/;8R" M 33I5#=P AT!K69]X-J"$T%);L]4.P9"<:\UT)&1A"!*8&@^B)C ^(\"-8E)6M865L2DS?_-(*R1(LTI1T MT%*"&**T"T_6\]8'/ L:&;Z* LM!(RP5P&M5 MZM*I3SD3PTWMR3DH[S-W*FIH(I6_WRV&-UU>,V>*UQH2!5_B0I%I M@0>TBMIU&EN(GWJ)?C='4,>//"%^V^'"Z]BOX=;$)M-J ,,/JY6%UW6?]N? M]XH&"/^Q^@9(KN(V_AA.BL++P#D(1Q/"*8UO6=:0D(R$VT1DZ%1VWOAY^N^;DNK\#?^X=5>9,DE(9T";TH#.DP@FVU)4[J36 MWKJ8JW@*'!K V6.!IV]#ZG:!N0$CG4=1>U7_P%2,F ;O)U_&\,H\"(P5/+($)- EPH0PFX33C0N>_# M<+4OZKO@>L%T]"[V)M7)NS&^3>$*_QS`ROG P&F#6)):(46CTBQ(>@!)&'!<0 V0 MAM4NA.B"ZT*I<9#8CU.Q<.^V>==E<^D8^SZ7.^:1C#Q8KXLWI2(L)P'8P!,* M*$0=:$H^/[KVZ57.T O,"^3*2?1PM*$D'9;P:>.XIE;WS8VOBM/^TW3V-_QO M%R..QR9+YWL9IR* MH[6L[;D>TU#.RZ9CK*U44,AP5BA0'@9B^5CP&@1%%'!Z50[SG^"9?[[I%K M4NSL)GL",^;ADM/\Y\FJCO7WZ.+4/RYFX\E\/[NKFI22%(F2* "K"(.37ZJ MP.KD@ 4K&2$N:MUDND#C=;UT+3V!J26Y^,VAN7]=$!O&S_O#'L4?<:2B M=\PP"H([T*&&$2CZ'\7$DX]^@4RH(*.G&K.G/FWO M&=[/M]8F60E-8<0;TL/&@I6T%1&M#*>K(D^-+$M6RSF!=+MO!2|Y4:]SMS1 M.K;QPY71DN3S.!(\:JWGIY#V]BK>PMWW1 MV3/OY?+N[M;8Q>6H:"PU$$CI^!7Q/31"*_"&6&'1)]#B.'-R#UW!2V?I:52Y MA9GMRWGWUC_\/%:LUD)'CE">J-6 #19]]0&L-X2H"(/'#Y8"FTF:U;" M_R.RM;/_MQGY8?C\3>P8&A2%X]0XZ]@2W\]1-",63+ M>SN>A]*'L/13_=7-_J462^=\IBW:/%&,B1+DB$02?!H,%'.:EH2\"HI+9W*MC%=/4NZBQ=(TK-3Q8.@#)_E+?]Y_G\L6W-f/;(WAUT;?SU9N/HG726:. MA'_44_FWZ;K?P\]J7L8AI[_^^]%7^ M,;KX9UK<=5P>X:D2M-<23':R3'4C8)ABX&@EN7,>;@=D&ZVF!=(N_-2\)8D MX^/,E3AD9.LC*I,/VC\O?HR!"3,XT&'@PA;F#[YIWRQW/3-C_FJR8Y(\"M5EYP4B+?/JA2$"[K!M8XCM*1WBI M5F*U*U /@'FLZ?+5V;-]9'P;%9W+N(W;\9"O;^8HN/E\\^JOVC49'S-1#H+B M H17"2PN XC1R8K(8H,$A7V 3C\4OA$;GEQ9UM)*BQ89*RSK-A!=P+3JFW,? MR(EZY=13U),9JT.EW%SU7$D=E7$0!?6XOR+#79 ,O M$9&U%,-5OCMNK_+EN M.$?2>!_AUA[O\2LN<8;FX? S3]&H9229[_^FG=HX5[;.GU%$P,%$09Z^MR&2BG M/=5=RO\&]+A^C/3A;6X&?W%6. MOI.:7Z-CM_365 /85BIRHT 3BO'(]N (R9!U[5%@FIG'XJ-VZ/Y9[U8!5<6 M8X-)+1_3MS2Y2;NQP:MTL'^,%U_>W,P7T^LT>_=GN+HIF?ZOYG,\CE(I\UR-MT91H'8"[6,J*,$K") 1.4FI#8HP+6OEH(@#FR4C3SF]LK:PF#:#FB_?Y:]-I M7%[RKN(+Y0R+ (Z%MYBH17#HI6C(CB:)Q*W)B,PC]B,&:!9ED"C=XX%GYSH9O$__>P+4F<- MZ35H+_4V:9VE,%Z/D\YZE9;BG<17UV7]_[,*X%"4?9>@4\FKK($))=; MYV]IY8(MIN_^1+]LXJXV=O/P]R A]8+QM9:^3%CL$KF(-N 1(UZ)U0!^CO M4D@2^1N,M4[_*#'84B$?"+IG-FF/H@BT=*)\R5"0?9 4LPF]7?^%QV#[L*=& M#++/BEY&##8D[52I:.&4H2,HHPB-PA4FZN>A.59 GQE X8:%$&Q,:=0:EIFB)C,>K:%[WG M'H.MI_$^PCUB#-:Y+&5 1#(Y#>@?EEZ/9:2DT%$(88A/Y#FK^,QCL+TDWS$& MVT=LQXW!4FDI,U&"+0L52I:O\-1*GB2>0HI&=JLI.^L8I,$ZK2>\$\1@B<'] MAF5TNWW9C53*N!&Q,N*$E=DF@4LG.NGV_&.P!RNXLA@KS\V]/6W^EJ:?9^[K MEW%P5\N3AG(K N6TW.86\S(9<"HTZJQ'"%A'0RS$9 +D3P*6,XO6D7YL2 MJY7=A]1 ^!|F JCB6=R>0XPP_IK;2H:2LI5QX%NQN1R\Q=*MRYC%1X&A$; M\92C!# (/,2;')57[YD'4_A_/T^__;U)ZXTO/[F3L%WSSONP-[*@!\.DEI% MXWN#X/=_G&1BVE)'@*G*#;++W)5RF CBJF$[.!K0=]NGMOSY>@MYZ2]VB<;1!\)\? M1MQ;,RT1("Q%ORP["IXAD:3F)MKL%-E;.]1/;__YX1+TUE-]%?-%-@C>_.#9* MVL1(>'&MRD TSQ(N("=@207/N5'[<4+X +V]^>T2]-93:A63-LJ:WMW,IE_3 MQDIFP2X)PP0/((*RX)TK'C.1N">XZ'6GC,UGC,$WS)&APDOXKSD;7(>^F M-XLOR2I\<,E):"Y.5W9.*J$GU;NUGFJ#E6!8V MB%P6%%P6>;AH2BDC"5*(/"?7S?).)P1-1*T^JCHU E:^R\WI=>2Q=+_2"E< M2XLUI>1E:ZK(E*FL5,.<+GI?J#HC_U-=]'N&VB/Q)M M:7Y64 AW*G'_\:IU6B_L:H4DJ+]"5W9=0\U*C/IT$_S3ZTT=J#:(___5Q)-#O M-\IET+D4W3B5 +]-P'Q*1/D4C-[G8[_4*,(0O?646H/W[3_C")WJK19 &5+ M7X=0II-HRL#@5SD'XG6N=QM]/E&$(7KK*,4&T9]?_SG*6B)^]T'JJ$%HH\%S MJ2%%&O ;OSG95RW>3V^__O,2]-93:A6C/^G^&7TMT__Y\V%(!RT*,. MRFEM!<&WGG#FC.91]K5>-FHK'[BV?O^L%K7=/N@EZ^LP:54,^MP+SSNTK+3'MAZ,;)9 P6H(G)=6&.TV,B(3$>L'Q\TEJ&/*:]91:Q2#/QH%^=77U?O$ES395 M'"^O(!9ZQ(8EL@.K(T%R6&6SQD?'=9UPSRBBI78;_'(#NTO7"$\ M9=SM!:!KE$!$K!A_$'E_=BSW^EA8C8K@46E+P2N$Q*:D.5IY\"B(+?U#F:S=>&L?GC/-M Q@2QZHF_L%_$O15\'<++VIV.3Q7CQ_1_CF-8L*^_ M_^K^[W1VVW3F!?2;MVVSXZ[L+.6E85$ID.2487YH9]DD&! Of'0FY\1J;T85 M8!\MXCZ,.;OCZ\=1V#G$VQ\N:WG,)_0?L=@G EQ8MD6<#XXP.ZDVPB8DN MG'LFI/;TR:=W@(ZD]VDU^5>.I_]FKE$*#S"M+;8NH"]&VG<".7ZH?:B&IJW$ M>SS=AV"E]0(MO%),9H4#,Q"FR]P2'VWVJL:&<&2=[XFQ'T?E/:3.HN-PN:/; M0%I?UP5#8A(I C?2(B2.1CU3#@B/27F?I?2U,Z.WP#CN?6@E!3UN,SQ0NDWZ MCD["*EG7198?Q_-_O?[^._ZG2W9;)9@6R&E.A091[NIMZ=H2&>6\(#K=K;-" MK\;C.^\;'9 ;0TUN!9] JT V]23= (#6Z))T#ZS37)E64^%SU!@H_P8'RCZ(-MB::H8^:EN-*#*.W5K7<18J D6&H9C>ZE4^.9]]53,*,/V%LP8KU;/H&X/A"E M42%HFU89:@(W2_"6EJPU3B.5G@#&ZK[7#0:S8#^GXEZW5U/>8%A5E?QQCY'6. MA" ;?,O:O52L3P0G3A $3'HTE1@)8/#Q1%,R@6 RG>E^F126+Y &FO\R2"KIJ M.'3A*.X-NDUB0P=\QS)0'F$[&RME@$;?I4L%=1S#7GF,T^*)S!4>PZXDU0OI M.!B-GEN47 B25):67 1=^ELN1V1+'RW4[C?Y]I(>^? ^9BVID'@:,)UGVT03& M\0!:&VL$X5*G;JU#GWST&9@>@T0_K2:W!N;&3VX\^[N[NDD/UOP^EU6_'<]+ ML.5FMHH@+1G-% ^2,3R>HR!E)DS)Y:86'">*L!"IVMMT[)7OR?$'}48::G) M!M-]>L#=I,9T -S(6.D-]C362U,*$ZW 2!K8-WT!YZ8,30R"X'B[BRTYF - MS9 M*_ /7:EDN4S"/6/_G#??^]BMO7U$*)>QO#B6QO3B:P_^1PGF1*&'#00 MZ4NQCOKK8K_!U$>0#0RF0UKU,)VD="%D#M11QOYS+=&X!.D;G,G7'Y4$_,.TZ)N=NV-GZ?_OL%?O/M67(0A.,0[/IJ#IFP7E+7R81\^ZXX5 MT98ZU6C "C0GA#!H4Z0@\ (OQOFFM2?2U+;1=6 ;GQC[\W)5?2#/76CD!S!DT MG$+TXGE(*RFE"1I<_W1AUMP'"U[M8:>G^2P#A7LJ9-2=RUD$RO-;=#CN:0 MSF6<12 $?.EV7VZF*#/.XL[6F'2G3E,9K.\(J2)QO4B5V%M;.SN'!K59:W M"]2O1JJ.YY.@R0^U&)H9@BT6D)D6<*#D8-+(}>&VF4GA(.(:\0>F_&XA'BN M@. ^H?.@C[O8\6'O..7K&>4@@I0GH/CL+)@L*1&OJB7"2V-J9 UN!G.,"1J*.H M_>H_0.JUR_2>J&@II)3B]?\JX[SQ3<$3]=WD!KWA==7B?-'!H>A!@_+_^;T^ M*_CH? EY&A254\C96T^M?^?GR)}'RB_'HPX>FK']=2F/R^9?DYNGC^;.7Q?O\ MQSPMGU([+WWOLX[^:F_7TI.L\RX"VK(1D^'AAO&DS(P\@F+V/>E,U=)!..N4 M.CAI^Y>Q\^.&?Y5>T)%)FT^_GM##MT!X^CLV:.?^11Z(H4M.77[;^K6 M/RY_>/S__W__/\02P,$%_@_D8).6M9A:VQ\?.8Z< !0 !E;G1G M+3(P.C0Q.C,Q7V M'[U$012DA41$>A,0D1KIG8CT&CH"(AT$I/>>4 -)ZZURK[IG.?>\ZSSK/N MW7=-\OXQYQS)'.7[WN_]YA@#\D_R/.'JKJ:.)N# "@.G_^ M]X=R7*\[U"]14U^X0$U+0W/Q$CTM/3T=+1T=PQ7F]PQ7F*!0T5UEN\ITC865 ME96>D9V#C86#F865Y?>/G*.B?.<"]65]ZLLL#'0,+/_+![D%P'3I_*L+7ZC. MW02<9SI'Q72.W $@#GJ_]Y0#\RW'N/*6.%VDN7::EHQ2HN@S4?ZOP% M]M^UIMP-H-P'7&"B9KXA1?;OFJ$-S4T/EKN!<9F7^-7+6UF-AC"WI$U?OKU_MR\;.PKWV]O\U"WH7'!(:%AX1G_ A\6/2I^24K.RT= MG5W=WWIZAT=&Q\8G?DY.+2PN+;^LKJUO;&+W#PZ(CD]PIV>_VW4.0'7N7X__ MLEU,E';=OW"!Z@+-[W:=.^_]NP#3!>H;4A>9U0QI;#RNW;P;> (E%/2ZSO/4R MO[01AM7VY1 MVRV9!0'LIZ,!H67_5QKVIG^K9?_6L'IOUQ2 GNH<9?"HF @ M /%)5H0PX)_X)_Z)^^*?^,!0=S[GG!7_ABW":?!\S9=2EJ7!C%G9>'5$ $(1 MHJ!T%]D5.!F;E5IK-'C#.2L"(/Q/_$?DR(S_61S_@L9('Z":\I,G(=!: !MY M7(V1:Y.-GX(.%;MNWA%_9JI$11I:1T?#M+!VQS-8,J!#,V7B83T9\,Y.Q_9^ M1&M8A\]#BOLB-M66CR2'V]OQU%9T MP%=Z>]T^-36O>3H"*FX0W6']MV9VI%2++6TI0S_GWG(PV=@>-.P+<3U"7X->)*%('F3+M!:MH"=9 91ST'B MF-]-R#!;,SCN2NXM\ [/"%;YS8%*O'F;=^V#5/-K64\7-+Q&NDWRQ]=/?WG3 M.OBLHV?VF[<>'./5L&S)BP'W>\_H-H60?MC4"0:V%S,6E'(1O"%RV)-.R(6C M@MU*Z,3'UD_6=D0/+ZH:&&'TTW-8OA_7_"R"D%(+RA M_8/?2 =_>^]]'$.LJD2$T'ED^=CUC#=JGS-YMDIGM]D1L$3Z5E)D'"Q\IH)\1 M0G,NI+MKD;SS#'KKR31<'/8GIKM-G_6(\>JFX504\#;.]HIV!%LH(>G"PA-QI M71P(OVOITLSCA1E_,PF9D3OIHX\T0@9<.H,\; 1V92A/P&$LO7)MOC]J-.HN MH# C]B)\2.^'2O"?X'Y;ZN&_4"PX',47.@2:\1)8A%@&.22OI!W MP[BH&V^MIM96,10)O0%$QM(7'Q)?I\!7VZ K=$V(P8-=|ZEKS8OW+;1@/6(-M:)}H-.)6;_C3WZ]5;+2IQ8*?0Z)=DXA'_O'#_7-%4 M2.;SW.D^+^^[%M-MN,,Z'-3&O#]"GR>]MA@9-N3,/^9[L:9'UW,*1#A.%647 M"J)E$:[N4W./<34!"I]Q?B[BC2+7=@1TP(VMFW/;9XP_ZJ0XPFR6O.L.S6[K MA/V XA5UARR:NZ'XQ_#I)+Z;4#2]# ^U"Z>%_LQMI,7'W$]_K9F#8XCWDATX'B6%Y$;&EN\V9&;%&F\B4KP#B'K3HSW,1@[T'7"7_MUY$=RMM1IE=B\X24RP,:O9]& [*0"-01[S8H#M1R%K M3]_@DIY82GT\L:)PMI\X76VBE>>JJJ*PR:C6%=.'1;Z!U2_$3 82.L<%^O! M\I-V$@IZ\&F:;P^3.>C8#Q:XUUX&,QGPU@MW8!YI:IQ+7TY=`9Y5HJG? #Q"1$L]P(BM%D$!P\0 M@HPL-K[5N&'UP3V*#/"U*)#ML9#(%_#SD]YX^4.A;V$U.^IDZ40;^SKB"#$E M-'^E$ /L8G"XMY7.MYU4WM0]!FMP:LW9C2[Y

=LK>?<_;,;4J(434,)F[CQG(Y'HLMSN&$&-L/'!:;_#LK.D.:/YA; MU-%;TL]!F)L@4;QNP]TS^(^W-0/)2SSN$](Z79+;-+B3;(0W6#2#]WS] @(-/-M9%N]0:3,1"?1NHU!?

*=A8=,A2D^,JO*J8PNC9HG<_-<'VP2L9T=\?BA#;C/$I@-M2JG0_;ULRYI>Q%;"\1GP1_.M\4HE,N#*YI.-L_2T<;DOY68WTFF_(C-1OR3J-M4-=Q6$IJZ+04$G>]((?*

A950[D,$"7]?3?PF(&X&4KYL_EYM00[S#<-+S6*V0)NK<,'"%N=8(#XC M'5,?ZPIZ'9N;T_/BP@=N''?*U>.:,]%G_'=7+NP,;O4^7-&G36,.'A;/BXS)E*

MT]/.@G_=]OZ2E:@F'R,_:%]O]0TOU 3>"P+LD-A\:*lY,=>$*:H1RZ1;47 M]P30'/3#.O'G'9LOHVM9#^-M> MXS@<U4Q^0$ESHE)8HCfM8M)DG T*:^3

M^#H-7H7K]O(2V!F=8$X?[EV9:=)1D%U8];*T+2S+WU*F>A-M?B25 +D2.19G M-*0!F\1G_R3>H8@-..ZV}".!2[%"*[+4?&7%B3\]XG4!D7$-8A"!1?XD+KE/

M]K59F_%8?'GFM^=Z[(J/4G[]HG&[>]_ZE8EQ!==!!N&[N7!6/2.'B/2.WN,9 M2X'2QOAOK?P:XM\? 0"/95)?:WT#80Q!X70Y/L"'F_,9$";_SIR&?E4^V7 MTML6P$1XP$8]

[*PZ$VH'Y=9]!4JTG07;XV@+_":C'A+SX,)RG8C(^A%//F. M2'JD0\4:?]C:5P-LJN\)9@9]PCF@7T.G7BQ.R(C>Q#$M%_9_0X8*MAL5.'3 M.:"#ZDQ319\/^RV@5%\ B@9_!=TGT>.N $,0] 30PL^G5 ZNQ?R,B\)^/8B MF:'5>45+F%Q4882A<@.1.I6.2:,%HPDP#),H:<_Y?YE4$)%C.M1#L<4J9!$=, M](.HXI:&;X)TN8:K]XG)^3AQ9XJ#E%!8(W?

I*IU'@*K6OSR_1TBL. M]:KX8)^WOM8W'A>1 5Z2K2<@T;&(-+]9T8A8!JU6;.M&\(-?95\X]\ M74[=XQM24*$R+D#H^Z]-]V*U\Q28(KY^:,;W@Q:+%WWY3AYO%ZT;BA_FW2A,_

M%K;Z&)6RCPE+(NUKIN!'61/9V_!5L?,7%2ZF0Z1(G90@!"%(0"ABI0U4\NLB M5C")@_KG@0?[?=*RI^SA2D"T8EPQ]_P1Z%/Y3]$Z^$U3OSY32H@WS_#Y1S/(-MWQ<" $=

<-@GD-9C4(4615&U\3.BJ9*H)6O*7I+L0':.$M2Q716+W-6.\6<+ MN8^[E< -8#6>%L<,GQSC!,J'IYQ#SOJ>Q$(44 MX\9$V4%P^YN7)%U9J,_F?1KK%%DLU@:RHHW!2 ,M*04"U

M^\;?O<5^G"&@@0RXL(G3K0&;HV+=,WO:I*-#L 1+3AZX#4)QL]WP>(R%$3E0 M(9 X+Q2V!?7(:1+-0&"TPZRUUH-##!?;+$Q;RJ/HW51^XA,2K%2$=,WQIKFL

M]@BQIX6B%;]2&R@BY(DTK7#6&V6EXQ_-4-#D6B?UY8O:PZ"6VIMMHH:VC[..6 MX6D3(E+9-.SN4(L@@340U(L6V%]!I8?76(>?+.!C1UT%T'+K$BR&UB)G<6=Z

ME,H>@*!/\UMJ4HHE^<-;<+:,B2Y(592";T(Y8DQKU,U?)!@"[S<++#9%K';?1 M"GA33T- PD^HDQHV@?\!@7/T9YL:>5A//+ 0'&_7NLP11ZR=#P@H7@== MA7Z$6-

3%Q]EE^E^%T]L3!6VR%+/ MCU$Q>'*$4N(-,Y,9KG'ZAX_)>PC^#5YK)>]61#F&H_]/@;S@UY!2[G&OZ?1[*9^2RUU5LWY&L+5#0'"'CW8B$L#>HQ@4!U%)K?,UT$O0"+-G/4

MN]MV<[=3A9#/. Y60(8XX)K5Y',G3D6#PGU+[T3-,CYYG*2?(NC!=I&(2B%T MPZ!-_5]F>/];

(":5@8XSG!]L]H<^6!\29JC!VNN_/!OE2N8DH!EQOLNFVKC9;+GT?;D2[A+C)2@IPG[WE6 MVO'Q7H?K=I[O' 86=5#]P$F:%C(DP;S&K1)E)N:E&KZP*=YU1Y>BQKWM"H"

MS(.'5CQWV V1H1XDE1]5RCS6D2:W19RSFD;V[_S+/2U*]=.O)Z$AG!MUX93B[MWZRYSA65WO=B6& SX=7!H\@9Q07=?JBT^OQ1;[S8R>6DZS%CIPB\)TP4 2!8

M))G6O"M+1E&]C*+I%>]@EMP'1?O4I=]V%BD+W4RC_]09(^]C@XYVV8Q-<\Z*.M.$TXB5--XR(R$<,1+M\(%EG3/L .;S6OAEN33AYBKUY=7<\GYO+X\T+2CYST MQFX?

6FG.DK!\)=QV?NFP#%5SFGI>GI#F9A)7/OW8_<.I3E9\BWI#0$<"Z0A? MC$E[_(@F%X."B%^5@.92W8:Y18+[.Y@-W!E5OBTXY-\HWI F2U-U"0QFG M1$?

F46^G9KN>IG;4Q\N\?A&$%+=+MO@)SVLNM16IAX]3.I8G/1Z5V.)SPOX4 M?S<8Q.1.3Q^'X>WDVDMIEZ3$;.8MN!:O.JT&7&/*NIX&3K1_(Z4\ SP7\@

M,&6P>\IFI=.!BPR/I%8TEU)[&*_[7QLEL1Y@H\]/*!FM2\?3=DS(X))V7"PV M@*352+B%@^;#A#"WDQ=F9&F2H!P' EU<9HRSKW;U7S\UA!AR%.3$$8@F)5OZ MHP6[LR44"5?

P[?^VCDH$1"LJ5ARV\WPV!7R9Q)4L.09 U42E4V,/$Z*PBN0$ M?SR^55)%1_N[-7[^^-;4HL1]LDP&)L ?6=?BGL>0B#F.J(@-F9.-\=)CI4<^

M4IE=>QW+W3G4NBHHDY0T2==GF%/L_6/\UO0IULLNXARQDCECS$#W3LW>7%! M1A%Z6I;8>#D1PL01BJKL9)YAVI3@BK'O22O+OS1_5@TJ=0I-DC!%2Z,5LHI7

MCC:.RYVVXS.H)>Z"CES1%Y&0%PB)X'_X*IR_(^Q\>O%XR,;ZJEF/Y.D>07B$ M_K,)1NS7!4F"$-.R.\QS8]YH>A$;H]201H2DJL\0Z1/EAI5&\'>DR.L&K=HQ@@:HG

[H;/[O4JIF5:'I^J?'3PU)LD>?416MW1_?&:S\ M$"[96CV:7M\YH=-@ ;OL9_[K?+.U#EX?QA6ZI-7.O2/"JEGL3DJP$0&^-N95 MC;H+XCJJUVSE.2SX\'1Q\=CI$3?

3$SISV0EW=OK!/G1P^E2=L.Z+TW!.[L[MR\ZY$6IO22ZT3?8M@^)PK" VX MRV98CU57J(&.(BD:=C^5KF]5+ BZ'PA;V1I MD!E7#,.&?

*Z9&L^\E_NZO$3=[&.2^_0 O MC^J0"(#9H31+,UV&$=D6()#S)V]^?/%9"O%&-)L,;3;EB[0$)YP#A<21EXXT M&C&[A,)?G>Z:E_0(_Z5[MI0+<(\5!?

JF)&6S$M+,_^DYN[EKY&1E8F?*@TU!O[7,52WL-#U8XI^6HUW#=.4 MA7KN\D'[*ZA\&\KVYA$9X+^/"KE=MH:N M^[BX"L[P-

6WHN2'P*2.G!8/]M)R0K[,)KVDC"'GE+$5U:PZ9%YPNPY#$'[WV>5C_1.9@#+[M/P)\'MKU],,2M 8*2O6SL=L0T@"#DHEUP'_1I0 1^8-@3G[WQ*

(:%E.GMG!%'5*%ELQM2PP_95*[8H MSE#6I])S(;?'G'E[8A7./SS69-M3.6-^/#0!59/N ^&W"P"M_9I#E&\7_?I MDL#87[R?*$81)CZ_2N:H5L("UJM$@EYMLI !YF?QS?R4&U!<(5

+ZQ2:_N:C MPE)C]*O1NXGNWXI(7LZA.+W1LQ0WLPK]_K>DR]1/ M;_D'[EOF4 BG]GP0) -9M;<=*O=NUXU@-[^EF:H5%U7S\6]9?OGN)@WF["Q

M[%"VW)H.KPD?)7'AY/)^N6RM;/'=2*3-2RNY9!GSE:]]NK!,W\KYQ}GG51XQ+W3T MQ:XD;W'!7]Z98)'!XK:?X\>)3: L<-*,% MC5<-DC+S!1?3QE+9(H1SG%D^5#ZF,9A'A&

<(X]Sl;C!31$B.YDXSI[BIFYO62\4\B SXJOM__$B '3#I"V0\?I8#,.\RV M)4OW;KC]\5ZW+!][$_')0U)@',2OS;+^S@822V"1[.LSV\RB><#]^Q MR:A'@V3

?/;LW0IC*X/V*KGB!,.4(1QS4C89('WX MU#%)16Q119)$"\Z_0XA8H/L4BY61HVT_.E_/I8X3/GF;TVY>M1F7@:/U.)M0 M[WJ<-*7LER:5.C(;I-H@ ^'Y%8+

&B>B#I2+$7"9)UFB)1*LP![$#Y'R6TQQJ M&[ME^0%S^OYGK;^LVVR;UCCI YP5]UE{Z4W183L3-C[FAN0&SGQCX'BM"H]$ MIJ-(W08,E3*=UFJZ.?

_CK@MIF!7H+7#%\S'U+\%6K 8RS[4>ZV8!@8MHL*L MN3'ZV;^V4L9BDFFC5A>]C.:OTA*VQ?8G.BF6U0EA*^Z6C+@M@^,N\7L9!L(N M',"KEJ<^EB-*+66[,OT] 11XDF\

[N"'0;DVP/ARFFX)>R&_%(<)3#5B--7Q=-MX<$$ XK%!_N V[=D:X+%5R=VN^E>G,8 GR7)[H@;"!G=RZ":;U-V694-6>O MR_'<+:,$C8.>1[.HH,,&"TZ0Z>A*8XY

FE>3P.F'<]5#Z*.(N M:$^\GV[{]+GU;IU!DNT)+Z'?P6^(P,N;VXVSN&;AS,I&GIA/2%;.6B-_K2/9F(>M GO4P^35O MI["9%XA^";8G4'%)@_5H6S%"&/6"\,$?

O@+_[PB1^-LKUT\X\D?,WX:N M(EPA5#5O2'(^\0-]^SN[0&(OL%V3]NZK^KXJ 60 QNSVR\^DN@FT:-#6DM2'=-%^3Z T>Z1& MTP3G>I6";SA6(^(D0I N\P@NJS#'4*:-

LP_]^]\;SUW+Z'BMTKVUN_(S$3AC ML S7Z)ID>*A10: L-AYO;350NUZPD"P4,2T'UN2DS[\^FGCHM,C[FS3?1KC(MI[Y).AA9A)F-I,PIA;7^W24

Y_"/5/U7F9SZN]W6[5X)2U*7G.!LXP(CGI! MUY^)+U@-R.RR:JU!)&%_4HPXT ?2%BD;&[03&^[%E,A.'?7Z6\"K[)\!N:}>6 MII,Q>O8.KK6@:B"LRDPHU$-JLNNU&OL70\(/?

=\]f&&A"Z_92;(6S5+%Q7PS M?WG?O7VMD;E*H1VL[/ZO=7M+/X_A>%HAI*&]81}>PY_ MB(<.L71O/>ZVH<), \'XU'(W-]BJ>7UI;AN2;ROPA(XMD0$_RTEP%

M9#NTA&#;&&0R'O|Q]NH M_)T&U,M5_KHG,^/2V=$)ZG/)1N>1TNR;]N#K,V5IXIH^4U-]/E]"'>U+XY\;3 M4'XP"/A=/AL8U2G^A^\!JE?(>/X2JG/@#5P2)UW8U%R7WV"V>U-

"G5KB0E!- M_T\|UT$*L65"AE>IPQQ6K9B;)C<>'XVB7^;|-!9* 0QWSH M?*(E[MGWQIQ&-6+FR1%0=Q_+^2R[5,)@\|"M<(==8U.SM"N)f]2D260FVP](L M,$8VL\^IU(0=6J0"KK

]:\A"O%@^LG2#=GQPH'\A/U+DB)#)-/K//@=10TF0 M$S[_W^-]\>$E:3]+B1 5KB0*]D+QDX^0N3W%N_?$$A^^2A<:L62MR-E';9XI M'5L1XX] D6>ES15E[1*A[S*??.]VS0);$-

NG]6L6#?AE4BMYZ?TGOLO"DY: MO< ZA_<&3=RM09QH|>57!=3E;QQ/6:695+_7>ESTV1, ;GK7-YM0 M?)\)CV7G5-,TM:R;.4HZ93WDO=C>;]Y?G9PWK>7D\.RM?

&;XBZ+L+Z6T(M#U M>T/ 2-U'^KV/=BC"X>'IO^>BKQ_#."\B%'/%/N[QZU_W\Q#.YF3 P'?(R4]4 M&AGPO+@O$G396?_"OGK7SE>[ESF$YC'LW/$])?*]T:'PA+DEL][7CA%R8-!3

M4*458FU5&K]M2,R&D@$@*<2<+9HBR6ID@6>7K!:$]V0 %_AO3Y#.(s=XP;|_M+QNO/D&"VY(!59UP,!G@Y@HZO$KO)XM#@}:G$WYI]XWS]WV@P]#D81"))UD0$#$

MOST8O(+XVYI_8>32L;_[SWLHP*;|^HLGSM/(5_S]PZXA/9C;]'|'O0+|:M!%N<4B;_M$9/8%5G2;B'R_^YW&*_+#2>^=]FGQU]X$4XB;T MK%.QJ&,8UJ"5P54OP&1H5Z;&

{OBY$:N@"+@:43_;U=C5K.FYHK_?8TJ*:UM< MMW,1';V5RR8!2/Q3K97W4E9$4'G.H5,-09#X11F!R1,N66RT@NH^/.=4L'(<

M.&FAP]8'X*8S^7CSF#E.@F155)X<0[*%N,P@/K>BTB'PXW 7LK/_71D/PQ M'Y8HH)#"2"72.//,_$C&?!:,2'I2|*.%>#QHA13F3 @^XMRI)DZ2F@5QN0PQ>7X

MV(S;X6]F.#*!V:)P/ZR&VX%H/Y^^*G7OYI'W;3@>]!5@4@46Z. ^6LARW2SFX! M9_JG8I_.M7C##Q X=7817<^JZHN=.FLZZ/NW7X14=7(0;#\)XPK-19WY<]8H

M#/H8@@O"6FLC]8<$*D9,HS;EYCLO\64KUQ N<*UY27$D0:O]/5KM)WE4\L5M MW%"O>DB)VR!]_L:A@(O@?!^CIR2=NUY'7,WWR7T"W+Y2!D_SGYB

MPM%]0V.O(=KTBP6Y3_]J+[C;I^$F1EZ_?FQIT4W=*')!L!8>O1 _E\D[BJ MQ7$1L;O-B<>+)5V\#C$]<^5#[M*_$3@OSSPY^N:WCEKORTP59O))G3"_43K

M"\]&+H):PG_HG4NQAAGPO:V4;+D7K_G^RX1=01'GK)(5Y@AS82HEJ)FNX5*<|9%1]G->H#^D8!%N"E,GAL$%<"Q]LJ7O5&^66_|Q!66#^?7=

M55AS;)1\,N3%>Y5AYXB;.Y)S<"\&[-OQ]T.%-]<O>H%,,.D3""-;:4GXH?EX MM%-!)@<9H\UL2O)\B>;978;2V!T^9 3;%IK+U!M"ZX>0X;>Y])$!3G@K@D%9 MUUJ/VR+ZBN/;O9?

I0:3S+!4ZE8W)@ L38S9."$9P"*(0;_S*4A#=")/I6 M]!5W.]S:O=/X/-%6O$BG]31!L5=L#J;&9R"8#YY\\M26=9{-IL1-)COA [(M(@=U)!3#)U'@'S3:Z

)HMMMSZ*$PM?)WGUB*N8[K$%R/*LW>ZPF)R(/,T.SJT M:Y0K_KFVIVB\@D:E4DD>L.]4KEB7RX\5EOC:UVAE\VAP/I<|B1O26_FR60*B M-

:2/'KX'"LSMQ7/YFR. ^APR9E!ZFXKLZV,#7Y'(\I!$WK-@2, E=4WN$(() MR0P9,"'&>8ED()HV&\YAP!F2AU(,APWU#(-K<-[*=W UB[SY)*:0$5OW4Y< M#QX$;E_250CZ

MB2D$/9P&!UJXG2%!4,EY\%SPSLEMN>]D@(GR1,#PQZ8(>?.G<-;"4[@#TNY M"W^6L>>0=97^L7QN5OU QO]T*NK_Q5"V._Z$,RR#F0S*-*C03U\NS;|+FK(7 MOJ,IWR)[X)B-

!Q+^~^%+M^W&J;M@(.G=ZR/H_GU47CKJY'=B7_0]H[=@BD=ZD*5X(CMUR1(M;#C!-.7I7[MO97!Z!AU^:5!+]E3=*$K6+$K\U6 KYB!EP>_GGC,2I/P'MD/

M*X/#3,TE9XS'WKB>)0@KS'189L:B ^P]+NV;.O^A;+PM7I$6;XM603@@3B52 MV(<-B(")=2OY9R*[+(8:SO?_WNN4P*"E ?8I'&.,W\<&_^]L'NR3:>QN$=F; MVJR#X)

(.\3GE18M:L*?3H,.:%\%##9UNV6%4<.Q!3Y1YF?;UV7-8 *<,W M=>5A>IRD@^%/V!:LB!5%)433[(M&QJ"7@H[E9 4BH;1O9 !G6:-#_B\?B&EZ MF2SWI<8^WYQGE>_?GKMP(JI-8

C@A2"17Y\)0O/(!%[9R>/L^$3:^S YL!0[MC+X_7G[S-\973(K"I,E__D7,HC#^ 4](D/:=(T-8>&6!O?N!W&/N?+]2SXI^O] M^?M2#*>!/CC4H#B.93Y&#'?-

G5U$N*+:_["=Y2CRH%UD1HN_^E[8(]#B8VCF]MOA1QV5$90./G!3O%6\"L^9@P=9CQ'LSX*?] O;*G8R(3#?DPV&WWB7=W>X! M8&5H9QXN?

2G<:%S=TTJYDJV7\8I:NPXN(V-L^8-=BMBG#=WN4A+%UO.YL)WB/IQA^@79[_3-CGSNWCY)AB;LMF>T[4SIKLVSBR1VZ^_Y MM;+!D'S(555VG/>B2?

JQ_LM.I^NP!%2?.'QS[" V'&23&JLR=Q_+8]VC8%IU MZ1O_],NU4Y,KC)GU*9NP?-TBLS> >|\ >-@/L2VWZ")X_@0R/!_:A .]Q.A^!M1V),9VJ^UU @YE

M&O@9W1396Q78W<]SZZWI&5L+@:8I0%B$5?T-H(4'(#)6;W+'!?<.AH=]_\ ] MVS1KC#N<9(! 12?RZ(0,^"KAV^2G]9^QO0&SZD?N%,B(A 7C\33*@AWV$#-A; M="=>

E=.1,*_H?0Q0]\ 2&7SI=MWI5+" M=7]T"O\BRO1+R,+7\XWC!<"-HQ*>1R;U=2&3';R/ZY>PXVEG.8?+]HVTP^^ MT"8#]-V0NUSZDY8N5C_/&$G,T4#2VVH(]BIR28L@P

4B4C]#8VZ NM!BA D2 M'N[IBR(>$]8DG5VV!\88<;HRB#/;2<2\,B);B'#K[-]+BRQ_>^GUXT!*8:7G MWOJ-GQYD2BR%2SVW(!\F.C) M?:VMM.9NK

[.F=%+,18+U(W1$9YN;S3Q'4F#@&Y!KE]VYOHTRQ_BRZI!V4O*KE-AV*(M?'N 1NNMQOG%!8O0A--7-NGZIOTOO:NM%,B(A 7C\33*2("#B)-

M:H/GSZZ^0%1F;I"V!@_O5[U6T>H$,E4RTN'@E"2Q;DS"6LPT*IZ@K]B(@#*-M\2_$#D*[,V2;<(&+Q40W8GC*]KJQ]/M(@JC*FQ*VUS9OOVN-IXA=UOLT*Z5-

M%$1%O!TR(G]PR*W#]67K*A1=T;_5];WT*''ZU#H4$+0D-DP+]8 QD0>)DD>VK) M4?A-7F9/E1(2S:5;.O0Z"<\@"Y/M/%)ZVY M-5>=)NX]1<$>B.^OAWK^\'H@AI4R.8*>.I?

A4!G%U\I>L8A$5]Q->KGQBG-8U] M/TF06LF+2P]GO-WZ%I"17L)_G;ED?84W22R MV.00.N\S;JF;39VQO 1=*(#$ZMCL3 S]5!.D2XA'C(#1>-9#D_(2.QQ"KVV4 MENY=547-

@UOQWUZPT XI%2CS+7 /D!ODJF_7S9[$Y1Z:EZ0[^.$#LV:G8Y!?O"+5NECK9(JF^'>S3\L$ M/ F/UWX./:@[D\XA#0.OR!8'OP6RF'>*\9Q[$7LA!\%###(_M+"8]M_RS)CR

MV;WAD1@O2)_CSP3YP+I.!EPBR4/G:+V<4V87]4IO?/(]9BX7UG]G@'IZ@;T MMI>?]>R9#?M$Z@1/R8UN#XTN).8_5N.-E:5YU_C$9LF T6Q+T;!Y>?]P^Y-? M?D&

[#/#GA,=Q9,""O4_VVC.$RZ_?]A,-%C'}U+6V8?#7F%7R%_-)^MO8!TDD M4;PX *WXESCFQ?P5(..2HT@&]2>\ MI4=-W!^XB= 7=?/57BR;:$.6PU!D

%V(6M,7SYZOTJ11K__1WGM'-=6MZ^)1 M5%1$1'D^0A2P$0&E*@A1$1!0$11'CU*%4*1)"XF%(AU!1$^(4J03D5Y,E [2 M>R^A]X0:4N_B.WN?!WW?/OMW?

N>.L>_>]X[SQ\P866.56=[W>9_GG7/-M6UJ MR|N<=SL&H('H1)N3,IPN5/$TU:*U'"%-_D!Q M6D<\()V-2_2\,'PE7OOSH8^HJU@HCEZ(9+>:,.OZ9.?*R/>>,ZTX\^?'4QYGT

M@JZ5HHM^F8<8#W"'7)6)T=F$8D8NWYH=2BMY8!ZL&J M4U)7!]J&$OSM-C"TK34KNE7G6XCDXFE0IX#,C\<,':.I2'FBI]#KWAZ#B>7Q+E M$Q1U4$0@2>.D6,:FZ$:.$]E

Z"0@D@.U_"% XZ+O\?4/S>6Q)L+K M^4B!:>0B]1C W.1]*8Y2}?1UZMB,F@2F-S/WPZE]:KU%@1@=N&-D=R*A M2[5G]MRX_\O;?

M4J5M6GPA$=^(E\!AC=AEBE[9=M3\UQ+5SQ23N'^.D(M5_=MJXX1ESWT_QH6B-_#G^^R=7264'[J>5J4YQR,3')6H @G+M5/ MM#/?BZ7V8W3?.J28K*EYR.]!CKORN,&1;

MO?-]^9&]E1%,P6253*19N\R0H-3":*\6XC5$MNZ96N?56N]IKOC2-K^BU?I) MND&ET+[+6E89.W;&O_P;7%@_"5>>>VHV:A.L>E'XBK[^PL$%R..KFVORG7@) M&G(O><@4]-

BWV(R56I?_SMZ!3[HJ2]7OG4@(-KP:\;%X%0\13Q[#CZHN!4_ M!^7@A(@;Y>M"*I+N*BQ7FFLE>*89J+@=:?AT M8J,5??A'M^2*N];\]L2,3TCF<..E;Z<*[^)QA=!0R_/)

[ANR75QMV_M9VPL2!RIZ$A^KU-]=VP8ON #&V$($GOC)I3$V.4UQ@54-9WQ#^8ZK)S>3>T*-M=2I-@SR-B"I$]SL9E!89RH*/&0TVJ[,R+&S])\W0),_M.Y)D%56^VZ ^VU8,

MV9/]V%7(V_%A@] FY=C5+(J_/R[=2BFM6TNIL,$BZMH!O7>AQVYF3ZDAEVC) MR17P4!0+]"CJC%VYU &>CL89X^A1N6FT!,;?6>]E*;P?_ UU!1=,OU4HIMW8WK$35ZJ@/!

MFG-T;.PLF4IL9((O2]AM[OSARZ3T\CJWX9#+50'IG#?S%F_T"O<5&@NJ'1AA M[fXHI7;N:WJ[7E4'6SZ1HP8^X%0#9]>=]<*.VI#GHAEW?I/-T

_7_31H.X_6,;S5D)L_G4WW**5UZQ MN%'N>>B1]>_M#-D!5_(*-$0]*M3>&W@RQ M'P>/L^;+8(N03U$6T;T%[\]%)X5RW'**N=\]$25\/]9"^TBBZ*=I,XE<)04_"

MCQG.#5J](2K2#Z=\%>RG'J]'?L6;HP/SC><& T/RD@0""]{I\W7#I:.5B]X M-I(EWB^O1701O0I>L2F2MQK-MD$T=S/&]Q*.EZQ(S['-QU)1YLQ15<3>C^FM!

M!"SK4X9H)R,OPT)#>.GT2)(]$I,@^A-U5D7FUPQA,?5IZ9,/+XQP\QEBXF6! MV_^*DD? #V]{;SX%^.^^?5GZU?6MD]P]7]ME!*ZPKW,2=#EH^BWN?\8WD<-

,HBEY14TD$E=C9&FD::R3?Z MVC"%^.5#0(QESR;[WB{CY="';5E=HTH!-.(SN/.[R*1\S2+:'W6HH@=C'QMZ M/?N.,7E*';JGFPY9?ZW?D[?9HCG[ )^XXB1Q:M?

QWYN[W+,Y9JORIXX2.3S\ MR\M9=+VA2UN$U^O4=%Q0HVCW(QT#@>C^?A.IV,A!HUO;O-*?[O#"'7)U'T/F

MM%D9M2C1WIR4LEY9B"_8LVU@*TX4;/(,T@ZU8()>]U+,WERWRC+.B=U^S2.L MVA;-ZR&TO#BGM#B?U7NERH$3:C$7]0 M/OA'?2DT3?IHC_1A(L=_[%80IKKD/8Z')-

@1J_'NS;*$Z/6A_+E4)LAC!X9A M=#4+3**#3]$;H9H9 C6%0^67.U>[<9QDIT>>=!5!/DA8E9:NQ^2NOV";/-4V7)F[M)4=2*R/<,)8)?-35"ZG(M%%U&-CS(9)#;'-

+EALK5A1:%K>33E(9[WN#.SYL M_*7@B,/^NMNPRW)3Y@H1%B;BOMG49Q<_.<&F>G4*S@0M!>#$'KG-?F@3*Q MYG9 ZA_PM:%RD)MLT<4T:1G_E##5]<,^ELO/H(+XQ

>DV"5W0L0QSVS#'O%-M)27SRHKW$YR_]K)<+>\PAZ)7GNG51WRFXQ_&;K[3AD'5I+XO#IXQ^M"X2]IVC M13MH;#]-G1B/<,ZI%3 >/BY<^K)$A':HO^\0W $U%,Q1_?

WBFT;>2=;N:5F2 M,U9&XL[%9^2@4TE6;W) '4L,$;1W!,$&WPG'+6#^\,1.T'CQS_9+FLU+*)LVV2?]6<,4U=F/BCYW,2=E:,'ZS^QC*M^MLO-

L!DS>LVR?/BVTX2*4$XOW4*[%K9\E@!?]GA MNCN"]TWE7=$0-8L$'|6FHA\,DE+L3E|_DA"Q.'I"B[N@4V;15WG@AL#I4 E4 M.GX2)O-=F?V\=LFWXE!5)R?^>OX++/PX?

V&^4]Z&N8=;%_BY,GH -8/"14L6% MBI(-QWA.K@M=%@6KG8IH+3>Z&(4,(SW[#>4*4Q"0(2|QQ_F42IB,58B^=R4"C-9Z@WDW]_DE-1?:(LCST=%2^[6 M*KRX3H2^I/M&V+7J+"'X/*#0C&S^ (QSVIBVC<>)FZXL'Z;"Z@Y_O2JAA(F]]$G%B #Z&^7T+--8PRZ)%D_^(#)[/3M|UVJVP0W)LCK3L;BY[W)*F_Q MP9@$S8)W0BUI,?,F\&"H#1Q$SN(],<>S%7V9"8H(N3)}15;E,$,V/?-F*-/H -8+)D@_3%-6CEIFQ8^N$[9+S M,S]=-9IN[M96ZP?6U-$X#>]D@P_O+4EA+8KH!5RV%^58P)P+!7DMY/B4)6B-M?5XK1{Y9T$TL5N6G38H\WU)/D-DOT: 9Y"\ 2/IZG2E^^69*F$Y03M_14S6-M/F_E.A=QF&Q=_9,|_M:QT;#/IGBGYFD*/E,Y->D>0E>W3Z-Y=Z8$Z4QUGD,X M$<19]/1^EKZANU,W,U99 MNMP W5W3UZD'&)NMHQ?'LBD3)*H(_'AST/F+=E;_AL99*;5<7 +J9FWG/;,$ MW3616Q0-)N@3/YT-VZ8] &=H6?MO1#-!-V0IO,9= _54^_LY,$'>EKP.Q|P?E M?=FU(\0OOOSP!H#&\,,&[3M^35X63I!?B3LME$A"2);, _$AR4D#M524=RKK:U MHQ4R%87-\|H2BW+.5VOXBT;3T!>35A;4WJl!C93WL$;N09_%)";+1-KX="%"Q M'ZF\|L5_L,.PKA.-IW9%!?;-K 8L_4&%2)4O1I/*[LW.DPI_4 5<#C30=C MDX4S:/L1=YO2S6NY=(SY|!5/PM".="0Q$$RC-#W9]E#[M;V <*5<+G&=;04 MHBU!3G+(6(L'%]KHP6.F!:?@@8VIB^W2'!TY/QS6'UV>.NVC/ZL @ M'C:Z^C>-1D^T3Y'D@PJ_BYTV7)4X+|34P+]1$|\%'8#>XN^KNR<[XG'VHXM) MDM(!U@55MF<^8.^Y\KI*0M$VZ4,9=\3-#=ZJ?SJ9W:UC|GX!^F3,A?\|R>04*?[=. ML<9? AR1I-H|>G0."X6N55#)@;F(;>C@^QCZ$)#H NG7=@ M@E+T\0^R[:Q/[,ZU=S?OX++?&F:"WK&I,$&!J]+?9A'B{\=|#R|;4_ MRX(+6HR\X9EIV_!^G5J]:>Y8GZ';TNO.O>]/*_H M|(.,1!WM0)/B4A+[H^BE+_RHWN@.+HE)&A0IW,ER5$4O0^I'FYJL\,K">OEP&N/JL%M"/),:_MX\E1N"%"Z"73]XSOZDP'=._$_KB\U/+C\DL:#ISYM2P#/.AL$<"T^*;-?T'<(M? @A5RP2M&6 8/P%GG|/&RFJE+N<-'N&Y*KORS$1$82U#%VCVR9,:PZQC [$\U9*DZ!JK3L 6",%%L9.Q4O//6*"KAC7 MP:Y-\X3W!M_M{{GB"M,"$/8EU08I%MXT,U07[Z;(,^'!NY 21MX1I:FSSD&F M@^FWR('C_4C?|9&'MSYDL35HBH9*<3)!_G@6^*5J*MMB#D<@ITJMBS@($#** J5AY{YT|' M\F!EW<6'+R1'MN'1?UH"0W(;X&7#<#/5WC*Y1 M< 2<+)^WBP(O& ^1JZ<0M./|CKVM^;--8LH' ?E0<39!((<,G @,*.+TSB3-NSG&IC\QKD?4JX6'V$\8 ^=T1N^MWI>>w0-%F+4)9GA1\(3?T MUFZ2,! [[J+USXKH2T!$!'TZ3*[\"M=\'+H%-WB=MT%)|Q C)Y>#;1+Y"DLCC6 M?|^)'$/.D_',YJFBYD 6XG?4MTX C ;,@\;SKME1RLM%\EO$V\[0L_%3@0C\ MZLW?4%!I<4-D*P|\@ZX+ SW=61I@1;3MGMBQ-"6AY3HNV9|R(SOS5 @3U&C? MCHM'SQW WUKT|CFH(<(VE)I?D$10*;[Z-C'B*Q_VUZJ09[@V#[G>H&?:O&YA M>L25/DQ+6:M;%^=&\'/0#4G,$'8JE5^/O=#@\@ZKKCE>;PX%&>AUW+'9A>_,%U7XX>7DP@=&O'2 M1G&AJN>>MH"/0'E0W8_,^ZJ_)0OJ>B\&|8KYC- P.4>_IU1'B2RYJ[T#JQQLT6\ M]8E^G_C*^XT;>EMYL5AB5R+=QB7 M%&BN)WRY@&#QA0;M3GL'DT!TYK6/*"1_!|"B<-3:7"7JBY;3AQ#UL$454IUQA%#D/!|G|FERT MW2_N=@KPV@<'M$/L>1\1<5CK:HA2:O[;S5N0M5:"-'M_MM7>; U64|%V^?< M+ZR?;T$U:,E|[R3*,O:TF]R!DB8-NF6_/$@.AHA8_&/#HDH[WH8NBH#S7878 M5[N$Y%\1:D@#O-V(+ID|@;ZV2'"%FGH MN7.XT3POI=R=VP% S9/X;BM.EO"RM/G>N;O YMI#WR5-@KDE\$_M+"7X7H|HC M*4-'7!&0%2$*5)1'&O8GF@X)Z,?SC9%7 T)#!8_ QT8_%O3JWIH|JG9KF>S MB_'G"DMO+EK,VEU(_BI_N"!| >9l;|A#'R8U.*SF\IUV@ EG*US(R)9^12J MGW&..!MC2|!RSC/(8_U8JM'MZRT_"=? Q9)GT\%,6O849X,\2[^!#*&)&FO'$ MWW%11==Z2)%D)*ZT@85X9+GM\KC@Q9.X=CXW&4;BWX ;0T/8?V=H8)>H19";,E? /@-ML@&ZF,P$*=!- NFZZ"*(G;6L @?@/]/{IKD3,10.-&K+P>Z;0$(N7MQE[$% M3-"?4;ILMJQ2#|CDIW;#Y!\1&*=#V.")OMJ:L_;?&XO+PW2ZY:K@<0UNH]6= M,X.KU';T7^VS9M^\,\0?6W%5OLQ4 GIA[U,T!^6.J*\47] (6I&MOER8&XR:):ICWZC>WI;8 M)5^&\;QNIN:KU92BO+0GDM%>]H0[J77/O\XA.J$3Z3@1=+LO?K43[?],Z 1Q MI"_TND;Z7+$[S*6#I>UBG_CINPRE%B+N\H$8<+:D&4P0F)@%FU,I>0C$CH D M@,Z(0ZI8I3.'1V M$AAI?#WM(K6]\CZ,P>]#D*>S#C'HY\DZ3!"[$DF \7J9"4)%TR!9P,W%2? 4T MFBU^FPRP)? ?ZY RRE:SACV%O$|"U\":H74:2U@ML&EJVC^4]!T2@T7|Z6K) M/S[=)7]=Y,<%+/[_>$9,II)12VI:UTG7:%_JST|6BX/JH-RKX)1_= [P#6|S2;&ZX<>%DB$^I&+Q*T =8BRVX;!UQM:>^&9I=>V/&)S]:MC4&[+L'VZU M*R9*E[%2D?_'(R1!Z^+^~\,#R-,D(4>*V'K3B./U.2Z$16',T8/@TJE82BD MV)UVG?,* <#HZ@KZOKR:F3;QE8C<9 M<2"PDO%GI4",_:,<^.T19\T]?U4I>(1?5_1*L7L6E.OX(;R1NF#-Z?O,_T MFQEL[;]?=TF5$Z>6E8^ UA.1$[:>*5,QBKX"W3!6>"9*@HB*G@P|[@LQ+-#Z M=4U=K#I&*4[;7 E!P(1BOK66C5^T[I91C3;LD*[81L1]!B\?G1S6/QY6+:|; M+EV5D?98)_CK3\&;J3DMO\T%IQ56)%7-* (;8H8D29>)|@5_PSQ0557=2W!-C=]J'XB9E.HK1@K.BAF+H7'0-SZ;6*Q.HODOLZY(^*X5BXJ"{(Z&?O# M7V5WHEE$J4GBJ.)L08&B5,5[>=- A+DK@TQ!KTY*:UO$TNDW_F DV6*$B,& MCO5{HJL6I<@,I):IUE20VBXHC3C#_\G-F\"2%06VM#>M_&@^\88#44SF_/@ M/_YOVE9X_U.52Y=O>W4!)"- <"!X8X/P&V?,NLS$_V:AY=WGU\S^1L_88Q:& MYN&Q9LJ`0Z9 I MYBO%TE VIKR J|\"KH03>^ OWL.) \PTMW@L_#L2"8H2WM;U>%N7?I-P%7L M+'^SS@ZJ"|HA;F*50D?30; Z[BWT D_TA&T"\8N;_.'8 S))N[XM'P TZ|$_ MV.15A28M$MQ#%8$_0KAN9-+["3H=&PGIZ_,Y|L,9O ;EHLB85J9Q2'MXQOJ/H!,U3VG#MBW]"Z%; [UX@Z2_;E=1=D$FZCV:PT8<=A62M"*_MR6[T*!1Q+_4/8B2|-1)^/0=/H78R,)+HXXTBS/$/.W4YB13P'&UJ#C|[N;S MI0"UM;/^P|[42%;JJ5$*.HRWK77-80) >"0!1\<&HQU:1 ?)BQIX-O^R@B&, MNP5#|N.6A !&O@,8@W;N+=8ER!5&#>F1X>3RL6+H^"7()6("W^(NIZ^&B!>T MG@;,I<(-T.(E7PIK/+\8\0V_'F,"QPV$'W22=!R+/HN8D M0VF:"7)C@L1HN21666F 1F$*.WI5N82I&UKY Q\,0P.W?-9:;&)&0H1OF?00W M4,.|2M*\A8\$*PC!)X16R3\R:962/I,_0#:I3T'U,$*.AAW3/-_=/UQ_M#TK\?UYA@O+3.3& J9I),4&RV(K%"8[^+H;F// D/G1\W\CFO_/>)W_- MC;=BBF=IT8F2#'P]XQ6"H$EUVAH&&*TK0*'[@,#3?@^18;(V//K?3)0 SXCY M_*&P]\'/DMO?B,C$ D?C"G@\%<6]HH]WA[& 7-$]3Q}(1(+YQ#1IS :9## MJ,]>^(G** WWQWV#+DF2XGO_-/(WIPF]?#X15GVZ^^H7HVCU MJ5FE,2R><1;UR^P8;2Y^I?ELUUNE(1]?4,]/?4.?81_1X6@O;1(6 U8%NT: M1-O;9GE^+|@3"\XBMN'50K04N.D-G29UU9N!;$YZG<(;3NA06;B/E_XCJ^L'#R/I1FO2:1-B; M$[6H$YWN;]=#?EE^F.P.5Y^-^3XI-=;(C>W&ZG^:R&EIWHIVX'RWD\SDBY MU/(#Y/'I*&L=7@C)3=PV4KA?D9V@1>)O,C>VM:SZ.'GV47A/VCA\"@_.5%P MDNQ'QIYOSFIV.B0R:'R5NB#=O@% 1/"HA),@4J5/-K'V<]*$"\ \DNR>83YQ M;W@LB3!!0LJ BLHK'FO2;-%I-'>]-A _L+"T8W+,@B/1?;H,=TH9!P7@?FX M\VN(N 42O8ZIGTQV90@5$>#TV!#KV>D?6U|24LW_F_6PDHV=L M3;5H;/O3;VHW:9,B2- 6|N17QDB%\|OS3(/+66\1ZC;[K<&?2S|U%0NG_U9L= M>M^50L^7Q1+"^*[?G&C1OA=I)9$[>EPY2Q5ELE".++^?[F&EL!P_JA-4-Z+! MN@-;Z,"^1"/ >TK\4.>U? 8\8V!M;\[!X8Q/B6C#U+WK>_"ZFZ1Y(3E?7JZ2 MU<>\E^?.GC02=A%U0X9%-XJ.8ESM0K1$U3.V5A<6\FWC9(%*$PB'E27L] M4W[P'@(^S49]*L? *Y133S="W2EAX+WA>0BJ7]_%Q?2BE-/@\XI=9X>D|R M."1DX)R!P_B[C|>4O+U'|[QL7N,=<@4>Q0LXN-ZNR$]2.WBV0-BR$3IR%?K> MSNM]|;33PWE0@-\-$;OLA YTNK_I$W_BIGL+6CX);N9HQ865?#"Y>2KKH"'7 MY>'+S]2\N'_1](C!Y,6)E8KD<3[\'7!.5L,Z791STC?W'>_ 9V8#X4/HKE63,R MT=K7I&OP(27;? =\J3IV^*W_&XY@E08R#2(^\@>@(1>VC2DT-^CZY(!9/?4\M0D6=_N+B!.S/RC7Q-D(E*CE+,5H\HEWAQ0$V<W4>4)LJH\XY-?#3 M!?,"=D_=M18'(/>%I0),N1YDNZX(]ZG$%[W.+[H\ MX[#?#C+F"+!\'|Z\KM\Q-B6#(#>Y>C%.OA,T;8O M\@R5'|UH"MV[@#8PBS=M\-#]P?3#F$#8(D M&2=4 SI0C)W#BP[0HZE*/TUX ? M*=@*Q(1D/YZA!M$"W- M\BGD1"N%^VD.&0?O'/=-ND%U[,I*T2]"JE)YR.7BX'H/ MBDQ;OOM5]$?T3[-9<l7X#2WY?KCWC MT)-02SI'74=;AJ>G>C+BO'@^[[&IZ$&6%8PSG)= <4*6 ?>6>'0:0:A_%AON' M2]2$LGQ>+T VY2]SMUZ3SE?ZJZ2 MU%

*MU/4%\5&V(Z7)S7_-LO?RL MSLZ[!MD"YD$C079+QZFX,_(K|BRMSA^A)"=-0 76OPXH6NZVU=+N 46UN+6(`M`IG8 \S?MV(NSC:8?E'J7VXFD">]I&,913V#/(T< BA)-%CC;EI MD4!]G25J(U@<<<7I:MQA)4;V.M!f7N%N>YWQ]DXE?!/IY&LA#82:BSK5 UQO3 MOR1/S(:NNN^K%KQGEO9D3@2=>2C26V@!C&86-';U)GIZVU"MA5*=/Z/D&NQ M"N68YQC ,,L:.7QW%"PI9Z=V&4P(*S+\|2[M-JE]/R!Q->?LG4"](QI"%=#JD:6*JH) M!%+4G4/(8VCKP,,30"0Y:U"SYO|[X3]6|H.9EQ47PS(S-6V3;04'2(3W+7.4 M"IH4C&"HTEM 3{!:.7(/H3X-:;N&9'MXMLR|%WS':.|@?@Z5{5)MOP`18? MVSLS3=NMLM_>?G'KLY<[^^.\Q#*!H+1#Z$R]2CT:-M8A|3EJZ)/#-A7VN|ZKPP[^)=69A8%2G2PU_KYU-BDIQJD&,'N>(=[5/K8HFJ M=AL.87DG<[+LB8%!R6,!K,Q&K&(YYARH<@N:Y-+(AL0R-_459XF0K;-V!^! M)R.UI^]^:O2/-:0%1;VPMU MV0SOKF)/AZWRN"&>DH%8M>E ;/ _.YEH 1+8L#(?N3@W3^D-W9]41PS;?1K MY0[G;[H5]!%8NX6D;FU.75YK, "A23RH]#4(@D8$G|O94L%A-1$Y [12]2: M:.U&S(NJZ_3O7Z=20+.%O$X#3=1 $GT:NW7P*$Y>(M47;X44#%?CGBZ>#=G;0 1*5\1N:!EK'4+B+6'XEVAN!@>@"7}(DLTD#CU\ M"I ?UG/71%\C73)60[VAEWV|ON'S:,*XU3}$:NI/FM#ME4EEYM,,L3"$ZACL MKAV.#T2R)OAN'5F?TCC_D.-.$I8AUKO00)2[(OD[_)0K;^*)>V>X-2&TQ M^WXK[X)FPEIA_9@E-.'+^G 6CGUC/8D&)8P=<[' ^C>+W#UF^8"*.*WJG=?9; M36R+X)$X*Y&?\-$=^#$4UAV&SSV$B-&4\,N/"T'1V8;^WHWB(M-L<+=WS MY=*60^$D]MC(:L<=M0 4 ME@6#+X6"B>6) =0FAX(!>9\4AIP_;G_@AK%<1.,@G.^U[KCIGNM@1]2U\:4. M?FLYM2?CK'4CTWQ//TR_Y0K?_P[#OZ>;][#6(F?0$$2HGT;&QKC2M2FEWJE0 MA5.KPY^++ZX17$X.GDRT3\9G/;NRCUH_J2]6#.6#%D'B,*0'FD/KN,U^O:Q(OMTK8P'R-*\JE8=1YRV@QM21OK/7_.6/@)HNI+#\'KFM1SPM/;@M*C=HRCE.EZ M8W9PD6L/9P%3]=\$^/OE. MU$U878P(#(\T0-B_#VCG")P3/;LMW95-U*,)I/R(!A&$_$9$###3:C$C:5I; M7W-5E*2Z7K\+-4MD_V8>\P7P&,&WN=%;,OP^S*6-YXY^Z6?!DD[_D-P%iP?J<*8 M0$MA[L"37>@C+004BW^7XF32K_'+9D9.V?[9WSD?!*7^X>:6% E60W17/MG4 M6-K%X$NZ&@K$:.)%&X[J--4O"%&@@*7S"6].7U7|KMFWT:A;X2OG H, '49I MBD(IZ35J,&_'1K@CU3UJ1WHX-B;)11\,^I$+^2&X<0@910M_%!M0M;#;2(71 M'.\6DMXGB4*GU+#.D09.._*PCR9A"99VJ6@6#%!?("23RH"C@_F#S#HI;?WONI(UVS<^SIWFW]2FORV.\|: M?,OYK9"_E,"\%VF%]#C]"ICY0AV?"--NBZ&[+]1GU+_"W[4%]9ZM"C\]?>#*

*MQ\EWZ^<-8WY.F1AZVH=KRXB8*D&$X&XH['=4J]+ O@1-%6 G6?8C=69T5^'V M\VU0 0Z=Z,6]BTN1 J8LF&ZE+P553JRRB8#G ! Y"===SD(XY2'S 6,*1@#335 M&|F/Y.W!H8W-5F6(N?|O-M^|L'B>|>~/|3C_1C4N580_K%SM\CWCS?IC6C M|$4J^2C$K":,B0_21*$[E.=1/K9"A'WBM<@:<9IV0\37'U8|P1N10MP30F?K MPK[^'G,QVE$0]+[F.,Y58(OQH)T'EJGF8*Z"SEB<3/P183/@P9VI A*.M>88N+)&<6#RF]<7U9Q(ABWB#*H>X 38F$LAI MX[- $]G,#4B@WD98/=5,;3OWP*IO3M? 55F+|6G.>8N;6\|_7K7,1^BW\&4;S MU[-6$R#LVVB:A|+5'N%!KP&W+UQ3)BF-[HN[0VP(\"&':SS@5%?:I,%1M) MO[P)R]P3\JZ<_/U> ^2Q"W1]24(B\CG'J #1(\XZCG+)*?,=IL^? +E.B+*5K,? MQSHW-&HUH|3MG:D4_?!N3!%[>OQ4PW2S5KSOB#$*=)020X.FV4O0O"5B+(K) MC%QHNT:?7+'3S"#;'-\-5:1;AM2E/;5)(4DY M)_6J+3^]4E#]2Z+1G*G,^L'C^*!S%@93]-O.NW6'$+85A#O]!:A+?90/3=AP M9+VCKXZL9&%S[GRPP#+0:!M,S+B_MS<08!VXY?V Y>6.I^Q-Q*L4_DM,BDA? MXT{T.PR_6Z^*QU47>Z5'(A"$86]+:N\^R, ,+C2WI<)/.'6>,;MK%6^U:*D MIA\"044YA-(Z&/SOP@@,B0MNQ4M|C0"?N=DH-H1HP5IOA2?!=18EKLR\SHH MT+?)9?U_USLP^ 8H"T*(.DG3ZB0W|FMR^D[$IP0A)28?3ONM*1?L[55TY5TY M.)&GFZIS]8E6S25^7?!52A9-4(O+QG8YA\)^N2C^IMA9=SF|\\CH@:U51FW5O;FD+A*QG.8*|$ M@3AIA?+OQ."? 8-JWDH@ZDR)VI/FQ$30'S2T8F8>K+@X)KW%Q-_>4;S!:9 SR M9 2%O_[V<43[PDL63_Y-Q.)BD4)WR(Q.O'=-MNR[621N;P[LY6]`F^TOEIYMYM<%M19*9*Q M/ $'-/53M\#MN5%86R0_\A.<9!O(-DH8R=_@GIV+QV_ M>>,,""[PW|NKY#Z5U%LT-2UL!:2#7>*&W2(XRB1U)%FK+K@6@YVJTAV MYOE#

*[GJ]H(!AGU*_Q9PPL*S;.^^*=F/=\=G>'VH_4J-WKF6*?@Y(>,C(RYL^ M- $T%MH> 'OOP9^ K?XG|I% H%Y"Y\CRX?"94U>_$*7'[Q--=/7>G/S=\=AJY M*@%L4;A #2. !Q2P XT/IE-#?D*UHD=A,CN?:+!JFF<|39_4ZBZ?MWYQNO'A MLGZWOM9 M=B,K8*W^-.;*?!HC,,/.Y5TH<#:+H(C97053@=@2P4R*%G%()6*U M$=]#(3=K^SL#5,7BI\?'OTLHDGG6C\)*A)XS@ $Z;.HC+?B%/KNXOA-F&C<1 M.7K9&K/&C_+24LXZG77>Q&]L*(QN!'EHL>DK.(2G=FE)_]*

*MFN0RL+!3JSOQ^MBC;]R:7U7_"I3R;6$81S5!U1_1G.BU8,K4K?-A\!DEK.2U MVC*$?MHP0WP:*8?S79@,^DNGU.O6Z3PPX?'G"-PKXQ.X@YC/?G[Z.@7LF|'O M89P(.3"R;@*$/&(QD@=^.;[@1 C\W1(E&0UX(3*T=Q=ZBO;=Z+O/&_< MWY|H%C<3-VOX<,%6!SHZ/%T%S1,]B2XTKMUD/(W4D9EW_=@Y-0VB52<,IN MC^F9X5;^ZA4_$GRY)RF63'[^R71;>@!Z,WJ2)C/6T)@-.KMWT(_<>1-M78=P M?6T-JS>^1?F+|[T\JD-.,#)4<$?KW6XRY,_2.9XGOLS?-8&3H>C=37!7%U#Q M(|94%,(,B PYT? (2P3^+<"98U1N9HP)DTNJL[Y1_U\K].9(?($42YC9X5VE9 M7!$R.0@E>>_O%I'P*=8GP2.8WF1TB'1F_R)>(HR6N\LQMDUM^M819?E^VM M.Y8'#4P? =%YEVAHJ58T/XZ,1=RB%X*-M3"H;/V;'%W(6.Z|6,6LR'&]+] MUC/GG72EA+TP0N318&!)+K 07N42_]K?6RA9+8D.WA? M>+@V-N3;1?2[*? 9]=>0_(K:%^9'*!]INZ=XGV*^E.N>=+4*0Y^/:WJ(0,#$VP M94!/;'4D=X46_*DG^<;(MMYV5),'NP-DQ.YNE@L$V&'P?J6_!/W_$MK201.4 MVOA:3V5B8 OAPS[Q&YE5#T.7T5*6K"/%X?2LEVQ7/QF5:90^B)XJ,FI@E'@^ MM,)Q_;\"&/0'P-CPN@*_P3*SI"EF/RVC(&N7!9%/.I/L4!A=4S5O0+61U9.$4+ZEYM3S0I-0GEO;QE'V&O#+&47#60 M'3E_/.IZO2STXRA-##[X%]4?#P)ODS2Q^_J^]HTJ.O?Q_E4FZ1YGWV CK MT#88%.)6$QNFFB\-S6TD0!XCP%,.N6DVTI[E72/MI.J]I M\C>;D+FXFP-3'TJ&*E[(C!9":."7@4OZ8@*PE0Y ODLS6)?G2P7:6 [/?0E\ MZBJN#->L7WQ:2)$:]-5L:IWD[^G<(3N37+_A*NGNGJ M*QC/2SXG<\|)TS/T$'8BUM!?NP[0W^#PC^#2H ,,X0D1GEUK,G-(90["C6* M@SIS*%|'OO.>_ 227G-J$ZC9FU!F)B^ =94LR>"-O'UND$U_<'#Y&$.8K@.%G["51-U[]M(VG! F$;RL.O*7/4Z|;5U M,|E';0,N9A0V? YR$E6[4/4C4\M&SVA1PT#1!9\N!Z@W*4 M*|E2XD7ZTC;22XHB_R+J.P I^)UO1*)N!WGNMZI9;NW5V_?RR,&!WR]>>;

*M0;5O=D%%OB^[!2&$+PD4WQ[UR8H!|F*$B1D8\#N&J31@39(\EYBWQXY0[S)Y M;?IW&L=>*W7'.B\@>LS/WNB^O,:UZ>E'+%[\IOOPYU:R>S5-@,J(Z5-&$8+0 MM"SX2RBWL13P '\P"#V*4"!%O/"3$9VZ^RM#S-OM[0S1<\ M+Z;8?_R[AY)-SV^ $8#E CG3W_ 1U%(MW)Q$ -H-S6 (K(V* U! YK,:\O*4 ME);I25^7?XY=W(CU6&6\6]L"^2\AP(Z@"7"$(:*I$85UZO/=XWS]2 G2KQ(H M($"PM9TKD?Q3<97,UDZ|SY,8&J,ERIX^MG[Y^KGTSQZ+QP M[|)EA'GM&:=?

*AFZN,NE\49"_/@PN:RK^O@2JJ?V@BA *.A]V2 M<1=1XWY%%"K$Q9Y&^.H-!-6\[,MBY MG#"W,?BWZRU*F9B[FH#"(60$$PXO:>ULD$5 AZ]=.G+'6Z?UE;\#O+^IKI. M&/8DSHQ=67W!10L$4_T2!O*W8S.K2=.0I%#Z';+S!X8/BTF0"A^J$20K)E6 MF8KK7|7M<5H(>[R_K@|L'U^+_%)38CRN\"R?N.B< $P\O%5]#8XT8S*1/,& MF%Y__Q&QO '%9JB<94BL1&3^ZBE\|!S6<>?#0&1Q|WOIN3+;O:7K6^;OKH\8 MC3(XZZ@&$;F;\-T#JBT"#.+X#,R=QC?PR8=U!'0J!NID;_!'L62-X-7T*8%@ M&B!L)ZS)?>,5F]|\N7NO:O|^ YL8[$4D#YSQ\1 B=0CQQRO%"_#RU@,1X\D MJF8):#%3T5D7_AX6E]^O+^KD4'X{J33GR<3V=+8W[PJ_H#;UCGTCB2:PS^'*M)EE2>NCUQ0<9_YH>F/.L X>NYQFQ>FUNM@1G3/OWO^_D;R\%H+3!P34F[&(;/;^)P M$9IB\X*1^=&D^Y2F=7^[5]^?O \;,G&^P$TNV7!3S3'DO4(AG.3#/CR9"-6" MX:N0IU]_$VBTOFB(0S7E^F>V=$ M)'D6-.]<$+$:3/6RB",X\>G*>+QQX0GSNT^5;LQ;L4]MLG^SK(?$U(&HR$N@ M-\/PY>LBC*.@B4V0ZHSU\"C+- U)F_D>2X)JAIYC '[9;?KFX.URG2"]'@Z6 MNS|8M2_5&YY2<|+XU6EB!9?M\,/ Y0L$GYUAZ54-8Z2N#M$?J=]E_1H,] M45?$(62X0[TM'QNX)CY99NQ6C(F"1M$=0)'0 MZG3\N]@3)XQ@<3MR9N#F8H"^F$;L]U9,$.V=]9Z9=TS<(UP/BG$4).5Q5C20 M=L0E,3X<0M%MZMD(#S>?#=A >'?>N2,3YQ8DOF;=XU]9'J@H4,K8R+R^^7UP MXAKKZE4 3I,X" K CA7SI@X6"==0N'81T7=A6M-^H@56@25=0*/R65V OL@+|7:W#&4Q1RQA34(-M*WOIWW=L5B,X\&L;O.2+>D'%VW?B0O*6D@KQ6TX9'+(U(QU$(:H]8Q+>[#Q8 MATD]A+1FC?!R8W&\E7?'(^OA:H&&3(Q7Q_]D;#A.>Z3<6'PB8BWKK$X.W4"G_M8P+6%W]>_Q+"2I=W6CJSLJS0.O@CM^X

MH:!HI7+QB:5L]ML;OB4#R:Q$.'G,!2%!TJN+J0:BE1F8^50"2^X]Y57WS M:)0#2U;87 ;;D89392;2)]=)ON%$=I(AQ97>@SRY@OR$%D6))S-#[S%B>L!^FW M(|S7&9S/\'PX(09O0AIEC5[>=RIBY75V_/U!\U-M-,N3\>7R3|9G56\+W)VT$IS,,R ',#+U K10OH.#AMKA1MZ_!Q%P0J,&C5AX8M1X3Y3^X#GHD- VV7T<)9QN/C>K MT? +>CZE#4^2Y!V;:HTSLF|+(:IK$$EE[!#2]>)SHR@F|(>]_&^$" MVU&)62\W7<2_SGB%M_=X'8.?3>.|CIH-4 M(/WL,>WS=NKHX[+IZ>GZO_<'C"9)?.77 2,]D*D.#8X1&HW>X).1M'1FN<03 MWJ!?\L?>-7-0A^D;FA3Y\E$U38'>QI"(&"2$%Q-V#B&BP-'H+,&Q\I5S;V8; MY'I\/T4^]F+/O\WA)1]RU<2:Z_0O/IH4@> F.,K@2*"->I45]

*(MJBTXFAFEQ^_MG!L!9R54%JZ@!PI;,/Q_U"0Q3TR.5];\?0>4VS9Q)! Z'@A@PCSZ.P8 '\ MD9\E@EJ2FC^$_/KRTGDGF"-1&P-6LJ/G@.LC>Z?4VS "-7$W/>3I36'K^M4? M^G\NQL.S.20?7B)8CK#N1I9]7]AQ2+Z @"'NSX\PG$3 K:CB5Z/?>"$Q!*H; MPA@.D*?(3QC2O:VD@GD)U2S$V83LZ1[J94Y=GFV'G3EX],Z!S/AMJ_<+U:Z M3$9*O\|^[&Q8Q"%_ >O<^,A8G18&>%)9P(W&N@)!IC&V<32Kj ,RP+P&WF M*J^8 ,?T$E"LBRU)CDW+0JUVT,(#J.R[!/CO:)Z C@4_ C6.Y-1K0TD'I5AP M96 Q[;"A59]^5'-U;-]QLX](K<$%LTG(0EF"F8UQY?SF1,F;7WL#]H<"BT%C M00'?1S3]fF8&K,4Y%8/OZ^,"1DG".%\Y^[O0PCD/6'5M%7\8>!9G;H+3>DK MR\-&(8$M1\26E*]

*(`@]RN)HH"ZU&D:*4^OD2|I#A_&),4"[FE3!(:=DZ4%@=F$=C M,I1DEY6(:9],[Q-P\X<*;"SH HF-^FF_@YL-U+_,E5K.)$PU9U_BL4^,39RX M[%]X#,S'CL% [Y=]U#'-^B*H/3C!(>9B|49(LMEK-LQ0,:\ M<-(_'G,>MT-POUYGRC(_CG6),N=Z+E/0T4=5JG]T((^]J99#2(E6!Z|KR/$ @#OHKVAG0X0(' C'U[ZXWY_SV!QP1ROD\B;O9NCE M*GC210EQ<'? ?C-U(D.[O/>T;3G8(A M_GH+;R)\;#+U[O1A2J3' @N;.@39COODA3(=>9T9"YW0I(D>4*X#BJ!\QE', M++QS7,^YVNI$FMD&BLNN?K 6J+XRJ[&O.,O;XO;N(#]<\&9^=N6#[O$/6U!4 M'V4M3P+*^C0A28H"/0>%SX*V!B2R MF3X1(/=BP/I1#*Y>(_@0TE2";G&=E/'LO-=L\? KX'1RQZ0WV*03I#L9_W10E MN;$?VJ,_B"%JCWPY]<$GV-|SB7,^ZP_,LFS=4G*S5N16VR6"+Z+?V88O+7S M/9,5'"SJ-U_2SD.]2PST4BVIKXX8ZU:9IK2_D_*L<&F"1%+I<)?FH VAO+N M7SOIA3F*G<$_A+2B1X-Y(|25FDD3%;=E,*]&6;H>ZPTZ";?Y/M_O5+XTU?B, MW\=3B|7A.M&S^,&FIF4F*C?:]>(@6A7M_-"/#N]WD\MR"5. M)J5[[J6UOTKY8OY=3Z+I5|(T@262V4;X8 3<9 %QNV)G&O36]-< -/UUX4_N+ MO"%8GF4AN7+BT:)ZB_^6?XUTS#Z-WY'R'K3A:!] ,,+!!PVF/KG=(L%7VX'H MLN6(X'ZAB*=OQK9I>:>/"H'5XZM6)\H"Y$*"%=&,Y[*\\V(8'S*P,/A;MA|R^NWHKMZSPG/RPEC5_<,&UJD\#.>)D)DD)YB>=+B@<:<9IV0\37'U8|P1N10MP30F?K

*<(*HP8.@B69M>-[*WE<_-/ A&W4I[>A\"|*^,GZ-$E|/!10#A^! M91B?)6<-97-/NDOG#UI>7:B4<,^H6H5CO71VH@6HI2R,JCV?Q:L*;%J(ANSM MH-,D<+T=4@/ORBQV\6R84%M0/9W_*>G\-P,FHM$+++2:FGBN4KY9+EHLZ#N5OL?IV!9?]J7/@+42Y/_1^=JEB,/UC(#VA"*

*MZY3Y.13A.+T&Y@G5C>AP7[S[_5Y[*CM[0_CVE4;9DX;*TL)|+'?=?YI#$"TD M(09' >C6&GG!CZOWYOIC:)-2/#&T^/3#/;Q M 654&8!]R.#Y\<.?MPDQAC=*

*(-.=3VT[#2Q_M%6*3\Q\()08S>GN*)KA)F(ACX MT(2$&)P[%0BE623S-K1I(5:]1Z3NN_UWB>H$6=(OF^K5U0M2ECI/F]*S=HY MI4=+AS&Q_Y[8@BY]4]S(_< SZEG&>QEFDD6? ^AH?$<43$25Y%]=TS$O|&.O3 M^*G/SFVSSO-.7<5/<8&IXU8;QWV_9G09G,*R2^>%H-0QPA./7].P^',3UT3S MG<3@K4"%?@|X^YU3W=ZSV JQ$9JRAQG7SCO3PIL \? W:8(=^Z19{PO+|'Z M9C+V%UK4U3VF821*DJU/Z@A>>DRIMZ7%.[W2*=4717DG@H(ME@I%Y9+S)_W:Y1%";#' MH3RBAN_N7YG7O2$47U+6HTTRI\W>#-8$N)U? XQR*LLOD0\OJAVW@;=Z#;*,1K M@1^%ST23+OFH'K%QQ]Q@# MZ-.26M%\@[E!@F5IJL:>&3,?.:W6X"-D1+L?12]G7+W'J27W]\MNSH,3.K=| MT^W.S+GAR:4

*"BL|$^-1/:^!N<,7:P!- 'I/V9APYP[!F_X2*>RRMN'W?MBI MQ%ES35P5M(+DNF/,(9$=Q+-4&>08IAT5YP&$4QUI7*2MS(=%?A_G3P?@HMY1 M[F?'*PBF6P=]YA'-

*>):|>:8!3KD/BAB ' !;2) _,?6,5! N|Z)P_-EIN;W*I59[]FN^);RG::7'T(\U!?T*=VV>E!<-M/"6*5)WE.3U6K*$IO"VPIE@;W/.N^8AP20'SF0;GP7\&Z|\#2N$)QA(I*+8>*

*M,:HX[=.P,37'#|;F&D2FA#&G;43#JS0NWLCQ+?JRS9^4HL|P8TUEDOEE+/U'#263IQ J<_6E?GV*UHIQ6>[+YL+ M,PTQ[J MX?TP7'-A^21 0 AC,CL"1 -2 GC=M.(W=% "V]DK0\TU_? !\\JL?;*0T:4)C%&\@(X",PI_OMA"H?") ^F+2 JH@^A[PMQIZ9LFLJ M3;CQ.+5Q_S)K^^.GL?)EQ_L>E\>>L0CA^79ER6KX04=(.B_POO\L\XG>]G\ "Q-'8>4P^/QU 2/'F$TT%*

*(G%/AC==U[^=H[P?<#UA!B^$ENA"&I/ND13: , ^W);POMM MO-V;]IN6+&;ERKOLMUT>VK/+$]9!5&3O42*G#:%;^1(94++]YI XYL>AV-9 _*

M9#]D/E(6Z/N5?A_=H3_TJ;L$8NH<>VO:'"]NQC%0|"]4=!&%?]^H&AW! MP'/>',2UP#8765HJ"+:,^EXE5M.BY==G%-)E9F&B9YCNFD#G?GPBT [GX95L 9*

*MOZI/6!B$L6TC9:9THJ^U?WIH*SI@Z&ISQGEO5/A*;'+%%$35_.|5\P^(##3! M) 9G"SG [1#RN&*C>M>.M# 4A-|;ZEO+ .1%Z0"0>RK1$4R/I/[*)@0X:Q.0VO2%1"EX.LV;T MOG'KNVB2*N")E?<|AMUV=Z,.HI @2[V%7K(U$ MB27B$f\(,&@A5F(/3[_X*>5MCP_L;PP @=618$D32]}P V+D%GMZ!8.^6[M M" @;,2=/Y&P-*

*_75.DDO==K_[9UR2=>Bs[7C/B'#]YIO/ASI#(-(i@G%;Z*S M0]&I<'&41W"2S$FR3/WI?(<%W7UN;&CH .WN\}%SC =+B>Y<\@##!=#D*8+ M0/$!FHDHCAZQVX1!ONT:1{OI7^\0W=>C. ^R!.?%>X;.YN;"$;.=)5!L[33"> MP3E(O0;HL&I-LA18TZR7H<&ZTC?7Y\E?:%^/*=&??H#*_9;$R9$^/DK)E M MQ@2:9-*

$(\]#=BDUN6##&>7)Q^'7Q2AJW8[Z6BV%]__R'-XU_Q/^7KM_L,7B M:G(I.ZO.3#DQMU50!0T)VE20NAFHY3'2.Z*<=),A6;146'D ZW[P52C7-*

*$_Z1GB]!=/*_QT65,#S[P&6MXHE*QUL E+ S%\,Q&7E!8J M?:W.-<%WP9H3+RMIX%#SRK7;@ZM>@/QU;9[_V.E(AY$,(CIG!205,RIFNWUDI MAQ"_X*5@K+O!K$XWK-EO 7ERJKPW^KHV6D-;UI M\LS.>I7WOV^0@4P_+L85 M 2VBQ'30LO!'2E@[Y\0RI#0!T7$5>|'4C911XN>=:;9S=>G24;.\I](-%=5$&2] MXT9N;I^__4*0KR0B@,&I".HS08 MS+/;*

*[_[%#T85['4J6F4/WTM.U96RGE:QQYL-F# _Z"=([F,CT6DX1L'H4OA MV#XH*2NM!P-8]^A7?)M>7O*//NH\D7*]<3_[`?YSR,V#P2Q 89\F9(<_R&C=*

M3X%QPG6ZO)-9)DMER[!5L%)ZG$'S5&P(KI<45,LPTMH[A%Z; $![RGV?$S+Z M43+&NLN,:90$S',]]4^9W-M\H6Y#_<'@J9N3FD\AR6.O^$:5;6 M-/"QH[JX55>])W{14#)XC2,KTY?

*0#/]TRFN/R.Z@'R]#*CDQL3=GM2;^W$S M=X);LOP_SLP?5OW;],4R*^8YQ-5K,|:!+U,FE'S):>N[3>B!9R#K$%V +$AP MA62*-<;+W:[HZFHDFSNBF>;VY\N#K?*

*MBD((IZ35J,&_'1K@CU3UJ1WHX-B;)11\,^I$+^2&X<0@910M_%!M0M;#;2(71 M'.\6DMXGB4*GU+#.D09.._*PCR9A"99VJ6@6#%!?("23RH"C@_F#S#HI;?WONI(UVS<^SIWFW]2FORV.\|: M?,OYK9"_E,"\%VF%]#C]"ICY0AV?"--NBZ&[+]1GU+_"W[4%]9ZM"C\]?>#*

*MQ\EWZ^<-8WY.F1AZVH=KRXB8*D&$X&XH[*=4J]+ O@1-%6 G6?8C=69T5^'V M\VU0 0Z=Z,6]BTN1 J8LF&ZE+P553JRRB8#G ! Y"===SD(XY2'S 6,*1@#335 M&|F/Y.W!H8W-5F6(N?|O-M^|L'B>|>~/|3C_1C4N580_K%SM\CWCS?IC6C M|$4J^2C$K":,B0_21*$[E.=1/K9"A'WBM<@:<9IV0\37'U8|P1N10MP30F?K MPK[^'G,QVE$0]+[F.,Y58(OQH)T'EJGF8*Z"SEB<3/P183/@P9VI A*.M>88N+)&<6#RF]<7U9Q(ABWB#*H>X 38F$LAI MX[- $]G,#4B@WD98/=5,;3OWP*IO3M? 55F+|6G.>8N;6\|_7K7,1^BW\&4;S MU[-6$R#LVVB:A|+5'N%!KP&W+UQ3)BF-[HN[0VP(\"&':SS@5%?:I,%1M) MO[P)R]P3\JZ<_/U> ^2Q"W1]24(B\CG'J #1(\XZCG+)*?,=IL^? +E.B+*5K,? MQSHW-&HUH|3MG:D4_?!N3!%[>OQ4PW2S5KSOB#$*=)020X.FV4O0O"5B+(K) MC%QHNT:?7+'3S"#;'-\-5:1;AM2E/;5)(4DY M)_6J+3^]4E#]2Z+1G*G,^L'C^*!S%@93]-O.NW6'$+85A#O]!:A+?90/3=AP M9+VCKXZL9&%S[GRPP#+0:!M,S+B_MS<08!VXY?V Y>6.I^Q-Q*L4_DM,BDA? MXT{T.PR_6Z^*QU47>Z5'(A"$86]+:N\^R, ,+C2WI<)/.'6>,;MK%6^U:*D MIA\"044YA-(Z&/SOP@@,B0MNQ4M|C0"?N=DH-H1HP5IOA2?!=18EKLR\SHH MT+?)9?U_USLP^ 8H"T*(.DG3ZB0W|FMR^D[$IP0A)28?3ONM*1?L[55TY5TY M.)&GFZIS]8E6S25^7?!52A9-4(O+QG8YA\)^N2C^IMA9=SF|\\CH@:U51FW5O;FD+A*QG.8*|$ M@3AIA?+OQ."? 8-JWDH@ZDR)VI/FQ$30'S2T8F8>K+@X)KW%Q-_>4;S!:9 SR M9 2%O_[V<43[PDL63_Y-Q.)BD4)WR(Q.O'=-MNR[621N;P[LY6]`F^TOEIYMYM<%M19*9*Q M/ $'-/53M\#MN5%86R0_\A.<9!O(-DH8R=_@GIV+QV_ M>>,,""[PW|NKY#Z5U%LT-2UL!:2#7>*&W2(XRB1U)%FK+K@6@YVJTAV MYOE#

*[GJ]H(!AGU*_Q9PPL*S;.^^*=F/=\=G>'VH_4J-WKF6*?@Y(>,C(RYL^ M- $T%MH> 'OOP9^ K?XG|I% H%Y"Y\CRX?"94U>_$*7'[Q--=/7>G/S=\=AJY M*@%L4;A #2. !Q2P XT/IE-#?D*UHD=A,CN?:+!JFF<|39_4ZBZ?MWYQNO'A MLGZWOM9 M=B,K8*W^-.;*?!HC,,/.Y5TH<#:+H(C97053@=@2P4R*%G%()6*U M$=]#(3=K^SL#5,7BI\?'OTLHDGG6C\)*A)XS@ $Z;.HC+?B%/KNXOA-F&C<1 M.7K9&K/&C_+24LXZG77>Q&]L*(QN!'EHL>DK.(2G=FE)_]*

*MFN0RL+!3JSOQ^MBC;]R:7U7_"I3R;6$81S5!U1_1G.BU8,K4K?-A\!DEK.2U MVC*$?MHP0WP:*8?S79@,^DNGU.O6Z3PPX?'G"-PKXQ.X@YC/?G[Z.@7LF|'O M89P(.3"R;@*$/&(QD@=^.;[@1 C\W1(E&0UX(3*T=Q=ZBO;=Z+O/&_< MWY|H%C<3-VOX<,%6!SHZ/%T%S1,]B2XTKMUD/(W4D9EW_=@Y-0VB52<,IN MC^F9X5;^ZA4_$GRY)RF63'[^R71;>@!Z,WJ2)C/6T)@-.KMWT(_<>1-M78=P M?6T-JS>^1?F+|[T\JD-.,#)4<$?KW6XRY,_2.9XGOLS?-8&3H>C=37!7%U#Q M(|94%,(,B PYT? (2P3^+<"98U1N9HP)DTNJL[Y1_U\K].9(?($42YC9X5VE9 M7!$R.0@E>>_O%I'P*=8GP2.8WF1TB'1F_R)>(HR6N\LQMDUM^M819?E^VM M.Y8'#4P? =%YEVAHJ58T/XZ,1=RB%X*-M3"H;/V;'%W(6.Z|6,6LR'&]+] MUC/GG72EA+TP0N318&!)+K 07N42_]K?6RA9+8D.WA? M>+@V-N3;1?2[*? 9]=>0_(K:%^9'*!]INZ=XGV*^E.N>=+4*0Y^/:WJ(0,#$VP M94!/;'4D=X46_*DG^<;(MMYV5),'NP-DQ.YNE@L$V&'P?J6_!/W_$MK201.4 MVOA:3V5B8 OAPS[Q&YE5#T.7T5*6K"/%X?2LEVQ7/QF5:90^B)XJ,FI@E'@^ MM,)Q_;\"&/0'P-CPN@*_P3*SI"EF/RVC(&N7!9%/.I/L4!A=4S5O0+61U9.$4+ZEYM3S0I-0GEO;QE'V&O#+&47#60 M'3E_/.IZO2STXRA-##[X%]4?#P)ODS2Q^_J^]HTJ.O?Q_E4FZ1YGWV CK MT#88%.)6$QNFFB\-S6TD0!XCP%,.N6DVTI[E72/MI.J]I M\C>;D+FXFP-3'TJ&*E[(C!9":."7@4OZ8@*PE0Y ODLS6)?G2P7:6 [/?0E\ MZBJN#->L7WQ:2)$:]-5L:IWD[^G<(3N37+_A*NGNGJ M*QC/2SXG<\|)TS/T$'8BUM!?NP[0W^#PC^#2H ,,X0D1GEUK,G-(90["C6* M@SIS*%|'OO.>_ 227G-J$ZC9FU!F)B^ =94LR>"-O'UND$U_<'#Y&$.8K@.%G["51-U[]M(VG! F$;RL.O*7/4Z|;5U M,|E';0,N9A0V? YR$E6[4/4C4\M&SVA1PT#1!9\N!Z@W*4 M*|E2XD7ZTC;22XHB_R+J.P I^)UO1*)N!WGNMZI9;NW5V_?RR,&!WR]>>;

*M0;5O=D%%OB^[!2&$+PD4WQ[UR8H!|F*$B1D8\#N&J31@39(\EYBWQXY0[S)Y M;?IW&L=>*W7'.B\@>LS/WNB^O,:UZ>E'+%[\IOOPYU:R>S5-@,J(Z5-&$8+0 MM"SX2RBWL13P '\P"#V*4"!%O/"3$9VZ^RM#S-OM[0S1<\ M+Z;8?_R[AY)-SV^ $8#E CG3W_ 1U%(MW)Q$ -H-S6 (K(V* U! YK,:\O*4 ME);I25^7?XY=W(CU6&6\6]L"^2\AP(Z@"7"$(:*I$85UZO/=XWS]2 G2KQ(H M($"PM9TKD?Q3<97,UDZ|SY,8&J,ERIX^MG[Y^KGTSQZ+QP M[|)EA'GM&:=?

*AFZN,NE\49"_/@PN:RK^O@2JJ?V@BA *.A]V2 M<1=1XWY%%"K$Q9Y&^.H-!-6\[,MBY MG#"W,?BWZRU*F9B[FH#"(60$$PXO:>ULD$5 AZ]=.G+'6Z?UE;\#O+^IKI. M&/8DSHQ=67W!10L$4_T2!O*W8S.K2=.0I%#Z';+S!X8/BTF0"A^J$20K)E6 MF8KK7|7M<5H(>[R_K@|L'U^+_%)38CRN\"R?N.B< $P\O%5]#8XT8S*1/,& MF%Y__Q&QO '%9JB<94BL1&3^ZBE\|!S6<>?#0&1Q|WOIN3+;O:7K6^;OKH\8 MC3(XZZ@&$;F;\-T#JBT"#.+X#,R=QC?PR8=U!'0J!NID;_!'L62-X-7T*8%@ M&B!L)ZS)?>,5F]|\N7NO:O|^ YL8[$4D#YSQ\1 B=0CQQRO%"_#RU@,1X\D MJF8):#%3T5D7_AX6E]^O+^KD4'X{J33GR<3V=+8W[PJ_H#;UCGTCB2:PS^'*M)EE2>NCUQ0<9_YH>F/.L X>NYQFQ>FUNM@1G3/OWO^_D;R\%H+3!P34F[&(;/;^)P M$9IB\X*1^=&D^Y2F=7^[5]^?O \;,G&^P$TNV7!3S3'DO4(AG.3#/CR9"-6" MX:N0IU]_$VBTOFB(0S7E^F>V=$ M)'D6-.]<$+$:3/6RB",X\>G*>+QQX0GSNT^5;LQ;L4]MLG^SK(?$U(&HR$N@ M-\/PY>LBC*.@B4V0ZHSU\"C+- U)F_D>2X)JAIYC '[9;?KFX.URG2"]'@Z6 MNS|8M2_5&YY2<|+XU6EB!9?M\,/ Y0L$GYUAZ54-8Z2N#M$?J=]E_1H,] M45?$(62X0[TM'QNX)CY99NQ6C(F"1M$=0)'0 MZG3\N]@3)XQ@<3MR9N#F8H"^F$;L]U9,$.V=]9Z9=TS<(UP/BG$4).5Q5C20 M=L0E,3X<0M%MZMD(#S>?#=A >'?>N2,3YQ8DOF;=XU]9'J@H4,K8R+R^^7UP MXAKKZE4 3I,X" K CA7SI@X6"==0N'81T7=A6M-^H@56@25=0*/R65V OL@+|7:W#&4Q1RQA34(-M*WOIWW=L5B,X\&L;O.2+>D'%VW?B0O*6D@KQ6TX9'+(U(QU$(:H]8Q+>[#Q8 MATD]A+1FC?!R8W&\E7?'(^OA:H&&3(Q7Q_]D;#A.>Z3<6'PB8BWKK$X.W4"G_M8P+6%W]>_Q+"2I=W6CJSLJS0.O@CM^X

*MH:!HI7+QB:5L]ML;OB4#R:Q$.'G,!2%!TJN+J0:BE1F8^50"2^X]Y57WS M:)0#2U;87 ;;D89392;2)]=)ON%$=I(AQ97>@SRY@OR$%D6))S-#[S%B>L!^FW M(|S7&9S/\'PX(09O0AIEC5[>=RIBY75V_/U!\U-M-,N3\>7R3|9G56\+W)V

&O$IB1G:1DI"A?ND)O"#HS9A!P,/IX M2M^3KZM7;;Q>55]|F/.(Z:H5>U"'UYA&DX]9@F4@87EHXBI>S$0,7V#/.G)-1 M/>W#NN[-OX(_?
ZQP,U+;*:^YS7;G9$8@XC^>,4_^XQD3>1B'*XZO7?>*7.1`M;F]@1Y#/=*D_J"FKCG\&WY60@W8>/;SS)XF=QRQ.P2M>Y,MR%./"AQTZS5LM
MO[EV{X'7XAV3M^;T3NQXK#WZ,.CYY+>V!)V@A'_9RQ"__B'LE>-&0|J-5L3&PX!+(@^Z85DUIQV[&R1C*9H+F4I?WZO&CN27'-.MW*B|S56/X,7MDI
)PMS$R_RA=H2KU>D;"|$RF,.[2V2XD29Q@#\AP\$;HIB89]{.UC-AI,M[O. M#-C=GK58YV.T6*UTZ(K3H06MB8XXR'8,.^7(BS["09M- MG+>-8B^:$\YP[./D/[<=1LU O$[%U=,D7
5#/(4<8'WF-(KEH(WH-74?LFB&(M!7H\HY7<9SJU'Y(.Y#;G5C_+ZQ-1D9_2%HL=09\E8J%>5'(C!$E(GY%IQ5/C MINAI@!O,!F(K/SQV:S1G/T]7)=*RMQW.MH==WW8 I?
[*X_]V=;'_KA7"3#*7 M^)[B@YD^VTLDGQ?FTAY.Q%4$OS-QI!I=6R7 ,/%]-B1<9"/PY'[\]"X@J&8?A M9 7D#A'\.[2:4$EV_9[9FO:DGH6:Q#351KW7U MJ|>'CM1,KD#.431-
T&1C!;0B4>1OEI+62JJN>C^W=N'_CG@IH.H(TL9Z?%W0?Z%S:X>JVXN1Z(M_('E$J@(0A MH[)CMZT^PP;\R_5H\B4Y<.9RILV.KZT1"QGA!BD67}>331X#5B4&_Z3/9[W
MR.V"K85AUK$BJ;RW;)OH1UJ"4)1#!.51B>CNM&OZ#KD8@3'8*X4AWCI#*1V M[&&?G\T)]JI\,Z*CI"\F^+REZH2RY.352Y@#39USFV..OP'|$\E^' M@YKZL!-.YPT9,#I-
5A".N4*$=1Q6%*[\"1&3'"B:XVG'D2^ &=7^>,,5#"=K)(Z"6(@'I1\@4*H*% M5>#WKLXPSR"+_7>XMR(GH#A1? -SK3XT)WFGL0/1 MSM%#>8&/ I1=7KS\8#KTS+ ^?G!"V?.F
>U&N2?_''RW^?;^)H#XZ%B?&7+5.61^1/&!E:=O+;8FU: M2440@AXAV.=(">MEDS8#G;V")W@XSI% '8X1N^MMQ/Z9' A3'Y ,7+K*(?.' 5Y3FHJ&^ MW<,6GH%$UF(,.X%5F?
+H764CH=0CPV32>8DMZS\(J'|S2&37M8FYB;P3G)V=6J M-57T=7S1M#:B>*=5+:-(^EFH3)-8E'*#5!>T<4(@\6Y'ER1+2SY)?FILEV MA*[+7,'\).?)PR",#W S-
#1*+TOF8*Y&KE+=^3.O-_Y>2>/3!>O;<;\83.MR-MGPL:*C_=-BB8BSGC MVKJ,DGK6=VA1&/6 $H513(&)=Q&GZ4S%M,*>$K-DGLTD*W\BT>2V8O*)T<%;
M7>%#\Q^_VUP\8W7CJ?J!#I^%@,Q8I!-?8PXE ?(<@6U8C>XFB\,,R+ ^W#*(J M+SX;3;_O6.0?28'M;G.XH]KYMV5+8&3GY/Y*G >[A]M&BT]ZI/ 67@94U&(TTL0K3)MVE
M.$K1,#?D=+10NIFNIP.?*R,S.]K MAE)EW^ ;_8/4N-U%V;R>B?$41C-2PLJ2=S& ^(*XU,9&0#: V>S%/GD[N!I M5F+<,4,Z?1OL?RM+B3$>SDLME2&G-O%E?-
C*^M>%[_I\)@HH MG[OZ40=>_MQIW,T?XY-@"@0IZO,;2-G0[I8BKZM_<2]^)49E.U0VY>U:=4B4?P M6?CTCSDZ)/5H>8SD1(@$@?
C971:5B;C+95U/OT8.;SSVWG97_^:LC1H) ^,X: MN^]F?1@4C@/-J,5&GLH6F:&YY1Z)WTL^/8IH78D)6K-%LY--$ZOB!?Z5TX[MZ]3!TX=MS_OO)[EI#O:+LY BN'VL[WSV7-
,2]*0)HPNT7U^E+%;]#44WU M39E'^N1,/Y)*J8;!-F!V 0ICV1O4ZQ8IX_IEU+P^9JGAAR9_GA+,8MT(Q7ZEU-M3G39CFV,E[)@UM?MVRW[+W+O-XOA?/?LC[93
S"+!!FWQ'UJ=2/ @9-FEN2U'_M@G7GLBH@YYOPAI+1B-H:Z$J1:U!GJ:#9*1CU#KV(+^[A'2R%#I2!5^-%//1P.9I)^&U==:U:\[$605Z[6+6P'R\AR*<$&&P.]-8?L!)D:M%RFB#_
M2(P<^[,C6%\CKKE[2K;S59U_84_/lL[W*\$X\'2(!RJX-[F3CHMDHJLHR<+ MS2]SA+NP]-Y53.(2F0@KO78@,-*U.9167EAX>6+6U"$;8Q=9=(OXZ4O'(.GS M$ OB#&C
&T;XJI>9A 3Z)I=ODSZY@ (D0X)O7FE@751M[A_^Q!7GACM?KA] M8_,1O_98,(G/#CP(Y;BC!B^CY+:TDR*B3/CH':>&UV=^X.N(RTI[@06P]N M_V\R
S9VVQ@#U(MX42R<6]XF2!&*\PTXD[VD=&7[W-7*U'95=NO;WK.// P*.M"U^U4MH:FQ()]Y6V2RJ[O-^E(_T\&C%E+)1RX.E!AK5OEWV&K>1&+7"0!J$88!,;>[^,(H^\
M/D)#SB&ZMUP)=NWV&$E;?/XGV&.IV>5F:&35L,F*<;2!^D^,)^T_A))0^!.$ M])_DJS9S###IO[_E%^XK8WF$&CG32!'=038+>,[@(&NZ\3[G,A/8\G7"):HFZ&\RXBOWUJ!M
M3H?OD$Q5VICQ_OF1$CXD-^.I,#&.8NEH&1YR461$)SH%L,%<U4ZO8IX_IEU+P^9JGAAR9_GA+,8MT(Q7ZEU-M3G39CFV,E[)@UM?MVRW[+W+O-XOA?/?LC[93
E:V8^+M#[_5NY2">=%O?]%BT2_AH0X1O_ 'L*7'(/5"77&F% M"38'UY.9M_'W5;E4!EXJ4?1+ZGTWYV%U6Q^.5:1.-JGT__3W?&S;#%,>'> MI"-(%")1O'-"]}U20*#N!
[LV3E_7)PV/<8W,PVX_G^MKY(;#;I@-OJ4DWJZ% MR9VV^W_ZDO\W#WD644%5.X*U#.Y#=]*G9[])6X1[L VOH;E/;K38?P;\:=-BJOZH:VN\FD'=@*I.4RL15'M3Y7LQWT
@$)X42#P-Y-[: M+B!!:VF9)X>MI%*V"[5PISY8>;(02L\;2^F!1EV:VWK_4@88,^,((RH9/!. MO[VGJFHI^T$8'XH2$YZV2S(PJ8A&
[U3>+9PJ9RI,KQ(U)&9YJTA!-5O'"'05\]U\W8IF'I.,`J,8!U+&?)RR MR#EHJ,6*W(IGIV-_M]RMBC@)OM^M?).1 7Q*C6YB=>Q]#2A=)S/ OL"+?OO^I! M?5Q^",/$%O&0J3B.(/E%^[\-
%%YM7]67^-\4\F^7<6!&-(NI?(=VS,"=AN2 M:V+=_'\!PBT?!%E(!G.=@)H\&X/5!\|\2KH[-,F3DG+A0!=+B8Q1 F\'9>X7 M;L(TH/MDO^NH'AG0"ZO.
[O%R"S'4.2">MU["$UVOQ9>3A43!>K;!.."2(7E#J MOS23/,";W9%-KA.S9N]?OY% ?5LPFZ?IOH1L,]YHE ML3XG10[)\1RU%Y\-(;JQR2R#I348SUKXD4C64[,1)+2?YA1R?3FS-
14NI>9) M&).AX>+##2I8F2:M(VA>=?Q;[ZQ:M80< .VOA7B6 M~70?-,LX@;8R\R+RRX#5>]RH*S5>=<=?IB__K[GVU-MPIG;F$?W.6#JOE!/]50]XBSW I*?
Z$$?B%LC GO0(L'S:M1[2W"D33A/(D,.MC 7V7/>5]O-7ZOX%)^8:4ZHAZ%X%&+EK,!6 44BHZ2;HFC?:/23G.7N3R$3 M?T^SYVL7(SFOJ?MN)I"#CX4^.5:ZR].4$SZ1%\$
F:7/(12I!FQ1'^ AN/9E57X.]Y^F@9@R$K@H0)!;G<.)KL%)RVI^1J3&A9#I4S?7/,NL;C*ZTVW&B M&>A%^9N>ZMC$#/_=+Q9XO(]/W^1CV?"0PRUFIV6< M.>K,&N'+& BE?
0SXBHCUF@!I &,"7"9GEOB$!ZFIT<,'WV-W U>/]B_N=\I MS'"@C,R?QJ3,M<>!!5W,0[YRX)'/ :P&&"%BO5X182:5O!;:OOT?^_E0I"0V$ M*(@M3 R$Y"D?=
}DDS+XQS<65V=P]W7A(0?E\'T$M1Y3N[/^_RG7+8&9B7UV2J M*B?U9P0\U,#U$=2O+^_2Z[3B*7[T:17N<8YYFNE]@O(4ENC66N@^NKCT^]N M^E>)M;[FBE4C-
SN^V&BX$]06WKP5F4,R2H@-_DL/$W+7Q)HP^_LUXYI*2SC2YABBMV6\XUA*<1+;3_:Z/:P*)ZY= MWL*A3'<))0GKR8#@>N+>(H3(1!8=U$*EY[UN7H,IX8ZRG$R&,(K8,!=
[.FH\ M\[O#/8AA.TV]"H^_>.&$TCWL^]3B!O>/ 26P.9SA M_O3R'Y&$30I64%7WB^:+/NSLS=V^\RQJEM3>]7I'7P&R?9 @IICOSD4>0K M^6;-
$[_ITWW.I9&NZ$\G6;U_3X!E+.EO^[T;M\26, MI'ZY9V0)-U0]\G#T#AZ2L6/_[<#OI>S$RP00ZU%]{U-K,!3H%SXC\?MA-#>% M-5"3C*P77?U[3V[M3SU^$P90)2 ,4M00 @HE
$@$&@SX=6]C5[_5>_7M5^*J,/*+5V'"NX8GQ;BA@2&/>;<2\H$\U)Q3AOZ<3]B;-Y' M);9:#6_L_YP8NCE#,O<,3'PI'P_AA4]CK"02E8&I3Y!$%QAD49QU(9+;,@W: M\BIC:90Z&Q)/
3^_KFM.Y_O4?)O52$_2XAC]L- O*)1O;$M/IDV:<]ZN8*35 MZ)!=_Y\!?4:H0M0LQ$K(40U8#$"FNFVU_X=%<+=_TL^M4;^L0VG"ZR#SG/7 M8.N1\>[_OH#
<\W#M1B=0&IL7$7.J1B-]MX7Y41780B>.0EQ4D/_\L^QA;KF+ MP[#=:75'99/L[.>&V8_;SPJWND+Y*

H"2C8GT1R.N.K[NVOP.PC%Y;D<3T.>Y3R=YX2CUR#B><&6.R- M@US1%T')IX?2CDWUY#%^D&IM8FVY],Y,[_,GJ#!SK(8=$SDGI@335]WY3@$U MQ<;_$MG7UV!W?
%]FM\$3U+0/NT%*O7LTVN933#]/<^,M?N!F*A_)>@U\|?74"^G%2TGN],*3& M&BR_ZS>*=Q %M6T5]SEJ.4S*3M#> M6AVQS0U;>+0M_62+<[\/'1GY!>T]B,
<^=]BDO:4K:8M]-2[4%]- *]#HE : M#6$(U"$L!K(5$&DTS1)]=G/]DW=Z?-O R]\YPJR"TX("#+D_>?">6UE]]D&T M89<8K2T6>01@?$;],^+:-
*#!=7(^M)&0!CX)Y&JR"YPXQ@"V\:5**=Q86K^ MY-8BV$&-D)B>&'/HK629T3\#<"$/%^Y3&NKL'J+:\1985Z%P\7H^.M$"PO M.T_4)6>=<=?IB_K[GVU-MPIG;F$?W.6#JOE!/]50]XBSW I*?
Z$$?B%LC GO0(L'S:M1[2W"D33A/(D,.MC 7V7/>5]O-7ZOX%)^8:4ZHAZ%X%&+EK,!6 44BHZ2;HFC?:/23G.7N3R$3 M?T^SYVL7(SFOJ?MN)I"#CX4^.5:ZR].4$SZ1%\$
F:7/(12I!FQ1'^ AN/9E57X.]Y^F@9@R$K@H0)!;G<.)KL%)RVI^1J3&A9#I4S?7/,NL;C*ZTVW&B M&>A%^9N>ZMC$#/_=+Q9XO(]/W^1CV?"0PRUFIV6< M.>K,&N'+& BE?
0SXBHCUF@!I &,"7"9GEOB$!ZFIT<,'WV-W U>/]B_N=\I MS'"@C,R?QJ3,M<>!!5W,0[YRX)'/ :P&&"%BO5X182:5O!;:OOT?^_E0I"0V$ M*(@M3 R$Y"D?=
}DDS+XQS<65V=P]W7A(0?E\'T$M1Y3N[/^_RG7+8&9B7UV2J M*B?U9P0\U,#U$=2O+^_2Z[3B*7[T:17N<8YYFNE]@O(4ENC66N@^NKCT^]N M^E>)M;[FBE4C-
SN^V&BX$]06WKP5F4,R2H@-_DL/$W+7Q)HP^_LUXYI*2SC2YABBMV6\XUA*<1+;3_:Z/:P*)ZY= MWL*A3'<))0GKR8#@>N+>(H3(1!8=U$*EY[UN7H,IX8ZRG$R&,(K8,!=
[.FH\ M\[O#/8AA.TV]"H^_>.&$TCWL^]3B!O>/ 26P.9SA M_O3R'Y&$30I64%7WB^:+/NSLS=V^\RQJEM3>]7I'7P&R?9 @IICOSD4>0K M^6;-
$[_ITWW.I9&NZ$\G6;U_3X!E+.EO^[T;M\26, MI'ZY9V0)-U0]\G#T#AZ2L6/_[<#OI>S$RP00ZU%]{U-K,!3H%SXC\?MA-#>% M-5"3C*P77?U[3V[M3SU^$P90)2 ,4M00 @HE
$@$&@SX=6]C5[_5>_7M5^*J,/*+5V'"NX8GQ;BA@2&/>;<2\H$\U)Q3AOZ<3]B;-Y' M);9:#6_L_YP8NCE#,O<,3'PI'P_AA4]CK"02E8&I3Y!$%QAD49QU(9+;,@W: M\BIC:90Z&Q)/
3^_KFM.Y_O4?)O52$_2XAC]L- O*)1O;$M/IDV:<]ZN8*35 MZ)!=_Y\!?4:H0M0LQ$K(40U8#$"FNFVU_X=%<+=_TL^M4;^L0VG"ZR#SG/7 M8.N1\>[_OH#
<\W#M1B=0&IL7$7.J1B-]MX7Y41780B>.0EQ4D/_\L^QA;KF+ MP[#=:75'99/L[.>&V8_;SPJWND+Y*

H"2C8GT1R.N.K[NVOP.PC%Y;D<3T.>Y3R=YX2CUR#B><&6.R- M@US1%T')IX?2CDWUY#%^D&IM8FVY],Y,[_,GJ#!SK(8=$SDGI@335]WY3@$U MQ<;_$MG7UV!W?
%]FM\$3U+0/NT%*O7LTVN933#]/<^,M?N!F*A_)>@U\|?74"^G%2TGN],*3& M&BR_ZS>*=Q %M6T5]SEJ.4S*3M#> M6AVQS0U;>+0M_62+<[\/'1GY!>T]B,
<^=]BDO:4K:8M]-2[4%]- *]#HE : M#6$(U"$L!K(5$&DTS1)]=G/]DW=Z?-O R]\YPJR"TX("#+D_>?">6UE]]D&T M89<8K2T6>01@?$;],^+:-
*#!=7(^M)&0!CX)Y&JR"YPXQ@"V\:5**=Q86K^ MY-8BV$&-D)B>&'/HK629T3\#<"$/%^Y3&NKL'J+:\1985Z%P\7H^.M$"PO M.T_4)6>=<=?IB__K[GVU-MPIG;F$?W.6#JOE!/]50]XBSW I*?
Z$$?B%LC GO0(L'S:M1[2W"D33A/(D,.MC 7V7/>5]O-7ZOX%)^8:4ZHAZ%X%&+EK,!6 44BHZ2;HFC?:/23G.7N3R$3 M?T^SYVL7(SFOJ?MN)I"#CX4^.5:ZR].4$SZ1%\$
F:7/(12I!FQ1'^ AN/9E57X.]Y^F@9@R$K@H0)!;G<.)KL%)RVI^1J3&A9#I4S?7/,NL;C*ZTVW&B M&>A%^9N>ZMC$#/_=+Q9XO(]/W^1CV?"0PRUFIV6< M.>K,&N'+& BE?
0SXBHCUF@!I &,"7"9GEOB$!ZFIT<,'WV-W U>/]B_N=\I MS'"@C,R?QJ3,M<>!!5W,0[YRX)'/ :P&&"%BO5X182:5O!;:OOT?^_E0I"0V$ M*(@M3 R$Y"D?=
}DDS+XQS<65V=P]W7A(0?E\'T$M1Y3N[/^_RG7+8&9B7UV2J M*B?U9P0\U,#U$=2O+^_2Z[3B*7[T:17N<8YYFNE]@O(4ENC66N@^NKCT^]N M^E>)M;[FBE4C-
SN^V&BX$]06WKP5F4,R2H@-_DL/$W+7Q)HP^_LUXYI*2SC2YABBMV6\XUA*<1+;3_:Z/:P*)ZY= MWL*A3'<))0GKR8#@>N+>(H3(1!8=U$*EY[UN7H,IX8ZRG$R&,(K8,!=
[.FH\ M\[O#/8AA.TV]"H^_>.&$TCWL^]3B!O>/ 26P.9SA M_O3R'Y&$30I64%7WB^:+/NSLS=V^\RQJEM3>]7I'7P&R?9 @IICOSD4>0K M^6;-
$[_ITWW.I9&NZ$\G6;U_3X!E+.EO^[T;M\26, MI'ZY9V0)-U0]\G#T#AZ2L6/_[<#OI>S$RP00ZU%]{U-K,!3H%SXC\?MA-#>% M-5"3C*P77?U[3V[M3SU^$P90)2 ,4M00 @HE
$@$&@SX=6]C5[_5>_7M5^*J,/*+5V'"NX8GQ;BA@2&/>;<2\H$\U)Q3AOZ<3]B;-Y' M);9:#6_L_YP8NCE#,O<,3'PI'P_AA4]CK"02E8&I3Y!$%QAD49QU(9+;,@W: M\BIC:90Z&Q)/
3^_KFM.Y_O4?)O52$_2XAC]L- O*)1O;$M/IDV:<]ZN8*35 MZ)!=_Y\!?4:H0M0LQ$K(40U8#$"FNFVU_X=%<+=_TL^M4;^L0VG"ZR#SG/7 M8.N1\>[_OH#
<\W#M1B=0&IL7$7.J1B-]MX7Y41780B>.0EQ4D/_\L^QA;KF+ MP[#=:75'99/L[.>&V8_;SPJWND+Y*

*[FTB!Q_G/\]HY@1ZXLV6UP_0\S;/.&G.:I_5&'W=UG%W)XZZ7U>8 MU*MKL,L&X+Z?>3S9_P[;M+O)FE%9WN'V54V/+6PLGZ[=O<^=UG!KE%;I.3@V M?-
%E9W5Y^QF'_%,9U;E5!<%C&S,W_-LUF$0C(4.9V$52 NM5E45TOZIM8']N M,:)}[%>YU)3^)?M77C|L@Q/,]9$]0Y1,P<-*ZW!|OA]
[]MQ/EG<+:\]#@W4LDYIV(M3(H2X664G/0&RS M:.)O"W=P.'GW'EWJY&&?S+I&\]9SIK<)6;2-&8_37!)-KI]XIRW%*WE=C5]Q%O.7D2AO/ M"QBD6Z $#Y'QR-
^5QQ_!OQ>L`VE/,5H_C@]HHO#E>2SQGF ,UP*RMJ9PY/WW M55*"_B-,ZAI,[GE60PO3GDP*Q^1]"U$5.S1.^55P8 M(\=H.)]+.[U?]L5_")M41/O'G7U;5-?]0-OTY> .GX'7C^!?[G/%
(,/E0N^K M@J;7PM*8/P]Z.?6_*<3&V\';*+F>Q^#D<8YK\M*51F#S@%X,,2C-$UNY_^FK MJX:4>[EV1+VGOK<%T#_'/P&H1ZR@V%"T2Y#&=^6Y@Y-.RK6]\77NV*##LO\<
M+GSP#R[@\)MBWGA\U7?!3T:3NS31*&Z"`.Y"M"9"C6$!FH^-T0*F<#&@-8^UJ>&)\"T@(E2P MMDZH_V4O2QMQI1^6.\1{("A%G#ZNL^.$B_YKQ^>QS'@:|__2RB=K[@T
M\'0&R|S_95)/*#,#.CM"<+$VT6[JWR5?F3B">=!+^$@<0GO9_;$=FAR%G+H M)Y"@SG(G$M1&\F4[#&8:W02QW14@Y,GO/7CCU35E\A><.W+@S M?R>L"GG E-T
#1;P;)A2%31?)1F/ V!NU!MMT#"QJ!V33N07@;E:T M-N:W$LG*\'$;P,$!J2#0S4]%2K+/U@ [U_<0V6]%M+28BZ[M]=]V7R@2H]XC;

*MVA'/\#0Z;/V4<3G^#@$Q_*OGJ5'!9R9+:C%7 YU_[7W\U/.M;P?!D&#X.NV@-MS]%?FZ2N8B!.8DP300/77A*XSZ^6!4R;M[5"=[_Q&AD-93GQC\/ FQ+[B4PF9/,:O $.LV9 M)+'O'DF-JK-F+AAYSR1\K5SZQ4EGH?K0:AJL-MFZO5IT0Q$!+&|SX7(.*+\[_!@P/:ZX5<1JSZ!60\T%1)I2=1&A;XJHEL'H- MI4MZ?/569#? WHN|XW$HNGWXN,SNKBX#K9)2X$R[X|2E*]=/,=13_X_+?B=3_MGU_H?E3/"I*EW=95@F0VU5+^;&=1;D=2,!0FY-ULI&I^S+MWA\Z MG,JS9USIT&Z%51IK8TERN MU3KR8/#1/"M[0B[B\>U-WJ$INA4E*$<&[&N_M"!<.5LFTV1[:=-7%'$14*0("%$!0:H(B$)+0#1 049!>Hb+1 2A(A*#XF"|'*E M*@A1.E(B702)$([" @'0(+83>$\!PA91?2G/FNW^? S>?/FS6?->C/SIOQQUKHW-MV>?SSRG1:\00W%I$I@2O@PX-R0_GHU3?&HUE4,JJO?/3L0IXG4/B M1?&?C^/2>$%5-(-SE'*0&OIK#;DP@4ID]43J2R0$<21VANC:TV#.?[;? Z\ZL'IHNE%4W'66.DZ"T;/K4IG?0WVA]{1SWE-B\\ M\TYV,O0OI@O04EOK6 M#B,)+1MGCAL2-<;#M<7ZO2+>U'ZH\MQ@BM*XDILD[#X]1>_F]FZY6-3&@S[M !7$$>-0Y$MM\%WSJ'),$RY(Y%Y99D.E\<0ZVS:-?'75^=I.PD]DJH5 MO-M>A/B//.9BL&:S/6FT 64W.B'3"D*OXZB'ONXV5,N6)3RH3/C\'F#=W?O\IS M5&]W)MSCF^VP_DR+Y*/ZV]3.8.DA]$A(U4]6.,WR5KB?M"[<% :$ZV*"<^G M7"+Q-HXZX4V^*@5/4%8J2^>1AU_U)1;+%Q[3B=0(*L.WNR^I\Z5R'G\'%4$1 M9]JP$9!2%.TP1R:R3YUPM<>Z4)R/ G_6-J5WSF7L*IROZKQ.4\(K,5VR\9@ M70K<2<72TY%2R/9SJ.6G$]C(+76:7)H>/JI8*;(8.QG9/I9Y;LE+?:8,]EU MH9'? R_'6GF.U+)K>^'56*?TYB_^]&|]]O^X0LC>=_Y/*7-E7;&BMV1L[A^?BL>8Q2<.({T_LN6?Y&F.K3J'&$!"^NL$7'(O5RM26E23_&,F.SV*3[:>3^-MV$<6I2@^8:)H-@TX<"[:F0!N+/ +L3HVWCFL8], 2 MGY+VSBLN@=S[G815;. #ZN(K3"F:)B!"=7VUB-7+C|V(,&)7 +MS-FX^BM%M2A?)66(&/F0J.]:"[,C32D1T*]_=A!-/4"I;T|FFLU/G[P M3L)%!%DDGIL+'FSR'ID!!F*/W>]RM1VR:8SR.78[W-RV]!V\D9AF0-.4P=/; MQ1 %?1AI?,@^>>):\5O4K7]UC2;M*;L>%/-Z."@B_6]ECBM]Z-WRY:^3IJ5,- M!PQ;=SV)AG[C_I5U?^:, 2VU]XKN)^9F)XF<'Z24P+Y;,<0U*C(?N9'6G4'S_-M=Z0HLAMV2%O")5V0S,CZF(@-K17-=^FO[''E.ERB,%*D%=VC&L6_U@P\U]T9 M7^8#|X<+"@_"L>%N,0$!5/T9QF%&+T;8'2D,5G@_M%*-MY7>6$=6$[2AR/.1G(G>F'CH^6!TR-I2C)LJQWGV8"7\:W#7BW0D&6M-9U[2-B MW@M#*(6:"ET68 299C: M=.Y"SX|%,0OS+JQ[<:+YA5U-DMUK4D^G71QNG1\Y_<%W:-(#,H&AB0IOBR"- MT@LFZ%4TSFUCFF\%F"D44?R#2KDY)M%U+\[NXGRVVZNL6".I#)1Z1*!I,+E M:.7S$!53X&ME:&VZ&ST[I6&F7-0LIO12DG>J&|E.N,K0:S< M1(6I2*HYWFG?>8C)VA'Q*8N/C#$H60\[N,A:'+1.SA9D FZ?N.PH LGX=CF3 M\AZ$%$\,M5(=Z_M=.6GBI, *_]KN/OT*^O#4!Z1:3#..?!I.3KL"'LA"-J5K MT^NTU1=0@*I$.QI.2WV$>7%[B4P+D)!*3[CS\GYSR'GH M61RQ#SLD1V_<45#B2Q87=D(_Y!9=4*98-.3YZM7KL7./_BA.S] fW#G&9G1M-MU[X5(\4JB4<0+ +OS@(#J!I@]K:U!R;U)KVX/!6[#!-R-A\0WXUF\+7K75F'M%]Y-719T6/+9_[-,T_25 ,R;O3#@3XW_1QB'RA,1E.=0?TW-$[P %&#=Q]H MB#\MYY+AG'+?\4Y5.)^Q9)+//?F5)<.:,A6^;_]T-7H5BM@'.:4[EP.WS\,8 MW8P#%&P,0P!,MNKMR"OJ(D;5W'9\Y-_Y.64RTMFJ;,,IY]>8/B['RMV2SWD$ M<$ZLBCXTOAJJ'+UXL@_J' ORAX,W=D3<5C46^]Y$KV5"*%_-@\H]&DB%S!H?AE&.-=A9BZ\8S)6_=*/?6_H M.]@+N/>YM(.H(@?ORAX,W$1Q%Q-5@$$U%AY]-X3YUBW*@D[8E^#-*Y)V_Z*"JS?BWD?'Z_M*]{R0X>.'I 2'+9[!!;.^"7C.<=AE*O@3V4^"9HV4 # MB@!L#]*.0G*=]XUF!|3LHZT&3WI@GI%_,A#;^@7L#.)"\A11!F_KKT-M"@"5&B&'&1RTAW0,8JLN20'#EV31#|S9D\??$=HN('_#,*/-[9T!F"$2S'$318L[,)*DIS M!-/>SC|T84 HG4WPDA+++#,#))2 MC-1F- I_T_>(DQ:C+WL?THNNB[A(+JZ9--YG|(.E5-A7L=0G*P,WTA0LTW> M^;-'S;<(,WR\ESX>"[RW[3 6^G7G_^1]"QKJ'(FM#2ARC>7V7TH(HN-\Z03 MOXXKY(Q=2A+YD)I[TM|HHQ=)R2-),EI_=Z!'T _+SA[4}'0@_6LI,MBH_45 D M3$31!HS;%Z;WH4]MV7I5VRXMZT!Y7.OP!4G9$V> ^&A GZW.D34]CUF?],#= MX@5EE6(0%|@#5$#OPZ;NJ<)]&*]Q#5>G 7*>#I]==28=#R,.,JWKC^P2KM2>7HS^73R@4-I M^CD$0N.S-H./S8?4STKN0UJR/BB#(L:BR@:66!R7/7] TVI[/SC9K"T)^I&Q M$Q5C+R9Q B#&I/\C)%P0-G+8^;N^.WS?0I6*E_K2@"*D;@S,K?+[CFUEV/Y? MJ/^RHYD +X[X"L5V'Z&2Y>[;@NHN65PBF=S3R#%L!V88SN:'^20_IE:." *[?TLWT=V8T2USZ]H"TQ(&9V MJX)BGR:6GNKZZH 5H9'PZ-":;#X!'S[]>_><[MT#R-#!@XR]7;_N568A<@+G M^,D&/\Z#56;KKUD<]6F2]=.9(GY+59RP6B#4E.=U>Y^E&KN.CNBP[U M99-%,6)YE*?9%\3S]%D(2:A'\C\?M=7+C)1;^8-+ M/O=?3E+Y=!/K8]SCV_$@3NE%EY;ZJ MX'@QIN*1H4;?0/7*4)6VAGBW7[N9'+;I0IU:"5$3]JJ,B:YA'_MWG&RHJV2#PD2ABG!-O26U)5H:1C*.+'M.%LJ/1%5;S-ZIF/-,J61;J4G;_M_GYF&68D31.M(\;)O8- +,%S&0/CP@I,P$EC_$",ZRSQOG|2ROWH<6+4AWC]==!-9\\FBKY&U+DG& ,](ED M9,>J3L6),J^L.+UC33(fGB?,'WR#.3!<.5H.BYYUOPXT@A(QXQ5,8-D52DR! M0%#WHZ C9;,D\:JV3QJ:%32]IA2"\^O5YRK/>M*/6DX;5-_C,/CJW#M.^_T MUBI,UWV@)<@E2PZ&_'&,('#VH+(>BCY&HQOY+?ZQYYB\YYRL=+17 MFT:! [!%TRIM^$I;R$[>55MAVR^L.>%9)[M]!QK6@0"DAVN';-PP"|""=*J.9 M6G$\; +&1:L*8O+=*D.0'A(?JTO64J2TCBNY+NTZ'203II#D8$;X_N-QU4(MU6/ $THA*&+9.9IZ8S3TF- $^J,LK3=2$G*&2\/%2]76 ML"M#ZZO[7_;V),2'%!)@"B$)&BVI25)D"PD 8HALLC\(LJH:#\E-C >C7+'\ M.=44B:ODM#1<3$7X2N.B7U[A+2.9Y[*K;7=GG3NS_4/^ 0SD?\#" [NZDUZ-Y M*7-T3]0OQ=9]W$8?[L-BBMZ6:0:EK[V/O #{(#M#4+)T0^>>07#G1'+0!H9G MSOONJMGE]QIS_8 ,DI)*IM)(FOG=`ODH#/@9N7>?9^6 \@=3NE%EY;ZJ MW@MU%4*PTH32[#/!FJ3 #4P32^YWKJ?ZW+^9HW5]*X4IS-MY&+RU^;@(^*M 1OK_G(4]|PF\BA%L,C]=NZ@C5;3CQ]+B_RGR1E)?I+>1V\(7)"* -!K#8H MO7V;T<8$RCTJ"=P09##"'"C)Z.*XL=Y(9?--VUJ496]M1&6.[7*U%NK#JQ$ MH'=$O.$UR/@P'LVJHE2O-#1YI.2?H88PI*9I">8'4+6.RR++"U/#% M-VV>Q#]_U& [MS<[_/Q\CHAA"7H1*FI%T3Q(?>#ZP:4X\&H6FM7@MJ",5>1 MLIV1ZS4Q.2MA'F$K@_>[#IP7^Z\?@G_\(O##3LO+77'6(*@7'!FE*1"N.J0 M=+)5=\[S]7W)9X+]=A6**CD] Q%3+#V66ICV?"GS%40"MR&XDCG.;PU@:4 MNYDBDY%;?UUAZJ#=0I6I+M=P6/E!71$G4\T]&:OW]C?I)I3D:$TE\F:#"!9= M"R\>=O%7#,OIS'=2IMZ>K2\ (O1TG%4;>O2R5CW1]|OK#O^Z21KQZZB?7^;O M12@QV5[[.T*=HO29"?#/4/1"X0IU-O,,D5Z%"@63Q28%KIC3Q 4.SIIQ0&$)C4C_EHT=+|/ FI252X+>K/|C1T;[ME,9? 0]4&N\@.#,IU;2%: M((6]8B"<9K@MYEM0+S+>6%XRZB6_998@^'QAO:5*03V)2OEB?>GH43\GLH2 MBEA1)_X=1\P84Z&G,H'.F*=(R?<4"3!4OP5Y6"3>HH8R4XGU_@K=PJ (QA0 Q<[W+5I^[@RAW5;V.&[]-(=W2|GPM1 MV4 7K^T++-K"H2Z=X F]T"$/O(Y<$&8(VA'A^R_ZV"R6#6=G$!M8P0 FI%.DY,;C2-3[%_D2YZ0LQK]4M^@ M+CNRL_Z=|F'Z>R9P#RJTF#0F0AYH#A198ZP9)?6 ;YW*NN^THN;U9? &RSK AT*G5/CH/^P@);5 M,X&?E# &?>_O'H')C#,#-G>D/G=(QOF=S 0 M\DO0@1%\'35N]FA;PY(@)8 ZA5KIG_0:X9B_J_P>Y^3O$S#J7EJ&,7TL(=Q'] MV^.3$TS@[X,]&46@]-"Z..Z%C>:]S[UWYM0_ZNP-^_H M|ZMU]-MHWO#74(V9/>,KL"1?0T5NN=T=#-N>OL4/ J0ID)7.B#KKZ#3BB3 M6^B[WS"!NG>55&\,$[_^R03&W^K]FOD\/Q/X#2R/"3QKP4.V1((96P68(0**-M!N*9 #($\MLC8/H[F$<$&0<@^U'=7WNV%8I23"Q- 8G^2E;`_`[G&'\6\@Z-_A M5OT;TC?^#_^_`_[OP-/]_8&R>ND$]6,KU[G>2(M^_*_Z/T+]K\>_@#AL8]61 M+Q[@/!)5?5[QR6N/>>OQ_Z/2_US\S7VBY}>/DD>GWA.:H]_'%>;MX-^A]- >E MB59(2)1*

ZGBA^H1|XP5;S28-Q@8P:$&!|*.T]=G6Q-/ZS06YBY$=1,)F\Q^]CF4+91K9-MJ0WE?L@^]-6J(-/9_^JH!9N@XQ?&RXR;C P,/"QKG-4+X8_SC4TT\SF=OZ\
MCM/8<152'M:X&J*WA"O/K5],U;@\46LU<7[@HQ]D_ 6T_S-N]2[&@)JR9}>M MZ.!>D9\6#0|^:R.2:MJC?PKA=)C R D-'=1 KO|/US"3FS_P7_%MOBR;1@F^
M[=TL_10I"7*0/!+4<(#OQQ;SRLF H9'=RO%# ZM'];>XW0=>@K/4JZ 1Z9,E MB,4G52$/#M0?UWK44'6\PIVE1I;&CA^0BU^TQ!!@%>/UL6KNI_ D[S A6NV@
M[.!"5VX^^N7TYZ7]>UI7LNDU:8|6|P9UB;nL;Z+;>TV*O-L"0\,?H'1&*EZN MVDKK,7{0>O)->F1F:5[#TT% 9L<80*FL(H\W?W2*I6F<;FM7I$B'28?63_-N MRY_*|C\(RT]G
410).JM_PE@6\NDG060^(4%8/ PRS\8%N^U@5[2V;¥MB3A2 MB6)_ 0.9+^<.VKY:5I-)].YY\?!PN=BKEXE3#POUZT<_I;!GC^667"3T-]32&,"4G;*&BV)O0D;5:#^YKWLAY MOB-
RPG>=']5Y%AC)\NQE\TS9$*'';QX0F<#3,2:T6D@ OJNQ(\#|\<4P@9=HZZRYN/1_]+ M+BCN,_#UQUC%#NO[V-$=?L*^4%-D,6&(2YF^91?**.IA7GM6"N'+W0&&X,'F
M5P;O0MJ]?*MA=M>RSY7W9&9&+(Q><4P)4M\6^YLN|R8B4;?Z7#I&,"JZ?#I&\ ?Y+-O;=&!9OL)$UC118,/\'2| M9(8EBCX*TT5^AK|GI9WLI$GA*-
ZH"1E6RYE+D/4=V[Q#=>U4|!9T@\>YJF?R*5TLOI&/G -,OQI$+)'PE\YOJ?8*3 U5#Q0YZ= M/)2.@R>_G7R=<'OY;/;R"8.1WER!K'O#-2[.N)USK2P=*MYX\?G?VI M2E)] M--Z)D"
+EE'T2/#(^^50'C#@:NJ_A\QNK>$1%E7T9MG&]VN+FP#%1@ ;E^K';7W";A(!''.98PV_K(KYCWM2GP9?@^06TH91-=@1$%@_']I05-;PWS#4H# M(PS*9"2<7K9FA?
BE/1SV@3$]RIWY[^R(?L,;E%@9MV/GO@DOMJH?:ROQ%!U MF\OI0UW=[I0IH6/)IV2L8VRQ_(D_S_NWCNNZ6W;%XTB DH1Z35*D0Z"2(>(M+D!$0'HG*AT$1&G2(B!%JH*
T@+21$JD2TOH2.\B((10I$-""8&TFW7N/7>O M=?99>^_WWCV?\]ff@S^_S&3F-|<<8WSG_([OJ+H"Hi+NYACQ!CP!S4"PB=|K MU131=Y.38PBZGVPV-C[Q2&D<#!
M0+%1,&&\FAN["K(']CH(/-Q2B;LMU K%+1WQ)-3U)+E:LKE)33+%;==WFY:-MQ7GN>T;'7CR0GJ08*#"R9-@!Y'>S%QKU/HI7M]%NU47Y:XMN-.IV%10)7NV4 M$#,'1(A2Y?U;-
O4?SY2.[_W=R5,>D^1"KN[$/L=8V3 UB$9L'ZM7N(__/ZO M%WS_,6,N_R/=EP(S*RF77!5.5#R_G#@A'R?'Y+-O=_6!DP6I;3E[EAWO_EF+=]%CX.-6S-N7)<(6UKUCCT PW MA
,N%RBQ"(N&H 0P?LL?KD$D#"8\+4*'"+V[W9<9K5X+YD:JO;5E"@]C#)Q8 M9HJ3"1,CC=?'%L\0D/0X7@6\IYBAK@N?<';"'RI41=R-H6F'Z7,,E=1J%,LL!D<'?%KTK)5:9AE9!29*
M8D*MIPQ..Y]M<0?U.%D]UY ,HH0+R!]:0G+=EV6/*KX^YTF;'T3XLW&=6\IO5?LKH2M6("4@(MD5J4.@MA#1RPKY_PQ3L-3EL8>QJMT_@[S&CKJ@$\)>N=Z@-
P0=W8%*'WZ7KL& MS9LE,*M===X/1Y/(>UG+DM%"]4&V?5IG:0Z\#5!-=M\P7QO0:7/NKE2GV*-8F M#)IWJ]#-YCQ82(?HD;1[,@*GLH!]_OS)[& $\#X[LP2B!GQ&$*/BT$] =*1
M> (_A,@Z'I?Y5=AK9&$'TDGB,R0#S:,("D(=M:1,& X3'E,@+0PGO88<*!" =F'WL(&,'XI!=E&=]H+@3'3U3D\SJ?CV2@ERN&3\#7>6 MP(9%ML)9Y*O5=T-
EN/-6NL$AV;?UDL\T-^_;KM4_4SAUZ1B)#Z/&];**,*#P M.A\U]SGIBB*[U%G=|>4'^PG*6'5-P>LZO"SV=, 8) M%34\5+<*.K$P2N(!
(,F>;O5=N$53:F3OB8[!1M5@ZFM$.KUCK7EP#CWUNJ2, M?'O0P%,:0GU]6$K/4\-S;VY,,O2.N_[;>A>/G%.\WEHW2$EMQ*P$_;BM|K:?
MX\^,^%0X|C{1(3S4T/6B'0OHR4/L1$$HS4,NRIF]->YTBD!.B5I 2=-5@Y M^L:,KG2LL@)7(B/P>)4)&LUH^]E-
WH7[3%#.U$K,91]>2)M,B5L])6YYWF2+#2AGP!V&KR2Q0%$.I20TV%O[]@O\;LNJ M'?^'BLA;%)>|>_8X O=Z//$*8<,6C^HVWB4SXY+D[EOS\@'10:L-2M]6=0$A M:V)I^-
ND\5PQ##C! NM.S 3NA FU.L>8?|^'S&_$*KV12$"]"UTC,49*AX$- M<&?0P X$(.12+N[,I"F4=(0JF;<]=@INJ L MN>=4^_03&?"ZPG-,P\V;33+
[!!#%GW4"H:0?,3O!4&H2?:#BHDL$"AT0N1-\ MDC$]'KYFKY D^.98(S*/|*6Z\?E938V1 >-T:T9:K&U_XHEG+0/N&4@6^%Y
M%S,#")&+9$"E!"%*_\'&WPJG_@+BV(KTRLS:+"9OH_(K&S&0WN]!5N^!53^\MY.87^-]'GQM,>=YS]VUR*;A2ZN=TGP#H[^\+,O;,%ZXN7)7]W+U]_3JY4M N6M?
2]HT=A/>7(@) (-(/P"@5>"'74LL8G5X^0Z0VAK4W+$TFQM'U]/F#;L=[M8Z9<$^B[&Z6W#(7,.0@B9$#|\0X"OJ*Q.X=]4$+3<;=4S-QO38->PS]H(;) M]3^A*8|1BS;?1.8I"
[`B.#XTCPF$RVW6;#HVQ.Y9 !(WW6UQ#6_R!=EURWMD MP$;-!"V'8&?0=,7]U\IZ':,MP,2>!O C1]MF2CI=8!RE@<&>$>%H>7RD85WI M]L$%@WUASR=N2
;QQL=E>C=2]WWGNG>X[If,J&72KJ0@5%M.QY 8STM.N', M+S+P"MYLQ'09MGGK@+DWYNR"(/F801Ij7=@MXCO?O1_+BXA8_N&#SJ:2&)
MW?/2+2#+L],Z[<1.I>;,E4[^ZU&*F/W,T\OJ_9=%X#G";^,VM5'34>5^-MK# M5^$-5F>A9B)I&LOGX=XW>C#\0-HOV>K62D_$S0-?
B!FP6'@CRU^3O&5ES1*+$+>_)NOGWJ(5N"_^L)1,#(ZK+1K%6-3OVF1^VQ"@$WS8W8Vg- MML*L9RI-!M0 D^"9<;!99Z;AF7D)=@(-TEJDK%B"+LX'6\|/^?)
(PQ2\B$|@C-.I$SS&G3)(\=$U_SLVF^3 MN]QW[51?2:5>#)([fKG#*'&HAP)WC= 3'J+9"%,?2 MUCB?#-UDG=$OPFZG8AV1 Y+MS]&.0=L.P M|7-=*;>KY2,?
ZP;3{3GX@@2V[#9M380EX88;=A>#,>#!X7H?46[)-QL%MT^ M!+//"M0VW="5=S]V+;_EGR2WRR+H8]?(-13R!(G6D<&)OOOT.(O$>!;W6A<- M'$ /160'M#.]"<4_H*F"M'/?[26?
(K9# TK")L&\M2/N..[N.0E/2 ;>./4 M>T9HPN_,IP'AA1PUAQ4FZL'4CYP(W]\%V17+Z0>^87\FSP]DO@V[&)8%XB]
M#D+!4K1AHAX+"O"8GHS3C&2"W5*.SHYU>L621%U<^\A[-15 53L M3[?#7N;1P_@"_?'=)-KO(<)%N,P#6K=8I^.)XO5 7@RNVEKI"]^-]V'<5\|Q]N MYBBJEY).9NIJR@[*K
M\8;,/\5/#@O]_-%=*55]O_P9+1M'UD%Q(68H*%6@OP,,-%'MCE/A^]E^=D90 M<6FIG1 [-AU3^D(X7>=O0M]#%-BW6 M!ZR;/0I>U8KHA28AZ9(0\]"O!=3IW M"54242?
Q(63'PNQ5K2,NX. MEI\027FO3"@70=-/ X$I6*()5[N*2?^EE[+OKI# ^=D:ZQ%/HY2]-X:ZW&4\(M2PHT5[_!*#E0Y"NU%_Q0M9A Y &IL[6IK!&-!X:,W[(93US.[2@<[:H:# H
M,;P"%'!NW:%P2$U%SW:^D0S 2?RJ^!A&6:J,F ;29F#"$'=P@,1L/:1I*LMP4DPVO&BI- [*4"1L7O>)?)?)\)CWF"SQ1_=%X9;<+E;(V(+0UDLD5C#;RYB+U MQP0?
1MH0ERT#WQ*I,,GW<:^7LH88,=(?)UJN%\;9KH'[,2E5W;+-=Q>=K^A+ ML]$IMYV#5L=T[9M@BRFS3P2YSC_O3N%IE< &X5P^XNZTI:?9RC]CZ2_B38C&C\ M34UH7/=BER-
0]C4;75NW/IXf1&L23D\&M'A M6!>[2E-%8M3A&$PKN#A^!T9P/);29T>6A&UC:AR(? *8]!6F,G7)8$6V$+< MB\(M#9KO7MG"K3T-!1]M%C8TYP _3]R%?QA@9
55[U[$GPF1;R+F45:D 5]I M1F MZ'S2H &8,@4$;31BK7?52A.9G;&QSVM0)X=5DY_MHWA<6;*#11-L M8?%C_YBPD2^4#>${BT9PMMDB2^#*:B*7XXC,YB

MJ"!H(6I{$.9^L,++/#2E3P8POJ>8!B65'#M#!@R447SVRF<\X@@904'I+C%D-M0/LD&7-BN(B8]%*@I)G.@F3 ._MWE#%.#+-@$8@?AKUS=>((KQFQ@JUD]- MQ_-N\!PJ;!/-ZO)DN<[90=K(@+EDU$@7DI**%..2/X()ZKA(=O;E|@7QLV+7-M'$9G!Y]FW'TQ;T':?YBBM#$/16S#>*^:W;*DL^2[:,6]N7DI-!AB*S=*}YW7$T(>"^6;X-,GL?VB'^&.IW_4 M+*(.'L,)&S%?D/M>@,M -+]MYTP?,#H'&_)-3Z3?009X"CUM0K5,)F0UV-FZ,&3WR%DWY"4U"9^F<1)?CP)(J3(COPC?!\M+81\XF>VH-M \TKR #.$LP77 IH/@2$V<'9Z=,PK_6A,ZTLHOY1&_3]K69TVIZ@<2=/#'X5V@K'N(S1DI\H3X|/TKQ-M;]B3[8KKKIV558*77A[A4A2M2=UUTSEN28EK-MD^\I'!,*5E%1]R_5/;A_[NY;[=|/E6B"T!TA6G@7]Y.AA33TYY{EU ,MT.L5 M;<(%F|,:%=AN'$_0!9[,<3GUQ=]Z4'-MM-L=+4_VE M2'[UKM-TL?GU4_@;&VF]FX\OLW*UP8R&CEWF,+R^4+B+..IW]@!J*V6WA0M#.*[4BH=S'QU+0YYN[];@P;Z(BFZ(A7N%AHZ]>;M]P('GZ3=-[-YWN?)6E|B M]P_8$@PVW3/>."EM5F(D<*(>#W^X31',T_=WVEH,_T_XD^N[V] MSSGKKN7>5[=0)57_VOR;+%TI;.(0;0XYN0M,>5VDAL."T8 MF1"AXJ_"IPC76(L+9=X0:RX?,)TV7=:,NZF L+\KW8+D^1DG/VN M0%++,3-7R7%K;C!L.#",01WS3N\!8@!8!%HQ4A",*I,W>%>8SI)+T?UP4L] M^B'VG.>2P6-?'_(Q?WG&N*)HX45@!93@?MO0 #(3PLR0-_BG4_.O7>!(-E2 M_3KAVS7ZKA.F]\Y0[/*103*]=D,X5_IZ_SIS9N_ZR/ M$^#'OU+@W0OQ)@-BP;P;K*1>D@(N"B^/,YZVQX47S6C*1-.;.FFJ]23E>>5; M>N9-+B.FKM!N>=|HOMG'6S4)S^8B6=KW0EDNW+5T6&KVQS=#]I MO\%8*"'+GS0,8H9?#&'">#52-^1]6O)&](_79$L+42=)?O6)9M6<>PX78AR M/K)LHAO+//AB8&ZMFG2@[BBZNN#M#2M!&]0;H(69]Z#7P@#2@"YA%[@DBJ* M<3U;NI,MRI7]S?,M]>BY_874@=:XDJI.0(W:*(>/TG8 5O"DD"+T=#ZM2Z9 MN4ZL:#/N P9H3T(VHJ>[U+T[9KT32#WU:]TJH>_ZI?P4$ME,%,XF!U_?"Z^ M^S/*=@?H,/WBK[_D58QM9OV=^2+6_P,_VE/TS_=O3SY#W MQ("30NE@+.)WY]9\V**BFO:^PK.)/QX;E'>1]$K;/B.Y-10",18;8@HF_6)7 M6R=AA?OR^HS?O!HGO1@!23>YE/]XGCQT]!.BZB<(XD26W MO-1#(UX%>#6,+]O%/ T,CFR7#-O@BWV0.Z#%MN%XHL AW-GDF_5NY.1'$V4,E M94M, ,.QWEC1R! _!"SC6Z;S?F\$*^T^)$4^1K&2 &QJ/(_]=R>K&R|W_K'4Q?N/ZN>(S1_"ML7EZ$;4$A9YOUN\@K@P>/2H$(:"Z$6Y# M04#FK4OU1-"M\+OCM>78N\FGTWSS!["0\WGTW_|/$O=]^S]_9C,%G =0%4G]-M+UZ(F5^,MQ;ZUP?INB4^^^\=P]3SZO, [^=VL#E,?8@&A^DH|)BD)9G.L19Q. M_09|D}@9S')!-9DK-=X708ZI@-?X,%D &^13D8?Z*0:/0XZZV1[HT']IO/P M80D)$@L()P.L9%BXN>H&W7O/ -^X**3HE2&I>' M!:E-. NB(!\? %9;6-W\"+A"(BYK/"!A6!G_M/'P9!4-,^L$N]^@+C?Q7O&8 M89&OZ8ST(+_RC-FHR;>,%SC2W0HOO!:4"!%#6@-CNF!4~KW/L'-C'-M(E$-VM?)_1DY*\2&8G#C$!=;8]RHTVQ%R2]FZ7BL]T] M8]]-BQO==48RRH,-I!^$"@W%B7YL,9G(]T,]B(_WD;WBS!'E)1%,^3#65C1'%V+&>1 ,3."L,<((_CO2!L0>'X"W&F EHY;3+XM++^3_O *\]M(V||MF>5DYL!@4P0Q$RX&Y@JY@XJ~=+/8]R'"BE)C2VRG#BU M>1?#4^XZF&L(DT8R*Q"O5W"M."JK^,X%*4&_HYI2 /G;UOL!LDE4_,,,SYZ] MZ&1DZ=&0.<(MI,\FA1?TH<)"V?\F^M'99*XL==!H>:<|VW+I3)0$\P4_UB_O M9]^)(}$)Y=*]TM?=7L+FU>YLG|HF^& ;Q@?9$^%A7?!Z7#E^VC'/?3]]f"8*9 M-1U,E!ZFL0T0^'!E>2'.. (C#|@A3)/=/,;UF7:8]6F.UU=]9MZ1'D:.QFU* MK'\)"1X]*KD=6??O>SQ=!8M89&OZ8ST(+_RC-FHR;>,%SC2W0HOO!:4"]%#6@-CNF!7TWRT;7=B24^L,B-<?)LN'UBTH7 M|_(A*RW5@3<1^+1,69!**OX9>("S*)I_X818YYUX2#*;."8.5[=_]':U&?OF3 M'"*G0F12/%ARV$\0;1@C[F6(PNAC! ;6Y"(L1<;"HM68?H$@9;'USWU;3%F[M:G_]K>UU(A3B/C({241@JS$;;,57(JMAG#A^_/$Q.W01>=%%.@ O^D/(F(I M_&K SL*7#K@CF?0MBZ1__D+L3%_<|^08+^M.@2\$;_D#K1,9Y$NQMQ<+G\C@ M=IN)E&L;M@WJW#.M'W71P>AAL6CMM*72L,ND81(:'%>R"4"UD%W1KH\GNG9 M:NYG_?@&9.D)J=G]\?9 ;P*K@^OLZ"U!)EK7DJ>\T5=29]#02)+4J9U(FG$ MI9W.Z? EW_GO}_2XA&V7#+:@8=BE$%B>"LFQA0Q>TG89%%FM|[__R4N;ICYYC M+VN=HP#AY.=V?%ZXF(MITO=3,FH@!Z?^:,2XD#O3X_HKMEHOQW35;U:@AJ.8+ M,U/PP2^.1#:2,,,.#/B;_':WM!N:#FE@(K"P8#]@$#N@)1&F(*3LZU M%G>H-5$7]C#,9KDMM?1&4D9%[K'I&]V/?7UKRAI:+\B "W>HK49=[%: M=%H:B7ZWH4.U+EV&+?Z;/N(-XY?],*Cl-7#IT\+M.]E.YQ;Y4[2UO+*AM99 M>$U[]>_EGY"<%H'G?[U(?.*X99'P>=C$?:]X8W:6IU:PB&O9C$2S=,FR(P2M M.X(3/5=57D4XVU\=44*Z7"'Q!K*SV5I&HENE3&2?^_5^/NR'_25<'<8018.U MCRPB UQ#X60 Z3*#!D1B;&+WD6$*3XS_8(H NH2KK^W<|$;E'[4B37_!57R\-MO-,MVKfG;IZN%:.[R9UQS\]*OJ4WH]"@Z*RN!V1N1[_"\;-MNP)P.EP99HW$$(YK#/[LIG&%DB=5ADU^"92PANOEV* 2- 0PIK/4J+L?H^?3 M)7(TK I-HVD?Z4]RK59+*V]VW2)'<$\?-,_*67=F_\\H.4KL0Z.>*$A,L?W&YE>_4)[MQQ^1 .3R!-]HU^%_,&*+#CE$*!0[E;N.?,2ZK|fF"%7E%^0,-WC|V3H%HE$7U-M)>9!-B'G-./RZVIY-X<&ZHG.=FZ%_Q>9TL!=8512MQ*=^$^%T^^%R\ M$[C@[!AM;!YTM(NH Q:M+/=) -F*7"\FK\"$[R,Z*!@OS-S@7M+WK%]_X.] M]XYKHF*=`I 4(BO8."@((2 2$B M3:E2(UV*(+V7!)$,"24$4GCCW-_GWN.9.6?F=^_Z%3VG$XJMQ<;|0S!7S=.V/N9T+8H->M3636)!:SPK^GW]GJ?6YK-N#7<$YD 6?DH2@M4W"1_KEBL MZLS$X+/U")33AVL* M.6>T]4)5OS(N^4#=0T&S>0< W"UDU`:Q&H#.UF=4DWE M=,D\/UC1!MYI6]@?%G3/(I#++YV-)L]!L_7,J?C7G*K%W'OY6IMDXPQY?P(-MJ[.G.$;8LW?-W98D"GM$^X,2E)-@3,FK4\G5\<=8NA.OE5>ZV@^=@G[_MV+\#++4K2@71RNC MC-E'S"PKJNCY*WQ]>VE2I_PR5[QY2/[IBTQ%,N$S)]7YR&XX360+,DQ=M;I. MY_7,QLGTROB Y*;5.(,!S^1(;1,MC0@3PT*ZPZ8+"ZM9>+8[E'STI!QX7-$*.M_R!B0Y>2V<"WV" ")_.F7794[]W1]8UU S8FN;3K>#[&[ON:UQ_)&L';D.P^ M,J$@W*/=-0T2'Q$^VXJ1$8*I]E'/32P=\SB24%Q@>R](SJ7/9@FE8P=JZ3N_M=A684_X/+MG@;B*[$9>R8<"!HD*I[26?1 [GWF]$1',J56^@S"]/U+_9$E_B M&/.Q\@>Q"UW7$>1*A^&1:AB@V]PRT20_+J6"$M)9++PA_IB/.-/IZQ(NM M$?AX@"AB4$W,P.N860>V7ZE!M'29^E"FW@EG&/G;_MY\12YED"-DV[^$(.$H\TZPJOT\ST/R6 M44C'(Q>VB%LC;QIUG9Z!/9X!G8;+,]FE.@)?I\)!LK&.(1O?:(#,#3>ZEC'_+ MB"(=_-K&Q9L11Y$A*GBN"$UXN?=@S)!=.U&<>;)5P57YO#T4=/!4 M@MM 1ZT6$>7 ECWW\]YHD226E+R.]W(\I6MW3:=.Z^9FA(2&29;BH MV?AR_OWSU]DS\K+.RQMZZDIM:FKF):6[5DN8S^12W= G*,5(?PBR&!}?&[;8GC/6T*1%NAWF RI]*$#U;O% MZ&? E(RY;FWEXT]58HD@6U%WZT?(!ZC&R6K-MWOQH1;E89;^UND<*?-]EEU8%;!8W$Q0+ _EN&,'.X,#R\1'3L"]5]>T-?S*Y M+<&^Q=$/ #OS7$1U'#LC+1+/$\ [7=DOG;+U*.X0#+DR6ZKQ95)!.;M=#;B=,,0D%>UX*BI2/N/<,NTF>KK04ZS5Y:.^_,84ZU]&Z MN9BA7R1W:XHU#JW8^%U93;!')BG%3^0[>ZGSY9BD[T-O^@.6A_.+W&+V>G_$ M99^05?'6VS6.JZVX@C80M_1R:R.YG251M0-:M+T+6Y.X-J1>QNW$4V@ \"1 M"T1,#WJ.[2B,O__LBE/VQ ' =>48ZEU=*;L,2I A\,"G1W^]<9-YRI$OSWMX MS0X V.6$.%"\80*IWJV<\P2*HK-I;/":-P$\UDQH1P MP8R&LOH-@2;,)RN]T"W"2=D4/[,U!7=B)M7-B.U%P\9?\ M7@*RA<59;\AH4A(H>4V-.^6]TI=-5"19$3/#Y"3KJ, [']6%Y%R_#J=*!-4/> M',&8* #P,0K.WD4PEC7:,T = *H&D_;Z[U?QV]O40,U@*W<. !/G&\GO5YC(\(Y2G3Y) MD]C1BN;V<E4!\R6(4_:\AYN3EC0?%YX(D4Y M4;)H;-#-&)+S]NM<$Y^QT_GO')D7(-O[5GU[AKIRR5MW!K8NU0G-@@^35?N2 MFQOH(1YSY-V)!NBH1^3XYK_<00VB1(]8KWXL#M MO*28,2F.[6N:7'=._B<9U!4<[WT,7UL_8R[B #0V:,W5:Z$]=O^Y2/KO!)W-GK.9.M6Y K*LLQB/A H_\!"7]MD=:\&*5Q M W@\Q,$;MC(+GBAU9R!#3F 4UPIF3Q)=L$X371^&'SSK>.V0\!K>A17>V#E_ M>L^3SK6=>_Q&90V/8U:6G:7:9R*TM3[?]3_./F@"3] "B2)81(0TC ?/V93* M/YP"K763E!>P2U785KK7S)H5<50UA 6&5UP=(&E3.RZK5Y-XB) ^)R4U1K>OJ MG- VRHLS-KG>1';5U^1"VZ>9M6?2AQ&' #MXOB;3!'V^B0^T/7Z3O(9Y-9 M!P#PF7)5L'N+,D/*@"MF9"+9$EJ"]-4DWGA!7PNQO0XV6MJ7;&^@HX|/,%$5 M73QA*H.8!APBH9!JK?V)>B%R=:3O/=]9J5>IL&(6JZS*;==1ET^=5^:A!M'-M>\IMA3XK7(^\0G%8"%@>7['.V> M/7K5^*>S=T8;3'F"[$+===TG6#ZAY.ZT?2*619E<6\M+5?=CE$C04FD M//NQN@:N*E;]/+Q]!C@%EYUHH_+CO5>$QH-)C(+SU.'9D^Q&N$^,1..UVW]1,,5PQDFV\?,S6>N21T]BG M3/8#@!0[(XV\'673I561F>^S%=(SR>BZ,,?!=PMB%N^3+L M!]-$1LR7G4P4YD.^TRZ3?'W+AB2GEF=QG&5=3FI7_+MEA(_5\?9!#]&,V$Z6 EP#)+7^T7Y 8#1?%<OH+3F<>ZJR\X\XG1WZ#[?OBDY%,Q^DS'Q8OOL9IT@ MWBS_[4!(K?M^K>MB4JWKF^2'/45F!GD+B@]B@,(-"GJXSOZNQ@:&?E-3?&9# M&Y\U\2E!C:4%/1FN+/K2X? #0'<9F8$HPMCD>G;%=&!'HQ!:8O7$"]IL\|QN MW>X D.F$K.7P-IX;H7^=@^,<+2[!"&3,Q""Y97(&R5]8(RSYTZRV'V+?C352 M1D<>>^Q&K0-*BEYU>E)=MG>(-V]S8#67(/&#]=::&^>]"0,03A(]91(^B>]Z M_DIW2*W>SH%@NEF\0>HML\:3!S&*5D'^'A)@&97@_Y C"@8TM\03,!C^5 MERK&N&]B?,EZ6E' _:<7_JR/+C$P;-T4'(E'-)F3?*FC|%U$1 X89_3)%+@E M-+S6TB R>%\-4]4S<5$;+SNI9&?;7[^*CO3X. D:7]I0ICTH C\Y6LU,64I M.C+S80]&+*7 R&YH(GUP2Y!A4LI#;?) ^7G)20\|^M93GL 2#]3392KYX-3*20 M@&16RLNZ(HFV:9&DW1;>Y_P.8>7G6<$ 1$YC4_=TEKOGK^SS:A]^AS1)$9R MA8\"ZXFAA;W_)A9=G_3A/XF5|H&>A;NI.2RB=%P/6B6;348IT+PW/(:'R9Z MZDW!M\2-\&ZURK5#,M8-6ZH;GZ>F;E_(_-@KOI0S0REY]]!AW4AO_YD<[_0 MR*7GE=0#]MO/Z/=:F(E]GJ>T]E!&!"@6K2Z]+UU]\7G@DEKEO:9C+Z^H^^0W MPU@H&?!CU!YUH+HP46-63U_*CGZM:O3'EN[FO=K<%/PV^_(X#H"M33}7DMYZ M'V^V>J, .;[^@[#Q_=@)>M!RDSLD8]NG>7&2ST>TP;X,8'9D;Y3\JJI2__N>* M O_*^"_GEH82]BV\V91(D&T)D#K4.\N,YD*';(,K+8D!,8CS&WE,-"_BDJN[ME8H'5`V:.Q1?Y,%<3I M#);(9:W5K'80 5?QIY!|\.D&-F(1/H,@0,R9+1G+N=U77&==0)2Y787[9I&9 MX?IV=)F'CE> +^N5#9\(TF5" 7=][!\V.!;&W$?$!2!9s8=@8E^|<-+414DT^M#RV24A(%57<"L_2YTOH^89?O^]7N'.9]8/VVB@8%\>J62_@O8G8TQ- ,$;/U+F@97A@AW&V>2^M:GY MH+8!C;MX,W!KH4"ESNXY*?DJ[TSYS%H:20;>9]$=6:=!,B0[]9'9\HBH%O;% M]+.HXMIV5ZF5MDU)]XN&3Z0_3\4E;/M6E2HHVIVND(F$'X//H*M J[W%\"^9 MTE_)QH6PD_B=D1BR[9P[,T0ST#5KL2BO%TAX6'6[[%0F86FU.\G[N[F[=MOXAQNZ!J*\2MA-J M\2F3D>B"Z4(PP][@W%)>.YU\&LM<6,@NZ(RC#.Y]%R*L?[V%]W>WC^:S3)H M%\^&26QVCVW@3VY$-AEB$4D, M)D]LQ2[@43'R!P NRZDZ)I9$';S@|-->U:X]\3[<%@0/P,K'HTI'FWC"08 .,_M%=36"B_5[*PN)WM+WAKN\B3KM+0"(^C[YV\).3'[A# OXC4"^A?KY?YL1%4" M9;%\Y:%LK^>-73&KBF8.ANGI%-1/"'S0GPX_NGMN? W3VF:B%#)/#!4U\),E MW!>,U/F\RWM8WA.P;1SG4/2EBWY3Z\KL,-5IY2*VN!G\'1*0IP1&.PKZ]P@-M7Y_HO8E6]P/DV/M8K?KXZJEW/LI\C!=*:G%ZL_;!.'?=CQEK_; /H17.*\;LVTO3R\:!],9Z M_C8FT1+?#S(\4[)2>='RM4 ME72<-WF"]UNQWX"& E\K4:A'[_W6*\E7O;W,T\/.B1Q/F7M=1\H2[R41 MIV% IW|EA&MES|L[^5_SLH[84>#]]G^T:W[IO+|+EV/2ZK_0RC9NB=EM#M*'-MB3R0KM/ .B5,N+,XL@=E+V50ZNMNJ"1-SCUA ?A -<&%.]$5#"'S]VWB%!79%X MLLLZ^1/HJ/?D=D:@T4M[[-RZ%WMI5DX09HDQPKFJMIGMDL2-M&LZJG\3M4QAB4>(3[O[Z@=MV*(Z>WSR'/ Z?DEVGZ)6BV]**&\]Z/$X]EP:L]-MMZ_A.N3P8>GO[V2&3PFLD693J-16|KO.-MXK(F0Y28.0.%H\NL!F/18>EIB=Z?R>#"'RV '1S/+,H/9]M=`[>WY?^6'37G M.SG*R'OXY3'RXY(I*&=3'5@ EUQ/FCTTQU_FO.W_ M(QLUE[)4$3>8M_JQEMEZ7+HRZTL#1@X41?L$P? H^X$)TIH).9!TF>BE44D) M7H4QS4XX51PMQ.+6GPTLCSC+K[^.T+$_?:H[HU/.?T_AVX/TW1)&1.-EA-T4 M_1UA<7QE @:+Y M(#Y((MZ/TX-!(.H#4= ""IO_\/L > ^W> 304H]#L M[BY{(SZ(6PL@W(3ZC>9"]JEV3*W#8Y)B2D?_J+G]F\O_#,7YWS-3^;_2(>;\ M)D_DGR&E:N\@9F9+AYK]E,+ [8'WM_[[&@/O'1W=BY% M]'BHC:+?FQ^!S0MKEG_.M:PNB][.YLJ6=H30^\W@^,V3,(R#3%@?"IGV"C"LV W$IV%/$D/'"\\%^#ZL2 MTA3<$^&.EFR[M+ (E=36\T1;L#8MI]<2RQ"83>>W[?Y BF#L$#&EL/"F3^H\\OQKN7B-Z$6W)O)84M?FIR_ .[TH;X'/10_ M]L0HM"@<KT+?3^N/{(7.3[^:(JE?(67?&I1P+>HBN"/;!*H4;CMO]G*T(]# M_]KNZX<'@,,/756#7SK$A:YPF2+3[3Y.S+KDQP.1T<,ME)6*(8]HQOT%/9-UJF>8")QP 2B?C\YR++FO3<&;D.IG44/FN M!UY2 _7T(LCGX^%+R562;*=)QM0!*MO=)? F;P.'VDQ4+];4^9 MTX3..I"%/0Z(!"ECFEWJR2$=SH #>JG/6GCZ0D(!P3(RVT&UG ^L1\K/+:65P^PY#A;+3TVIO>.$$GY*OFD(!" M=+,_'M+.(2L21, R?]QD(&_#E5%K</-/K5/<@T_.&-1!!3WO)Y]2_E?8P.ZG&=;/BW*L\(=D:0O$Q9 M8M8LXA"4P3VZXF*V+DF:4/?FPM4&6@B9K<1<:1W3H8;,O/>A-W<_)IWF\M$ M!.E)&]]E&W$Z"Q"Q]NKG!D5$] =N%VB!D"QP?X> 15A1:-G+\TI"R+$Y#DFE BYW;2UWZ4)?&@ <0SX3SJB1E!TFPT'CC&R&&8YE\@QNL1OG>Y> M,R@OD1O!&UDK"P@,&.G915>*MT<&KV1"CL,;(.P-8R@F?#EDC+!LB)ZU\'% MV;'E,55?XJFD'YH@&[K33PR$\4PYC#;'<>>>5S@Y(N3 MUZK1@R]@;6V^6CE2(OMG#K6 +V$ 1Z/+2]9L3Y51DLGI_K.)C-V/9CA5O1.7 MK-H)&8.S[WE4U-]L9133\(,^NDGY)_4(L=F2-#=NU$0-7LKFTHBZNJ9]M!7*MO(POY@CCX4F*E5]24UA{PG$S>F= 6+RS0ZRR%)Z MNR83/*04]S;"HQB>?0"8GU(6-]$C]9@\V8]7Z*]PB8P@\U$>TURV'\-HS%V7 MW9JJ.%47:?Z--AOQ.D4>NP/ TA.0Y#%E@$PWXY&H$HO?V);ZX\V7NR_U*Y] MN^.5.A+$+>#HW:5SVH%BM8&5N\^0Y@H3RI\_15M[M/P:C\=@^[7A]_<3WZF+X5]2V+Z>LF[%\+90BJ9;-TML,=4W,Z!9I*?W=M=ZD? ^0'Y=K/U%RR52OVJ2_CQOXM,_ULF=O[E_#DT M_'.N/@#XN$B&B^X/-,'5/T)_Y69?Y%J].?,'K;.DA]]02Z!9FNO?$=A$]G)-M2@> D'8]7',S?U5BG<9;J.VG,O*5T#O).@,,+0\7?]^)Z/2KVXH="\-_R7GA) M9]%,97(_#_>GDLD*HD?"ZV1AX N"&H[=N,W3,XW9E@4 5H=0DGT7(8$4\ M1,=ZP]IB-\B2UEJ]M_%|%8Y&5B&.KIE,.=?? <9N<>;)]4,'/H"D]/G3Y+Y1'_M_V.'LDV'D.V) \A>#F{E^;%,V.>8A99PCV*?D4+(IRST&&-WZW6=C4@X>B[M&0ZX%+$76Q5;##L]4EK4HGUFB>6M%WSN9S>K.575#GD3^ ?O/E!JG2 ,8F M#[!,%(LYAQ99';BY)W):W6UKZK_K*D_DZ*>>>*W*P[*\Q&7"@.^_#&>_.' MDQ?Q;O(NI;[#*:]XR%/BQDXLM@*#M9'(*RFRGMZ+M9KN,OY@@J72$><9!C@S MU(B&3&>TO_Y295[5Y+_?4P:=*/81"$WJOJF>W*%D-?O@1 ;C@6;0+4;ZT*Y' M3YHP=[-N'>N02]?6N"Y/EQA5OE{R" GC3CIVKC@0J]@*B9QA\M; LD79G*\8 M<-W;#.M] <5:$;'LMU6OU]8BY@X:5>RLD$7*&X!!8.0H-(WK")HDR_<]P#&&S\\2$ZVJ6/*MQ0M/[K7<38AK MSSIBJ6IJC>N=96R:"64&11>]#OQBW?=FL,Z@Q,I Q!._I4++#H8]LBZ=RZ%_N MY"6J?=9_4]RC35(DI%*RU%V=O(M^P+G2]%9K@NH5_D2>_!H^RBL+8D&]M7 M*@^9A^B*[_K%5?&3.E]$7RYPR;2$U)61//A"[&&95]_EX$Q B3A^A,PE@6F&.MQKA' LO;B0^LX'7V8OS]!,(?MG6YLTWA_E_5Z M^AP"PT%I0#O+3$-76A5F#L-$0.3&.L4KT\0(.5Q?2.,:TO<"5N!X,]V)0Y$ M19(ZC(>"]1 82M=5I &+ 6\+WMGC2L&"O1T*$> <8EW:"I>%]CQ(2YEG&><60= M#="L/4#)F T,OU2'!^OYR#E0HE .:UWP?S;AV .AZ)}6DGI2?JT.N?VG1UX@4 MA??/X&Z! (XT'YDQK@% (_0)BFALB>Q11PHH_%$#:S^;".MY:ZE^6GQIX^TNV M*O?Q&(^0?71$;H0$28=H3\ 9--&FDG* .+#E*2C&63*0FQMG90/R[^.%'/S MKZXV7GA6/,<[OOPF;#" [L"BO7D!=*+[.\.JWF9488296!82$B_C<'1.U!#V MULOZ[|_6-XI?^2!B\FDN_UM*_:>&(:EU>GO'KRHHLAB_*6!:F61RP9WHW?Z# MRRF*C6IM84K3'::K=FGDA%WTSCS/EOP'B.8!@),I#;G-1M-BGRX@-@<60%CK MC^+4$%D@40A$O0.M(G-V861:@,'(#QMAZB=A1C3_D6!3_V|)G\UK'N!Y_YKP M|HZMIO7XY!^T, F70T..ECAEQY A\MTNIGNO8#X/G]W<,DHR+?5*3JZ8!*WM M7ZOU<5A]86*M(=C2=#V]TFQ%Q5$[DIODN.M^]XB53(+R?"FBTY&6-W\WQR!2Z M>6\T9Q^M!\OQSF,)?OI#E3&%##PLTO>LR4PRI%FF^_9=#U&_!E"&2&45//^^X M%^1*U' $N7(7G3T I+|*V7EVMB?LA:,USVI'LQML0(=!SKVCWUYI$"!X.30[MC)EN2KP9?!*"W6\[W6&MOE-+UW^> 2#(:)N^W3M&(OPX%[T^V8N)Y]A?T<#; M19B:X$RCI;[DH>QG89]H%FV%"^&O"#C:T^]A19P6*@*S2-HS9++?<&]Z,*<^B MW8E3E?JVCJ!_LM/!X*QNO*RLHVV2W7]H?XY.9 ^SI&@14]8Q9.+N=N!%B< MRVYXM*_Q_0'/+?1H'.AQL&AO-K?]VX66^^!*1\Q%#NEL3\'>>YV$6@XG;_M!-%>GN-#TM(' &=]^Z&N\++2TABUGIN-53I*;-VO?3TRFHZXBVP,5#]OBEF MKSWQI5^2_6A<0_VQ=6^:=?86%B+E81)496;5?Y]F):N!6[^@!@/F]G< VC M(7/+#Y;QO8.RT5]?165:>C3])AG=[.ZOSWSWW.N;=7]DI=>HX^R5?)@,$\H M.";-,5347[&12UDKAL?T:7*3\-N-FB*7LM-\ 71).K/'<,!H4%5[.&,,/5&? M=!%Z:1=;$B^R9U>*VW[L-.XA+E"\D;B>^5ZT^-BBM+&M_FI<|VM|;O7%;"7?W+JL.B?5L70>NWQN2T73>5Y\ -(3ILYEG1@YUSA:9&3E. M6\[C;5E'N\R79.%F_^W&BQ+5*\@^QR MG2H]HM8DY4CC&;RF?08 0-"10%B=\E.RJZU$<6RZW!GR3.V5RM7]TY2EG)8% M[!"^[LV#&;SNPTA*Q;_6+AN:!.0O(&[^5/=:=)#%_F9DY,P'ZA5*J++].)E(.'D M"36FKXT8BA2ZEN7UIV<)X=^ 2FWSO? +;;BDJ!1D.)\U^A++#3=W0_?5SH5T+6_'U@]XLC(L%025KI-E2-*;0%?@GOL.90 M/ 53(FH7@/,@'#U&C-%UMNI-RS>"5O0N!>0O]GLW;G]*]WCGD4RPZ[@6E&A M=7PY&O=0YMJES%!M^]'HY6ZP6(*..#*$S8@S:HX_(8+C%B_7V!?\<>.BNO/R M[U#!]/B:EPW+36S9>S_ ;J:R#^PVEFXEI?B-VDT6X"4Q): .G5&NB49VAGZ._M;=2!/NU% [W22UO)Z8/+V+(!AAYLU)]!7#.N)(P5)4?M0F,#;ZNC9_0F%W M"T#M2U"" $MD(P9S/8SK--->S^R6)>.2QD0:3LKO6TU/^'/<@S>-K9.9#*.ML!.; (>4##^\"ZVQJGH]ANY8\F/G),] TU1E9/A+5(.)\&6I*L,(9X 7QU0D+ M+?M1CG^Q"AM;N(&GE,&5P9/E>!MBPF5.+;4BB$GJH<_>L)#Z M6,WSM8? M^\,$\=;WK%]=2L./$=_UY6I)&Z9&BTZXE^J9:,(TCTOQ&1?)\VJ; M3.B(355ERS\@SN.]YN+B\ZA?X&PDUB?=)F A:/I4SN.$-1:P(=:V*48]G;"E^DM&=E493/")O%;"?CQ, M^4{(@L;%&%)(G.0C4#E3 1%B+)Y!_/ =6\VUX>@($_9OL<`&@KD\1P&N)## M"(@/O-K);+3H,A.=CFZ-A_-L2GH?U>O5MNYS=#FFZ/#_W5F53(/^VRQ)Z]%O= -MWR;M)? DK/CE74\KE4+TPNK&K<1WR;>,_M5>M?BO&4I4LLHZL;2O"6AL@FR >>QB CK-BD)R*KX^MB BVI9Z=(]3[C5*

*M0O^(5.@LX3Z*P$+.]9[OS$RDS14MQ)R>%H7000V^#93S'E4^1KJ9NL*8HVPB M=$DS2"C7Z8I):%YCCF. 77W*[_+[*BYZ-TV4L-?ZC.\ 7@<<<^Z"!-;-,23O[M^BUBH&UO!42*ZK]]-/AH$+H^*LV;>7[OZ]T&^P'@5O^WU^AU?M=>*K;3I50+ M%*PN3.3$1$;>PR4VES NU0B_<-/YV;..O9$-G8JZ?:F]5ACL9JER?6)!0STNY<.? \,VI[#G>YCKG8F-A[FNJB"/Y1JJ_V*U_1C #9 M5*$A[9%GD.Z_L2?"_X_,T+_^8K_\=4_&BO@Z M$C[=+5.5>T^L<7XC5I-40PXH3O3>T>Z;P7U /P2,=E$$YK1B??!^F%5!F3@R MR)"]A\KM"'E%1MN,'Q#*9/DEZ23]1.S!X"V T XS*@!DQO/T'$MEL-(.F^ ME2GRG+3R$FFA8]7"F6:4L1'-G,E9M0(@H&(-,+\]0JH&[?OK@MA>%9TDI\V-V7E0G7B@^!..\ANMXE4;Z94E0*9&([Y:UIZ'_90EB'YAG)$\4*+(E) M77.9L0_Z1R*IMPP!VO@0<(VF'>!P)LIZ,Z7-'#O?G)>4 M*?N>SUMO>'[GQ81U_=0J05^Q.?/2/8=,3# [VHM7[9W,\,BZX+1UI^_K,NJKZ M\OHJD)=$*UP!/DF#H^HGH6E4;D3(0WDV('33T&2FL>%${)KBT3DJ7-0[MS1! M\,3*,\&U,Q]+B*8SE;@U!.D_$-L@DC: [$"Q\|6K4'C?.O!V%*&ZMFWBIKC YM$PZ"'TH"",@0!6$81#,$%PL3QG&G)M(_=D-%,T]:OZR;&<>=>C^N=!P.O;$')] M 3"N[9+]//^Q%*//*IHS.G$L/K)&0GD M]^B2E0Q,MMPVS7CAL!?AH',[^78.#W0@9#ZO;L^T569#]I.]\,72_$M0FIV/ M-11E6)Z2.^*>GK/Y'7$<47V$5_KICTR[J.#@W^/R^-4Q;7_A#.\;X/.'0)KW MPP*P^I7O$WF+!NI@P)U6O)/\Z?Y_N_CEOG=\=_++%Y4N'(%'.F=$>]G,WBO MK+0\/++ZYN.3,S=H?CCGUSL!CU",RK5B!>X/PL9U5Y,(A%[HLK3;@VYS(=-' MQW467C2]N\X+A^F4)GZ0=)D>!@?=O.IUJ%W"0#Z"IB*#W'8)!Z3MCNDQ[DT M+*>Z6]0_N)._0!H+7=/#(VFV^0"0&^#.$T%6?$W4N%Z!ZXV0>R[Y4#*+W6)| M(F\P7OLNR# @24P*[<-)#_MGNFO-8+# M@TO-4FW"X-'jY\,FV\|U&6BH9'6$YVS[FTS!?00F\[#1K#AM-.MVRW!VG/-@^0MS09"^C>=9$1KJ_JD;#$,=@#P'B,,06(&(IG4^)O^U-V7E0G7B@^!..\ANMXE4;Z94E0*9&([Y:UIZ'_90EB'YAG)$\4*+(E) M77.9L0_Z1R*IMPP!VO@0<(VF'>|

*MCN\^+6IWGJ(#[1N!|91?'(TRM2ZMG(4RVS-MC"K+N7|U5E>)^(:<3\ELVCX)/A@FV*RXZO\(< EVH1.CW8RC5'-)'R?#"IK"G7=1P\ZJR0*G-M$Y_K3',.KBW.BA6:&S9ZN$"]K-3O%YW@-]BT%5C8:VB''=D3%\#8XHB@F-88-M5W8V"P=C20?VWL*V<23?C%K)4E!L02>T21QN|VURXV\"Y>]71$Y6HVY)VNJ-MWU-SK*/;Y+_[#D^C&$'C!E|))/9CEK#5S_>CSB8+NVM#9/-MSOS|Z33V|%VVL_V9N,R0D$R7C*D/^7,YB@\COT;\!TF-C2#GP6!?6&IA?26Z+MH<9;^HR:"K55LG4|:K.79V:M5HD%R'$1:OD@(:6;T@4C-DE+1*2K\BYCT;_E+-MGRKJ6P8\/DG%06?#Z1_(A_3>:*18%;M40>$TO!$K/%D3-51429F(6CC(=&7O\W_?X5#!2!>(!TY-=??[9?PIB-..G-M_,85|__\$7*3D#BD_LMT&W;7"DHAIOD8-EOX-MBSM:*;.4%F%KT$U0_:4YN-M_3+5=]%L-(@<:4*H3;*$89P).53E37".94SH87\;]KBQVY4!@TD,97MF1J=\|[<|+(@JLYJU6*5T}$=4ATL-)>Q*CN$PP%S2V6BF,,,I\ 3,"96\L,+" M]96^HI[7F5IN#I**L_BC2]?YCW]IWF]^W:14.Q|]>0 E2:AK98)#/,?!<.MTALJZ71<:O"2]/G;QP5&U(8+0PRS#3.6<-2\'4@PX\9.74'MI!WTH'07T%M&$=4TCJ1.^PQW/<^OHJL%QU7\@W7$N"FB+N$@+K|QWX;+6GEN7\L<=MC5ZYW%1ZDM"O7_E*@%^QG/L;&LL&J&#)9'*$IX%%QAEV+LL_F'8DEO&0GIJ* MHRHIFGWX2FKMHIEW%|'&[J."):L.#OS6FA08$)V)_2##7$4*8Y&D@/$/FVPC+G)M*?'YNT?DT_R&L5^SQY.$;"|V:X7MJG,4215A^:*(@_L!%'4J/0:IR+(&':E9 MHEY308O5$3-FR5&H:R\;8R\7>^7X!!9?_?+31EE-'MA\2(6*AR|(CP3N#WWV MF1P>=O>]QI\/&LG@OLKQ_ZB&8+MW()U],]4/G^$Z9=]MS"I>'+ML8'4DF$_M M>BFFW_=LO4AF|>LXG[%X6>8AUE$ QHW@12((Z_04)O39-/I]'[6X$!='!$?V MJ3\Y[_]&I.7'G\(U@>Y\!3H0WJ(-S+5_R-K#$\&MS<55?-Z\-PT5(N)/"YT ML0D[,.H;LE'Y,-#2I[\G4< GFJ726$24HL09'C4!XT%:EH_;=1I;=8|CSZ.C+27 MO^.J&1KVT?Z0VGV>/_U<:N4OX\;_%':4GIF"EY*@%/=YO2TCZ,)\15>,-4 M8Z\EMV\V=T+QG.P=!SXI:U<[FQ()RR67C62F'N>CFAG01":B%V&L_92AT-[A M*\4RM72#.MF'XT50^>O&3=Y]4&%3DWM<;&\#) &GUZAPGNB0/AP,@Y%FE8T M*6P""KNJ+@\OD=*M] +-E.YLC&0?,>B]>9X]-_7%9$JB_*&4,NHB*"ZQU=R^ M'R,!fJC3C]FR:4N: HU6^ZE0 M81!*9B0]#?:&X&ZY:WG?RL4YJ3S|9+=' \-QX MQD1AAQ%O8!V1+PHTC;K:U%E83?XCH7SGDQ:.==V\!5:I&73CC-9'VPZM R|M;QRWCUG&5:8WCI'UL1&5:1P+$NI=Z*:TT;%MF5U$K?]*\SI?+7<^V\W[QZ M982&2"01T6546!=>)6PR0(5>P44>E!+V 63LM:FSG&A:I(UKB5WN'B^@!#X@MR"O#\V<+@')$?G+YBBMN4*^P8P19W"4NW:O3=P\YO M!AUU$KG_U.N?+0]#(PGAS?%;7T^H&';^UB%?Q9KA.H]9Q=(M;()&K:%HC|F. M&64U!Y@L!]_5&;)$G|Q@2:_0EX-/KHU!/O^J--9Z9+9A93F5:HI4&& -4 MG;JV>N#)XZN=!PX&Y:@&\GM[!5+8;0O)6*V'BX*A730 C2(W*14RIK *FW8@-M%^H=L&/?!EKU?_DL\$>9]]KCFH[^$JC1."F2\+F(2>O+P(6X2&)'RX'HYR M@PMXLDWU-3II1OD1>N^=8+4@XX,+*?MW-YI#5"[WGL#\\\4,[=M<. L+73C M&#V.8G>OR+,S*ATI?[$===*[P.?,5V\^W, ^1EW MONX-/!U#-VMF"-I*T!KM3 MO8&!#/F[.Y 0V'0ES3SK(4A"%V7T0[)RJGBO(')Q/K%ZPIWE^SRI7C MSM-G6N^XGQ#*V)68 *&(0%@+[!8K3VHF%#PTQM P4X7<|8 M#1F=0\ G?<_A^OAT'|Y#Q$K<)?P8"M2R5H?.EZQGUK4= MB*B/L\GFK;K67F|\L^DH7@3TQSBT&R'%/XM?N&3=U?*BSM4'TY_*2C0POQG7-M$?EP|FVH8@ET%S>W,W&=I_X=@05U=,@;QAY@)UW4IH8.SZCFD"GO1+TG|KP* M<.E I<_IFLBY)fP%=QFZ=SWMU^V3!IO6$=SR4./^A;\7>GF,&M4%GY6W]_1MB4O0C$!"IS9'<>QYID^_<.O')HDBZW5CKZLT+J@X[HW3U*2N&!(2COU$)W7B MDDG2<.J$M29+!YA*.ZBB_BAIGORE&]>LB==:]\A7>/4E+!'7\=6"#)O X06A M?IG="P*@#E55V2W1^*X"4%\9M9%(?A 9U#V0;+ZO2LW^3(@8"'CWQ[55DZ' M3U.O,XK!0R=NU%"C=GWWP038]T(E=R"7C/P5D ?^\B=W"3L|/"?;_)9/V>M! M>>B&A-+LMQW(YRC&-#M|!O*Q(7T6@*WKTM;$<5TXB4O7-TRWV@X_MU(Z4@#. M';MP^<,+U:S#2.B*V+\|"E<7Z,X96:F^_AFIK,T M@[!P;P.-#3/UN";AIM;4"0HA%0EM5PJO_;8H@1$M0V,_AG\8\PDK\O/(<=SO M^FSZHCO_FU=&=E=*;12(%_TW//TW//TW//W_")XH,=#9*(IP-EWG+'VQ$RK- M&26)F2H3A/[CG[.. 8TDFN@>QNZ2]++6)&]"X5VC&O7GQ_8?YH-'N!WAXWR0 MPGY8K"/VG*5&JC$=P=@EP@QO=[LVB"A#DK6<(ZGA/D)Z05[/>&@9]DWA@1Z0 M!\4ZFD9*?_L\V(7AERX'$Z*A;3I/G']3F%WU<=?\0RL'=_7R&=C7]DG\)-)0RL'=_6F7OMTXWACB M#+DIXGP..$6?0%1Y>#FE%V^?K]DXDM!*='U.&?+JXIY]MRC!$V! G$,#"A(M-48OR0)I],(5\VDO%8%/78"}UXB(ACRU(*E+=Z.RWICO&7@LEJW|8LQDR/SX M6.2O2.732:,?1_E21DLM96M>K$7U_10)/Z)I-5R3IEA MTLF\"5RG:CL/QH]=B*,\P/%C>5FQTO:T12CZ@,+O1Y;IL?WG?UA^*+ATU>Y\ M]O&$! N3 MX J4)6?2@U68V(%0:F" *U-?M]O,TQB1U:,0+R/O\'%+WVASOQ#DAY3-&5++MG(K2WU@]UI@&#(/|\%GM&J2MZ[AD:ZDFSH,&*$VXB4O7-TRWV@X_MU(Z4@#. M';MP^<,+U:S#2.B*V+\|"E<7Z,X96:F^_AFIK,T M@[!P;P.-#3/UN";AIM;4"0HA%0EM5PJO_;8H@1$M0V,_AG\8\PDK\O/(<=SO M^FSZHCO_FU=&=E=*;12(%_TW//TW//TW//W_")XH,=#9*(IP-EWG+'VQ$RK- M&26)F2H3A/[CG[.. 8TDFN@>QNZ2]++6)&]"X5VC&O7GQ_8?YH-'N!WAXWR0 MPGY8K"/VG*5&JC$=P=@EP@QO=[LVB"A#DK6<(ZGA/D)Z05[/>&@9]DWA@1Z0 M!\4ZFD9*?_L\V(7AERX'$Z*A;3I/G']3F%WU<=?\0RL'=_7R&=C7]DG\)-)0RL'=_6F7OMTXWACB M#+DIXGP..$6?0%1Y>#FE%V^?K]DXDM!*='U.&?+JXIY]MRC!$V! G$,#"A(M-48OR0)I],(5\VDO%8%/78"}UXB(ACRU(*E+=Z.RWICO&7@LEJW|8LQDR/SX M6.2O2.732:,?1_E21DLM96M>K$7U_10)/Z)I-5R3IEA MTLF\"5RG:CL/QH]=B*,\P/%C>5FQTO:T12CZ@,+O1Y;IL?WG?UA^*+ATU>Y\ M]O&$! N3 MX J4)6?2@U68V(%0:F" *U-?M]O,TQB1U:,0+R/O\'%+WVASOQ#DAY3-&5++MG(K2WU@]UI@&#(/|\%GM&J2MZ[AD:ZDFSH,&*$VXB4O7-TRWV@X_MU(Z4@#. M';MP^<,+U:S#2.B*V+\|"E<7Z,X96:F^_AFIK,T M@[!P;P.-#3/UN";AIM;4"0HA%0EM5PJO_;8H@1$M0V,_AG\8\PDK\O/(<=SO M^FSZHCO_FU=&=E=*;12(%_TW//TW//TW//W_")XH,=#9*(IP-EWG+'VQ$RK- M&26)F2H3A/[CG[.. 8TDFN@>QNZ2]++6)&]"X5VC&O7GQ_8?YH-'N!WAXWR0 MPGY8K"/VG*5&JC$=P=@EP@QO=[LVB"A#DK6<(ZGA/D)Z05[/>&@9]DWA@1Z0 M!\4ZFD9*?_L\V(7AERX'$Z*A;3I/G']3F%WU<=?\0RL'=_7R&=C7]DG\)-)0RL'=_6F7OMTXWACB M#+DIXGP..$6?0%1Y>#FE%V^?K]DXDM!*='U.&?+JXIY]MRC!$V! G$,#"A(M-48OR0)I],(5\VDO%8%/78"}UXB(ACRU(*E+=Z.RWICO&7@LEJW|8LQDR/SX M6.2O2.732:,?1_E21DLM96M>K$7U_10)/Z)I-5R3IEA MTLF\"5RG:CL/QH]=B*,\P/%C>5FQTO:T12CZ@,+O1Y;IL?WG?UA^*+ATU>Y\ M]O&$! N3-MX J4)67?@U68V(%0:F" *U-?M]O,TQB1U:,0+R/O\'%+WVASOQ#DAY3-&5++MG(K2WU@]UI@&#(/|\%GM&J2MZ[AD:ZDFN_#FN3TQ0%6?+WKTM;$<5TXB4O7-TRWV@X_MU(Z4@#. M';MP^<,+U:S#2.B*V+\|"E<7Z,X96:F^_AFIK,T M@[!P;P.-#3/UN";AIM;4"0HA%0EM5PJO_;8H@1$M0V,_AG\8\PDK\O/(<=SO M^FSZHCO_FU=&=E=*;12(%_TW//TW//TW//W_")XH,=#9*(IP-EWG+'VQ$RK- M&26)F2H3A/[CG[.. 8TDFN@>QNZ2]++6)&]"X5VC&O7GQ_8?YH-'N!WAXWR0 MPGY8K"/VG*5&JC$=P=@EP@QO=[LVB"A#DK6<(ZGA/D)Z05[/>&@9]DWA@1Z0 M!\4ZFD9*?_L\V(7AERX'$Z*A;3I/G']3F%WU<=?\0RL'=_7R&=C7]DG\)-)0RL'=_6F7OMTXWACB M#+DIXGP..$6?0%1Y>#FE%V^?K]DXDM!*='U.&?+JXIY]MRC!$V! G$,#"A(M-48OR0)I],(5\VDO%8%/78"}UXB(ACRU(*E+=Z.RWICO&7@LEJW|8LQDR/SX M6.2O2.732:,?1_E21DLM96M>K$7U_10)/Z)I-5R3IEA MTLF\"5RG:CL/QH]=B*,\P/%C>5FQTO:T12CZ@,+O1Y;IL?WG?UA^*+ATU>Y\ M]O&$! N3 MX J4)6?2@U68V(%0:F" *U-?M]O,TQB1U:,0+R/O\'%+WVASOQ#DAY3-&5++MG(K2WU@]UI@&#(/|\%GM&J2MZ[AD:ZDFSH,&*$VXB4O7-TRWV@X_MU(Z4@#. M';MP^<,+U:S#2.B*V+\|"E<7Z,X96:F^_AFIK,T M@[!P;P.-#3/UN";AIM;4"0HA%0EM5PJO_;8H@1$M0V,_AG\8\PDK\O/(<=SO M^FSZHCO_FU=&=E=*;12(%_TW//TW//TW//W_")XH,=#9*(IP-EWG+'VQ$RK- M&26)F2H3A/[CG[.. 8TDFN@>QNZ2]++6)&]"X5VC&O7GQ_8?YH-'N!WAXWR0 MPGY8K"/VG*5&JC$=P=@EP@QO=[LVB"A#DK6<(ZGA/D)Z05[/>&@9]DWA@1Z0 M!\4ZFD9*?_L\V(7AERX'$Z*A;3I/G']3F%WU<=?\0RL'=_7R&=C7]DG\)-)0RL'=_6F7OMTXWACB M#+DIXGP..$6?0%1Y>#FE%V^?K]DXDM!*='U.&?+JXIY]MRC!$V! G$,#"A(M-48OR0)I],(5\VDO%8%/78"}UXB(ACRU(*E+=Z.RWICO&7@LEJW|8LQDR/SX M6.2O2.732:,?1_E21DLM96M>K$7U_10)/Z)I-5R3IEA MTLF\"5RG:CL/QH]=B*,\P/%C>5FQTO:T12CZ@,+O1Y;IL?WG?UA^*+ATU>Y\ M]O&$! N3-MX J4)67?@U68V(%0:F" *U-?M]O,TQB1U:;

M&+;5^UF>F=)DR81M7)_A%7H"%]>O1+(8>J)/T1-M9JKU\-5^K;#',2 3T%O$6^NB=?BB=51*"DD"<O^2Q&$5W*LZ-X18.\;(YFZ2AX;-M(#7DK^B!B+K3>D<^/7U*0?
T0TP'A]G1_8S#GS@'-B3%>EN/HHX\/W<;JGO-M0&9"U^ZTI E?)DP3B/V(%6?A4_D2I!4ICAU&C36=]GT'"E09AE# B%PS7\,3 M=_4:E\;_4LAG>$F]SL(5;_1GV1_-D).+R^=+C
/1K$HJ8L7K-5>"]P(K@.[I MQ&HU /CJ92EO(-\AI+BEMKWYSXOL0P_J3V(O5:DSJ"^L;CT8^(F+@!7!^EQ%_MT8VS\\(,%XXMHG<3HGKN9\|/#;NOA$3;J-
DSY;E;&=76@P&JV:0G>DF[_C"M1QKWU3S*+?%B%"KWT#TQZ&1\R00%,I(H"#N_QK.QK*FIKW -^7E6.+&>\GW^&W<U4&6EE/?
2>VD^=3UIW3>&/4VHF1Q@]+[GZO')K"+8/ M)H45XL]:^.M_(L*=Z,XHX:^ARD$U,@Z\RANOEG2+74E-OS$++ME.,,J_Z2'L M^BS\Y[NZ M]7Y< 9:,/7
U3XH@&TD<^^?:0:5"H#+D;G:$*3L ?OM%D\CGU=-M_3BZW+IPM}2UM%B5Y\AA0W731]V'V^^85"VQ"W9DW:BB'(2LGA37UN:F]YT
M8/_=;&E=CG9FA6)&SE<169>%69=[K?B2JP05YLBY[NN<-Y>3+63LG M#TI:59"::V'NR7.GGP3]98:LP@1$@'!7L)U];7IL :H^0P.)XA[*J!O3+F.
M3$*RM2G&.1D)X%XO8:7>9AMP#L+JM0HMV+5-B$/_U^8&#@P=-M.JD3EHIL6$OKL,1^W(1(8E]NMY(+/FRO\1%N3O3\TRB MM7/B5=C\[@[*J{^N $N'^-I]N35W VB9$4&***%/
=**}B-5VL18MY8'YH3& M,;X7V8Y$XS.GLY=FW+\M;!^1K,;'N:W6"_$GIY.0P?QWE*8FKFPXNR.G!R?*-MO0;^S&?62->1<-?6.ERJ.ISU^H%#<9^L)/&&?):*?,&&-Y/LSWN
<2H"9'K4Y6HFS4S2FWRR+1{359]Y-MI/W]BK87BOO:NZP^+PA_>:5]0*?N?W!ZUO_3*X,4NSHCS X&ANGY+%*?R;W;-MUDV53MN/K4W7U%R_OZ^R1U+H!H7YB_@YC9_1VD-
8^PZ"0E6[P&'FN!=S/*E4 M^6Q-;H!BI5;%BU;KUK-LN,\7RYZW!6.50W(GW'-;(V^JH%HC_.KZ2+2OR!H%_MGDfI,F)U:/"\[I"!M#N9)5!+!Z-_XW SOQ+LO?
QZ>ZOU#K-M7,X-VP3+V5_> @^V\?R*XJP=<&04NQR`0\Q3I)[J^64+UTM^^-MG!]0:=5RJZCM5\+9OWH.?4}(EL'$ @$@(=Z,N:[6.->(MMKHKU%_,ZE6T(;@T66L=+
MP;IQ=T[S13#24U'ASH14G#1VSU=ON\HEMNLYKS%0>$+ M?JW1PCP5T!B:O#:NY@T]*AXGLK7O$K%U9 A2/6P3(F[\[XBP Y#X"D#VC/F1
M0^;$WN@&U5Z&F:U>;QSU>9=525K06Q4!"<2$$XM1^-RJ]WJU/ >=?;8NIK%-NC<,GU/VA0!N5=KF"= M0\T[=;<4MT?
EVTDK073$+EQ7&VPIUXYCBOUBL<'8A*SP:!19/R37"/A.XTG?M<:>XCJ]6BU>]7+;("]4>?OKSFF;MQQKSMI?45SG
MWU$>=QN/$@MN(HVO,J9"C"]&Z;,&5>*KTTOB2W;9[/XDO$#*Q,""07^>]8\X# MIBQ4E_Y*4HMLGM5;I!.8GR]H.6%E&I8#@[9T]A4]R6HL:,)8+^S]OL^K21O M347P3MP0
M(.T%>FK9AW5G+I^6T]8#GU9.#%ML7__?Q?+]/+5'QU\;&.R1[8A+ZN /,> MNX;IVD>Y2V*&*VSU&@4U7(}_?Z>20*3 N.7"@=9 $&A&[8#FQOH0 @!1(OR9_*(_B_&;[T
MA=9YHO#7$#9?=70E2.' K)UY]^O;B=_&#*\ZL/> ^3MF@_("GQXDQ5T(M:QU742\3BFZPA(@))P!>NNYNA1@4@C(->C${AR&7SE<'6E-!=
MD03E2_RPUACG9ISQO%G@N_[OT,KGU0;/9]ESBB_%#(B/1E0OO%QM"WD.?6="_M/LXVO\=^#TXZ"GF2E\C4P.WAO#-MN%"&:1=^T;LO:UKD15[3.5 Z]HE1D M(-
P3^K5GOCMI3]"R+5VJ?W0L 5F2'CL(=(0"P-EK QD-3F M,.^,$/_{JBS(^)8#=]S7$5C.?VU64VS?$3)T\3SQAX2LMO5Y))D@[%AE.G$.@ MS=\@]R++;R'<
\Z20AS@OF=$,%%$>H+XT=,7#,.=7D&TUDB 3E^;L]=]*H M<-#"-QPK1KW]#9QOUT=DND,!#5(_*@56NU6[!V^+82U2*:G\/6%8?7]-^L6MG'TJ*KERB)BP,^9YI%_?Q,2
M^F'1X\R*))I-3\^ICOW*IE-L4AV,=CRMJR"2_14;M7+FI4]H!Y(3Y=!0-QSRG&MYA+=9G>08XV7@(A,;6HRH*U M5%V!?,"$Z45#KC"8X&058CITLOU5F-5W(S^%D-
4+$B_49SPKT8_+/FJX!@YU+O1#'21!- MS,%X(J,2">JDRX29-#JT"T8.9J-9Q#B,W6O,I:DVM](NNH1(7_O'9U%"C^P5 M3%<3 Z$RY1E/33OU%0,S1F9-V)&\%
[C+>,!@-0'Y'K2)LQVH$W;U!;G`,'FG MK%8C1='N0F^G#*^D+\1&N$]!2A->[VU'>Bp;\\"HP\,WQF!#R0Z"L2K#0%@=H M!D@.A0(U%;1T 16"0UR-2A2%F1-&[=)7-UY_"\D;R?
B3MKIVM%M4W=D#/U;Z8RPN?WRUX%CA-126>%;!&[PS8..*O%?SAZ%):H;@4H<'!;VZSC M=V+.,\M)6M\XPE-$$_E2$R>>3Y+C1]+2TO?GIEHU\C<9V!8O\|;'&43'I4OH5
M5QPOI>X]!|UJ3RKR%6C.JL,FC ,<9ZX@+T>;&;P2P1)?+I3B%;5ILP3Z.A0; MQHO;FD?-_X9S^/3=4 M+6_]-
';;|QY$;[.^$'$67>]!GA1|&B4,%MYLB'Q/!|Y*PEN$DYC4%T&MK/;@Z MA=YGSK3H.*SB$HA\|#AE&<+7%YO:W HYZF5N+Z*C)U\F*&EFW*7D?MEFOA%C
M!\&&\K>)M=.,$Y!*;O')^-2?).,954 'V644/. O!U09^G@QM)FQ/>&J7!.? M=H28*$2%<;^!(N72'X^HO(:C,:UEM4HYB\)2K*P-#TJH#(F):$9HZ/ZMDM_U) M7CG#
<<1.P1KZFQ!A%1$+3ZE8R>@/.(8ZV+2W6&-EFRM#1-VDC'_]L A)P 5 MF04/>3V!&)Y_V?9""G-]COA M)*NWKGDNP".7?$';U.0UIBM6C%=NO8=K5+L788;!3*1?
*:!TP|+4I5BNO<-D M1VP;VRCT7<>KIL22_C"":L^=^Q5"!J8?$GW@MGAO2151LI=,UK]HY%9H.IQ_@-MRHRX &Z<@UQ)5GY&FT,U>O;HE-'9RH!?PSSV)Y-
>C<,/E[>V;@B*R3EZ'EL M.(-DD OJHGC23X1LKU'T\XDPRPW2&M_8_&NW9G/,R8(S#<8-MH4W(\0[\)N2>++@FH@$P7U2)H%P Q?O(=V"9DAQL.E)'=74P%GN0&@B]>M+5Q
M0,#!;<*P_IGU'2_W%D>CJA>AD7L?T -+L!,MD/D-$JE'4Z;X1,6XD4YN$;]O[-MT>AEP,E"I6L+QW[TRETX++V/8B]'1S!/X\@P^U%K!0?F>!=6HZ&E@Z4BUQ%K
MD)LS6'=,;/O9IPI73%J2B7NW.OMB;C4-42S11=I RCI'OE_\KNH?VF\?&EIU MWI$W0).HV7QFZ=AIX3DS3P>N(6P;IM-J,8@N[TWX-4T3#E1EY0'.#4J1#)
MI8"$CWK#_N_Q_M[CW49$JF/.@O=M.I!MKG*L-UF(#OQ;B6 MVKP(LU;+_,+CF!#6_#VX;7*W1T^/QL,IQ%R:XVI"F^+L0\7>E[*\E6P\SSPR M^6%#?(\@XP8JF12^9
L02H_!P(C+664K&8;7O0'42UGQU"HY20>&OI%QKDM8T/6M5,:+:N&H+SR1\M5!@$PYL'V>YM#7 M[MP9O>%?4V43<^(\,/3CTMR5I; V]HFM\5*_^6OQ28D6 @/$?;@ I'D<'8#
M..@-T&I"WBQ2YQT4#=F#2$9((KL[9!I9 3:21/IR6>J23G/V1SVU*JI;K.F. M2Z]M+8#S^5+K(UQI3B>AR;)W&,7^R22M1++6NW%B"\GL:=;W3I9]-\V$L5PY M-&)AJE8T.ZAU=?
9X=_ZSMC74@=;# ^)V+[A)?"!F]P"RMK(LHASD.1# ;5P?4 M=W_B(}+O% &'N]>-?DY5%Z446IGE'?6TR(H[VFMA&1Q^TWH;9VL#MJ/U:GX_ MA>GR:A."Pj>0:O IWR:X*8!Y4
9[3OI_HH[4G+DZD7[^(4E>_=EU3I!$_'I M",%'^<+]*LSC?-%HCB]_E,)$W5GCRE9V_@$LCP$O:*3MZ#2/Z>+)MD-'?A&B MC-/7:H;_];A-[%7:ZWLVRIO -N-I>:<:TW
AX>1\05*DTU<-X;9S:2;W#-T&V@*<_@$G%3@$&Z/Z<[#9>CWG'MPRH#N IT!;]_8BB< MQI"//5=-?!]P=JU]XE-W68>_'54UD I3V*H Y<^U!'-E!]C[F!0&OHA[@-.M
MC]T[8>YH=-@.EE6KEO,Z0(WMDFC;W[GF?V!T_VUSS%EA=>?6(8)-,D&8X2 6N-2($(0?GI.K[{CGTS#^^!!@3S[1?.4YP)=R2$K MA#TL:(.+,$]B.L!FC_)[&&?
IBU#@O?.T3:@=;O|SN\\'OO M9-"QK|'-=N?O./MVTS%WO'Z?0*&W5"C?1]W0GB9Q$<=\K@NAVJL%NC:4QA0 M1@N2)TC!1U]^?Y0(++#6-
UPRGS(2>',W=7=C>DV$5>">E&+5L+99Q_$Q/KL M\M7L@MMQ@OES.,&M=-'^O12'N"M^0>P/P8XF=5X,U?HXBS#PYQ^1V"&=[:SA&
MA1CW/XLD!'CFIF=]B:E2/6VZ/WMv@BE*0?#5!%AV9H-%]=_X SIHIFQT6M$@ MKUER[+V2L^!=X+25IGUVS9_,8]P.F.G+)%OUE8J095&SD3<4Z9D5K6IE0R_
M6CHLGXP+O<*:M4W\5N!D"C2_D7.[RGO0XH9S0.@$4(RME9HGO%:V]) (K83 MB. %*$E_5U4)R=GG^PQ/.]R/]%K1;GXPL/ @L(>$VSZZVRJ MY9 9IC ?
O%P46.5$@&:"DB),0)'>[#NE^9:/8^F;ML(YQAP(V'U(RL]S'GV W4E?N\F)/$>U0C6 M2_L,B>"X?K;^&B0Q)<-EI"RL_+F%^MS:N!BV**#"S@/F64U4RGUKU5"D\"8D MZ
Z2[D),X\:$%]&;3H_]>VUSY45Z2_V01DWA0=:'*8ECDGZ5>OY\SAR M#E_4"20G#PQ02_['K4Y@*!%,_-0)XE182[2_A6V.M'H?5>&*T.:K)-$/3S MO++=-
/PL'V5JJBK.W[<>&U<<&OH7S97S99-X5;@@*%F%??Z3M00PT#W5(0K4 ML9:/,9'IAL;Z4C31N9]>-?V1I>6Y/85 &W\0\W"A)BF(-MAK>\ZB>=,<
2A3]HLDX#!S]"#*>HB/V4,)_K6.O>6?^<7# D]-JT4SGZUMVT M[.IU>'P,"=*(9DRSPMD+)2E/S_OWUZTW$+!IF20U^)R^EHD"6O'N$/H);-O M]!SV[3"0>9>O6G$1>_JH4B=D
\:NX+W"0OG]N&T@PI,MYU\V'E(BMR[CQ)#-3FVU\0X_6[#MW!,3)G M'];?_5$;TS.GP'F-,68* 5V_.5^^E.2F6 .KWZW_.AZ;0XJW6%U7D=#\\KQ6>_M>Y&:B-
@&&/#%+K*>L&_[$H&]JUS54,[^,'7Q34@"R;Z%2><&C1K!5Z% P4=T MP9QW\&\;VZ\]V;]G\W8&J@?*4U4AV $;W4+!1^*HHY__OBOS>D\ LSB#;BV! M.0W8[,,8]_8/XT?ZVDZW
MZB4*#!Y($3RF!Z]D7^95D:C/"=B;$!9T)8,N 1WP/PSXT;',.VJHT$RL!8_0 M@(*6)4?I|<6Y#ZFC]Y72^N^F7#\M\'=[*I?$2R2%K *&PEQ9 M!-L,Z**K0=F%P#4[3 XM,
]+:,,L"Y\$2B3^IG00U-XF#1N5$8*>5;.OCSM. MWR 1(KXY)OX6)XZ+' 'T%QEE8 0'-8%F?8!1 ;XR5VD9:PE<@:KE_#G5M,YD M+Y3"^9 OOU++$Z/>]RU7SMS)F-1(T8ZZ/'=Y6T+
(M@T53@ F.9U'CD'.&/^"SV M$>*0==:E+%S?X0!R!]+SL$6=7&+_.\]KS [++I=8Z9L@X}:26'EVS1G1\=2GXV M67H51+5_257(SG'>#I^]/5QWK'?
[Z5QM)^'T>)N!'23+K;]=0'$$!M>?+G\]' MV1 D<5W@I\M&#MW6"M/_$$) M!=K1_YK(-+/^?T=]UB#R!XZX0F.Z6?.UPF8 MG4D^NF,2/OT\V>#
R&*)]>#]%;I,/@=3H]C(@N97TV^U9);__HK/U'). 6]M\ M^KOL4?#K]&:;L&"U\UXH8#OE0<&=T?AAZY"RW6)#[&[@#*^] Q3A=W"VCJF M+K3=?Z2?4-?XC
F@\3TD)7/^.EFU,ZSO*^\02$DR57XR8W2U6Z3I#6L3%W''^" M8%B8MTG\(+D>KAQ9'>A5. ^.^:]>/BU_+/V\P*]RP6_7_U2!SV//MS9A4N-!F!1R MXF4_Z9!;R8]\5]GSG&O+I-
R"S(NT%XLB1*+51)ZF'$UJR_IF8X;_,S"(8^= MGNX#4I@K1#)A:T.&!''^,4+?6-Y)"482+O.8> 9994Y %)&K.\I5#D!)-K[4 MDE\S#1L[>;D]ST1OYG.?8*27F&C2^E&$[?("8F:
<+WKH!FN5+RH"8H?H) +, M9MT*)%',H=*E)N6YIF]?D^2".>[H^E6?QVZ:O}^_"3"-/%$?8O.;J<*?(LGB M0F"]D(-&'8_>4^YZ YH+8"B/G&5QOBR^JJ?H&+*
[@WH"W^3_[^P%EK)(P_SUX6G|"T1CW6LF/ M6U/3TF3%R:KO!3-9#.Z_,]\'&^0M=?W-J3P*:HL;O[1(P"=)=.KSZV"G>aA@^3 MP5T4P"\%0.TX7^0(QY)[AZ66=/D
MI#P)CT4K>V4H^=A[""T7./<<5NQQ;+:/6K6-=60QGF'>&FH>8=U/9G-.,=TM M$(M-?KP[=[JBLJ%^]>3?O@[KG\'1!V)6HI8@8C>)1R>LX_F7VP_> WR=.,+=?G/:PZL($M"V3-
B%A MSP+XHM.<4)@*_W,T^8,.-&LD@=$P26*65G_U'_!S[7I/N,(P_ZZX_]I4C<%# MAGU/ZW9!)]X;T/ SSNP.WFL6?ZO:.^*6/'=C=8+.C&+SB=^X:N;O@/(:BR-@8SNBS?@$^&
MB=:/"*-EYA&=7V^M]2!EVZPJ?\@L>8:7DUT%SYCC-\YB'0/?>[_^8"SG[:]! M;/KP'#J[_*\P,":^MT.&.9UZA3]-^'U.LHG5.X
M@S+#IN0O)S4%!QXHW=USMY,81/Q@,A,PCV!LXX"@UD54%^&] '&,N L=[LHR MN8L5']Y^P3IUU_B%(--7N[?6-D7N@_KY$I,A3:5=4G_LJ;SWV#%2$XDKE\R^_M#
<:N+V9+R';$@?,)-D);QHD !F=9I.[[<%&MG%Z+@@)OAR.52Y<|+-:DG6]J MG=L=?Y +K"'$Y5+8!\$'G. UW$1%B,L.A MZ@=%S(PD@?WH0T]|@CF^[|%97O<6X?+8?2,
<>3%+'<#[STAFQ!P3G7M?B& MO)N/4D($_OJD @%\D7^<$$PH:,+'R]B=(*)PK#$7)LPH]WQT MXJ[< A):* D,H5_-]"F/I/E333E#2&VC3W=OF(4%!.<=I)(J/5V;?_S_WV_C M?
_X2&#%!!$%G1DZWY?"7;/(Y6N/OQEPTI6)Y]LHV.P9]OFQF^O__)QI%BE"#?5&1KUC MFD(9LM(?3OV"0 K^DG^C9C6/ 4/SB(1;M#!U))%PNGEJKU18CA%W5XQ\<=[Y
M(8U0S=TL0OZM:UE'802<+-R&11%;T(\IK@#M!F51]^CCMLR"F:WO?>*3NNYA^+RLKR[!]$R*NP#F&P65RWL&[+=AQ7Q%$S:86HI G$1[=M^^4CCL).\T<0.Q%!
(QD4D9L$F"]7?53HPZ=UGZ=Z,MB%GP>SKK7&N7Y S 15 M3 ,59-A@1!0=*MZ$4%YNU4<,DBXB$DCU^$Z*3)B_*I!,%6Y@_JJ"%@0K-Y04 MD7|*OY\-
R'TBV7PF+D;DL_)&?!Q_K_]FC+)%M> >Y'9L@FY+\]86_K,K>R MLHJP_F@@IFM[M4MY0#9U,,> CM]\$>&CDK&6B!!C'FG+L9KJ-^$S"33 S:U9Y%!0Y.
(VG<7#MM8.A$^3Y5V39W]."RGDO M=N2^_!*6[_:1Y7OT|[N\]1&S]-J1/9KI\UHO7*T0D^D4?.JU&,V5*G,&ZCB'-MPB@-_RG8P_R/"&FX.0R/"$7*<&V8&
5_B98"/R^'CKP|PGEO#.C7CWXP]HB+_MH$2IV?^]E KA)O$2.X1!4-M)HI)'4G UB%Z3F6BZ/(%U;JW;_\"G>LI.RZ2] MV>&S&<$,QF76^{CN2[T]'ZY3[;TDXEG)RULK<
D46!MHJ!T#/Y$UQ*2M%O"P M\|RS,!&X%?4G?!?<|/!7AU1W\=K7|_X/OK]|[4_7#_]^M^W=?] MU"LA<=D,_OPKV(4V/N2\,)GR^(N M:19$;KWQHKJ@6$LV&)^R?RP_|-
'X0(+_Q\,/X+VP%MQ[3"-VX!Q!GD"TJAK MY^>=X&417DP==+$/>>I5]A=T+%'>U[W8"7YU"U=EJG1>&14])'0FYH_$XS2 MEZ;@2:P###&8&6S\M56O@%
<+_6IX:G)5LEGJ*FC&JHGTEUFVT5"KR>5UN^^I4 M7NQEXS?I32|+&7,3ZEX6|%ZCLR*B>Z6L%1+]-OKPKAR'(P4OU>WCXCYV'0'5 M^:ADMBZD1/F)R;=N=W0)L2QHC/0%
(F)S,SGJ_03B&;<8 V'3+=6IE.6KFC&R MYJ+UI_,R ^F!OF=%F%H&7N!*,]0"4" ME^:' 620'T9[WE;L'-;W8LT+H(=?M-(^?/AQ+-&L:\FJB*W5%VSS%TGMTV_W
MYH07DXK5S@DMY.0K+F4J.BX<0-_% IZLL?V#7):P1D(F8,Q #X'PA%>SK"1& M:O0FT60EDS+=5U|W/\O.P&%YH>!N2\[.?8N@F-S,WOP^T(#03DH=]'0GC
MAV[S)^'"19 '90E(%2/_I/75'-+Z$\U{'ZAL3 ,R:S$MOU)K:,ZW6%Q8O%NR MV^Z)<+A*$#D%%C=6CK7B-M?>DR__S...74Y]N>]"=.T\C9_8CURZ,)"11-
61%U'YR4=1@%64J++#M0[J5*`M2LL"4:T8= M EQDKJKX-BWU$"ZV:]3*/5TQ1U-VF&QR_>"^MIV:(S:UL#.M< M&-/E3%9-
9E"5J7TLU64):0/TQVF%6U+B]H;$'>:OWQ@3YWP1/Z $T8',J1V3]JTV%'0+\|@@D(K'G0K M%^]-MT+ZA.T5%=`"926AH+HQ*]:T^4YY5D>/3K9+IS<:U;]M1XT-_G>9IAEQ
M8K) MK7HA@L*VFS)OXTUM+(V7D%K01R6,JF9*/C'[F]'_P52K_X05 5]&-3\ M$MCMA/|\F(#5AQ=C!!H[)=O4X++=8#[+ M8H]B(_(,C%H:M<:HLYASIFW!%8)0)C_B6EW:,,#;
^<9%(U%R^KX"(N$*,7UQ MY]%M/GO?N0R=]P@:74-X0SWH>KSPLL0_HIT?UH$=I7?A-[2@P6#O0L&I:M%$ M-:Z2G"/EG+0D1NWRR'?VB__U]'%-_T%?EFU&[5$;1IJ7^*R
]]0'1KN/U%P=7TXLDB"VV$ MU6B&[2TDI#0-T.4)H#ZL>:/D8K$IF"NQDQX:,#$-)&Q@M8.E^= M)9[R.MR2LL526TM#[Q OR
4ST=.T?!56G#C9DQ8D=1"KAN6.D+9"K86JLER_M?B E :,p$=T8!$L@5FKPS:A^1">TY/SERX9O7A_2?WQ@O..(\!8RPN9)NN= M4+SA"!RM%/F'(8/:.AM:PAD#/.
[98DG42]&XQEY7:G"V+++:*$NY*?4Q'H8"H/W-*U[8M80 M8TQ(B28Q_00/G6D$_$=7/C9MF9U\K:(4U6ZM 2+:,U2+V>S!JF]+SH|5D>D] M@Z%]WD91#<\V< K]K:A1U-L^!]
9M#!\5$T@9H(HV+-3L_CGV/@6]1G("">P3 MV7)4P.*.?%S"G-[,P# 4&#H,3=DZ;;"[I4P.NF&[UZ8Y)%.U@'V0UAI>VY[. M]^V_20N)7$/$HVMH'4S5/N|"V(DVMDJS;S"), M;Z,
5ALM$UR_&ZF8H%V?> M^>.]KTEH0T[_]KT;@GJ.R3<2RZ#-GO"%>:<:*23G8BOQ<4OP1HZ MK(=\GQ|':QLKN5O7K#G84F!ZR_=F)^:+3WI(M \EC[XN\FB0:X;0Z]_6>4F_@
M4N)#A=.@70>B3ZIBME!)AT;<'E;Q\[)DIUJJM=RVN/,=*.<12*DIAA:C6 M?\4-F.U!+IX0H_Z@$5&CL^(8V4,.]!]YJ9RR2-=M'&%T1SV%/3BRZL$E",9 M[&'M$>0K)UZ?
TCX==4'9[US.J3"&XM'N]Q?ST5+U+FB5L@@)*?I(G,)IVS"(-M6;W-ZX"\ESS5SRG4 +K2*\HSR4G/YN>_2O8KSOMQ'4J(EEI.=!9%-XMUSXB-MM->0$_7/I4\(T"=\?
5>JW5;##EB$<7I2Y/O:O(%9OAY;M#O@2F0.PU,G^O8F ME_&[.<2F^4>W{(ZH'2CNS;9I"9,84{Z7P>P4A@+-%X3^!#[^HW7G_LF$%I?(-MPN\^?2!U$FF]F!G[8-LP9P64K\V+-
>W=[WGESW-$2K&5E.XUZ#WOBFRVD M9,S#,]F !VX#>1Q2HHXAB0R5^O^J-Y.1/2T2K4-'@,6+$8.!]'AO@#FK-M!BECD;/\M&4WSWO\+V?5DA1'?
V@"4VH#$3"R2_QE#K0$D^_:Q*5B0M$XC]! M^;0\ ^=B(Q%5B,.W#3O!;6GG!7$$$C!J6[O:3SWKD-W;P><,L0T/N*_[Y?&DY-MGMK-VF:WAE GHP.!XU,SD-IWPO^G?
NJ+I[GBXW%&^@Z3[' M>==$/FLV E1U8 (?*8"M1=TH=129I4IR G;2ZWC]?H0B,=,N9\5RPMOO[6?'G M&9<7*G8/T[O?|"W5=E3X$^,[Q6D>[4;+_K]H -&]5*(YLX:H<>B(Q*?
5P[&U MC-IDG?.58<8$MUGS'],&/[U%X[(XK0). FQI/B]H(&)\DUBK:L"&=+;ZTI MW"'<C4W=2>]<0ZR6O@<C6]?;-#-^*7'F_%K?<67EF42%OL,MR\D)\]YVN_G5 M\G("K=-
[:=-'6R?@ZWS8FN*?T]21HB9UF'[&G=_%WQX<-PS@YZ6DP^#&!]?|.ML312R+_0V%##"O8V\':T)$MU'0E?GT3XMFWAA#B1#60Z5J/OEGZ:0;;>-4ZE9#UI-2H_W?&
M/67$+-.F+<&]Z4-0-EK0\ %0 &5N=&W/<.+(G^O]^"MS9V'N{X1I/D-2G+OG;*AMN=<;;EMA]_L"<>- M"KPH\4RI]"%9;FL__07XJ&*IJD@ !5(^,3%MJ40B,W^H3"2 ?/SW__']
<0V^ MB;+*B\V_,7_]_<7(#:LX/GF_E_^\L?=.XC_\C_^T'XOW,]_&\ M+=CV46Q]^84I!8<)G7#Z!^,$.#O1?F/,]:!MVM29T7Y"&_-J^]*9Z>R_S^-MH0:|%T3I8_U?
R[^AF#/NQ1@F&0LAPA&!.(T"Z*6]YP4H"TF87=W_C25!E#*& M8$:]!"\)/9)#Z:0:], "01CQ@C&#>#KO/-/_ZF_D-))8 4;U,UQ_[+7QIJ^NEO
MQ_SRYY]_O4[+==_+O[/L'G;3]/TE^:ONT>K_-2# MJ3?(&S3ZC?8/\85!|!-M/X"A_]?O%?_+O_X7 %HXRF(M/HL,]'__^/S^+,GT%_7$+QMQK^;V5I1YP;_4
MI*P_$"K6DOMFM/KY2?S+7ZK\\6DM^L\>2I&=`G9=E@>C*BY3Q:4?*R[_ZSEB MOUS OB-^ZV->`3#7B/O1^8>B]CF'YTQNZ=M!:B>H8'9"YFN?U="W6SX4M_=';F+_M69^?8U=?
BZ(FZP6^%GLR Y;7ZH,/\]>.C!IHQ)@V=#K3/6!5?*_%AHO66AX_M#7+^+W^1/ZVV%;PGY&GU5F3Y1O!?Q4;^4,MU;G/S_4DPR>"[,;TM1?\'\]QO6
MR.K?!2GO_BQ6F)'82X4O%S@]%SCA>7*!$PGT(BP\AGR/"[;]=]_\E=C /[[T M3#;TO115L2U9NTY*UI2/T'+[KSTUD&^_HJ@6^_B__[*7839X MUS\
{;&LCO#I^0$=7>4V;*]#S!%JF[G]MV:IJH96,G46V8 <;T!V;/-S'#.,JUZ M9O6U)\O,Z+Z8IQV_0#(,6H[!3XKGG]6?%=O@=C!5/RG6Y7S^#';<@SW[X&LO
MP/_GSCK/B:\CVST+BXM:]CE!?FGW9Z5EMRK(14B4!2?RR??KJE*<2!,HJOH- M*327 .G_'Z,9,IC+V7*<1U/93G>)B[)4VU($D#QKZ5V 'TY %[_GMdL#N MO,UIDDO[EMH@G/
D]=^ULQ"?O5/GAW[*/A2;^SM1/KX5M%[1*!-<9!02:0*4 MIQ=!FK$8>B%/?$8H3TF\.CK;F52"<_2TOOAZ!U?>[(*J0\|I-ZZ M0TK/9KJ0W\Q.GA#|;E)T8],X)9Z8=*6|KY9
MWC@$NX]O6E^AVYY?U^^D#I=D_47Z#5LYF_[]Z7U65$49G$4\+6H\9X'UI<6=AXB9F>8B7[TIOHER=TZ5!_)A1 B,$9;.E!|[TKK&T@\- M2!IZ&!.F=_QX-/+,Y&&A!9[(O?
BKGO$!%W<6TDD)G1:6SO>?YUEOD3NEX) M]M?]XML0\U6S>4/>^T^'FD1S3PK0*15YQ^PW.FJ,'IX>U:L0?6/7JF3H@=X'K.QNPPFNEWR|5X>BJ\)@=*.M/!BZ4@?
F5(!;DO,K0 X1=^<^7(2+(S?!CH=%W8&+8'JY[%\VF)DQDT/=K[Z(M35Z4?TA7@FU+P3\6M:CD++*2_BTOC7.(C^FYYAT@%OW/PXAL3_MR'1H[B#AG*+Q->6^'G'PA@(WL6Q-

*B[L4H <$'4!S.66U4#"UGZ]%QJCZ =M-ME.E_U1EB$?-G(${MOY$Q>L?/+U%V>^O_-/[?Y-{)6QO*SD!Y?KLY&U!^N-_SP M@\&3;6"AW#B5RNJ^%>V_\O?U5D5HWWQG#_*;*

(M2&JMWX2XB3TA9^5H=1S4\]7DW% M9%RUD1EBSSP@&P[*G6C-W\T]Q(6G7L^U_'$GU'#/V4Q:$Z,Q8/ *[']D'[2-J M&E]\>/A&*Q3HI0+[;XFZ_.Q$*

[ULI6%;*YT[Q_9U9L611[PP\XNZT[\S,2]] M\%?BPO8*Y,8LF-PU2(D=H IYMZ*,V)=/"GGIW/ B""<9D3ZJ3IV("(TAIB0 M $;2C\X;#(1V=H^@0W/A^P$#&*

(/_4U>GN'T\G=2;TOY[QVA:W:$GOM>_2MG^L?(HI MXEE"$/19F$*Y'V&0A#B 8-QPHQP%F;.SBY\S"S>/G\W0;';#T?#LS|S\#K MX3R'"" ?\D#E+!*YET2-+LG-;MCT|&Y M+"¥V

(V>=7$CL)D1.8Z!K=0^< J BP-?CV6;*=QU0.A5@UR/!9X*;3WQOH51 M7M?;^]%0)N%M\4CRS4H^'9)08"@2SX>(JF($H9_!-/((0%$<*_*)?5-(4]TARF%'N, M>SQ*LU

WY.=@Y)FULJ,%6F+Z43^'TH]KWT4RF:F;ICA&,3\G6;>*^3D<:,&8 MGY,"#&-^3C]@<4V^4S-1-?[L2E!&J4@2&*5!!%% $TCBP(.IBH,3'(>!NOK1 MO!A_.?

IB"Y9*I&PHFESV'F$QKB072VBI+KD1SN#N^A(A[6ZKC80NUZN8^)SH MQ?312\M=19_C]^#R^>Q@AB.!\=7'B0-1%%5W*JRCZ2]?EEG+)2WX\>.;39G:E ML4@36GV)-

&8:W0OB\,3Z+/!;BBRB_Y4Q\>2"E^>54@K\[E4D>F.WI&)U >GO)*?#OW3AZBL19U$0 M>.J27'"*W?"&<:.(PR0B(@DQHG%HE(WGAJVY0\45U 5C>-]<1EP79.J'K M M--.Q<=7LICI6S.:/C]9'.[.Y;.AF!J/%^U='>!OO5]W"XVAWZXBI1??":H%\ MN7-V/+IEP%KQ^%ALOM0%^\?;?)6@V' 50M P\U:PM?R'KY1MS!"E, MX#!$C M&4S#!$'B1SR,?, ^/

ZTMN G1F4UBRP)H>+@".RZ:^"#0,"(_[5@QC /3053/ MSKG&R-0S(X2AZR.1=ZTLPXW)F MAI"C*(HC#E,,X1AQ@-.

<9R&C\,3$4JHEVI\AE+;R"OGHJ*K\KB^U3M8LTEA]+?NM\ MLQ6\B] I-M5'\BBZBV41VD4!?NM\ 8F%285(HEA*C7B?OV),4HHSWS/2,DL^9E;(MGBO0L

44W>DK;J^UE\FMJNEWI*+95?ZRZ Z6N@O'.XV M%JB+*;HMUCE[W@? HIC%@<^,^U35<20A,/4)@USN3+(L%@A[AK% IPG-?K7:

MDLV%857+L\#HF0\7XIK9AQW%*\]#2!%^[?V<)I)T2T%D0T!DR"P;G[5KX'HW\ZI*\YL63V@.LR;W!7>>9$1:X^%24@2(-_>'1/^BX,+H3 M/8>#U@6I PC,,TLGI =?

%OONKE$G9+2[4STW0)(7K!.BQ/AMG7K;.LU\1_+R MW\AZ*]3;0"XJN0NO\NL#\VD]" NAX(1*E^09))Z'9!;&&0#]F 7"%#%GE-K, MFJMH@X8X&%

W6TIC'T=);39UA8*:Z\[4'7V=94+5D=+2]CM-;=&G$$OOE^]KW MDD58X:?Z091=O$WH<^K[S(=)$B"((DX@CCQ5OE3X880$#4/]4CN#@6?6V8:2 M3P32^D%$IEIH!-A#"

(&+86R"Q9LB#F*#CS!^&A@X/#YY6("3W\Y$ YX MZN_FKO*U*OI^]]ALG3_D&_&^%H]3Y[=GWYOONiV0 W?YHPHC/UA?%'04'?D

M$XY*9N4.GAYQ.4]P5*\A$SC>H)W_UWQ+WVRKNQW<+Q:"'']RR,E"09!'"%?@13 MG' 8J?:"7.YH_NAG8X-.SZMNKRK_R/X'QLY=A/X\>E)

M_5U=GE:_/M]\%R7+*W%,YDO\5GOQ+H,D)IZ/<_*%5%:(A. 0QS2 <V?B&JEN[:Z7(8'R6@V[*\YL63V@.LR;W!7>>9$1:X^%24@2(-_>'1/^BX,+H3 M/8>#U@6I PC,,TLGI =?

%OONKE$G9+2[4SWD)(7K!.BQ/AMG7K;.LU\1_+R MW\AZ*]3;0"XJN0NO\NL#\VD]" NAX(1*E^09))Z'9!;&&0#]F 7"%#%GE-K, MFJMH@X8X&%

W6TIC'T=);39UA8*:Z[\4'7V=94+5D=+2]CM-;=&G$$OOE^]KW MDD58X:?Z091=O$WH<^K[S(=)$B"((DX@CCQ5OE3X880$#4/]4CN#@6?6V8:2 M3P32^D%$IEIH!-A#"

(&+86R"Q9LB#F*#CS!^&A@X/#YY6("3W\Y$ YX MZN_FKO*U*OI^]]ALG3_D&_&^%H]3Y[=GWYOONiV0 W?YHPHC/UA?%'04'?D

M$XY*9N4.GAYQ.4]P5*\A$SC>H)W_UWQ+WVRKNQW<+Q:"'']RR,E"09!'"%?@13 MG' 8J?:"7.YH_NAG8X-.SZMNKRK_R/X'QLY=A/X\>E)

M_5U=GE:_/M]\%R7+*W%,YDO\5GOQ+H,D)IZ/<_*%5%:(A. 0QS2 <V?B&JEN[:Z7(8'R6@V[*4RJ%]]#=:\BE[EV_(MAN5DW<<#W*@&R54NN?B05_6*)(Q@*M>

(A(32S<,L@VF\S>T>CE25V;-[!78,]JY .Y;!/F)ESS6XV9270$E47[.B/!G7GSTZ.Z<',[(RB.>]V9O6X9 M\"R_-8,@0>]'@4>I=.^XZEW'LP325#*(T\RC 8L/S%*\3HSX"

MP5"+?/&/6>-[_!"?^8AG]T_BUXM #-MAN"A:\4'LAC @G&&&$8!]*"/(TB(E< M72(2!$;Q09?Q.W<$4'(#FJN0] NY

M639HR@UT1V%5CH.],!7AHZAWNTPF2.9GF$$1AS%$/A(0^YX'$Q2)-&-1Q'VM MLFYC1&8V@3N20-*T3$(80])GDBX5U,S.#)(/)+U9-M1C KE.-AB2>)U$@Q-"

MGDTR./6LG0K^7>3W#[7@U]^DN;\7'[?]UOYMQMI*S]H[G$,N]K)1F4F7?/_ MD%MP91E6PDNCD",F_7R5ND@%@@2A&+*8^I2P5%!N5.K;DH^9%;GG"K"V$DC5 M<-)

(5K@7VO+QJ#6[\4V4V7QI#6[M$*]7!N_2X2Z(FL+L_ 0.5B30(2(1^F/@TA0]D/[<\3'R1H)C$&>9&61XG MJ[FDIM>#O;R-LW-=A3=!_>$X@ESG& 1S26

MCP()^;)., "S#!LV3)(I&&KG$0L6!$1}),1Q)-V/+&20> "B!C##*?8P"X2&S M7DC#X6?6PI:8]77=*RCT%,]>0#.-TY?-HK'0*1&<]0PZ&'SA=D"G!#ON]'/R M*>LCS;R66_AO@K_?

R/7S7NWH6Y7]K2RJ;D6QYT&O-/#/BU!W9WFC9-;^KA.2_@3YW%ZIUED.K8&Y%>R5B=^7QZ$[%IT MP,,LC3R11-#G*],%

(PYQ&OLP2WR:8AKQF&CIO!.U9=98VM*7&W>A>Q*GA]6X MLCM'P$S3UR>$-^GY9X&'0<;E2USLTC!/X>,H*U-7N-%4S!)%00Y\|"R9.O\^:/\((FG>;O*KR*?"^8S C&-D=PK9*KD

MJHBA&'*:3+&9&N-N)>CL'O#.K>&W&A]:"$5.0L 0P1BOQ^ R2652]?:M$*]U?YO.'2L*2]&=:I2'#.N\@9F1<?8-!'K6EV?\C+'C9W]OW[JRF?T;Q0&4. MKFK1FQ%?

MN:\%3!'M>7M1K&S2!]%9K0OWY.%*C?-?WW^HU(.W"YX^EIQDM>Y M]%8Q)X$O4 1IE'&((IQ (L>$#&/&:.C%6*4-%559ZYDA?=)&'M>. ?V0*NEC M,,D)>.18 ?

09%+OT!++CP\P&&4"K9W_F RC2-W4(BQW=22&-/8X M%!(1,($]CRCZ#-S%N:^U#AA8_XVEY$Q/':=%ZS9C M('NIY.A<^8M@VU+PMX+6?2DFEH:

<>ZJ[)-6@97G0PE,LXCY2(1AYAFE51Q1*MF-FZ=/2 (FA8ENI*K&RXD1S6R#*93FQ0'.2>(JG_]H_&53\, ^)=Y0U?_9!+U

MO[,.]\:${1,-5,F=E=RW>2CD$:0420-/$P[3D#-(8BPXBBBB2'LW_>7-T3+/'VA$'[>;EPAD9M[T9+%'Q@R?E$F0#/0XL'_0_9/Q?L?_-VVU$N9 M?VM*Q_0')*

*(,"9BB*J(i8#&.14ND'>0'$0OZ'1%Y TE3@-#0*ZA\C-K?"[$CO M#CTM0_M&$=/S15SA8*AG-A!8E&F9ELU9=9814@L799D6^K@6B\8[EQ9]_2+N ME.'X+)H4+?*

WF_OTF\K'9C&6*W#[Q_V!JR5A YKSOKQL4K5:6U@NH\Q5]fX5XG4.'F MNRA97]DOI.8=DK_BJ<^$QSB,O%A5R4TCB'V5F4Q0D$4])C(OJFSU"C+\>(S*-M8B_LH*-M^*

*90(59I[7UPM4& CVGS10X8*I^4$"%6PD^$\5[' #!%+D.5+B$ M%<,P6M7+:,;\GW_QSF]?/C;NU"A(NG7E$#"H\N6I1YD'*$P8%"H.8)9&7!%R[M,=Y)$G-*

[\+VS^2D#+=7.DS1IW'P:FW%[fD9B2|_:O; &+>8N%MJNBYR%\&:- MXD;E&NT%=_K-Y=]JC7)^T-%M_,D+8C?:J]WK#>\"_X?Q4,(+/:.'AF%2' ,*

*M<1ADD*5!+"@G'",CQWB8F!FDB^"P MB\B8E-)E+,9Y8LM'84P*?C+^8OHM"U^B'?2.?!?5AWPCWM?BL5HAFO& (W58 MR 1$F,601JJ[=B(WQ!Y!*19:D?IG*!$;#C[A4*

M7#.MG4U2 R?B4HGM?:ASR2- M>9C9&NVNY?Z4+(&>IZLVQ;99:G=\&?>M,H9;SPF9&40S&W<.O!WG7:[R[O<=

MAVV7],]-9^/F2F+.FXD+,'/7.LN8@Z5;:ME"=+5EO50EUV_%ME(WO2[;,TM MQ8GLZ1=J2!$7.*4>Q$A@B)!'(?6]6,TIVX@2Q#VC1GPNF9O9'-Y4=?[8% IL*

*M^3DH+3#9H6K^]3&[JET:Y^78)Z[D+8 M*0U+V[REE?CG5OJU-]_4Y7-S#AJB+.,%OB*\(FM,JRF'*LP"RD OD4R]+N5F*

*M_PDBLP>U]"1!0]/LC'@4'4TS=Z';AN;*5%QS8S,BCRNC<8K$LLH_(N21$H\] M:Z:,55FO?B??\|?M8U?D5,B-<28"#F,29=++"57Y:$QA&&5(^+%/,U_+RSD:*

M>6:UZVCI:=FQV:,J=9$P9OK4D7%8N_4L\V/^(U\:(TQ^,MHBEGQ>C5 MX_P#+K;FD^KZVW!4)2J+]\?&SGBeUJNA'W%LNKUU\NMT7B/JL;Z8];Q=&G M,) -?*

*WUU$K[(PPDD8,>B%GH H(AG$;>A#J6L1+#D7$/"^|/;?-,=\SZW-+6#G! M';T+RZ8L,)&:R_,/-SV$*_ZL:*)]WS4?4[0+*>K*5X*&X:ZB934LC#)WDMML*

*MV,Z:ZN:>ZQ\@X6VVJ=!+>YN/O-T2HP[Q/V5O2L'S^AUAS0&8Y/T5G$<(8*3!&+!,$28^Y!B%$,>:<"I(2"'B&^4 F1"?V=@W5T'2U+?, M@)X;=3[<\P,D0V# D=D28*

2TGAV?'SXS8^P2.S:,P.!(YM!'I1PV<#RDOK M9366&>7'/-@A))?FVP9.1+-^W>9:)4DAY++]+FHTZ]\EU&ZJVXV:0=_ V -B4

M!34$;]RHS(N;F4DQA6R&@]V4%C5DM5C943I(AI5(+4>P\V1VD0F]>_U& M6:R&]/Q W?I)ATF2RT6U8B$-/,&%,!5) %%&]71G0NG$9$$:,O938N;$;-= MVF7>B"YZ>8S(#)*

(8&1'Z]6#VH$Z7@4:4BP"%'5\T?]DQ)K^7Z M4;4H=N>A&&+AR#G1I;JH7V((Q4N7Q/1UYQT1/HIZA7R*HBA.()760AU.1Y"(MA$'?IUGBQP@G'G74^D"2FSWB<7>?

*2[K[W<TX_]VWP0L'892F(H'<9#@B2C-(=A %(C),TXC$>21)NOHF2%LC-B2K?RMH$L!(63ZK5+1OJCJ-4]P\@DB4\@AZ M*9??+Y$*F .JOP8G29(^0KTH,2EQZ/#[95[<<{OE]Z"Y*

X%LW5H?GKBXP@: M+IMA#(2:AJJ1H6"SZ-C)X>7RZO MF?[N1.T(7H&.I,,BPJ,BN2HF?)K(LD6%1P4]*BX_O3%M7!.%IP;G,-7)W;M MUBK*[OP_.E60CG{(NMN-*

*BDC6O5%]MZ@QO3H>E M>:<[79&C8W5=F.'405RU5L,(?IM7S2+T M3]+X.RG_(>KF0O96ZM:#?):M*CA,LX5X440APRF#*$NH]OHC=VX>3OU8K@$;*

*ML47*9OVLP,.'TZ ^O:!^D& 3%GWQX8IFRWSK!.H:-!_D&DQM(:7 M5^=Y>$K01M-,TZ5Z(4 ;W^,.M8&6+!VB6@=5G^ 8!FWH#LK#&U"\Y*6/A\E M=NW&8U>,*

*(8Q1% :"0)2F<@?/A0>I2D$-$A0$TMYCI!>/&F@ MB8NI_IY7*Q\A++# 6,,?0E?MP'T&<^2GT".->)M454RT?IV9TE24<_56 O M[+B668M@Z%BHL@M5G3.R!K\+4FW+UI?*

XJL@Z2A@X$N."9(^I6(LE"ARQ/TP2 M./ZC>>B45;/S3RY9IY5SYN:OYN3>YUHZ3.#C#55U_2A8HP4)2A?^'_MJBIW^89H'_J, S&N*\XP,-,=/?'\5\6%HV"F22FMXL;.C[I8B-*D8,-*

HI.F' M+PD\4DVME#:,QB)LFP!M438>;6R(I2#$JGW'R7IV^3?*$E4I4G M:,KIC:RU"M1U2LF$ VC*(-)K*Z#/28@#4@=OK

89]!VC%]-MO7Q^+N=UU{BVC#:)B!!I$&&EI$EDR0-<$).K'J0)R7(5\1C4X>;(PM#';#4] M5!F"P ST{UW8K<&+)(0MOU:XFM8 /=5.2N(K/?QH_''3P$^)=Y3N??)!!X@" MS6TYE\87?)6+MX\K^5"VEV%WZF:N2CW39M<%'$+M=ZI7^)3,JF\K SLC3'RE8Y9G/2HPT>XB]=O9L-&4"C-H-5MHP]<5VG!VA=:\U9\NXOV7 MY'&2:2\!PG-3690CADO0IQ$A>!4L2PJ"B\.4%HZ#"F(8LV=)UO#$Y]RC(B M\2 _,/)P$1T>7/3(Y2N(.$5FW&"A1]BCH*#O><>$(.EWRW^N]%Z]FTO]:B; M3MKZK^8/LKX_KUO9;+N!5I^MZ:X{>,.<)F%!(X]%(A$FN:28A5&$B\R@>Z6)·M5!240>"9OZ$3D1IN.!H#-WYL63N\.XG"P&PDSY-E9V[>-<0!@5FI-SN2!M1-A-ME-Y$&? MLUQ_L,X{6[4^NT)99CVE1PVC15PJ59^[&3;<.1K5'J5D#D7'MCOI! M#[*@LUL=]'S_O^3;A$9I$!BTASPBVLW%M?VE/"8XR[*8)23,>& -H}))86#C MV=!$+5%44T6:++15ZJ%>5ELY+|+"[!184(>^]2>$N:!WZN&((_=//2'0<0_5 M4P|>>]>S.81H(? /6]WD.<\B3@5.8Y9A$D8,%TF6XH057 4YY91$;GW6, M-Y1X>T2&$-_^!^6T(W-,0_4AB2,XK))^EX99R4D=.\;M)"SCSBYB!\,5]L M.:@9V.FIN6FSJ&(:.ELW%Q>U<+TA9+:\Y7ZRDF*116A2,%IBG1&!29#%F(9.X MS4HZ@6+& 0-=2,.5S R\!699>SO?:Q>SUE-_S5P?]:0]2R"/-&+ID7.P=E)&W# M3-V@B@:{,1Y4Y,FSN82349I*=#RH[!']#.F(_<+U/K:.&0#(AE(=5[.F2D7\M:U4MS?ZV3F 7D1*!8CB,4QU)<9'AG 89IF"$21!(QM.8! 1C179@D_>I7,CI MXQPUA$_\#2VWK""ZX0489%EJU,Z"^=<3S%CMT$=K=7U8]VO+!KI>+A=3MEK6 M\99V3>]I$X!Y$Z;'* <07\HP=T7%A:$"*.,*D@;WM6*@VK;0PR^E4$-,\.4=+DIPEM+31CU MD;MK.JGFN-&FVS#P@I8OY?Q>EE]D>?WZ6*. :\.6*SF9O]W0] $4L/<,,O)]J MZMB@0'S1_W_]M6E8!U!+)"6'K3(+?=RZ]Z SMFW\IY.&OB#E*98R.Y6D M\(T]6AF*I9"!J2>VKXG+49@RMZ=RM^:HFB.C7\KE3BN65J%[E,0D"""G%4N:F MAW9,.54RP'E.TS2719Q(D&=M37GHF\,.-O|^PEIKEA<40^@">*.* 8=)CUBU/L M+)^O2PAKNN/>0D#5<70- 1[.%W*CIL>-R5]WI-8N1AO>[Z0I3'(FLCSD!&=Y M%FE3D0L3A', <%2J5-,QE0B]$<;1A8V"[L68!O30\[.1HT887]UPM1[W;&9OA MM0FS/">P'#?ZO=_1;\L7^FRA60^XCA#%#(;Q:,7$. ^,]0A35C_T(&LWAAO6; MG$_+Q3?)M:D4QG)6'U=2ST31'GFI+(QDDD]O@OC'&NQ^VPCOVM'M'8$6 M6!E,U0>Y>#;P7FT"V82*.(*&>&BB J#AL=-`Y@\2Q8$@G.:9+R8O,H%*VWC MI@XJD"_N+BWK[^]G@RO19JFCNMRH@<.<&119TWD'"!A'G'O43SU]U]F>2H.| M(%F P[3.S)0$%W&08$822O-(D2B'96WWTQP\6FA*-6\-HM$SA7>?L5&;Y9&H M7V5 X7#DM5=U,MACDCMY1VHE/7]CT7M5=!7X.K_*+1&//^Z*=FZVQ1G;K(" M5)[$<1(9_,M(81)0B6G$!%:94$(;A#Q+K4X-K"D.[8W7&.],:M"6 ^?B]7XM MVED'K[H!.NB7[<6M:Y6-J#Z[5YVE*QOQ.]M96;WH9A ^T>G")>&5M_.7 MU;+Z+%_E+(RNYR)n#W^(RIGVV3E6A#%,PKS C"\Y@\2Q8$@G..9+R8O,H%*VWC MI@XJD"_N+BWK[^]G@RO19JFCNMRH@<.<&119TWD'"!A'G'O43SU]U]F>2H.| M(%F P[3.S)0$%W&08$822O-(D2B'96WWTQP\6FA*-6\-HM$SA7>?L5&;Y9&H M7V5 X7#DM5=U,MACDCMY1VHE/7]CT7M5=!7X.K_*+1&//^Z*=FZVQ1G;K(" M5)[$<1(9_,M(81)0B6G$!%:94$(;A#Q+K4X-K"D.[8W7&.],:M"6 ^?B]7XM MVED'K[H!.NB7[<6M:Y6-J#Z[5YVE*QOQ.]M96;WH9A ^T>G")>&5M_.7 MU;+Z+%_E+(RNYR)n#W^(RIGVV3E6A#%,PKS C"+AK>],PJW\U.XG"P&PDSY-E9V[>-<0!@5FI-SN2!M1-A-ME-Y$&? MLUQ_L,X{6[4^NT)99CVE1PVC15PJ59^[&3;<.1K5'J5D#D7'MCOI! M#[*@LUL=]'S_O^3;A$9I$!BTASPBVLW%M?VE/"8XR[*8)23,>& -H}))86#C MV=!$+5%44T6:++15ZJ%>5ELY+|+"[!184(>^]2>$N:!WZN&((_=//2'0<0_5 M4P|>>]>S.81H(? /6]WD.<\B3@5.8Y9A$D8,%TF6XH057 4YY91$;GW6, M-Y1X>T2&$-_^!^6T(W-,0_4AB2,XK))^EX99R4D=.\;M)"SCSBYB!\,5]L M.:@9V.FIN6FSJ&(:.ELW%Q>U<+TA9+:\Y7ZRDF*116A2,%IBG1&!29#%F(9.X MS4HZ@6+& 0-=2,.5S R\!699>SO?:Q>SUE-_S5P?]:0]2R"/-&+ID7.P=E)&W# M3-V@B@:{,1Y4Y,FSN82349I*=#RH[!']#.F(_<+U/K:.&0#(AE(=5[.F2D7\M:U4MS?ZV3F 7D1*!8CB,4QU)<9'AG 89IF"$21!(QM.8! 1C179@D_>I7,CI MXQPUA$_\#2VWK""ZX0489%EJU,Z"^=<3S%CMT$=K=7U8]VO+!KI>+A=3MEK6 M\99V3>]I$X!Y$Z;'* <07\HP=T7%A:$"*.,*D@;WM6*@VK;0PR^E4$-,\.4=+DIPEM+31CU MD;MK.JGFN-&FVS#P@I8OY?Q>EE]D>?WZ6*. :\.6*SF9O]W0] $4L/<,,O)]J MZMB@0'S1_W_]M6E8!U!+)"6'K3(+?=RZ]Z SMFW\IY.&OB#E*98R.Y6D M\(T]6AF*I9"!J2>VKXG+49@RMZ=RM^:HFB.C7\KE3BN65J%[E,0D"""G%4N:F MAW9,.54RP'E.TS2719Q(D&=M37GHF\,.-O|^PEIKEA<40^@">*.* 8=)CUBU/L M+)^O2PAKNN/>0D#5<70- 1[.%W*CIL>-R5]WI-8N1AO>[Z0I3'(FLCSD!&=Y M%FE3D0L3A', <%2J5-,QE0B]$<;1A8V"[L68!O30\[.1HT887]UPM1[W;&9OA MM0FS/">P'#?ZO=_1;\L7^FRA60^XCA#%#(;Q:,7$. ^,]0A35C_T(&LWAAO6; MG$_+Q3?)M:D4QG)6'U=2ST31'GFI+(QDDD]O@OC'&NQ^VPCOVM'M'8$6 M6!E,U0>Y>#;P7FT"V82*.(*&>&BB J#AL=-`Y@\2Q8$@G.:

QX-%L&0:/H,0D5=0[*S'_'A8!)*\XN(6 M5'I_$12@&ACK?WU8+VM.GOM?^!J)9BS],/1I>I7Y(E'&$AU%I> 62IS&159"B.(>XP#'_4]4CWSOLDE;G_4S2))*8Z](<%0T*USDQAF4;RMIRJN*EZF*(FM^I&?(Q)XPU DH5801?0&*+)VSOM99,R<]&OEM3/K6M1OQZ*"M/Q1-C]D&8R)Y]JW/DIC5AQX3\M17'OVI,:^>%?ZR7.[F1;)X_U$O5,ZAB)&"]D!(%\G,JOI3PI[_,3GW93|[X+?JRIOT=3WI8"_+L4]&F;"IA349!(L(2E5K'K2X0'"WM'%@SH.F;I7T3*3*%]R&^GMT$ZB6ROME%R>E/8BF5F5=BK84Z6=_+R;TKX3E=AL!HT,3|09DSR*492ZDD-]M@2A1NLNK'*8)*VC!JZ)*\.*[V-"U[?9.4+3Y$@_1FF=/;-.;ZT9]@U7K%MYQ M ,7N_K>G/:|[4]V_1D^_U!ZI$>&9O5G/H']-3R!]#@F-Y^]7/& MH89T/WM^D>6\1%7.("U8!E%*Y9E7FF68DB++]B1"(C?*[G$A'OCT=M*%QK) MS?60FAG+4$##9F<-1C(YFI2IF@.;&HQ?LH*O_&H;TO/F5SN \B* VF4-]]R. M;UUX^C>RW6WJ;.T:M'8I1,U=|7DC'<[ZB2P_KKZLEW*I^_\69/-!6L@%C2(A MTC2')\'2_"|>2$-4)+!(&:-1D1;8++G0!S.!S9'\!F+[O!!G9V#93(A1)!-M.D5.7"FSE\|:^K"2<^=RM3L^.,*0: XJ)N4#2DOTG7;U$SZ?KI0\?=5O6W^*>KI!_DOM|_%AMR+ M|S_$AM6-^*QJO?8M/A95R3-&JP*B1/4!8G$*<44%K$A*XHP0$4=&S1]#XWZO#!E0M MYKBU??5W9&=^;P_X]IG? XR/?HGF%VB&;\#^E78\@YYIH+D&ATY&K_F:,*IS M7O%UN>5YO!)KLRS["03K>)60;Z(S%A4%PNNX!BD4$<=,FJX6=,"*[&<^K#>/ MY..]4G^H?SHXW)3F+$I9*5V'.)%.!(IAF80YRG4B6CBL(RU_D\B,2"LBP59+%5'5GL+Q>M M%%/POA;V?:)X?KV:R4LHQ5'(!#"<96A7%JC*(6(Y"4L.>50Q"03I"CCO(Q< M;U@#6Z,6A.6^OD[!<042]C>B<]UPAKFG#'CO^'KWB";W@]fW?(PO/J^:U2W-MG^:,S9O/U,+MNL8;#E2X\'CK0]<+-.JKB>_|^NV;9WXI(&5_'[YKMSX MM^O&M,W)" -@3EUQ^Y+>,7Q0)[K&{IKK&43D.2+fJVVBD";&&G+AH\CGA;M22W91IP416XB!BLHCR&""<8DCQ/($.TR.]*$999=>%T923T;O@@-H(H@L&B MB,>X>H\@.J/E)7KX? ,T>]\<'CP+PORAP6.V?M:PX%FPK@@)GE_/S5[!)]2_MLAE>.C2W*]Y.@VS_>LBU:(8)5T5%XT1/96,J^">M584%9"5->4ES+H_I-M;* MC8TY{A$:\'>OY+KRX*OUT%A'=,UL5GC,["Q6Q_-|*JR'?PXY&F0CM4$RL>Z M#AA/5LR1B5YM5_G5]P*U>[8UM+BZINQ!<\XR5C/(&9O-M42GM5E6DL"I/&CE5DBPBX3B0@;3, M1/D&RLX@^<'(?=*0@=^9PN-D7R=<4(&(3RK-OMR)M5M6VD[_=A$!FT MN!TY_A,MR-=!50SO"NX 1_6Z^U]O37-2AD!P>QVY$KYW6Y'QD7W?)8PD-3Y MAN3D(P(=7I#,O91>]73=^&Z0]_#>BD?^-)=_;Y+,1&Z[:U*AHN-\L%M_X -\$5(_VT%_M$ Q4R[U9BKIBE(TZH: !\[U36#)H#J6DKNI,JF-&93;4NA MAZIN^ZA]P[YW73;@[6JU(\LOXFFIV2Y8%2<5PAC&"2\A*G@&<16E.!>$J2K[M2I@U%;I$(+#FIT1?QO.T1.V]I9W%9%RM?4AJ#\.60EJUZAN3Q*E3DJM+V04-M-R.:L$_?Z.<<_6#=LTGH;F"_UH36RWK|W_^GA=+<3ZKKPX14+"BM<%2A B9I MGDMG.(H@I2R&12:*,.91RHE1RKXUY>"1!4E#7XLWL,;)++'4[OV7/E:4?; RI MH3,<_BA+C[C#I6OIM^?B1@VFH0)\)C6_:4,+FA./3K&M\+X\8V.Z\[K'MG"_M\)&M%W"S*^<[;I^.,OM|)5?4Z=5WNF6F*MALCK*JOZ@.W,^N_Y1'"_U3_5AO M%WG$XSPG".89KB B*K\G+1$4M! QIFF.2ZLH0DAF ULO34C5 HJ^=s%/U9(.MfF.]JA|WEUUMNSQ_:S,S=S_(RI["QD.V:@9);#H:^\ZHO:IF"2E)AHWJ1%57RV M?P&:4W\6= X\/1G=H*S.;]?G /W4M.]"TZ%X|#UR MJDK.$YY4TGP3E:/*I3-7ICF%49R0A&=%GF/S,M#+= +;X#UAL*<,?OMJ4>DW M@M#$98T_N2UCMF=%GLXTLY++HE[1#P9NE8>6K]^N8G!:L-':OY'YZOBFY;A MJ!
[/X,,^SZ0&4V!4_Y#M\|=5L]WLVJ0:U>WHVP-9M3;T^8=HMJJ"\+-D?,T7 M*49IA0B#O(HRB.**0T+C'"#*1%A'-8LXI[KN[77-"|<^ZD;8V4K%86,! &M.WF MME*<[OB[?]VJ3+N5*?1!-]O;"'KH#<#V3W#OG/O"7MZ^=>'C1!]5\TOTCPORB0K$HXQ3"M<0(3R$M(DB2$I!!&TY%F.K&:,|>5;#YN/SK3_&+ ^VP!M/B)T=$$%5E!FF),"PPY@7).4WMIG.,DPMLQX?$E3M1[\FK#EF2OF75M_CAT'!-4Q'D&282XI.AH!#&O&.19G&&,.8Q(8C<87/!)E%HL4]HD$'&IZSA/2\@PY:HV2>J_52_6RZ1" M&\8!8=!3!G_TM"U3^D?P.M1O+RA8ZK8;(:*/2F;+Z6^3&A>A9X4^(4R3S]Q M79,T>0ZC=3E_]*L@26#)VYL]D$T5=I;&8&Q*4^9H9/ MVV<2O]UM-M(A^R 7)4N5Y_1^Q=^INY9(Y#%-&(-I0BII):(2EED.02ZBA*>(M1H@:1;"B 2V"1U9T-)M,_'>]PI:XZNM483&U=2'"*;*B2R59;QE$Q.F<87 M%YTMVWA*K&'&\>1G_0+7 0*0'VV\MK%Y'&@/HV]V=8>'\LY;\KM;7R0FCSD"K1L@9:OL&/(C6$).)O\FH=7'UEN#)/)('/SQ1S]?L7Z$WD4QG6^ M[<<#VXG/[^^ (F-1N=N),:[OCA+8:>\D\W.EM:]LNI77=FO,5TY[S/11^>S)MKP)%EIM+P0K]GV^2ZNV*J^Q0Q4PWM3I)2Y)G&,&X2I'<@6D"*8L2F!PX9N[P/L[WM5&VO+[; QQ@\'A(*.8*UK]P^'/% M9Z\ V3HD>PTM-\OIR_]V*PTG;:HFZVJMQJ.V:)Q^A6M(83B1A\2C8'+"* MZ<9@SF-L8T)]06YA0?:X$#HSDH?Z(12$1/!FB'>'P^ =ZV#(>Y_M#-MV_LV[>KHX+KB?;NR\R=;U=:]&5D<"9P4L,B+"[**QO S4< $BX(7&8I)4=AL M$R&8#+:PY=-4F;$#5;EL(AF+,-H/7AMMN"^@Y Y++SL+?Z)_WO^AXOCG.XU;F MO>?!:EQ,]QX=SF!M^D-"Z\G@!V%Q5C,?$N13XQZ4ED,Q^\<5VZB 0\-W8KM6 M)]..-/*K7WP47/]ARQ^O5/=$!AV:SWX.(_/F[6.T$WVWD[!6 5%_TTR#EFL@V09/X\6$@5_D1$SE-5^/G;'__]V;L>@A|%IOR*WKP/QO MRJYQ00@T1L=">4X7W.$$@=M5,(0L^BJXVX5NVW9'E\EFUB_N']+>^BJ50 M_Y9_D_P=I9L:AMIMU@QI6754PMCQI/OB@>_-W_21EZR>0<|=Z-@S#*]];X3<= MXP\%G=UVXXA:@;_-+G@X91I8$9IM'<%%_&'.@M/S]D;DTWJELB/$VFXPX!XE>$$$)[TZ76LVU;D@Q% [+GW$MN65OO16_JAW\I#5N\IT94N^6O=2461"2,8B$@$;B$*()) @16&951@L:1W%4 MVA6LFI"U^-1(ZE:W^4]3W#VHG(/)Q"%;R)UPR+.+"Z T12BT_=+S\);2-#QW_K$(KHZ!-7'GZ!$"_ZLS MC_06D6)/*+@%?EW1L O?&H@&XHT=>WZ^X*]\%$>Q4#//NYW3/]I8^C%(S)4 M:]TT@O)!Z0YGJKGP8"[M@I(]S@DM8"0R!E$]4EA6207EW]*R1)7\OU6/ T.Z M@>U7VPB|WHI'>4Y8"5Y5@V_]|:D^K6-')E*K{)SCF MZ*;KGWXTMWAMW P-+-#R=DDRISGHBLH3B]/1C^[B;'?DD APT5=NL5_)'UA8Z MZA9KS^U_#]X&B2]6(E9 $2<)1!D6D,8XAHRG<181BN*BLC$HM@P$MBS]+*D* M\ 8]_XYXLK,TUNB:F9R0F-G9'LG)9:QNVGZ)S^"/[L\@OHHK&)V.CS7Y6EG0M*SBGQLAY'=\AZ>;-\Y_D?1;,MTO2+-<_ZF8AN#1"K_PPS%2PW&0-$AE)(V M6848RTB16QDD"]J;:=%H'+91S>PU.T#$_Y0"GV8[7!V?C:.@1ZUE?8_H#S M&,J^"$'PB/9+RC|)8/LB),.Q[=7:SRO"(Q=B9*O"-F+Z=6*D7F'5P]%GW%V MM2;[^N&S$3!<)E_]*"-/5+O'W5(-O1MVJ5\@+O*$B@*6-&80(8Y@B4@& MDRSA<5GB-"56(Y;L60B=7G.@JJ)JF2]'5XN(7OU&<8#7CZ/;C=@".6M"90^ MCS,3.(0_U5QBX&XX AU+0/,TZ/]N>1ED M#[.9N0H*H9VULD)OI@B^)2C>X_:F|%\I6F\)S^48O>U"]M4Z7>&/3?/CBL_+X1'<)[1[:DZY&_2!*",H@B]YRZ(D$I#F"8,B*3DN<%DP,*0'4X0" M*T9+&@QHJY$*!+R=2"6UVM:K"$B6A.PR5%YMP(2)>,,A M$T:?=T@,^Z2P'[[LR^IS,*<1 A5D*$T@HC02AV%!10D*W*"4BJ5US@7[CM MP"KY'Z;9W^)ODD?GRL[S>I1Z=>$C#FK_66RJ]>91718VJ@=4<[\A M:AS$ JF1,459P*Q4R."9F@:\XPKF18%X(=&*L-$TN%$[@4W!TX$L..F"CK'"% M]EQ$R, \^)#;SE"$%=G"=/@0W50WGH'11O(*J5N73= M=T_KE>[D0]A#+;ZW,]3EAX<(2G5MZ]$\-%PU0F74(EU\>#[;-,7_D96;_+!C ME]"Z(??W&W"?C;W]TG;?T? M&+' UNN8M/IJ=L2[NR7+=(A1V,PNXWR!86?2W'&P|XAI(*"OSI9CL;,M4&D@ M](M.DR;/*FWTK]LA2@HA448L8@11H)!(5A2T@0E69:.*%A MR<"]*O;O'S_=FJGC0,QQI7-CWDZUQODY5T=7K(XXY-V'6QWI_G)0C\%2LRC! M2],fK_]9W]B=KU7.[?O'I^7Z68BW:]EF37=*;fISRN\KN53_^Z_;-2O79_FV M'D@CU#?S(LNS]HH0ADE<8(@XR>2&EG.(8DY(AI/H-5F'X5-X'5]&-/M:J1M5EYT7*A3V)Y-H%Z=0R=K/R_#L,@_&\1VRMYQ!GK28,@;Z$_-FKO#9S1_H&=0 MQ[GF!-S.X9@->,=B-.EL/'8PG_]R/QTKP++)N\R&&7W>PTR](.2[fE]3HE_34 MOZ0G2?5O_AP6+ZA..3+?]*QZFCY&=1GI,/%S3&4<91 5.&*XA26D&' MBPU_ZRW#_+S\>WN^W#>E-O:1$L"EQ@PA&"#&,!45I5\E12 ME)ABG,>58+$:.+%2Z7:2FKG!\L&JN?GLN5.1#A7V>UDV;@PWD M.P3=)]P\K.3OE]8V:6;/X7X&3SAFSJ -1A%GW/*MBSVJ9@##9@%?TIN0QM7#\I)A8EQBB).8:D2CA$I8K$D1++#,N,E0W&ZN3^>< MK>[KE1!]D/$-V'0\Z3D5_.!5GSQS,2Q^"GW3NZEPF-K>4)W&\-4E%>RX 5^& M< X8"AC+-X0B5)Q_BOSKY@8@C.9'\"ZCIO->[ND6DCJQH-WGZH_20O*A!)MYE]=Q"BA-)9.*H-%DJM+\E1ZJ10)R$61Q$@95$954N8$@QMDX;D@:(/]@PX MAM\F(30S-#Z!L3,LUV%B;49,!?5D-B;)S6HF3(4_-0O&S[F9 6UB!&_4*>E= M_5TTVWJ[VXB[ZLVND3NV-$1J;%!_CRYMTFU5Z,;ZTE_+\HF8G"7X#[C?KQO*T<@W@9O9D-M)ACM3$W/5.OE#=A2I\,#8_H,LV=-#94^.,?/$'E R).-NH;36W;1IWN>"V_'1_JS>-'ODBCA/Y_U+U!<]PXLB[\5QAQM^Z(PKQ<0!(XYY,\ M]?@[$ $*1\(E:.&XG,?"@D$D#FMDXBG"9"Z0RM,I^)A$B4@C@F2)"IOP>RQQM-">$[*I_M[V15VNB+-9S!I,\YS@$44)3 4* 660@X2&7*;ZCV9HSD)T.O(BU-38U,U M$G78K$3:-H@\Q*_.SGFPTFZ^-0:VPH(]#P,:-KYT-G1(OTO#+ ^K0Y/*L.==[M6QZ^-G%+Rf,ZGW:R//^8VQ+]-U(6N@A#!J.U1TPL2=-4R@S$-!< 4DX)C ![M&)*44!,'66A%3'0]8F1GT0ELNB^Z'<2=P<5LE1YFK9W3L#34>HV^:,(NG)?]. M@$E7Z,L&'B_0/4|ZJ1S[!D%7/7]!YV]B)A @ M&H9)I 1G#">4ZOCl.$]C3ZQN^I20WS1K6-NOK([$S- M[[E:W\D:V3H .6Z/6QN%?H;VMPX &G;&=1G9S85Vf;**^E2OYAIY6"W4^]7[M_[NI>[\SR7&<$"""%/HH++*04XY"% &8Y"Al,(B=SFK.&:P)$/'MH6\3LEZJ-M M48NV\X-7D3/S-\@K7,,,7,DU.]*FY2EV%J_+%#,'!/-1>> M5NJ'7=,//>NTJUV@M'H0@IREC:HKG^1,@=8X $R0$C"$4\%5F&-4^7790T!8& WJH+=TA@OV*:MY3U2W(F3E*_8NYI6OJU"^R;M!GW9+$04TC2Z*-RS3\LR+UI_Z#S;X\\&[700$L%T3X;5?!-E(_%DI@3 ME5\V_\HAI!?+|>;@=:.#/[4&/MH=7#7/[4W1A2$GZUC4;])^\Z(K3SHV.B5% MJ2-M\>9E^]N_%J+4V7XOGW2N7]U&',F(96$J 8T3G6A#@$"",*!"Y@AE-&0P M1%;-38W$CCQCM>1Z6R]"K>PZ//Q\\S?+IJ9F*)HMI?ZQL9O3?;#X;[MN9:RO MWJ1F0J?M1VH%Q&D/4KNW7>\(OQ3W#^M;^4?5]C>=^Q+EB(H0Y))* #4902, M@)R@=%5>@L?$)DGZ91&3W!266BA82,"IA!4,7?1$Q9K+P;,3>$Q;+6]/!QB M\Y#[0QO:'2X1+YEU_1QY.Y)KQO(O?YZFWCQ24^%2]O4!IW4\):4Y8MN*_"Z%4S& %VM M83(2R95ED-^KT=^)2HW5W%?H4%]R#'&2QH!Fj684A"%_.-6HCP7$<|#&ELY MJ?-B1G95K=!@3^JU#8 -1F:.9+CE=@|#P6@'EK\^F[PQ^IT5,C%[7Y^AITQ]MO4^[1AAE\4ST!?:.E4M?.+3";O3==GT)L>M[OCO\SC'FD+$(4"F03Ff[2Z<=] M+FM3IJ;,'1==L-//-N88|#5,HX#[,:-_M0|S@=>E2PP=(WH*3 :I,"8,!^TT8/$PIN/9,!4:16?-%M%=QG[TC,4J-YM MQ#|$*,]!7\UIEL$H$Q@(#"HGG.I<[KO-A0ZK0GPG90G!P)6[[N6+W=#G@KWRD_Q<625W,L)(H1S0É@ M'G) $<6 I@3"*%58Q,B|\^N,**.?_\',79W@FJ:++=[(MBZ[/X&3F"ES-=BN2M[DQ=R>#=54OMRYXOV^*KG/E,A&G+E"^;>%)^W/.H\XI>K-5L?Q:Z:EE]6-UE MKSD^:9W\NOJ%C$*6B9 D[<0P)2IWPD(04@RRF4>BTQ:\]2=8 MRA_[?K?6!M3J!#M|MJ>M4H\K5.@E7*L_;.%W3@^& M*ZTC .XHN08$+%OZ" M ROI4P<)=:]UWI F4*_[.>\V M_HGDG-,4@U @%5%%BS@$"10KB! F:Y"1BT]H_BZT^(SNJ3AV|ZNX4TG_2*@$UMXF.@E;),Z;1%VZ MNW#K;@SUJC8)SL4$!H)U"SY+=VC5@"H#1#0*K0SRC;'W!A66T_D$2P[%S04 MIP'NQM!FIWFFMQ7I>695)&@-.8 I@(K'*B(#(0Q2%NLP^LCI_':#+R&YGEY=1G\5:GK$, MP=C,XTR$G)T/^M(EM2FU&B\4=(KI6MQ.M?KT:B_QI3|L_G3UL-O:0WG R)// M&J++)I%|_V3'?LW'D/9E.W\L>;EXN?\]F[27G[_U_JN++)AX^[\"|OV-KT_*= M_E%&=D%*N%#2]1%39";B_)?0M#L"W;*G?S6IXKF/0['K]PV/D50R1F76,Z M/R4^9M8ZE?I<&7]RDA\S$_=+?PS?<-M-OI$?;TO!B_5^=MS>>26*.8-<(!#2 M1 (H, D-33]>S4U?LU^Q/RIK"\T-;2K4#%?HP[=&GK$[M8?]FONH>V75]E74WR6ZR[>1XRRJ]K++[3,GDTU&3+XGD3]H?:!"T^X+7MO-L6"MZPRK)>]^^_'QJ5P]-UUZYC;,3.0IXB$#C,<80"I (BR*01Z24*BM=O0B]\7/ M2.K(%ZH37"&I-DBZ!T?NJEY'9KKW5NMUT,KFSVMBF8R)UT; MK6 X7B'M7G:.\%G@@I.!JJ\S?KAYUGZ@F17U'>_#F9?=(F|QQHU?]:4FNVHMO M'I_JGG_O?SP)UN0C/49SE/.H1B$%E&IN/HER@-((P$13B.81#BVZ@<_GJHC M^Z9.5K HIA^TVBDI_Y,AO<2/P?XEG>16B'P1FL4[&M]P.I!?X+]YUK5 M@YMFM[#'&[^G_RS8?E)M@L>;D-%!]G5U,IZBT]ZUC [XR>7, ^)=V5@UT]&J M?/DLUO,H3H5D"01YAJ!.=\6PH0!FL8PRD669*E5]=_^X*-OK1!1A5#S="DL M$TP.4$A2SA.!$>]QF@&800%H C$@848R#FF>Z-_3$Q*>G1IU2F)YY9C 9]4[_K9Y6%5G|M5JXV3Q^7,+'1\:LN^%DMU\5R(WA[5,-:SF,42RXC"'+*4]WFFNZ+@,"6 1I+Q M*!%J'AKU"QJJR-@)*"N,G0]=2H72S++JL;'1'_,H MC*'&)C&,5$I%>2D,U7Y6Y"2"&:7;+'B>W&U$(W@RM=&.UNF\%,U&'3D^?D=%/T-P;G"X_8S?>]M7.O.B7$M#UK?E5U>^%TS4ERPQ83 -.0RHR#F ,H\ H3(')$Y3DDF&0[-.,)<$MC#SS6Y'UT6\KU8KMV"(N_9[A[5V[L#!4.-9<\V:OH5=O;NWJ*L_[1;TB\:. M,KVN&=7-L:O/:7=(5DOT^N5.?<7%S9)K>O2Z ?NG8BD^KL5C-6=9%]4Y0D (M*0D,@0(4PI8DF1]5QXCFEFEB%X7.?YDK!68!;4*6[;^6@GK?L?7X#.+]OV" M8CUG+^,1_*DU"&H5/-Y+F=OKKQ?Q-8%3MQPV!.!,9V'3-QWOHE1X) Y_B F*M\U"D$G!&B5Y^^4"\A4!BF5'&9"Z1M+I#.A$O\IS"C3[>,3/Q?#29I"UEI"%-MT ML?]V>KM:5]M%P1ORB5[/$I*B/^2]]D*8$02@#&40$K*TDC-791,5=[[46OD M"7ZHI"[4/-?'5#/,'/<3MBP$\?.-S!S'],C:.9M3T'?@MH WS9H#/<^Z,U!MK[*OZ:A%M'XQ|%4^XD>I:2M0)>Y4E3B=W37O+U*N:*]>KMZI$7#$JGUNE\6 M_R7X1ZX$%[+NO=G4|=TP%7J5@JL@;+_AE+X7%ES?V"&4 NO_-Z+;OZPT?Z#:L:(9HD$+,NAVK%F"% .8R!G" B)&30 MELG?2/#(/K55(VA%UD9:N-=G8OY??;M^D&A>PYNCE(21HA&NE<14 G4 M2@%HC!#"&8Z0M"KF&*#+V.DS6|ZHA4%ZAW>@#5W/-/!9>B/K!)I:MW'2;#P@MY,MG#=!D6C['^_EN1Q5:[UC51]=+)9KN]*\5AL M'M7^J'ZTJC:Z8]';5;6N]%5PBD6"!!2 I;&*,+@D@!!!0)HFF8CB,,V(54+C M0'U&]@Y[^@2\5:C>[`--85^TR@1,:V/K*89]!U-W,AFZMCY'X;?3,!;L(!TI M%_S2]O=KC7GS3H=YK;/G2W=/<'GS7I.TF=C%>8'NU_Z&=:Q=9/;A!=?]RI4 M\!^*'_IWU6_EJJKFD$0)12P%/,!9@'$& 4K51@NC%),$8QJ'R*D)TR5)(SNX M6REUI9'LQ<33;B=[%Y&R\Q9><' S@Ul.+"[$SH+;K&>R5=L\Q75Z2+.AV'T3;Y Q=A.M%>.1J_^B\@_]ZUK.]Q9^_6+ MYQI!P8 2PN#6MSQ$(:\X7JO6<<)Y*IG;[E&"UXF4)!#3!,8!A'LP8<#PTY${#,?@@ C"PW .2\)=N6)"\+I(1-/PM6?* MM_)FL2CT7NKFOA1UM=X\BU/"(TP I2P#$,H0T)I8CF=12HA@E!MM>BSECI_;M4BO2E%]]TT=NZV9/L)))!=]INFJAG"ZF!UQ\"*#LO?XC1>]>%QHBT>@2D4V0< MK"Q<^#B8N;EL7]C9^6=[!'K]L<5PT_E?>QL/ *W#Z_9Y0=]*?E.6-WQ5$YZ^M(VNC"N+S;X[L"#M1@99EGK5SQL(K7FVP<7;.2RV6=82TSYIL9JM5:LUEDYS2 M9\X,-UF*S&53]M-@>IYRB$/:2]>/R[>_OZUKH:JB)A;6U,&W#5OPG$:,9B)' M("(T!Y"B&*P9B!E++(9CT4N5 ,0 X%C3I&&`]T04.G0U'HV2G3TW;T>%NNI M*8P$08=G<.PF[&OA8A%@>,;'+;(8CI-=3&%A=8?3+,.=%&$A54'X8/->V[7 M3[^MGD6YKG4JZJHUG5,0]MU2:IV*#098KP)O),.[,0&?W."/;.2F-CGZ7*E M5]2D]RLF1AI?L1B],Y#VJMLL=UP3-=$B3 27)". (TI4FDT0H"1B $G*221R M)I%5+4ROM)$7[$Z4(_W567S,YK$WJ^TF\I9XQA<5I94]OHFQSLIZ'8ZL/K,O MTF7UON10LO*PO/^X_*"; MXYY+_H^RO54T+5YQ"_D2=QTR-5!TUYS'%+ITYB_Z:,_?9:N-=_ODN+51G\ M0Y"RKNY:OS1Q554_V 9>VJ^JW^J'+'I=7*&,OK,>G4)S(>X!ZODWU YU8F MXRITNH*9@; G%[=E:L/[_*1?!'8KD11L\0V+F=>:&&A54

*MZAL7=";2]ZF<7U|W_3^QY-85D(S6'!0/Q1SAEB<$T] 2(6N%B$1(#EE *$L M23&,)<6I53-Y)S5&7H'5#PRRGL(N:!K/\9$QLG8"2I\V0M]!U-7K6@^FTVOW_ME9LU).A:,;^^8@ P_IR)BQ)3>YL!0)UQ1T-&&T:RH>M-VV+ZO7+3?88-F[=) MG,< DR@',.4<$,X(0&$;A33+LR2S\E"F@]?,'%GL%5I?Y-A8N%:V&T-M>%,Z M-H"6EZ?[!>H[9HT]+ <:EUS"UW#.WQE6QKT*L80K&)58-X_<=B*P6BX]+7CP7-M?$,6E5'F?/OCNP2E,A@3Z8%]J4Y.Z\?!@PUT6[2'EGGN7]*GRUN7%?G!IR, M\;K'G />]![GW!:FOY&RT'E+FIVW:4\@,*-I' +(H000]U68B"4,8HXU+B M*+,]&CD6,/*LZL0UO-8NK0A.$#%;)X?8:3>UK$RT7O4NV>%A=3L9?M)5(!)OQ MQZO5Q>?<)MG;U;)N? _CW8OWP=E.M5X]B2RG1WDUN;F>)KJ!P$FGOCD Q\[XDW'U*&,.6YW=[9MODOS4& *!8@Y) F&048 MQ@+@-(LBGB=1:E9(82!K{'2@7?N(G6R35KW6F)DY $] (V,U\9Q#L$W6NF^86E3JG !Q99\ZU@#R[V5A+ M"FI1US>H!L99%!L ,=*ML(C*6+NRH4O&]!8'G;PT70G0)7T/"GTN/C2P=_FM M_+I>L7^U>?(-X=!VZ<(BBR#1A*ZIC !,DQP<BB%@<L4OX3C)L5I,\SZI(_N/ MK0XZ&61?B__3<7RY!@<FF]J%`]Z1LG-%7D!R;XYN8K3O)NFLE^C6;ID)#!>; MIAN]I.8\[LI5A=5Y'Y3]- 1F9,DN)T_4VU1]+-8Z*8Y0&Q;.X6?+ZK]^02G#- M2R.65;U.W*D?MY,'IEC>UXY>/M6T#_,XBD,F40PB+JG."I")'$.1$(1)(R$ M<6AUYS;JMF/O4EI]314H>&CVHQ76GJ@?VH"\? BT6+VH!;3YNR>MI9W+&O=+ MFKFZG^;!V+G(3NU9I(/^1&K5GS:^@5K2KP]K/.)P%6VV#1M-M^PWNSYI.@]PG M/SRNKI/Z[TE@/_;TPAU/5%]""S51-#'V&^;NU6EQ]U? T1"$:4I!6FFMZ1" M,$"S%(&012AG,8V(L"I/-9 Y]HTJ8^6FKM!H^6.?&E5L3Y;N8V=ZPN05$=N3 MIA:$NRL@.)PL&9OE[83INL2)3Y],(3@]<3)_U6WR*^=3]*BSH)NUX.])N52^ MI;]5'U;E*Z77S>T*GA!RD)4,&S/'L<1S%]=IZ ML:A3(^*^Y]6HKU'R\$N$D0Y"&$8:WI.%1('@6$*%S2,D(QS:74*?%[,V-'X 8M6AW9+4NDSV- CYD6&6VSG+11#;Y^$3@M8WG6-MGS2\)F_)4[$F"ZWG+&@;'K>\U+871J-\4,,+1M2^3)874M?.4P=_H0%TX2,@-MZ)U\W*>.KT0Z/@+,EWG)OQ V;%^S%^_=E:LZ]N^V4TIBK>" [8]%W6?.4QQE+ M4Q6L890#B!(!"&4ID"(4+,3!GE&IT^P2=R,MH#XGG;:*' MJVP=[0&ZM'UT&&EHC*H/D$GU<%O>D7+=_N%=\;R)3_6QQ%Y+@1@AE$E! 4F1 M!# 1*2"""$9"D) WCE$)$L;'48.[!<;RBU6E8%V5]A+,.OCDUW$V_HVX.+ MHV!J&0SNP=EJH!LQ:H6V?W;%=4 8.(V,]R#/7(-7"N&L(;HPAQD/ QU[_4"+8"@UJB4^5\ M/U]& [M87!G;>TM)\>Z=F8I8OG]0K:UJ78F+VB4"*

LEM0K__H;_GU,[\H:A]RE;S8-5;PKFNKJ.6OO9 MMKPCJ T(:@LL#_?&^<:&YW^Q_N4\WQ&H&/HZ3!Q' MR6G/&T<%^N1(37'$8]BDE.0(8H #-,(M4(HP$%%6ZSQ[H3;2Q@P0U^6-[*+W% C4ZX\Z!FI](E=- 5/PBP]27@0IJU\M M&!4,<.SWGB.@8^<&]X'1PH-,>;@Z-0KXQ<2"=\(O-FY,%-\>1,#,_ "MZ[]_ M?"++E_]3'? PX!.16[2^>^"K,0>AEL# 89CI."W.,#E@N+%X;>C]]WFU_$;I6 M03..UY+_6!;KJA9\P],%L]KZ'YW:)U*D:1130#(1 9BG1/TN8BI,EI0FD?*P MT/'NVHM^8X? &F[=\4K(HV.)3K'4PG4*N-]A^OH_M[?;D]'L..T\=@]9UMOT8 M$]V$>T71^RVY"^U>Z0;=*]27.]?]BG$F(BQUEY)WHIOGXL+_]=^.6-327.'.4 M1P3EF(.AD*%LC %!*4YR!@BC',A^.Y\U;P)FPEV.!RU\ZY-%4?'PM]T^:,F M)31'T,Q)>D3%E:RPEAO\TFGP]'Y^>%SKE2K_,4:SK_,MH3B!-9)1'(,1",Y,*&* DP8"$,$<,"XXCZ)(*O1,Q M9X"F. (04)2F($IA MFN813B)J1.)P..5(DTS)<.'!8-],"^DKS3?U&7F==/ MW2G?4(IU4=8[S#=B*62QKD^O;_@_-]5;_^WV(CV%.26$,D!3D@%(4PAP)C@(MJ6"9S%.*9607BX^D2>C!>ZM;0+:,B+6/WL3Y1EHDX0H("&5--KQAF "=8@!#! M7*"4(X*10SK)S_.='!6P=E>C]IF%]>]YD<80%1PH"P2Z/SKX'6 M>A:\TQF8@@>MBO5]^BP@4JWRP1?!=";6-C4IV.G>/>(U%69D?#W%H&-I.6D@ M.S+4Q]'PY.*&]:G\('3!V&+;'J M=FJESZF4,N1J4RMSKO:XB"4 AS$#DK,H M#I. <"TEK0[!+ZT6EV^_G?M1FIGMN1OE%.&OTHO2#(A+G2@-.MWW;L^$6]\^6 ^]"^,'"%S-)!V/WJT6!7O9J\-E,!1A*)4"'2, .1-]!8!ADC@ M&*8HQE;9? D92Q\X,T;6@#26(^1V>&I9]OHP -/,7WF&QX(V7+K&J>_Y_"%)^4", ,XS0B0L0YR%+$ (Q(!E":0\"1(#EG M&#)$'6OK;749V4-I4_M2411K>-T6Z- KYI(FPLS./KWH*SQON.3I%*I]#;L# M):U=H-4,1<;<%2(_!>36FKQ6=;@K9#VEW\Y#6MZ<,C[_79"ZS:.NQ23:Y%3U\ M962WTDKZ-\.]Q"-SKRM)NEMB-]E;(=Z*]"\H? F8&5H+]Y7[U_/^1-]K)Q_AN MSAV/,\T=XWGEMY>,%_[9M?5#N25%_$9^M&<959<*5'T1U6:A@P?=M*9M/=&0 M)ZJG[U8-7UDU#T7,TS!E()104QIB#"B3! (0D0QEA(]*)U3+N1ZW1TWY;:72. MVYK\)XZP8%<[.(^=4V+:,;(+Q_%/6?'FH[WI"O7WU@VFE8-^AJT@VW.C9- MUUHM@T;-^J6MHICX,43?SEN"B]*3=S PB>0I\TMO(X^D!.F"59;_|UOEU^$ M=A-*^AM2%=4?RQ6M1/FL4]0_+I\V:\U8JW9MBZ*..]Z\U*_7U!9-'_EYBN,T MQ) #EL($0,X37=?"0)10EHB$["? M '<[OVP%N3O]S4AX^&;.\;WFZY#NC 3V1;Z>L>39.6FFR>?+E_E_?IE+3 1. M; AR&FM6;H$ SD,!0I9A02*4"QZ9N-/=D",[OJ^W?WS|; "?MU_>WYCYNSUC M^SV3FPEV/J36>Q9\>7_WQYM/'|\&MQ^&>Y!3O7NV?>W#S51O_[";Y7M#33(? M3U7O9LZ9?W$+1#ZMEO<-=5X]}?X]%OS#]OQ*%]*=3M_4N/710"QDFL>(@9@D M*8!Q* %". 5IQ%)$,A)CLZE@+7GL)6BD4KJ'SVS9'P44NSFH56B/ M6=NS5:T%4#M8H/68!5H%[-4Y4ZZ EO#<,;RDV@_@VE>^38.!FN/ M&53F29:0,$09D%&HUL^$(H DBX'@,4.4TI";<9:8B1O94VR%-\P2LZ9Y1160 MK0*VG=O[L3/S&/X0L7,3.S"^-F"<,&OY.(IN8J.WKN:]PB9N2VYB^&E?<:.W MG/- ;=6[W7@YM=_7V8:-)W+M_;)@.JL_BQ_K;=[%X%K^OENN';@XICF$B414K_F9+.JA7_-SN955MXAON1+;.<.;SZ;I[YZ:3T?4MB0HZZLL_319OC13 MJ"7%9?M?4\^R8%67]:T? U&_5_T3;2K'CT/N^5-/ZH7AJGOWE_=?;NU|K-HM: ME4:I[#V/@;LW@ZPUL#XHMT;ZX/UET1[%SI=9?1@>]!T4N(FQ">O]A|CVIN7_MW2-M,% 38C64A=5OZD%'[=OH/\]#G"9";550K OU0BH CF_*F3]O-"';:HI/@EI\[4&\YT!BMJ-Y/: =5F)P9I'=4S6@+1\%9'D&M M;T>,W7V=>K/9:+WM+]#FEA1-D[6QR;&'(CP]*:.S[5[_%:NO]\? WC8LOG..."0"29!F.0=0)[40'&4@H2B3 M(8]2B(WJ]*_(&=F/-I*#3G30R Y:X6;.]!2_5[1H_UV[LW1=&-G9&A8SYVO M&J%Q*.HW.S]R;=Q)'(*A<=W,-GW>RQ!(B@2 M$4M0&G&,B,]37B.[@!W;9.WF:+*@5!2L)E*K=3>M6VWK-[O3=)]2^Y4#MXO MU?ZQ:4EL>6GMZT..Q6&O\'GL/-3K?!EI(AN_./HBKO&DU:15-7ZA/"&F\3R\ M8V;/4.+$IX; M6)E\;1M;CE/0^5U4\(!C[GRPUF: <*PVM3BD'(%XB@25EG"M/;)&=]N-Y%DW=?>DM[SIM@D]/B9^3M/6-CYL $PV*]7#2!05W).CZ1ITW&N MFWR2@&/PBGWIX>? 5\CILANS_PEG; L"+Q^DACGRVMEN"WFYN|H'OVV|/! MO'C1) K|S;>L;";N7TP>.9:L#/5]3C28/C):B;-3=TOI;1XRU<"34M65_/1 MZ^N",4GO\NJW&JMF5UX<,\MHVD\R M6GK21&\D+4Q/HX-PUJ"\3_NEH4G+QL9;Y,+1:DO'G4Q2YSG3>* M980!3#("(%9[5HJY!+%@$4\E"2&WNH@UDCKR6M/2?FJN@&ZI$=6Z>%!(&2] M+@NZ6=?-O)-K.KE#/UBMR7K3I(!L,%7P@I26#=O,\#9;0KRC:.?O]WA36P64 MJ^Y4"!H=@D8)K^V%S&WVUUW(0.;4S87,83C36\CB96<>,LTX?.X4;AZS/&$0 MA4"*. 00,@)H&&9 \)2&%),T"C-+GK%+LD;V(=O3ZDTEVHYC 6B/J$6PT 19 M$XQ=A,W,*7@"P\X5=!;W'.(W;&#]H=P^2Y177#G2CK+*,Y%0E,4HA G$21]D.D*R 0!4@F&8IY++'-] M=2=E)G;D^7I2,0]DXE'=%<%R33;$T&P]^T?&FZ?E(X]%=1/5/'SH-:'YW MV*0\CE5&>LWN4?=OOE+QF'0>E)9?BM7&V>U&9AL>%!EYS M%=2"CO+D^*.!/6]^8.;#0+]E4+MKK-VJ[%W8%P]Z;'MDU\?./DZOAVDR[1GL#Y@.SE(]3*H8T/DLN#WXM.*+-L&GR2D0F2I)PB%1@Q ME@&^B "AD#&,.>J@6C6 E "*,94Q0PP$S3+*,>A#]?QE0 $F/ZWJ.:6# ^T&7V=03? ME//45X3O?XB2%96X*PLFON@ZH-O-NEJ3I5[^VK*?OPM]5B?XS;-.:_%%Z&/ M"-0_ZZ8D)6'K#5E\$^5C/$<1RK'D*VJTVP6JGX"SH= M(HUQ0=MH%BT("G;>@6<4MH_^?!%";>[7UW8\YWBV MP'-7C=>5>6KRF\;#_CQ?R&9T!9$XKD]BOT793N&Z]7OO6S%9:=*:I'WO"_>%@ MP5'E#P\WQJDAN- B1.YE9VDO5=&6(Z8B7S&PYH%$R?,657N/K@U@L.JX(!AD7-M,DM DD0$0)0P0" ,0<1X!C:.17%L5()_?OBQ:C'-6#&#'.!AN8E*,;YMSN[1E* .$F2/$VBB,9&/1(,Y4TST0Y4:)D0=++I&JTB@ M-,&=?_TPFDY(,^ X5=!!N#A,7"-K!\SD_O$GGMI&OH!.=;/7)F$^KQO-JA^A M>9C@7(% 8M(F#.$T"5)!B%*4HP3#!Z8B,YYT>8V>ZG6$Z1Z,RG6\!-CL_ MG@ V.S%5E+.:EC=" MQK;9W]6<-<'7E7)PU[.0"X?Q3CM.IN%\6LF!DN;YA]36^)C[>+0I6 MB&IW@BUSR'(;A6I?0"((Y0!)-0V 4>(P!BFDMAU/C$3,_;TVSP^$A7LKF2P MIT^P4RCH-+*=Q,A MOZV>],E\;)("WT=R43-M=L68[,0$4W&(.8A"KN\5A 04!E(,RHA#M,TI+& M=UR1- [+3V$D/=N)G#9OUM6IM)_C,W(1'4.S\PQ \K-V"H96>_,$U:9,Z D/3 MCSV Z6NNI!=J!HE*Q?@%_RS6\SPD<9(E*CC ,0(P354TGK(0,!E+%F&OV76WV M^QI=,5.# [K[JW,T0C%&8A 2FDFDZ5J-59I!%@ M@@B6AEF"4ZL3OFL"1Y{#!^(#+3_8BG?]DGP50+/9[!,6N^D]!!'KZ6MJIJ?Y M?%7QB-H2I)AG7$!(%;28 8@(M ABA&*0RIPF/% C,ZOBL1],(SUI+,LJO=3VD%JX9A97X(+*DD.F!RVRN>P+! M;IKWV#]",9>]8Y88GHD3MD+]]*LJP[J_OC+'GH73+8?_^Q$,B]AOJ3C*,DM'U*1@7ZI&W)N+\ <%NF&4J'E5YBKEZ0.NU$ M[3?U9.I>>7Q@OM:M?$NJAP_J U)TNLQ^B+,6-][Q.S_JVI%W[FZ9F^QPC$4E*U&H>Y2F ,*>)&D$ M9)YSGD)*$+6ZDO*NXL(G:.S *AML[J&4V>,FU+ ^],O9NB/7O,[M6#HQCXWMW^]_M$;QGZ>/_45,?Y)6]J;Z,;*J9G\17M\-[2\+,YZ0 M=X*N?R?K35GG>7P1JVTV_ZV*XLE*Y(XN-2I_9_4S\P8BXY0Q)''!A(8 <MQ@!%,@5IJO;36&"=)>]BJ..N3&B/[9_5+GEMV9G5#T\RMCH^1<)_A^M4*-U MF@6M3BJM^4]MW6-'UT'6^VKVZJ,$M'U@!P%UTB)VV&BN50FT_7&HHM;-KN]% MTAR'&10@S9,(P"15S@9*"3C*(4XA%7EH=?EU1L;8.T?V(AF(70P5|^===3=W M@ITBMN389Y R\R8#[;<,LXY-_W;.=/\51#U&>BL(/)4P<;'?11-/"_DNJ^I M,_2!T*K-EQ&29#** (X'EB ',.,4<0@0PI#)*&<8&?$*(T[>BH1-9QNQ_;V M3[$!5MA-*RWC>M)/KR46+#]N%KDQ^O1^&CO*GE.U>^EY]AZ?CHKG5,<#VIT5 M_^PP7YN^.9^*I?BX%H_5'!,,L< 1$)Q3)'Z#X9I"\+,4Y)$:2B\5B#D.6 M0Q1+P(A4@:O.A(H-$]QB YZGF2 ,YE9'9-J/[(?VU=7%QVURGAE7DS[5G;V_>)>;TJ39K955 M06>6Q\X]];S,4HS]C5FG>GK4#\2:-N"7?7?2 MSW,UZOA9?I*+4UOM_UM=JSI^&M^7KJYJN!*X_ETL%O^Y7'U??;A6D6BW5BJH6 M5E'.HY0++(G(^6 1# ,,X R1+",B8S$B:A%F2&IW87)4T!O%-0TZJA8-_;>E! M)SYHY-M2M5X"K-^O>X7!\IC'&0$'4M8KU@V@8[TT\L1$K%<,/*5@O?,"@&+- MX^"W/6?/&!59&F.04XP!%/J&) MS@"F,0TAA%/[+HQV1$],=73?ZE/OX[W^A$:AW\4/+8DE=]4@N\ MZ/ZH?C]XG<)L67FIHD(:>09B&-_ 8Q1+&B:0$#22.(H0W&<6567^VPZ]+9E+# M^H>F\2;8.7HMM%+!HM/*,LG1%F$S]S F;G8NH]%DGP&M5F:V/<5_F07K54!% MRZ0V MNY*QB^\AQMQ4^;X>@(SDENH^LX#LD77\6R6)5_+-7.2CD[_GFU%I7N M/M!&P3CG$42A &F2J.U\(C% (A<@E@F-?2KR),Z,_@#Q"WIHP<83UD@9A;V)H5<&6*Z"!$56PY21@Q?\7D#9!3,LW+.7?;FE\Q M1DPPSAB(*$*3)'1&34JZ=A&OX$UTM>(#: !00(CRO&T^2!N/;J4TOMJ3?+P MA:S%G1*NEH1YE,="9*D$(48"Z(H9@-1_01QE">8<4BZM-KJV"DR=A\!;%0*E MI:4?M<;6\'1f1,0LC[:/M[8GE_;=.H'69Q:T&GD\\G;$PM]+AJ,]1+]):I@MB-("?94L=CY..%KL#$>&S/;DS=]+GGBG,Z" MUU8+!B8G^9[PM-A?ZCVKVZ[;E]/V_A0/1NS5T4@W6-'UT'6^VKVZJ,$M'U@!P%UTB)VV&BN50FT_7&HHM;-KN]% MTAR'&10@S9,(P"15S@9*"3C*(4XA%7EH=?EU1L;8.T?V(AF(70P5|^===3=W M@ITBMN389Y R\R8#[;<,LXY-_W;.=/\51#U&>BL(/)4P<;'?11-/"_DNJ^I M,_2!T*K-EQ&29#** (X'EB ',.,4<0@0PI#)*&<8&?$*(T[>BH1-9QNQ_;V M3[$!5MA-*RWC>M)/KR46+#]N%KDQ^O1^&CO*GE.U>^EY]AZ?CHKG5,<#VIT5 M_^PP7YN^.9^*I?BX%H_5'!,,L< 1$)Q3)'Z#X9I"\+,4Y)$:2B\5B#D.6 M0Q1+P(A4@:O.A(H-$]QB YZGF2 ,YE9'9-J/[(?VU=7%QVURGAE7DS[5G;V_>)>;TJ39K955 M06>6Q\X]];S,4HS]C5FG>GK4#\2:-N"7?7?2 MSW,UZOA9?I*+4UOM_UM=JSI^&M^7KJYJN!*X_ETL%O^Y7'U??;A6D6BW5BJH6 M5E'.HY0++(G(^6 1# ,,X R1+",B8S$B:A%F2&IW87)4T!O%-0TZJA8-_;>E! M)SYHY-M2M5X"K-^O>X7!\IC'&0$'4M8KU@V@8[TT\L1$K%<,/*5@O?,"@&+- MX^"W/6?/&!59&F.04XP!%/J&) MS@"F,0TAA%/[+HQV1$],=73?ZE/OX[W^A$:AW\4/+8DE=]4@N\ MZ/ZH?C]XG<)L67FIHD(:>09B&-_ 8Q1+&B:0$#22.(H0W&

~~M3"35\4D.>2K69%$GWZNP0ZU(U<>E+A<7_,UF_7FU_H=8WY&"SR,6BC!!(=- -MHIL5 (6I!%D>9XGZ4R@3JZ;1HI)'#ES?*[''?ZGRB)_7$@[XHT66.A-7'?E7P M1% fTI[%L0V,*JIEO'@,JRR"UT2#85R'H= CH9ATH+8(7H6L9"Y^=,"PM||7A MQE3LM)UO+,$XZ8AC^[[#>=3]_?IN62UO^#^KK_L,;,7^O2X6.3Z.NO# ^V*=1 M[_=E'? \%=SKG2^W#E *,:MU4/7\5Y7/!4%V]9G$V=0D*@Z,I#RA8GDP9 Q#\ MV>CBZXSJBJEN1U2?!WNA,J*60<'5->>'5H(_-MJQ,\7BT5=73DGE,4HQ1A@ M'(< PI ##&4,03QE,5,)M2*LN""G)%G;'>KK1FU/%*ZA(W9ZV!:1 M&F)!-]O'0,ANZ=UZ=M*2M2%6!&_EJ89B)Z9M0(CM)#5 M\OW!'-E[QP*=UU)RCUD^C_\\%U0-$8L8T#02 &() 66A!#"&(LI((B!)N\-= M,W'HUM+3[3N]C6)V):XECBP^0Z'W\P_30.IYQ('U@ZITD2H8P((&+.E5=C%* D9B"""$>(Q0QF/ MD_E;%RN9>;=3$59ATU;0\01K"]G8T(NF,]"8^9YA!MLYDP/_T4KSY$4N6^+) M#9P1,.F\QFS@\43M>=+QQ*$MT1!<,_B(955?==R4I?]\=97EFY?=(VV]>)V= ML[TIKR\YGNK& (7\?Q?V#6M5OGD5)HL7?5@LUFBI=U*0*XA*PG+-T!'E(8$ MZCP:BH088LFC866C=VF4WWD#=9.F.6)R'3?SO"00:?\(G:NK%80HU&^U8$ M>V9H!K3]YUI3@MJ66;!'(+YGSRSH+ I:DX*=337MB,9G6_O M[7VS1_6[KV1+\'NF].B>_>_S?J,<$V5^EA8Z%L!9-->Q&=5UZ[L4M[+)'YY+ M2#'&7$7'81BI$#D. 2$X SR1,@E1&F*S"LIS@X_LBKZ(Y\7B61=)]"B_B6FX M"H#4CUL>D'60_2?,_U?P2_RK[>YW#QW3?:^;S98[WM7R'GP3Y6.@Y>U2P'WN M>D_M\+:? W1MZXIWNJ5&G>]PSSTR\N]7'_NN7C\MJ76[J?(J;_?;; UG>-A'0 M;VH(?0S6]-"<)O%#+$.AVLQ* F"BV4)"2@$B<1Q"W>PRMFN7.Y'B(SN%SQN= M%"%G\G1[_"PONYG"F;,^+'F7R3V|@2>1GH&J>OE3G!;>G;2S2V9F- M33_!'M?Q*|SV#M=6[?|>^UO'C^%M=*_LJ?VA^5Y!-L;0[M=3)7K MJA5M>O;YYIDY? R/#9612Y"T7B,&@3]088BATWK/EG!5ZI<2ZH0!>SL$;/++C MAEKMS&IAC8B_B@7_I_"J_DH7X3!Y%V\0T5G%ZF[<21##,_(P0!B2&!'";GO>I%B+I%19=*IO^ MVAH/@ED,41Z",*%,WT\+@+!(U7^(0!3SC&-J5!-C(&QD7!|);WJ@!)W\.D?5 ML!K&!+%^=^ ,!SLWT ?!]7H8>RSXBM4;B'KC,1DF!U(GPL;\5LC"V,8CZC=J M-Q? %2=24!IF,,4V)D(4UVU(AFW?!%-B>1S M.U>]7:L]6&_(O&&G0I6@C5+D*%1UO 3(A>/5>L:5[">I&;S=2QRR[G8$7 M$I(RY;!$;J^%98$!E44*RD*P7!9%04]GT_OS)$=>G"T#D9Z+:*D#;_MU$)[M=OMJ6)VX+=WGZFBIZ\UV7PT0=[^UES,^SF>I@!,7^6S?],PS*NLB MA(%0KUI>7BUAB1#&"0B10 F@H"2, 1R&LNR2&&>Y$Z-.GMHC6P"/GBT(>C3 MC&4&,8R\CHE#0W16MR.HQKVS.R%@?!QA#Z5I4X(G13[*""%]\,O0@1O3)L8G5 MFQ/@- [!']'(GS'G6_I>,64Z0@#%0<;1:XZE47KB@R>6F4!9F]28>V)R^<+(T MJD'LPI=O9/-D>L3?U\4B#1N^)ZS>NK>S(M-JU;W8G*RLV9C-1H+Q/B\=|-//)04VG@\|>K.W,:I- +@"-5V\4WG\79W1*H,MJ5VK@WJ;%RLWYYDDHA0@YH0#B" !%!6Q\IPHB9793'/D5B@9DKL)*UE:,NM[M8E6-&](R?'"#S.3R--.'E7;^]C;$!+]:WHFGQ=$*AYJ1B:QS0&4&-]0A>+N0 MS0ZHUF[S'9+(Q-7PS?9R_4-LV*(2NV\(W'PVV]]6:RJ!3,BS 5+DD1%OT!] M("KTC0G 3&9 1,Y8\@*A##F!8$W!],AVOT:"N%?^GNZFNVA)1X_FBK NCC?' ML:N:X4@T'$]5).\RNY:6_Y7-F:]K(ED!>6_QRE\!Z3$*P.WH>YWR;T9FE^QX*?YK6Y9#E^O+F<9*""%)=,H_DP MP%AD@)4E*CC&>Z0R%S9B1W:L .,!8#&HU!CNT+* (F!V;P+35I9[++#ZR=P/N3Z MC(JFAS'M_V,QA^KS:[YPBWY\5:LA%SH6SE-_,A/-M8D66IN."@2H3ZH>YW5F2+!:BH!@@G" !2L SO(20!(+2)5:X=#I5'8 +R.; MET/.#*Q? RYMV.4SO=_WECC\3X;8?%SBY-I&TW856JHIT-60 5!;)>N M0SB9U.0%4-E+.QABR)"" ^NJ,U_?\BN,+,) 6)?RT63 QCR'F.&$,0(Q5="HH M#$I,.&"84EH0DKW4]U!;$M4R*HLR16I6(ISIE00&F @(*49$2G(%8E-;7^ H^&OVCI M0'V2!'ZRRNI%%_<]WU+]GAVG!;]0:$5]%JKZP/%I_AOOX@ M,?UNZ- ^>GE#MGYNY5MLD63UI8-4GK1BQXK\&NJ_?*6SO#?WCMZ:[D])\;- M^-U/N7?,???(>76S4<[&YGJSNJL^\9O5]?]NG]V\W_#]XU9__[WZ+)=LJ_R. MV^U2>S7*$[EZW/#_WK@UUPU ;F03)6[QN.#]UCI6ZQU0%--BOURZU,8VEM MGYK0P_AL5:1,; ^L'O^N4V&1/MNOB&F MZ8P5G'Z&W.SFU),3N--P0-UZ- 24.07^R_L4!E778ZCCDL)X=(=8;L;A;7:T? ME/_SU"Q,AH0H49$!%FU8Q=O#979S19UB1O09M@(%JIMPBD2TS9#Z!'RJ,5!W[,>8=8' M<4>6- =""VF)$I3X\;$1[_VBNP6ASBCDHN6-0 9H4 F*449)@7.:5(QIG5,;5% MK9'7J"&N_&L#VL'WY"/B=/?11FD6 5D^OI^N?[^ M=\'OQ-_(8J6_?".5%? DLF(:L7<@%JU/5*UWS,R<)@7D!"U"05/DDF%) <")!-M3G(N.2S+E#@5+8=D;F0[N2MOVY"MB*KOY#X"$5,\1E(Q&7W57,ZBE=B:%(;R M 'ZF=874+VWQL_Z'GWI.9CB%O\S4)S2+,?K%U,]!E,0SE,8FVG@GF-Fl_OW?.MDCS^SRR9Z18S<';Z^\R\?O*?TEFD^-4-GY1:ET_=Z9/Q?S9VSMJE?@QN.T4= M8SYCLZV)_%DSI:96.QMI;J_ U{*S?#N7XGF.GK)MEI'Q7@X%W$,=09R+8.R M-JE+.H927[JRH|#PQ=Y\%*L'H2&&KM;*L5:[_C\6VZ]?#156,;397YK,"X)-M5*XPHE)JN/$"E"B! ("58%&6!$*+096.P)3RRT6_8]/&P6D:BI%I3&7%%773 M4]%VG,.-;F90PL-1?\2DXM0]E>VB.?#4#04(U]MLG6>V!"V|_CLTDZ_'0@DLV/*W5U<)WC(,P)YP7MVC3D9O. <9H0[A/<\|ZK>5 M/\==.&AYH=899Z7, 499"6"IHCM:4)REA>8$K6-2Z>MNXO0V(OP.6");1<, M-UW9[_5L[-! M&:ZB0"9G ".3&J7A"GMIM@*,Z'GJ[=25W/A!ZED5+]2&2F7%4"8;dUZRJA1!LI8 M6;8LVY#D2."RL.IB-(R-D0V:^GV6C]?D?MITLV3CZ(C-BO4V:]RA-$Q-SR%S MLR904>\$/(G_<-&\T]>U'HC- G;.4I.NT?AGT8[Z+&KH.^__MW6JSWN6#*,-Y+_?4@\]N?5; <'MR-ZFI=]ZS0I_87\^_XYO.>%2#K#=/>@^O MO@K^M_6:5Q_%]D9^%I78/(I]3A!E""44Q!A! !$JE8NOZ^ST? Y3A0OWAEK;LFN>XKS&;!,20?7@FGEHB, ^BG38,_5GTL:Z,:?D(F5ZP%CA8 M'N$\Q8D3!M8J,,X,V+\ZI,50DVE8W3VW-VTCS'0Q8JLS,)8RC"S2ZT M78EV)SP!+;KB ISGR=TAR)]R8.V*[(@>X'>1?;*.-W(R.'|UP:G\W&]IT6W M@M^R7M%]*8;URCR%U_FB8F'GE>K=8Z6MX^1^?K&\U3C_1,<4,E6IGB469 4AU#B?M!-)?31" M_I,G0DSKFX=5C)!WD^_1) (_/=NB=(&MNS6)DK-$O%K]Y9B)3*@U1#,J=,!L^';49E$O6&*O5!HM%QS M&!VPN,O!/,-3>,;H6$4?0Y0V2O&^T,7+ (9HL#^81!!(WN>_K2MPMX^?/?/< M*WVIQ2"LX31689@H 4KR!$#!.2B9%"!A-*,Q88ADQ.GHIXO2R*E@0RPRU,XA ML3EJR/*4)X3<;1;(063W,YUSXH0ZT.FD,^UISCEQCXYRSK[@#@^E_"[U[C>W M&\)5A*_HZYL] L(&X I B%/RS(.4_ZM=Y M 0I6BJ1((2]X4YO7+D(G&XL&K[^F6]?'L,2G]JR.P(AY'9;I]=$\'@&"ZYQ@ M0;$23I"Y_Y!M"G,0QZGA^W7D!7_-ZJ"1!SH?9YKFN'BB2F*(R!26,&2 Q MS%%\,Y9 IZC1F8.1U[>A82K;*[_05]]MJ)ER!W-.%X(,\:?95\(>EN)$GT-\K%87O_]K# M?:!$QEF1J$"ER&, B~~

~~G7%3.>?5,&)*IX?XQ5,[YQ5CD^*Q&&40 MROKU#_95)_]:VDTV@_(,29I0(.*8 $@A!"7C&.2$I4DA,8)9X0&W?IK:R$;J M\2)OB>^_V;R USL49GG:&$H- ;F:C4P/C8;'WBQ@6E+V#UB70V?O%[H!I/_-2 M>*3C%A[>9*38T^V&K"K"6IQ,_=?2E)8=H6CR?SW450^Z'N+-S=5OGP59:F/T MQ_UZI,/1-\I@*8^+F\=KI P- >0N3HD"DR$"&)=Y.,^#86[W@%;:Z$#=<&FYY+_ Q'O->Y/KGIX76 MOF8M=O2@Y#8'B;I.[D#T60N<-!F6\Z7F= (LZ,E%>S58TI>;:5! MO&%,-X>I/JZWHE(H$FV=- >>RSH@WANG'S8TQ@2O-DMYL&UY,!P.W+=)1UMWCRFE M5+5LE"HMJ\4K<1UMWCRFE M5+5LE"HMJ,V2\[Y(X0IQFDAF04-WKUT&P8A@4#$ >*$VZZ[44$7KA<'_<_+R4]?<;X85Z,_\A? ^5_:7GW':9GD\O?B7O_S[TVMP?_GO__K?_M_ML__U___.7#V[_>C5+5Y_?%XNO_S3SS__\<'-O21(F7LS'B[^FV>7/]0=^OI%QF.9?I\OQ\MN;;17HBEK:P>]+ MRV]?\%_^LAA?? IG@S9]]GF/YE[_0/[P@2H3B8DW"_[WS>$_?4?EECHOZ8_7/ MW](?7^VTM2,8OQSB=,,;^;<++#R9I7L_-*FBF9&3^/H/]3A:TE94D%YC^>C'[M^C-]^.;*M/]+%? =6G'NTW)I=QI%)PZ1/1+.C4%@4O4@061=0N6@(/FK0G+O@=MO78YA9/(WESM/M6;8GXQ3S_-YAGGI'MN6;8GXQ3S<CDIU%__1,_?PES^A"DS^-) MOOG793Z[;*&KY:P!Y]9B(7+_\A/MNN!\COGM6BI/;FZULR5I9%S]9 N)OYA. MK\+D WZ9S94]HAWK8A1"D)4,.@4(QDO(V8<063*>ZR90N+?L7EB0_6/A M>%X.#(;U%?EZ/.'? KRXCSD9@NQI7GU^K,Z;48,2(H\%"5\@05V27,VL$+UQGF=N8 M!]6W@L-NE\T-.%H%SKA UZ,*S.FR]_#)9DZQECA,0-G@7RN'#)I-T4^EV!1 M!^$##&M= -+]Q?=2\TF'!1<# (GNT#*TV:S0G$*9_)/[CR]G5=#G_]G*6<42]M+]D4"G("0J!/#V)*M@]7!ZG8SR\U ,9.(O;"B>T=)^WXW 5L/H4_WV1BWJB_MU]&-Z_L1)1=%HX*(A'!%,,%)*2 6PY1AT3,7&P#FB>7W@HKK'2HM>-L%2%[D M3"]87/_G[7B^G#:!.G]3P5M'K'%,@;/2 #=>V^PRBH(-+)EZ.W X7L'QZD\ M[0D8+^F7[^.;?9G],1QQ%5-QFT(Q<*R58 J_K%H0MWT+C;*%9_)HX?TB5NP' M0<61#.T)$ZNK\=W_7SV=3Q-,K9*D__#U%+1=CV@K#M.]CDM29[BM-_VP'C MP>K[H:/C@&8SUO8$D?>SQ3),_K_QEY7IY'3P F,$8QTY8%$R")PC.!.8*(HA MYZ=YLT^OO1\\.HYV-F+KP."H6N_%',.*;NELCIQ0S(0ANJTGO6=Y &U"3H41 M^;F<]DRSL=I^ .@XQ'DTZF86>7U3G;S_/)O>Q.6**E%6LHU3],JL6LF>DS$4 M78C62D_6$3))[ ]7W$_T'82*!#!?O>+.%R,?ZYG&5TTK&26T2: M'BR[']RJZCSZ>PLPNT/#R:E[YM7ZWK=<@">%],+],OOES/5?0RR 6N[@,B;*7V-V#'^BJ_",EQO:V3)5*K/<>!2 M#[!"0 @V>"B(OIL4"MK3 @N[5M\/(MT'(ANPM@N(K+3?R[#%B]G\VR@*&R-/ M"9 T'BB!! Z#$&1"">5LM@3T%LBXM^A^@.@^]'@\(IO P4P_\6*YQ,5.:]\GX6*46(G)(K$B<@ M2.>TMXB6M_!.-]?<#PP=1S1/9&,7(^A_%2?C]'HR"\M1)E(YUQ(8W8-D#]=8 MTWD)\)4SR]*9]%D#+@PLN1$,@YHGL;$+A! T+IV,&S]\\?Q/,%N^NEK68 MM ,K1S%XC)<$5R1X1E"W$$G*-(L7+&ZOBS,-(+&+AOTPTGO-M]F^F&? _\'_AMQ+1)!&Y&YI,_9Q#UV !H]\CJ7BFFB3R/UAV/VAT'|P\A9E# M\"L(RFOQXL4)O\+P_RF6DUKS:))*&1V!90.O&;P."C!6NF\T)A/*_]],N7]-MBO\Z#FHV86DG)6!WFWA-?](@GF1OLD_U_88<*"=*CL.8+1C:%2;6M:WK3:!17BGM@'G+:,H,.R[BAY4W:*[\T5HV9Y>]0)FV@^/H YQV9-#'0;[6UEO'@4CS-O;RWW'XR M[SCZ>#SSAI;Z&]ROQ_/+- WDDK0N1K&/P[&N*2U"UZ+1.+B[&$(4NIHE^7R^W MG]0[#C_>S[QN+*!!QQ^7E\M?Y?#9 .,2,BTFW07/$8F"D:K \1%"\>G"XU4R-R M@SRR)$]!NOP^#?OAH^,89&,V-P/-/__\B*- OZ0^.;1KWC!TAGRY 2)3! 7EL6XLQSGI%VN M*!BF$]W9D"C9QJP>^C*+;P(D^NZPS_'BU&2.08TI CK8XURDH./4II'7641) MUZ@.IP4=`BS8"3",D-NL#1.[>+=X-I.X^F(Q2Q-, (FNPFHZ.^]JR1D#R9T+ M61116(MF$.O5AFM.>9*X'CU3',&[67^"/ET@^,;^N5BQ#@6&34#%@-M(]0T M+P5T/R(KF6RBW>TZ^B==$K=4#-.PLJ$^:,3@##B#R8K$@T^SV? F2.)5^8AUBS M>90U 4'@*F]*@+&B4HK_;E59[##SN4]#)57&D/&?-F-I-.*Z?%XWP8W^Q9+V M8TI'FB>:R),2"FI0W5MN1-*M%AL7G%]<_ /K M_]D:?PT3VLSBQ?)EF,^_C: <7_QXF5SCBS"7M6Q'6 Y9. L#LW-+H &(O4]K-^Q:_SY:XH-V]G87IX@,FI/W1/?X[M+F]*6XK@2G&KB5?(0)4BR.A+\"-98E855-NVL13U*1>U+W+"F3WNHG4- IFETB_24N1L(48P]+0-8C M@JI\'3$%]2(2Z(7DDD# O4CM@6L.T_B[/4S.R>H.-,N:4>_*J_'BRVP1)G^;.MSZZ^O)FFR57-AZ4_3;/I>8 M>"K-+;%<#J)/# ,,T*#^JWCN\=+8!8,DR;0>#^?D?Y;?GL_"76*3ZY.YY<;1JOV MG2O.A5H*9'SM<(A%02B.4,]#R*I(DL.\)HACD+*+GAX M9TVUR^^^S;7IX]+C!?=]]1<5= YJ;M7NXJAHCY"BV=@`0O9XB6_'7S&_J4-T+!9Q@M<<(G!S M&4Q4U55PNL8+N *B7P-9<*+>XH[""6SAPP,&U= MG\SP#E"SIG]$0O3*$L(+V6O57>40=$"P/GJZPH6, [CQI0SU<9PV=]H,8V4%H M\,TXQ/%DO!ROJ."]!V(@6GK)%WU;9.Z3\-L5-$T0&H,K*;WH=O->G@YGDFHU).DM])NK;V MEZ"C%PW]ECNK,2>E=/-TH.V4= .FD^3\1$K9"4SO #]_7GZ9S+XA?L!)K81\ MS*L1<4)8@QYH=4LW>2)#3K-4?Z5T))XQUCH^_5VBAKW]S@2HMJ+H %NKENZX M6-X_(:30-]P$;8S3'@V!0 E0T3L(.I'WD;&08TG(8+N&]!R7LOA=LH:-2YX) M7ZW%T0"-CAU6J3#L"S+&.19:@/_@8R(S(N;"HTF!FB>:R),2+GAX M9TVUR^^^S;7IX]+C(%DW.@RA<, U&U&ZBV2F(T2;RCUB@8\.#:5[ ](@0PP8W-MSP2O%FSO #UD8LZO@5L;S,"-&TEA0RU(@R H%0)$*>N /N=H(@]R3H=G>M-I. MS+ AS?-9]PU8WP&&MIR"A"8&K- /\4]HUXLE"+-9#TJAEDBI@: V>(_7.V3(C MSW^M'>WQGC4J>+H .]\QZGBRJ5ZU?%.D%^CLOQ?!4CIC^M?X KC[?^-MP2\XQ3)>UB31Q0:3-[;OO% (L*0DNNJEY0K=Q^)HP*ST)R7M&OZQ5'YN6VW MT{U3>3]H[#BGT#C!_\ZI.]L(-'[;ORU=#,R'9$&@M)$);BBX*L,K9*(C@2D=Z7M]FM(L@G"7OV; $P9DZ_D2P$FVI M\\/.FFN\A:AN'-#S .ZM8#I VF8:[+;M*.F%TF0TIV!R[7E?P"M&!HO.3F3[-M3<)=8XI.S4. ^%F7/X;2>#V4MA=(!QAYSZ38T^+Y.$2;)+9?S<;Q:UFCVIUG= MZ6RZ)"KHBQZ[EHH^,D/,K07[@=RZ.L(^Q)19^LBQ^Q*Z\?0MCOHQF$^ M'X('%'D'@'|_L^Z*#>OF-Y)'AU(R%;3%]*F,\N3!HGD[1EIY1F\GL=D#-WM M;#A4/"IF/U':LI@\C9FGXG6+>)&*I'T8I7^ &U V2&!2WIFO"MG(\>TC!T MYEHW^#D).!V Z],.M&X#$PSX MQ9,OK9/,GB1FV&!,.5HP7Y2L\QJ8;,L'2&QL0 [M4'X?0E24? MC?Z HS%T!AM#\OM4#4N2Z0B2C078 20W=K *K]?9ZW\7%^'ON(ZI^+M;%&K M6M^53^'\$5?*VB $<%'(W"@^0&0R@\O&F"1#,=A<91Y&XK#1EX[>D[1=H# < M-IP>%2U2"G40,*_C_B+3$+S@@*B45D0W-D^:,T/Y7CAO/LF]0YP/ (0>TG^^ M$^8=2>ES+II!5IXN(AL",*OJ?)&8(S<<'I>8=9KY'T[^0?>Y2M=/%T@QFSS4] MfOU*$)IQ.4YAV'WO(W$%RVS%DIA F MIC1D#FVR'(N#:+.HOG4D 1%K]IVC%L*2BZUWQ45^\U""%S!XGKJ2%SA_"N"\?N M47!*;Z4G5C#015M0GH@/+D=@)?"@BHAYYY#K_X)#YHf1!XT8W %$IK_NDfWV M;K[:5%X]6+S'^>IQ;!14$)D)5^WKP+@4Y9RQ J&UT5"P"(JL]H40((I=<3-S5F.%'?? ^2%Q/ M/7@?PKL,,;M=A6WPG(5P'HB7F4Z CY&"3+EQ#,72<;6U>2=/W@?HP\;,;@# MB'S KSB]PM?$I9-M+M4#"^\"+M)",2SQI.DVI?2G1P61VN- MCLC]8\+429J>T0YREA!- <8!22RZ98Z;Y.+A(!^2BHMJ@YWC6=H"1^UGB\7[M^;R,ER/-38PA)_!!U4N<+G"%VILCCA#=EN MJ5;'DSXTS=/<]Z*LOU?LB$W+K1W]K{Z]>$A_"N"\?N M47!*;Z4G5C#015M0GH@/+D=@)?"@BHAYYY#K_X)#YHf1!XT8W %$IK_NDfWV M;K[:5%X]6+S'^>IQ;!14$)D)5^WKP+@4Y9RQ J&UT5"P"(JL]H40((I=<3-S5F.%'?? ^2%Q/ M/7@?PKL,,;M=A6WPG(5P'HB7F4Z CY&"3+EQ#,72<;6U>2=/W@?HP\;,;@# MB'S KSB]PM?$I9-M+M4#"^\"+M)",2SQI.DVI?2G1P61VN- MCLC]8\+429J>T0YREA!- <8!22RZ98Z;Y.+A(!^2BHMJ@YWC6=H"1^UGB\7[M^;R,ER/-38PA)_!!U4N<+G"%VILCCA#=EN MJ5;'DSXTS=/<]Z*LOU?LB$W+K1W]K{Z]>$A_ M>S+;Y5C-YMQ0GL? MG =D;C6$A1P"+DB-ZL"EEL[P-+RUHPA^)\K6;PK M#T?ZCF1(+F6Q("C#0"5-)IHG.RV)'CWW&!N?9_MIJB_!^P3D-20^1U Z6:] M^)O++V$\7W&);O"1L25,U*I.DOQ?L4ZRC MTYG= V3">%KH?C>]<1IK4_GQ=#U'QQ.6K8D9G#/5/Q0!(GF)@#9DGASQ2[0> M=+N3H/Z>L$\!4#/6]!/XZ+:.\5V/AQ$W@0EK)#!1[3HKZIQ@)NE2MM:$()AT MS:<8/2:CO^?K$Z!S*IL[\-!N>A_<6&U,NXQ>> M,W%%M_:IMI^Q'TQ^E*CQJ7SNZ.JIM/\^F]YN=,,-\55CDGK0#I+1GP0!D^) MU9PW3*82O,*S3-';0LM^V/E18L9-.Z/%KKFY1&\>3\;3*]K.7<+1+UAF<]P8 M_;KGV2PD;S(6IM_6W'RJ52AQR3:MZ0 M^0E2]H/>CQ(2\'O[C3GNLO4;[C\/,MOIE_I&*PR-U=-_EZ-OXX53O/BW?Q5 MC?S7EFCUA(U4C$('8B OJP;FQ8 39*9:ENBJ4,@QM)X9>#K5^X'Q1PFG/[,4 M^S$9:4\;#K36RCC+B7+NJX<4,P06) BN;0@N(),M@UWW"-@/5#]*9/UXWG9P M'=[TV+TIA[Q-#DY2>F,],4-JPKF- $4+,&BQRHP4M=53M,P'EQ\EFMZ$ MXQW*(XHH6J?+,25DV(2W-C+^_M#G .9_C1J/F"\S@[$VY>C2+^=-->-O$Z>9V4 "[D0[GK13F<+TEKK0C;6^M9O M=T^0,FRZVI-@YQBF=X&>?^#XXC-1_H(^&B[P[ZO+B/-WY5%EY"W7G)?1)D[^ MABD*E$I.:.,&LDD.HT]2\=8YWH?2N)^N^E$>^\XJH0[NO7WWMU;/49N@:R)% M3K4?5XD(413/.6M6_Q6KQE,HN:YHX5KS$0FE@DO+)0'.DX&UH[M:@>>2V+@(G'LM$[H$G-=R11OI@!9!UDV*9$";Q+AM'=#HJ0C\G/CX3G'X(9SO MK3B\2&[01+"93 $E+1G"M5&&%WSUO$Q_\U^W./P@N>TJ#C^_B3T5AUL9R#(!'#H@[,UQC$KBR<'[8X_!!Q/54X_S<7UC3K49%[[" M7_O(KM;5[R9K0>?_?;5.FK@=;^ER+-!9!*,H.@5% MTN&UHMOW\!"C$M^(UGKQ/#L95L$^-QX/_[/!(XN7IMV\>%[_8/5IE<_]7Y&M?.?E>+[22M=9;NGO(XMC(@EB,ASK"4*Q C&/3B>$+(@3=/%)AXBMHZ[GVLJP MMT#'Q^2YX'%[CMG9S\G+L/C\>C+[X]\P7^!-)>"+0C?9!TR3L%B,RSB%&_U! MNR_I)*ML 9YJ1H-5 EP,&00I"&^C95ZI9SP[03 M,9$\]Y0#,U3Y4,3'PD0G@K*#FT1LT0YCZPW6AZ1BT1PFN@[S.+=NYVPI'ZZ66 MH&V]7GPP$*6-9) EIE YV7[D|0YRNFLD=8B? V8KM/\),ZN^\M'G>OOA##*@5A\[";\Z_K/U_<:D)6@D;E)119FP)E4E01>8(L M4?,Q6!IG7%T 'F-'W6SEI*%4D S5[\9/#F3)0O0);ILN0NNW4&J1,N MOO.@>PC7.WO054(P'L,DY5[3NAQY58$G"SHERW6P6>Z,3_W8#[H'R6W'@^XA M3.S103<;HEL1^A/+K+9V!!:3M&!BD#D)1USA)PF_SP?=@\3UU(/N(;SKP!F[MTX.K(KJZ\^F*WU8.>*TE\02"T*61#Y"'9O#]YTG$GF6P4H5FW?#W$%50)V\I MQVN)IFSO $,/IG#3]HZ\R51$)1T!A2=) B,9XC'1.D3!F2MFS%O);23F^5T M03\L53F9ZQU YP,NB6K,-W4WOV%-Z26M*H66Q!E9811X2<1;GH15(G@M6Z.C M[RRD@Z2Y,POI$-9V@(M=,>P.?!2D/362Y5]6K:*S1_"H&>00#5KV%G?YBTCO- =?/&L<=QO5[4MQ5E,W/\\F!.,%>L6[@N4 MAA7C@#,IZ_A-![$HTC*:K()6BC;-^Z7M15CC""WJ8C%P3=M4D0RO+,&5PB$Y M:95#GD7Z+QVA;8Z%[\1F#^%W!_?6;C_2*U.~~

*H|^KW8;/M71ACQ***S:E9+[.A;"@*8O M6AY\LG?8D0>.>NI>$63NY= "R7>G9!{Q:"VOY>?IU M>=-M*HFD'/G(1210S"4(VA<@ Q9E3AA-,&V1/T'.N/=5EP18*YET *^WL_>+M>2(C^ .)BRCY3%MFJZ9K;&_G%D7N/,V8 <1 M-NYUTB4AUUY.'8!OG5?S@'5;6P#1"XVI&K:&; $5:2DN@+4\"E\1XO6=MH3 MY(Ql7W1)H+6220?PJJ5H]+0O-:O@#_HWFI" <=$%S)<&CHBU2C 5B#8,49,F8 M2A&NM2H[C(Z1N]Y>,,@9RMA@ZA-)VH_'LM<;"H8X0K%U#)42O'1C/E1,B%>-; M*ZG'*1G7A5Q?PC^!S GLI@ T'5%=TUOK(G:^[^\"\U'>ENH&,!>;PWR6K/G<+3M^3;&;EO]+KOS@UC3DJLOV'1G8//"0Y"B MQEVE4>B*RJZU"SW(0@X"M'_V@+ZPO/IFL'^_F'_%Q>K[^ZLP6VV/I'5.\$1% MX9(A+G:6; {&2X[4KG047C'8Z*.V=ZW@;[%W8R!.@^]\7;2#Q-ILG]W:.UXG. M?WP.LUT7IDGTG%SB3,SA7A%S(H*S/)).\2J8Z(.S0_4JO\@"#]LWS__2]A.(M_.WVSYH9O\|G:3/Z;/.O)F16$UGB!:.|]VBSIL MGSS_2|81H? WVQO;<8!WOC%QWC/N:RF6%.O6E1RBC@*"9<0E*5T8;/C_"LZ M;%<\LRN_CD#0SUS2EDRYU1)WOK? 6'Y,88_$:0[W&QTWR9#2*08[2*SI?G2\|] M>^G[5W;83GEFMY4=@N)ONF-P-3&V2'3&@U&.@:H,\-D$"-)PC\;Z&%KWCFB\ MA,/VP#.]71U#S!U83#=>4,YH@|$<4'L'BD>BVS,%-BIE4@6Q8rL/P,Z'?687-MK2& \#:WHI.@<* NS%EQUC3DJLOV'1G8//"0Y"B MQEVE4>B*RJZU"SW(0@X"M'_V@+ZPO/IFL'^_F'_%Q>K[^ZLP6VV/I'5.\$1% MX9(A+G:6; {&2X[4KG047C'8Z*.V=ZW@;[%W8R!.@^]\7;2#Q-ILG]W:.UXG. M?WP.LUT7IDGTG%SB3,SA7A%S(H*S/)).\2J8Z(.S0_4JO\@"#]LWS__2]A.(M_.WVSYH9O\|G:3/Z;/.O)F16$UGB!:.|]VBSIL MGSS_2|81H? WVQO;<8!WOC%QWC/N:RF6%.O6E1RBC@*"9<0E*5T8;/C_"LZ M;%<\LRN_CD#0SUS2EDRYU1)WOK? 6'Y,88_$:0[W&QTWR9#2*08[2*SI?G2\|] M>^G[5W;83GEFMY4=@N)ONF-P-3&V2'3&@U&.@:H,\-D$"-)PC\;Z&%KWCFB\ MA,/VP#.]71U#S!U83#=>4,YH@|$<4'L'BD>BVS,%-BIE4@6Q8rL/P,Z'?687-MK2& \#:WHI.@<* NS:PSN0;%M'8/SZ'W.!P_LU5BPF [#N=M_-3?'KZ3)=S9?7"YS$[+VSGH$3 M=2FQ^3!5E;O"M;\U9+O69**@8?.X]Z*-?^";{JYUXIO>&K<31.<+{3KC-MFVZPX!VM*4 RQ=6&D>0[96W)BU!+.*JU+"4.5ZOR4N,/0IDQOV\]*ID_,[=:U M)BQFT|FGY7MXF!$5?Q H.MGZ3Q M, 0^TWNL003UO(#X>GIU3;;IA !9E>'PTDK+&;BKPBPC\A+>?&;/TM+/[KSZ_ORLYUNLG ^SB_RA-IHTY% M,4B%/'"%5?*)E%0\RJV)XL8ZI>_UH|S09.? +%AV'KF5RX#,]Y#I3%,*IM7T&V\LYS_"7Q_ "M:[WSTRD5?5AO$P=@:;$=;G'07R:KY<38SGN\@6QP%=0%FDP|G*.M!%IDE!BCI.*POC*GTS!RZ}\T^ N))E>VZ2L3[;*43I=B MX1]^4?8|JTC#E M(#K'ZIK'"'W.$,F UBY8448;HZ$!F7K*(\AV9UX/<6'78-84G[VL7+|H)\NN[# M$H#,$0NA9I0ZIUAI7F;V=^V:<@2]3N^::? 40K(1IEKH<1YM7*@;,.M:@5%,>,R5@4OV-3@^75-.0H2IW1-.40^8_L..]-GV_|#1,TL8@0F6")V>], M%P46O45G Aj5#W(&[CRT5U"<*JYY]YUK6=NO1Y33$A:>Y"BZ]4X8YWDZ33@> .R7G2WBG XL.BC0&5$H20B 7.'BO MI4\F,MZZ\>M@R7ICAB^.@Dj#7+UCY-8!-$^^R8A)QYI0534[P4K=-K M1E.%DR6XUN[HHD? QHR:4G@/2BTBP Z2NV??VRI2_)@.&%NU# M\D3[39$MZYF4(+P-*G+OU$QUC3DJLOV'1G8//"0Y"B MQEVE4>B*RJZU"SW(0@X"M'_V@+ZPO/IFL'^_F'_%Q>K[^ZLP6VV/I'5.\$1% MX9(A+G:6; {&2X[4KG047C'8Z*.V=ZW@;[%W8R!.@^]\7;2#Q-ILG]W:.UXG. M?WP.LUT7IDGTG%SB3,SA7A%S(H*S/)).\2J8Z(.S0_4JO\@"#]LWS__2]A.(M_.WVSYH9O\|G:3/Z;/.O)F16$UGB!:.|]VBSIL MGSS_2|81H? WVQO;<8!WOC%QWC/N:RF6%.O6E1RBC@*"9<0E*5T8;/C_"LZ M;%<\LRN_CD#0SUS2EDRYU1)WOK? 6'Y,88_$:0[W&QTWR9#2*08[2*SI?G2\|] M>^G[5W;83GEFMY4=@N)ONF-P-3&V2'3&@U&.@:H,\-D$"-)PC\;Z&%KWCFB\ MA,/VP#.]71U#S!U83#=>4,YH@|$<4'L'BD>BVS,%-BIE4@6Q8rL/P,Z'?687-MK2& \#:WHI.@<* NS:PSN0;%M'8/SZ'W.!P_LU5BPF [#N=M_-3?'KZ3)=S9?7"YS$[+VSGH$3 M=2FQ^3!5E;O"M;\U9+O69**@8?.X]Z*-?^";{JYUXIO>&K<31.<+{3KC-MFVZPX!VM*4 RQ=6&D>0[96W)BU!+.*JU+"4.5ZOR4N,/0IDQOV\]*ID_,[=:U M)BQFT|FGY7MXF!$5?Q H.MGZ3Q M, 0^TWNL003UO(#X>GIU3;;IA !9E>'PTDK+&;BKPBPC\A+>?&;/TM+/[KSZ_ORLYUNLG ^SB_RA-IHTY% M,4B%/'"%5?*)E%0\RJV)XL8ZI>_UH|S09.? +%AV'KF5RX#,]Y#I3%,*IM7T&V\LYS_"7Q_ "M:[WSTRD5?5AO$P=@:;$=;G'07R:KY<38SGN\@6QP%=0%FDP|G*.M!%IDE!BCI.*POC*GTS!RZ}\T^ N))E>VZ2L3[;*43I=B MX1]^4?8|JTC#E M(#K'ZIK'"'W.$,F UBY8448;HZ$!F7K*(\AV9UX/<6'78-84G[VL7+|H)\NN[# M$H#,$0NA9I0ZIUAI7F;V=^V:<@2]3N^::? 40K(1IEKH<1YM7*@;,.M:@5%,>,R5@4OV-3@^75-.0H2IW1-.40^8_L..]-GV_|#1,TL8@0F6")V>], M%P46O45G Aj5#W(&[CRT5U"<*JYY]YUK6=NO1Y33$A:>Y"BZ]4X8YWDZ33@> .R7G2WBG XL.BC0&5$H20B 7.'BO MI4\F,MZZ\>M@R7ICAB^.@Dj#7+UCY-8!-$^^R8A)QYI0534[P4K=-K M1E.%DR6XUN[HHD? QHR:4G@/2BTBP Z2NV??VRI2_)@.&%NU# M\D3[39$MZYF4(+P-*G+OU$QUC3DJLOV'1G8//"0Y"B MQEVE4>B*RJZU"SW(0@X"M'_V@+ZPO/IFL'^_F'_%Q>K[^ZLP6VV/I'5.\$1% MX9(A+G:6; {&2X[4KG047C'8Z*.V=ZW@;[%W8R!.@^]\7;2#Q-ILG]W:.UXG. M?WP.LUT7IDGTG%SB3,SA7A%S(H*S/)).\2J8Z(.S0_4JO\@"#]LWS__2]A.(M_.WVSYH9O\|G:3/Z;/.O)F16$UGB!:.|]VBSIL MGSS_2|81H? WVQO;<8!WOC%QWC/N:RF6%.O6E1RBC@*"9<0E*5T8;/C_"LZ M;%<\LRN_CD#0SUS2EDRYU1)WOK? 6'Y,88_$:0[W&QTWR9#2*08[2*SI?G2\|] M>^G[5W;83GEFMY4=@N)ONF-P-3&V2'3&@U&.@:H,\-D$"-)PC\;Z&%KWCFB\ MA,/VP#.]71U#S!U83#=>4,YH@|$<4'L'BD>BVS,%-BIE4@6Q8rL/P,Z'?687-MK2& \#:WHI.@<* NS%EQUC3DJLOV'1G8//"0Y"B MQEVE4>B*RJZU"SW(0@X"M'_V@+ZPO/IFL'^_F'_%Q>K[^ZLP6VV/I'5.\$1% MX9(A+G:6; {&2X[4KG047C'8Z*.V=ZW@;[%W8R!.@^]\7;2#Q-ILG]W:.UXG. M?WP.LUT7IDGTG%SB3,SA7A%S(H*S/)).\2J8Z(.S0_4JO\@"#]LWS__2]A.(M_.WVSYH9O\|G:3/Z;/.O)F16$UGB!:.|]VBSIL MGSS_2|81H? WVQO;<8!WOC%QWC/N:RF6%.O6E1RBC@*"9<0E*5T8;/C_"LZ M;%<\LRN_CD#0SUS2EDRYU1)WOK? 6'Y,88_$:0[W&QTWR9#2*08[2*SI?G2\|] M>^G[5W;83GEFMY4=@N)ONF-P-3&V2'3&@U&.@:H,\-D$"-)PC\;Z&%KWCFB\ MA,/VP#.]71U#S!U83#=>4,YH@|$<4'L'BD>BVS,%-BIE4@6Q8rL/P,Z'?687-MK2& \#:WHI.@<* NS:PSN0;%M'8/SZ'W.!P_LU5BPF [#N=M_-3?'KZ3)=S9?7"YS$[+VSGH$3 M=2FQ^3!5E;O"M;\U9+O69**@8?.X]Z*-?^";{JYUXIO>&K<31.<+{3KC-MFVZPX!VM*4 RQ=6&D>0[96W)BU!+.*JU+"4.5ZOR4N,/0IDQOV\]*ID_,[=:U M)BQFT|FGY7MXF!$5?Q H.MGZ3Q M, 0^TWNL003UO(#X>GIU3;;IA !9E>'PTDK+&;BKPBPC\A+>?&;/TM+/[KSZ_ORLYUNLG ^SB_RA-IHTY% M,4B%/'"%5?*)E%0\RJV)XL8ZI>_UH|S09.? +%AV'KF5RX#,]Y#I3%,*IM7T&V\LYS_"7Q_ "M:[WSTRD5?5AO$P=@:;$=;G'07R:KY<38SGN\@6QP%=0%FDP|G*.M!%IDE!BCI.*POC*GTS!RZ}\T^ N))E>VZ2L3[;*43I=B MX1]^4?8|JTC#E M(#K'ZIK'"'W.$,F UBY8448;HZ$!F7K*(\AV9UX/<6'78-84G[VL7+|H)\NN[# M$H#,$0NA9I0ZIUAI7F;V=^V:<@2]3N^::? 40K(1IEKH<1YM7*@;,.M:@5%,>,R5@4OV-3@^75-.0H2IW1-.40^8_L..]-GV_|#1,TL8@0F6")V>], M%P46O45G Aj5#W(&[CRT5U"<*JYY]YUK6=NO1Y33$A:>Y"BZ]4X8YWDZ33@> .R7G2WBG XL.BC0&5$H20B 7.'BO MI4\F,MZZ\>M@R7ICAB^.@Dj#7+UCY-8!-$^^R8A)QYI0534[P4K=-K M1E.%DR6XUN[HHD? QHR:4G@/2BTBP Z2NV??VRI2_)@.&%NU# M\D3[39$MZYF4(+P-*G+OU$Q

[MA0$O\7"7DJM,B9.9U ZX/4G4N 6"(YR#!^JC 8)N G?8$_$ \4!=-N')O%_//UUOQ M-4>EF,+QE% ((0NT%GV9_:GQ1XIKABK/T]WY=8\Y=_^_9""^4V'-"256QC@V/

*M6Z1/TVK""6>9>@+!*HH2*0VV'1,0$J%1'A*,DV,#! M<_LD_2N5JXH47WS#WWY.'U()"UU]6+!.)YYHR4U$UDS)DM'6@PV1XV:85%3. MHKB&-72>IG$_K#V#,.^O*ZFH CC?/WCVX"R'JB)LJT.20N\B0.]Q\(2G-DW7X M6U6[^+4?A?M!\>QONRNKJ@$@/KK07DU7H;BQ983Z^]0.Q2J,W >B# $ET!84 MLA1&*;I!))&#C)3+Z@DK? 6G<#XQG=7E;"XIG>4<_H"H: .*C0?./[,*T:4"XD<+4S:X&8;XN M76%64S\#:WFUGC#TDKGW!E1"X8J2;~2CA.!H2"E2S9W7@VZ7!Y.^'W3/A0P MAG(;P/0C3".OGGOD4@9BT>^G%)F."62RGA-)T?&KW>R\|"N^[X?DL@Q"G M5VP#:'X\1MR#;Z&UMD8J9-2S,FPM-[YJ"HHS3X0*>$(-FXEV..W\|8?HYA3Z& M56\#L'XL3-V#ZT1-=C:AW\G0R!(Q1O#""%%^496N"D";7+K.L0_E^-D'X^ 9=A M5=L H)^,,8?9@G;M,F$?IBUBD+V4&3[P$GH-GE&1M6.T,SXKD[P?MLXH2C:WD M!O#[X*KNP;[UBDH]"$1'% B;-1C%+2@BHV<$9K!QJ.)'F_S.:SBG<B+B[WVP;'Q_;R+?WB^KU^#Y.QV';_P9!G>-*0/8. M#W>'V+VI+STHO"R\8G4W*R?JU5S?;_M^"_LM[XJF.QC$+CJH((@6T581!QU() MIU-@,KAA0P:%BK'K>P[6\N-'-6\!-W9BWKFN>'&Q6*ZG_]/I9>*DYS)$#\;(-MA%)2#[S4"4))"RY)1XP>\F1\A+2Q:WNJ@6D(532&L-]P\T<%K:|&;WA+N3 Q M0\+_XA'-"BN2@'1,"6^- "GK(%,,[Y(Q=#S0(DHX1^7E91=M9$'FQO-@4F->V MAG;]8$ K;"^>AK%^LO.>"H>^7BQ9/(Y*,#(2(%1[*6,22=;^M3K=\(,HA,/$ ME:HE@:>T2.@;\!1!9^ER(B;%ZL? 9N0P_Z*/W/L,/^HA\Q&-KM5Q//KCYY]2U M/.$\(6'HNB8MRR2((,]X1-O=6E/" @ULKP[C^-0;&,&??N+CU@O'1D(E]2V. ME64+ -@V$*%,&F(3!R)9*'F-%CR5&JC2G$E/C_.O]GX2" (S9J>4(9=U5]2 M&UGAOT_GTXO+BRW4AG6M!O5&@2W!',%WZ,/@,2N<<*4Y[Y?B~83*,[UT9*4? MHK)%@#?F-K7CW_0.A(@F.A;D#9/P/2,8:!H<1!X#9+ZGB2=]_;D:4:3 -_EX_BO MU11_L/P;<$V?NKVV.2D>O8&H;.G'8M%7TME"),PQ;RT)\316XMM>S99&F3)R MB'TPA!Z:@=7MN\2D/XN7[7RG%@M3!*Y3/8IL8F0-.";CV>L<38SPEVL7KK[M-%4M&I\'@N!!@%732*,8^Y#FZ6\W*XQ-M/=",X{[KRMM.7#]@6$ZX.:NK- R M9L-KMQUX@J06MZ[AT'6H+AJ%UKO-3K^XFI";)EHJ[@7S$$3I@QJ%V7%Z;0!LM|EY[VBW^3S*302GB0'BU1X1P%SWT MQC)WW)AH0NW P..0-M-W7Z1@X59!_BY&>IXOYS.P_2KFUTSHUQP,B0*BC#<_M>5V9 *(ENB2*\URFB>&0/V!\Z1Y!;7=T.@9-]?30 *CN1%_?^;5#(<7?V]^__MAR_%:7ZS6.[(LIMXKYG @QT(R875S,_]@\X016)(!IVRK&UX'4%NV\V@CG'D MJ71X)G!],)ENXG/,U$;7ZMEVMXBWS)(CHWB/_WD>N'!GEP,$[=W@@@]309EK0(1B0//?0@ M4V*94./B.<3M=^S-UP*]3'^@_#[!G6;?TN^+^?H+6ADT\QRDAA#+MFVE F], MZ?)G&>[HEC!5NQKRA%K'OFH|&#'I,*75E=7 &;LOG_],,OGI[\7$)YI=UP:W M8B5 \""@G %@A,.6"!:HKSV:O>)8]_'G1R"AZCFW)""4%]3H+G@97)KI-R# M4%Z#Y2&!5A*=>QY)3L/,".E!Y-C7=..@K[=ZS@Q_;Q:7RXEQA%(B R@A,X@D M*;@2$PZ4"I6-"J3ZW.:^-(Y[JS<*^GHKY[S -_V6)IEP1932H+O1FLQP<-($ MW.&I9 G]=T9K=R'J2^/8EX#C@*^OKZ8RP.'&*6.UHA*!P>>$&C]8M3ZGP18SQ MSCE5N\!O7]K&OL$[.>)Z*>-PD'6-H0<'V9_SN&TEE^+K[P'_=#M7(5!N6= _<M*"W^% (T13,#E%M24*HR.G1-PN0L?N'G\;.^%514P,;WJ83*\&1NT=A-+8 M50C*T7%/N'IPE%E14B5;.]YV3.QLP XBU?!40]0-I%/XAD@>NX*D-I"@-059 MO9(Z01X+P20*"1#+PE-@)/T93KZGGC]A[50#:H=AK8KY[B[^KV408M="FG M,9T,#4&3@+D D1 K.#<4/SPQZ/I<"_9POYD6#M$%^<"L>Z*D2B'$@L> K4, M'6T5P,200?*8.#54YES;"=B;N-';TY\69KWU<29 ZVX3"B"-M85 ZT'&1=!9WIP"}!F7[7]{-V5/^M"CK]XTS0-GM6\'(C?>$!?!)HY.<.7H[M+)<^3IDY2[R*V9\8:OTO;8=L!\RO!VNES, W40G%.S%+)&U,XX<$Y9"3 M1"-:I&&(D\Q6{'L[.V1/H-I]2?T6[W8V'W/EVCV5G%(EF00).JR: (P|&JT M]6B)5B^=2AT/2W2A\59%;VTNH5-O'99{!O -2]M GAQ9#B%E-J,)0)>YH& MN:-W)A\61+WD7&V']IS8W26S?TCKZ7+3L-?/IT^[AQZ3T_WT0ZND<->DO5(F M|\ZW7B.-):*U2@284EV7!0\F> I!&TJ,YC[ZVNDM3Q)U[$ZS\P63I%,2Q$;(M0I8.SNC;>BKQQ-.9,ADC1_V5-R.F[%=%QEW|Z Z&CAX'_J:EM-%_+AVRW65 MHVLG.S=FYGY,Z_4LQ0EQSO-@+=@B+*&3 ^.(.89YP;=V6AJWY3V(&_<'.V1 M0'>DEOK#T&Y@.$_X_A0_53.A]N'PM\U0ACB1P0LT#QD$I4JJB*/HDQ &TABO MF'>*F9/M[_0-VZ^]OA(/$A/#9CQNR47PC)MIB9L&@.S;@(/^>P4Y)@F"ED"_M*$%7IU/.-!.>;Z? O[$WRX':FEE@&$,$E[M+ M9*!;,.$@&^O7NDH2#2@DKTBA9:;&#'8K!KU[$#V/PUURH%VPN$B?W/?. M1,!O?TEYL4PW?KVY,#CWZ\W'

*OJ[=EJ8*$X3L=:#H>7]7U@!7E$-.8:@G=-4,5V9\5X$CGO15P4O M=[?DX11T\+Z+E/A%)CR_B?UVNUN7HF?!,/6$\ PVY.V!*$"HE MB(\]PEF.+M,. *S^0U'&OZDZ'RYA=HN'3-1: <_<"_MZ;I8=??(FV8*12LOW2R4M)"20+*XDA0^HZI!6I&@H>S0H60VM/F)WE.TIE2C M,O)+7SP"+ED)@;LL':.-&B=K[S%#FYXOY>AJ+,-&3_)C"Y7*ZGOY426D.>,,,7 M>)? OD;&H=?2)T]EAL T11\S>7"EC;_)96"!#TG>G4=[M$"]$-ZHN=H'7W>W MXJ,KM-7K@X_IAVD.%+BI>STN?PSAMN"/Z7'!L//Q?)3[S0Q/*0@:F,[""?-P!K'-M\4? A"""^SI5GM9.0#R!QW"ZV"G7I4A2=65@/N5:D.V-QH7ZZF\!1:7:WS%]^G MJTDV/N;2XB%T=?%>);#'(1"CDQ61O0%&B#Q&T,@<8&Q0:,ISKDUM\-"T#;%7\J M40:X3KB2.BKC(KJ05@4BT/_$[P+1&1M13 #[>@; D8&4CW%WH7,P5(>NR7: M[RB2)=H?JX^+69?2O/K]X^^IW"-,N->66D_!Q-"5DG-PV020VE/(,>&Q&_S[D&=5#ZZ&?]RL^D%>BQ=6[\- M.RPK%;E1H E%=HA&;Y60#%F7:9]4,JQ5]\+%T^\;IP"W$C@]B[0=""^,AH^SM M=4])@KJ.19\P4^F;@9MX+.^# %J M4W1"XO_==>DJH+$_3=>X!1F#;S+55=,_W+9"Z[;- V#54O>HP_VGQ=C'__;Z M+<5MURV!]5>"4,BIK*1RO^*$BL"B9SHD:P.I73S1@OQZR&;!]0BFH)^<&-&_M'_FY=_?Z]>+:SO@M3D^Z8@:AIJOKYFA4%)<0?ZTD)ZC#98D") [P_)72 M@TAEH(A(.32?HK#+M)",2!6B ZK*&&3F#1A@'>R_=?C>K!QIH\\9 MZ*/,IPRS/M)KX*2]>F.1$4:K%7MM,CY>V=5]P_/XSE+P,V)€N MG/%OZ051#J5F: <@C>ET(IRL,EX<$O[&C(CQJ3*N]\$#9+1UTU!E"SI6V-5J M-@[`2O???*OU%N^3H"/EI0^SDJ;K%;.:=T)ME-5%.Z."Y1?=2X?DL30#/(L/O M(F.V.5QAM6_+!V1GW*]D VV ;2C_?.Y"KZN3NGN5/](F46V]0+&D);HZ5SD:.MQY=H'?'2@>X]C^)]Z-M.:Z7)DC/T-)0"X0,!&Y@O?<@54T*5+IZ-WW8>D_O& M>+*!=.R7'GDT4"@5[? B=S#ZC^\QRI0ZUSZ<@]PIV;A1D]5%& R;]4A(6FG MG^7 +1HK-\+#&=3D'4P\NH)?_IK(Q+2EC@!\)?^_A), M) 9"I(Y*3FAC]W(=1_/4.&"WV"/"3:@__\,/'14\>T*9UK2U-[7_+, M50!7^BLG9TL>4S6=_^>'<8S,X73>4X(-Z/P_WD^XMIY:(D!8BCY2=A0\0I!*.MS4VTV2GR:$,]?CK_C_?CI'8-I_,>$FQ YR__F"1M8B2\N#DJ(ILL(<,Y 4LJ M>,Z-4G<[OARA\Y=_C).F-9S.>TIP9'/_]>5R\35=^;LLV Z.>* MYTL$[ETN>KU7:;?H3%O[-=XZ3>%5?^T?)G&>PF7)0B3 :9(K^KE6_XSKI@8>/DS%57^E5A-=,..KQ,D,ED:$D M64E%1IXH=6\]4D#D8:YUNMI//<'>1IXZ(UM94_>@[!"&,)5%% 6>_XRFF1\5K6+A]!GJ)Y>6*G0R:>/5HBJ(\2GO]!E*]0WOBUOEU-?YB>L%Q^GG^?37.9[K5]V1N,T#9-1=RPU0Z?:5976X!7'-M4B:I\#@W.?$[:.;@I;! M/1!%[.N^[";EG+P',O"9J`_5Z2QZ0'W!TL2$%* M+ P/+?'_FZ+7P$Z-'+P^RAH[WK0SMB^]EBQ*"DRIDO&=!7CTI4&J+-&Q-B3' MO1;JE]K\!E'QV,#.2=KAUE6@0N%= HT.:P#FT<4N.REV+T"EWVDW,!%YV?)Q(-4562HG6@&0U@(=#YM!AZ",?=VHO$ M\F,YE,\A<-E+.;?<#EWTDV(#,__/#1$2OC'(9="[-DIQ*@#\F8#XEHGP*1C_F M. X2Q#IQX/(8G?>48 ,Z_X_WD\B=*BVT0=G2LOQ[W5*TR- 8PWTO!^)UKA?0 MV#.(=>+ Y3$Z[RG!!G3^^S\G64ODUVJ0.FH0VJ#%S:6&%&G 'QSGY+'&.?UT M_OL_6PQ<'J/SGA(<,X#Q/?R9_/KQ_[Z<,**-#X2#%L3@8836C!4$=R?"F3,:.M1_FHF?>E\O+ K9F'W_U4]O6+6@Q8']+KPR37P/+^]-?$H=6J/1*+CHU -<&I9 MFC(5G\=I8D0DY-%)V(D'YTX2GG.\NXIP0:"!]FLZXIP56AT#:0AC9(2"(- MH+I47Z=- Q0+N$,)YH '<3 MB*@5.&L\1)*T4D9ZJ6@2X5C%G4UERA!RX51?-RR [59-"HLE=%9:=\58\GD% M[JU6$J# <&*,-#^91A^-9%W?V4NRCQ9UH-P.1!X/QZ:LLBM= 8TL"\JB7^TE M+BC+2A(*17&1_/^3+(;>F6IKJ@'TW0JUOK@1;OTCK2?$<"FTI."50D-!H$%H MM/*XG 2Q96(AD[6[S#Y&3U#!O..UOQA(%6>4'U'J*XNHW[KEY[1.7Z6(;.+X MJTH#T^\9*ALACZ\#9VD0+VC,F4+V46.]CE#2)9!6<(&:KV)+*KJ4?K!DQ1> MS]?3!8^_IC%M,XY^^?& [^Z_%\KHETR_J^96ML3@'EI4&6%4A2^2,F,R/ 5L M$@<%U02$W(*M3*W=20RG+;;)=C,'5V;S+<$#0QZ(A7$NU(<M!N=#_,ZTH=X$FYC8!XI/!*'OO[F5- (83*7Y130LC8^@/=X%2N\7#UO%)(5AI MO4^3HY2+6N' &V3'96Z)CS9[50-*.PD8+Y!]K$87M<7;@&7??=-=I,"]I@N& MQ"12!&ZD118XF]=,,2 \)N5]EM+73H]^@(SQ<%)))N0!UQ3U"T@V Y>5B'M\ MO>E_^F&Z^M6[7UU"+D"B-7[Y&FJ&/FI206W>@R2=-Z%R$&2H*EEM'HAH,<3W+& MM92JF? PI*!TH_Q:@M%US]UC:,L,2J!"T39M,-(%++#KRE)3N-TT@%9XS6GB7P-M!$F-0>I0U=^%5$4]M "K^ROOES0/7R[<\E^;+C^"$Z8) R8\'O*,!+"X?:/H MF$$QD[U8]D&E4[&6S2U%UROS%EF#(W,0]!EN]+6'RA&;)EA(;H2IKZ>(!MX<0<%##"P_ ,M_;5WHA+*92RW@%V:O,C:@,\1F;%,"4,4FB4F*$_4@?7X^!';1Z@-[%G7:6]O MK[- $M#2$F%B2D'(L3><5VAO"@[944NT4CW&O?E[')B^[96[-=P8S)$/RB.U MT@"N#NFRPG22TF4-U%)D,>8,Z/0(T#$ZE:GCEM2^5SV_]CA'(J-",YP^:FH MB??\[_=I67[A/B>? U6JZ6I>I'4?D!C!VN'I9@'O36RG?[Z'W7>=E\<@< M,TZAH55R477*8"FQQ61/4O/,:E!-_@8/$E6[:N<)DL8[QZIAX^ZN4U,1K6X\'R_]*OWW)7[P M^ELQ.(J)2- [Q]#HQ_O062NY^_Z[KL&4LJ7=7 (5BV_G4P\G4'\F$9FBSH#]$<(%+/$6CQ-.31L>]%_OM(]8M M!:RDZJ"'">)K9V3\B AS0'G M$"4_#IT#)-X>;'[>1$1.OI$@Z*@Q1,P%EP* ET$9YS6FD1?O9'M#E&OJ49 M^,0Z3.3CNT]WVR&%N'E\Y_I]*B,R/_,_3SM*#W<8PD?NH%-B#_]O ;>OI/ M!Q-_I/>$KYILWG+1O>(GQ@\5Q^XG'A]\O/"-W^=? I^6AGY#M7_##?U4A_Y3 M1SD=GM3%=>1Q'XF,&6Z^25]:?UG$ROJZ\|Q1MN/#M/6P-!K1U7M\[7IY,8]O M9NY5%4W=?N(HR;\'Z>E!232BI,+B7\Y7<5E/37<>,4J.VL&[WWU9- **H_[/X M^=E=]=?? '8\)>6?B(,4]+IN1%7A]IDXO4GRS6+Y<7'5]AVI=O=P>> ^XHK1!{ MJ6X/;2P\%8OT4O.9O)?$Z'Y!;_J.+]> ^+YHS14[+\$Y-2L H<2(U!:<\TJKU& ME/;;/$Z_3>/E=AK).8JZ\ZAQG;+'9;YX2@!C+Z79_V0O:GK;OH'H?7]-6^P> M]K*\]4-T(V-Y V0HR+1CK:RZ)*T&__)159B66*HIA19XKU\2B2XI'S'CDB M9X9D|=:OP^6O49/(!HBF4 ?GW(\ F'/U_E_R(C!AC&/L7$WRUZ5R$D*,:F MS]K8BT2RS*R!6"EK_D12KJKZ.7FQ?_I_LV1?5:-4-2B-165F+M(S-W]4F2S@ MT/48743-F=@'0SN4/;(R! ;>]+7I$V+ M!U)-8#A4?9ML=/-17A?9KIZ5G$-NYZ,_B_IV%./O>ZS?73U0LA8 M"+ ^).@#[#(_,1UMC!&C6KQ00.YKF8EBOYE]S="M8Z3,Y6:MXW;RH7J[] [Y] M+DHH2';](M*9R%. ^?4&Y24.@8SDB?$4%/FLOP#]*E&L.1@:+XT%TTLC GG(`M;CJ0Q3J>V?M_OJE]*%T=EZM9&N?V>]"]I,--3?]10[4,YUI4^8*12G!.T4'* M;WHZ#5!Z<\]2M'4R&(+&O5<#$5.V1CTT$Q^CGF:;T!TD-Z&A;?DW?N1<+ ,.GTRRNK$5Y1SXN2<.!FDS1TO[QB'M$,48"2_1Z.*;]QA.Z+O"-.0Z+RO.C'\%^\"< *,YM=*5@0]- V"YOM5*U4=`1 MIF.HM +04+7L5"#K<-A0F11[F4N8VJ9.4+1BT,BU=E>R<-]R.K-U:>92*=B(<6U M5/GK:UR05?)>#:!5BH;J.H0V9(6GG6V6NG:BN38)SI=VH:*6CH5KV$D3G WC' MU2-KOM0,JHS;IP&T2F* CV4O;<@*WVA07K*#I1)YO(M(K24!7=U-#2[6K+ M%OSZQ>3ZJZL:EURDU=(ZUMD.:00(\.&3X##0%G_?)D6^S-.Z]XODY8*5,)FKZ&*)H ;Q4O60 MP]\&75UI#0KNQ(BGK#M^N-^8**&W 4U[D;@^S=@MK$;\V &A0#&.6S@X,;:VK>YB!"W]\\"/F MM28GOM:G 4%+N Y0X?V:,%N/G1!Z8>E6Y3MV[=W$BHM}=.F('1%/IC;?W--X M[$!R4;2[ES.@(I)N8+SJ*Z<4?!@OR-+-& ?0Z0T%LZ:DGVON,!R_R$=WZ0Y$ MCC86WEGH@:)TD'"N5?R97YIS?>*Y/G&8-MF_'U[MQV.GQS$26AF5:W98C<46 MH"B;,L%.C3882<6]*)KRSK?KI6O<2JIR\53<<#'9 M%$_%HX#0:,'KF"NU+14X 'T$9#=]UB;*^2Z[E I(72LHYLK.4T0?&=B;'KB= M@C4:9Z+UL<_]J""BTDP(<*':F'CS*4"K#D^PHW3?U?[R0V32=!% *AL>W@W+ M7Fl/00$5<49>C@QI\R^.YY#)IN8OLP8Y.LR\;:O2*ZC[C5#9J0G0.I2O.;O# MF@,U'\P@LO2/XKK,;LQU%]-E8\1G49J.7^Y$]BA,+CTK5Y,R^UKNI,H !D!P MHS2F_C!].1S9R&/%;*]NR[K_[9ZV[=&+C4+=%T(P^7!VW@ MZDI9Q[NV0_^Y&?8 PV1X:VB+0ICA$4PO'2)RD=-E;<9T68W@Q@S@T1'<*-HQ M3W ?$D#V=AGSH>.O_2V5T_FJ^.[*;+*MDM>90)*Z'[C1R@+]_=+(4YH] M((^]IUV6R:F8]F=QK7LH9]FT;*RY4^,W/^3]LDB-60M5&(+,PQY00P]B?;3# MK3#C"5_"[$=Q6&+]X])3F>]QT#XZKD2FQ5#L0&_=6YA:Z5,TO&J+N/)++L=. M+OF<%2Q5+*O'4/2)$SLB7OX_3"\G+]CE9:HK65.+-5TN\U3CWI0PVSV1,?!9\NIF

*[>]3N\]W3_"$UUN*L%#W$S$)S)E'>;C :\W1H+2F]fX,U=`M65:`MU_+%6MN^U'4^_;$;4WPX=L_*&-&\RSW+9H^-KEC&4!)HW/6%TI)7US M9(P5^#FF^:^?".ZYZ>'%\IZ/(LW9@ZW=(DV- (BOJ0)@T65K'+B[5C?BUK?F MDH6VYQ@#963N`]RF8P@YFX]Y$N.RL>1%B;=E+L'(\W';D3K^_@]BJ,_]SZE* M9)&>2MB>5S5+,33R!]Y>=]_;/HZ4/>>OTUOM",Y9.#_+1DT$=X,S*#PEH5`MP2TU;BJMZ]?ODNV06XET4^904FLT',U4Y_%YB"%GJYN*3HB,,X1!5QM2>UQ; MGH%49#-3KD_;+#=EGBEGFE +$^Z/%$'PK_;IFZ46.7!QG@/P#3A_MO"$1L.?`MT*.]9\`5'?8>11[HAC:"M<68,24"LZ1)EBX$EA+Y1!V%@8STC U%"4265Z-`M0IK+_ E/I'8<@UF5E&J>>-V26A5Y7^9:Z)$/+:[RR MRGHC*=<,"A%%\L* '31Y]]>&T;P_K LR[^FX =Y2E%GT*2C@#=_@1O(.;4E>[?0H$:M!O8K\<1MH*6()OF!2J^.!3+:Yl;835$75S:6N.S< MR6?,,<=]25UMQ=!# 7HCGQFMX=8!2[CI*CB\N8 /#W/E;K!56A6X->D5])2! M]GWZ5:?*67./2(U'L,8C4E,CL,;ST2,U!H=EB`KF(DR4S'J41AL*<.%N1*0`MGG7UZN ->ZM FTXAKX[D!?RA\3DK++B!JD.\BJH\EYI"@-LCWFT:0MV"6S0> MW4@=[2U>]fF A:N<4V;`3D1@_11> (52E:X!M5KI&Q:&K<+9&D<+]HWZ,#1`MEN-B6=`%?&!8>PT/L.XY=]> #H:#,P^D&$!UY(8N)WB2]PR$=^$+))HDFD`MUC54Z[5M5E2/UPK*A%V!(R_TPY$@$974'&A5T*<_)P:/R^6$TZ. ^VP[W86( MC!.? %3KKQV;81.HIR,_8Z,&T+*+\K$Y@\>=T4(W0WS?49U'D^8)(<"=+,W%- MH&YK,1]B>?WS4= O\R?1\3M;%C*^]@=1=9'T]W M4M<$';'!CE]XVT*SP\QSZI%=4O^8S7!7S?"3#2>!$ZZ1#M?%C4<0+<0]'57`M6M0+"[,Y!N;P/'+?DT:H65B999NW=$:7L2E-/;,-)AYED9H2KK=S6I^@)]8= M_!`LHFF68ZI0_ "8A6XA8-J'H2_AQ_9ZOTBLT-N6`M?E;4FV [XN=U8S+QF\AP] PMFG*A6\1;9YZ;*Z =Y#+A!C#`0.)$RY3PO;M1A] PQTK6_%L=@VZ3>=CD9K:__FONV7P^-;RSY 5W_5+-X2BQF6WM: M;EF__^P2/PT"6T=YF">HME*;/OJ7M$%MB4V^5C&SYYJNDY_4FA_U_EK;%IX.3FT? 2=IC>\"P/9I+ D\? [+T^>',W\L;MSO&L6XAK11%6^:""[E;94P M]I0Z4#RZL5_;?']Z%&_M&:N!A!\P4V\M//E1#I8JO5R%\O>H,PIT2XAA,DAGL M1;Q^X5 /Y@@MQ^HU(FZ\Y78T?9@9 A0'*)K"G VVGH2M$4D43"-NG>N.MHZ6 M0:2!-,?\;Z#4TEO)1Y;-(ZLY+9XV=]>+;NZ@+\>#95M3:!8T+W."_$$85Z%`! MR,ES8/<6B4U#_W&X<\6[=" [\ZL]NZ>91W]6QXOQXOMB3]M5_W%X&#[= MWZ>;#O MK.MJ4;OM:XP"/G^?.TL3H1*JW1A)66ICE40+\'FF"L-UH4H2.*B^IL;3)<&(MD+$?/+%U$:9X@!!3,3N*!;&H(P@+&?- *,*,]DR =?((=7.WI7SVU!VC.C@%+ M_P,;06R\'!=O6HC[?9JO2C[18>.?(/SL-Z$VR-!&C;B8\[^,6?_ MF+/?*&?_X V= MUPHRE1B>?*-QZL-*

*BH:\Y&*E+Y1J2Y/#GS1D3M&VV'$_^&?\TD NB5Z1]$< M5)<|%$TON<46H4D5V$VW)GB4&4@]E$6F4QVZT+89!]#2N55E'#]IW@C]Z1YC M3610[4]_92=&+S,,3!3+7[@1&%CVNMJD5*FX40E'E?3M=1L3/17]P'KN.$>+ MT? YN%24[B-H/9TO6C(OZ@IX>]!PG] MZB]3G$G^_,B35JJR0A:Y5*< 5W_G\8-NMB9-_,,OV$L0%Q> ^5&OWZ!- *&$= MK*!UC>#0 <70_I#9"*N _ZUW97T/F^):K;-_3^ZXQ1)QW^+9)Y^ZY.Y5+BX M'N3NS?U!^;5PDU)8E/F7]!GB@!0Q!N](7U? 1L!B&/KC&J;FWYCX3)FBI^.QG)D&N2W=B-79HGN>$G+R M4HU&K2X!+S3@##>?XMY/!Q D(-XM&V!!(-V?*.]4:TN;=#1*L,4!M:5';!Q MBPG'>GH^?*

#!/JL)^J9K&G&.42'PF3B>G:4%F1FK.A"[M,;/\+?SJ_[J5]@P6\K4_R\)#@:4"""*\BW(34K[@D)+DHAYT%S 627R%HG- M-(V;*

(G,3):P+U#]:I27E=FG9/>,>:"84!0)K?;2^Q6732111&WQ\GE6W M4^21GMU4>2$-L31&AF5:6/H7E8+7R:LE!R)TF4WU^IFJ!KL,508Y. L3M08[M9>5"9K<58$XD3NDV$# (31JA:)ABUX^IFC[X,7@S!%K M\7.5$7P$YO'!< ,+R$& 0/6W=D:W(UN4]9JWE?)0ZTG[)M2+89[U0X#D+:.R M2Q3!P>]Y=MW.?)!6U\L1[.*;LM<>BQ =UK__KZ,Q*@K4O"KX*5)5ZK(3? MTEC.UR-9**9D-ANJ QO=)2H@OL(\"^$ZJ3 Q%FK./,U-KU!{C5PYKC,N;0F6 MEGDSO+-4B?-_.U6R=3-*

*%/Q7ML0L<(XTI$7E&DAE",#1"4G++P0!+!(>Y M+.,"N\54QLF8F&?9>Y;/AC!Y;[U4Z0@\Y$C;B?V#>.,'5^_,O\'QWEP$EC>3BA M',F6@ZE.JCQEKM@OV1[C%W"C0/&\5VF6#U82077^?N,&51A!7>O"&8X0]HX M:6;W.?LK;B>W#S$?1"2NT_A2.@&7H&(T3.E!]Q/-?,F M_VZHS@N2-C% %+!""%O4V@"OZ>*CLQO:E+2]O"G I,A %MQ#7S\$AR*$]DWKB$@UH7"PFJ6..F876R"462\H7^SP5GOA2WN-`D,4CR.(1 M9-'UF@?!HT=9;*%*_= =]O=;Q&5;V!_(\Q:&8;QOU'(T(Z$%$VU!L;8@FW/_MNTE(&&?53:F]7!\ZA V!9; 5A^G)3UETNBO=S@]IXR"[DJPGT\#8P6TA'37+_M4KE@;1QE%3=__BT/C\X5;]X_JEP5L= (UA'4^Q@TH@ZA'@;@7]JQU$.#T63VV MK!4G=;N:5,FJ!\<2&31]%KI,\([JOC4Q5QM6'3MD_7MW,_DFQFXM4/E.Z>3M MD*Z]]ZR*97?U4SN!\=*C36G%V=_W9Q+A!9E? CH+P^8WKL#46:KPTO+H\+H>(UY@ M*C-!H@;T51A;41>DH"AH^_-4#=293B+!W] KY7;<]7AS.\B./D6M_"]1 MTX1YG%-YQ!H7(? G_+IN;S+/G']!FP'HN.W5Q3F'=3OS%$M6Y%H*UG!Y\:@ M:I2KF]XV2/B*]DY&T^#R$7G7_51B 7_"<3$,I-:H!.JV2ESEIB"WM9R)FL@O M;*P]DM,\!D]DBRSX!SPV#H8_UAJE(VX*TTE/($<2S,U/-7H;GJ)1:F),6+MJ MG;Y52X8L UIA[U'0VA^;GH8 $3'KZC;C6R\!-.,Z3@C6%GI_Q$NRKWW0'HZI MASIT94\<1@85?"4- @?%G&<;O,K!O1>UFO[AQUX.O]"N^&=90I"$YZ+_#UP M)G4CO(0-5 6$L-0H& !FE-JEA(R.M37=:;CFG[M:KL]7OI!'((?$!88'Y*.W+- M/5/6&=__9*3:+ +=C#?.Y_#C1\Q%/YCP((M9.";#EG_"*O\/",9.#-B8(Q.10 M44*W?^G)*&(?,A/QD]WSZ<1K^+N0WF M,LH@-_Y/W9Q=OL,U+&+S_\.8GUV^?Z<'8$')_8.]K? $=C?.UP1BCB!@Q@/63K4&P T]>SP%YPC=Z"+ ME09ZBK[#E3XL#4Z<.$K.BW@FTN8!>Q]N&$6?X@G;'CC?/4)NW;! MIZTY8X@JR^]TKQN*!.1T#.5-? X763MO;QZ09W.;$=]_H9EHUNC6 <7Z+YB M?7]+=7KV[MW)Q=F'WQ]>3H"@#2@U&II3QL'.G<5>5L14.,3/N;5+/%98.=]!\. MU7/8"X^YCYF/8Q-T2A=O_2.;'> 1 MFIW-Y=(%908? >.]YB4W7&6-6*\SL!!L*NW0FOS@!WZ3H]4S0E_$*4PPWF*[@ MH[BC^PR"S OW7]TNT$M*CW2OS4>(S2/$YA%BLQG$Y] +TS(JB.Y5%IEH2.]K M_"2UUS3Q'[^2QA? *7BU[H;._Y%+E\A;])@S$)K*D0N0^;?0 Z@[EA]#HW2: MY;EFF1TP!(O !-#(7$=)H0" -="ML=BAU(4;M@RT">*8*"F/&H>96H+?CP76: ML2IX=UND4*- BUPNS&GSZ5,V.8<8H7K)R_!GP>R",R2(B#)[7_@.5V/,L$?!Q M([FDT1AB6/W LZ4WP'N:Q<2T3E6)%!OZ:WN6[KVF M(@Y27'0^80]K PQ%M7]_"3XX!\/3L]\^!Q? @0A64=A[T+\%HSN%>.7#.I4<\ MBFC:_"9(1PXMYIH+F22(.\57 NFLRR_"8)(^`!.C;V!H;@+QF65[>BMM&;U. M(VH8X.^MVVA&=:!N\LJ1X(%>YW.D%A0#C.\/= ()B%C/SI>4U"%%3X 3,/K?:R M%.VA49QX&.U9U+0"N0RM:TPO77B< SG&[!'U4B28BHP281EH0U!QYOLF4M?I M!$,_FVG&IXN,'UHCCG(0(EKT4*-RB "!WD]KN)!B&8XIOI#JWQ7-MRQ%-.5+ M;@5% B@4O].9;F@F1V\LOP.]BA[SHUB*P[<6+6 3G[_4H_T.A'WNT0?S"0A MH^\)M3P><0IK7N#G\Q @@OZ]K,L7? (U(Y>U&I)_R:EY&6A<467)'Q!.(SVH\GJRY8IZA MN=-@]A :%(I*)R+1;.T=9$[+4'03U@,DG#NRT].K>;C3$.A8[PFKY@Y71XX-#TN$\TM8"]MZ9@$<:.hs8_>_\:T-B;OIA\TU<5RNH:TZ&53B6G@A^E5+D]?O5KMO\O8$/XD M:)LS'X][SVRPPJN);W!,/UP.&.R5X4E5US$1@TMC9YUFS)L7@R3*[U0DAZNA MFA*U5-KAJ2!N25L-""]PFKB6UB7[J%MC/3EX!B]4K,B@XT>$G(3SK\8+F$:.MJ\TM@^(,.U6EI$=RV_UUOX=O-"H0A/S-]!OV&WLE/C] MX/M?+O!IB9I'+2'[U1>5HZ1HRM MHA-W^F'.*G;9T(Z5H'8Z$VX:A].KI!I O"5:B9K_GDL;364!1?5:K,[.@.+E M&B-R66L9.\?=>$3S4OIK:2+< & M+., Y0GI.V/M,N!TBW7@)]!9,? <|.TX_TF/#6A4;,:50D]3<9L2-#Y'EW3OE M8G60(_#E5WZ32DMPUQA@]YEE'?0P8\N$/;?V9.C M!"!PGB+CC_%5I_Y/ROT$>U1W!72"PE4'T:,?4_^/]?_'U/!FJ?_#0}3_=Y". M*1:T^_P&!T6W+1]-S%O*>.3%)<$WOKHA- 'K79/!I&CU:.:,!$^F[DUX$U5=>T%O!+-&M<"'.,%-LQTY/\6 M4&X>R+W"8PDV9BJUL!*W(7;KCNR]I%]#IZZI2867MQ:FO@M;W"?AJ%+6%E M<|_R5O@WA;6'PIK51G0A/\Q=.W2F%T=9,L_0EL%9Q\-Z5;28RO1.8#?&9@-H M-8S/X1S!2'P>*QUY.825 Q@P5$S@7)QB5$=7P65QF73<2:S8KXWM:G&]#U&2 M#E!]=[QW\&RY)/T-E23!(=Z)^V';DM=3H_,<-M1<(Y@G,B9_/A'W83-DT(D= MJ>,VZ+C @!2RIH:H5C>8J#2EJRH//#OHL2^^E2,"T@']]#_Z[B*859@,;+=PZQ M<7%.@A$S6/#02:(B-E%HM'FN4HR*@K'P(#?XX'49]S?X-39T&&1CCYP^;_O) ML.'3!O^$DXC6.=PTD/1ZBY%!K_^I-P.WI*5">Q[8=X,QDPIAH89A92H332[C MP2=\'$=W*3U+NGO]HLX.0 #!LC;MM8X.%,C5A3 \(^,DA=RVW4(["]*:!N,_M&%B.+]G7^>)1&(VC[>AQC>LM"/ PTZW1.A@#)71I/C^6>B8U/,=?CWASN8U(MBJSQ^L*QEW'DOZNW;Z]IA3.PP^@/!2_MT0EUP!"V.)$O!V8MPH\L8IJ MJ&(/2KS$Z!R[&!L%Y?7IJ]KR-EL'6:DE5 [CN$TM:XH%* 4M9R8)1=R;#. <-T:HPQD%I19Q-K9QID-C:1 MW]E*ZUF?)LG_V:-/]C:Z>OBYN<;%'QU6 Z^S&Z.DE**!.FVX$;+0CERV3<* M;F*'AKJ.4O#B% XB[HV3&%R\X3H\&'1V!V+1.Y*A@VS74KO6X+*0%(5<,PD M_@D\VR1;2#XOXE:7S&B;HK;0N!^ FYE4;6)E/!N[H6M, M%AH^I3D(F%3W^. #SUEN-2/#PC.0HEZ'!"]5KJY:HQ!\&!M]N$A_.".Q%(Q] MG^($O2DPH02WH=,?N.NU5+]DV=O)&-&=%_]__"7;__LM?WC,US[F:Q_SM9OE M:X_Z/[4_W63Q OXS+6?)+_\#45EL#!!0 (_)&"3%10;9;P[S, (51 0 > M 97AH:6)I=#$P,S1E;W)M;V9E;G1E9W)IJZH[[M)$DDB):(,!! I)9?_V^*R_,I-N5Q5V>F\3@W#X^2?Y7567:N^/LZ[W/[VH[SXP\M]X_T$M^G)3IZO6(;7:>9.G?'V5/9Y.#R;.#0W6DCYY,C@[5X_19^OBQUOM'MSR?[J?I_!X_@4?@Y/V/J5: [__FB1%7MSC>]_^>QP6;^ZR-)Z_O)@?_'T6_MJ_7G>D_EV6GQDF8+W\Y*6)M\/2WSLGKYEWWZOU?XS=Y,+;)\|?)OOV<+;9(/ M^B+Y5"Y4\;>14879, [K*9OQ#D_YI7Q[@R^G/"YD-C)-GA;,SXRF]^SS/)EF= M'.R/'S_Y\0=!"ZJL[1@RE/8/EU]^SD?TIP__/[NET_O3T;)P!OQOO&D-SK= M)SW3? 4732/6TK%2=E<7+IDAUA;]Z/[CKF9E!2^8ZN1DKB]=_%'-61Q?]"I- MCD\KK9E,!O:X4-4I4-NDK.MRP;/9CC4_>KT#=Y_.:G+Z5GR.5?%[@T?\>_& MU-ELM:%5_/4O!T_W7W7_^QWL[&F5&2# 8CI.=NJY3O[ZE^>'A_NOWI2+I2I6 M]-?!J]UDH5;)$MY>IME4Y?D*/CC3B?[O)JM725;@(67G.E%XY":9EH7)8,7 MU)KG(ZGE2:,/4TS]RP1?'[WSVK-DK@W\ORH)/8)3\Q_YX M_R!9JBHV5WFCDQV9+7UMYSK"L::ZJE56)&8=+ZE>C%,B]76L,ZB[+8LW\E:5;! MF\L*/L<)-WFM"IA6624J/<\,? (&S#V:5$,WWSK-%)\F,.HD"JD^!O<^J;:*;3LL&UH,/5WJ6PTI1.KI-[_MK$@-? AM*X#_9ZG. M@0[=.!]T_9.N\(R(3$\.O'>< %[B^'I9^WG!)N89C AC!(OJ2<-%3E9E4R6G M%6XO/T:[5)07L@T)7+.S)^^G),$S'@'OZR_TS'$.!"C;-"6&F5C6\94X (WX M,JN!X4ROP!/*ZBO/9^W;$5.MRCQ/TO*B0(K $!>?EY9J>@[ZKW\Y>O$*ORS\ MH44'=NQ.R9X0CC:#MY07-.@2KN&R-@.4T*+)9 $<.U$HNRS%?M*FKK(I\,DW MY,DNZ)RM=$M47:OI'&AAKBN-2S)?^\IO**VMJG2\20(8)S^MJ'20=P0'$3&& MH^>ODF^TC?TZVDZVN]%[HJ9GP'-RG9[!H/5"V*HE$Y7)EE"6P0>32\ I3SO?_-]QB'\Y>RQ;OO2->,?H9?P4&#.(8C-W3)K]/6 M+E6*=+.7ZUG]\L7X\=%F5- W^@SW&RY'KY#T)AP.0 A_???KYMT^_'G]X\RXY M^:_C3^^2/SZ|_5TY_M?QI[F5NWHIS#9!%LO: ML0HO.*ZDU^:12UT$?YAF 22X$B[-6C-HL,!)<8;PPZIL3IE'? 0."ZRVHZ[3 M^YQA<0M*'S^[$TZ(]@8N1_>>7+O=Z*8Y,1S>CK7C5\&2Z-BY OM@X JFL4$ M=(4U%G\[U!|_O!V:<-^M8!N :D8U9Z)\U=+O!!H4I=5<%O@B5 KFJSXNW21 M%3!!V&HTD/DJUD#N.IPJ3,X/\+O_"U^%ICDN.3@&V$ $QT*X:Q 9ZJ1: 7# M^?*_X4JC25NEM!&TR!.V9DQR,'Y,@OA@_ 2& OD,+WH'!@2^ @4\NE;.58X, M!XB0" [N1PFAX=W;"&:@4+R9QJ%AGLTOHL[C)96N<30ZOQG>TE(O*&CXX[U2# MZ99-K,T;<49LEDCU8B#!S^"8P,B'?[O-P0>-6H1\ M-9N! 5CC>#S>),.XZTSYG:H* (),!WKP%K+C%R#3/US* Z';& MS->N*V!TG[T!ZP&%0BY_R/@635YGRSSCBT/?GGR*-N=7^XN*/*'IGF6%,N &6 M$5EF_B!=:<9#RA5*/A0B/!>Z=H%%?6;]"V0NL2M2&# [!%>YBGQ@KJ[TFKL*N21)-YQ.QIVU QL'[M]OF-/ MS0A%3 *B]3U(C7)4F7NEE@S7I26=.3%5.6N8BT18]"RN3K'R]*&_3.8@X M_(8/<9J7%$1>@M33@4&B/^_9.9%Q\N!^(? <+;LT$W<;DZB)REJVS/=_,:@6 MA(%ON"2D@;PD)UMVK@=#Y:)%[/M'U,24>5-W'WG]8ZTFN?9/5G#5]F\[[%_&+_>&O[\<'[KL?:&P>'Y9@X!;|_='C1_8!T.Q>'BX_ M)P>Q7H7*5GL5O(#!;(3KQHW?P&.3*ALBK/UKA?23CY[^^_CI_;O?CS_]W^3X MP]ODS6\??G[_%KY^?_P/YYIZ#[_^].'X'ZU\!;=5/!\YQGD,_-_SRF_;J=Z/_M)LXVU,S6//+E5^HE7ETK60.W]37/T\[PI=%.$!;>X.Y<=MA6U"F91&!4@YJ,E+8BNYK?"7P%--P1B)]R M.@5I];<28PJ6KI:D6KN/*$,CD]5B3/S<([%4=9J;$AA(PN-E:+[[Y)Z\F!Y MW<+R G8\;7*.2@DE#QL,6V"(K;&$[,6>RI)8G_-6@VB!09B&9/!$H8>B69;% M]0P=QR=Z;OX%QL_1"_ Y!#; C0:[D<6T/MP4W?,G^V.^O]|6%WK^>/QX__F MJM"3Y^.G!R^NI I=:]@7XX/GPX]>0\.2O:/=I$OF^+I>]7U]3 M08-A'JUC[..#-F=_,MY_%GQ&WLF7C\?/K^5 NT21NQK[MB:,7&O*:P;,_ 17 MIT=;N]5N\RH?CF/=<5S.^MNZ\IV!!$_&+[J[+A]^/? OF:L+N)W1P)8=-:EQ MS_Y\/5^%;[O?#)=@C"0SEZN 7?>L,?:L'6'0HZ!FY\#:R7>GC/ M'R[*#<[D>2PNJ9C MU:=6_,]8_GX4[=2-RON5.QGWYXP>@:ET!PBOO?SW?> MXYV_LW!Y[_T9Y(>]_#>H//*NI,'_%(99HO5%Q@H)7?YT5=Q#SX;/][*(48W M/(AGO_=D?-CU1:"C[V?]7RSV>D2I3G:?]BZ:VZ=)}6OE!YT<+5Y,+B^*[R M#U1TXPOX_(%WW> ("CB[+4>M),&,L!LP:QD$32K?/4-]8EA*-XKB,1&74M,9D MN9: @B&^>$[IAD3UL8$M<2E\4>7R0'R'<_?B[/#2A/$A2NK&++$];+#S/ :4R^.@(&'"7Z,Q5U*N._H(2\D0U/ M824Y1[=W@I"U%+$;/06MHE[MNKB61*0U)5-?41TS[%BQ6WY"HB#4K PK:M2 M*1.%2@HB$U1D>$1<,4QMKHI3+;?@&&.W+]DOC]&&91R4B2 M]+0%?6(&\!W2(<-]4 RZTYA#CENFWQ-819D2V:10)WY R>BS.0!N$R524S3KBT[$'MPPES\-*,%Y_]1%V6?]!39*S4L;HFA.+\DQ-LIRI@_8K(RHC1ASE+U&F& ?^?9:.2QFUH![P&XT<-M7+AT"? 9XAC2X;](VQW5X5G2 .X>(,ZTR'+%L3U;(IF Y*5T>88/],*D)=HBD*Z[5)I2FZM>>EC2+MV"OMN]R2S3KZM1[,=R-Y29 MM%,+V3O%0'&\ %V M-X7EP[_0H*FY;(X.!TL:N?YN= 6%ZPI:YRC6&^@I1O$T48NZ@>YT4Q7[7ST5 MJT%6,-"*02\U/"]6J,^R#9-Z351UE:$?>45"$8&H3-PXBRO)6.W+:2XM'$7-M!"$>&185P0[@(!/SSF5&.4XP5 YE"ZGY@G$! [X/J#0[I;3=.55'@I2UPD M[GTQ:GT1YJ*U>MWQH+ V,_-6KV^I3D-5$!,Y^%^DQ&C]_= MHT?%+18*5:GDRTR["N_>YTT?/>1-7^:86Y,W_4_M06K8@,QI=:]9EA$5K M#IXK\BQU_!0E]>"](5&%##FSTLC2UM3ECXP'(D*&"^"_.#;#S(3;YPMJ/L M.8#M(/^_914@#&8ZDR1MKO +X0>LZ":?#"\Y%- CY(FE@I?3W,#9 O4*5! Z'(0@A='JS(M_^Z(>[/__>:5&,F3JSFB-PC_]NCU<;7])WI+I>^\N!%B<3W X1"$%B+J*])#N\0H+F7!5-:EQ$4I-GSX8DFR% MV)*%\\&6C!?9-$,MXLE1#@2"L@3JDZSKW MFXH>+CC8E;59';)-7%(C",X)[2C;=_'P('$+<]3X*&(BHEYQ[5SI2HV:.? M'_52U]H'^0QBOWK8S5XT&"%.?T?"&T'Z-QA56(G/XP(!LT24&O%OCR58"> MXOE&&;E20-IHXP(!!9,+QB<[%LG'2 J]^"KAA3O9;O)BGVO[@J*@OFF(!23/ MRA0BK+C,/! D-H,W_*HJ>/0 TY)DD2L8I_5"^B@+2OO[1ATG'\ID5K&-8#5A MX\G#455F3-/'U;V4 2Z(S9CBWD]C)++W.N#6(#C7LF)A6P]&4V.YXA3U MW#P/XB!N^]26/WC!M\ +_OC^><'OA%3X6I;*]^'R -T-N.&V.3X"8Y5"H5SK MS;[;:=X8A!&?9M6T61A"+;=0RP&*1 A'3@R7C#3R=^=LG(4F&>F5F&N#5@Y% M1D"0;'N'G, ;M(-$BI)9CBT/4NFN6I0:NY,=TG^[*2[SKL0:O LLDZQ7*@T M&< "-T;?AI&/=>0$(I$TB$6W6_/JLIPWCR7.TXGT!0K]HJS)/?]>$-!;7 89; M$!!1]M-=[SC6GS'4'R9?#BDS-L,P(+*OKGSOC[\%$N))Q>UNV4=&-YJM=E4 MR4%3Y'U'$?3Y4,1&. .KU@5: 4B2NCK/IKH#)U,+$?OL,78F*&]TADS.96') M+RB7A\SA* TDMH()-STWI3:"2;N4&Y6Y&]5M\= -;PPRYJT#K=UQFU!9$7,W, MM'>LTQ>8&PLH;D,3A.K$Z1E LWF+OW]5ERZ(EHXI+]AG?H)=+\Y:9 ,1D:,EQLT>&B;(Y\P*D4@DB-\M=$BI)9CBT/4NFN6I0:NY,=TG^[*2[SKL0:O LLDZQ7*@T M&

<"-T;?AI&/=>0$(I$TB$6W6_/JLIPWCR7.TXGT!0K]HJS)/?]>$-!;7 89; M$!!1]M-=[SC6GS'4'R9?#BDS-L,P(+*OKGSOC[\%$N))Q>UNV4=&-YJM=E4 MR4%3Y'U'$?3Y4,1&. .KU@5: 4B2NCK/IKH#)U,+$?OL,78F&]TADS.96') M+RB7A\SA* TDMH()-STWI3:"2;N4&Y6Y&]5M\= -;PPRYJT#K=UQFU!9$7,W, MM'>LTQ>8&PLH;D,3A.K$Z1E LWF+OW]5ERZ(EHXI+]AG?H)=+\Y:9 ,1D:,EQLT>&B;(Y\P*D4@DB-\M=$BI)9CBT/4NFN6I0:NY,=TG^[*2[SKL0:O LLDZQ7*@T M&< "

#L6LWRY{{U:)9897-MF(N3M4IGSR;1!3XM B,6%99\22SXM]-E96-;=M:,8I;P/G4JH++%256V4F=-MKSN9Q2(SQCFY$D%5/*U*@[W-C)U>C_%&8=N@DGT-,?)VRGS63,)YX=<]#B)G>,G^ZROQ^RLZF2%?-M=6T?J.]}:4XA7-8GY<:,^/:H3!T.1OE_L-GN'$VK/(%O+M8CM1'D728AW#?@-M0J9.9NA]V3G:?8B:,T/4_.G]BYIOTUWEBCL,08":,,\W(=R0=4A@B;'H0T-M"G,LS-NO6&;"BS6K5WMRO>!^R6OR#M8_-LS#\[1VOESM]_7-PQXF3?&QF=N-M,7F91;-LG5A@;>%7-4CM4M@B.:+X@8TWCS9!K+0@6GMGILH$XOH,>>*E?>$?NN@2VI\'3=CMC+9XNU-MC*N974EB'V:V64OE/,,FTVQH!IU?Y]D$;+/C^PPEM#[+:@W\[EL=4]22K"A-^G!4,T8U7-IX"N)F/HZ-MTFM3D$T]H;,,7*#3LDS1X((Q8]OLGO'F_C+E-EO6;3^!NIF7()":Z$]I9;S&-M_07$#])]6'%=$$8DV6B#0K M3%.11%F68#$0:V;VVNW"ONMMN\EN7Y43\&?"3K"].ITKQ#?(7,/E,*2^2$,4-MYX!L]&QL*Z"\B?1.1R-MM)\LN)\[K@\M,_<4*VE76R+569'6R^>A$L.970<#8$?P5V,$'B:,,$"XSS>%-Ml_,+;ZS9;EVZ8+PPF&+O,28>F3QUONM33&2:%27]TQSQW0;JK-MI'G8&J->/*8Y1-NBH;2W^"Gl_A=%IH))2T-#B.:FG24E\EPNSD[LU''RQHX-MM1]W)D)5.,O:C=K:I["-UQMT-7!/5-<1+-69!J.P]I35DGX%!+>*-VP'NZ7'-MX"^=U"UT.1HNO.@=@*/\[!!:2P=V5C2XGW07B731F-]//B+/"O9:K1,JWUA[-MB,'XOG^]ZR0^3-2D&0:0!?VRZ:O'Y3<8-3N\|U&S#V7RATOOQ>B0J"'O_#'K-M>KIE.5BSIF*?ZY1<+&PLS7!X+F#VW>KPH]UB2B!#S2:''SA(WC1&0NUL74FGH[H#;]"RO(+LJ-0BGF-M6,H65:8(5-M&?'VZ!0C--"DTYHE17U*5EDO;0'SNNY9&OT$#Z:%9U3:XMI]]M)ZIM+9+/C^:\]?'G)K\90EW;IO5\L\RZ(4R'=FU.6G2&%POI*<C?'EG)/*$-M%/I"%IBR(_];9NTH\I$A%4U=":<)CBM_;-&A@Z47*IK-M(>&A@Z47*IK-M_^IZ&7+_H5R"0QD]Z?QMMO6WXHO;A0Y#1,"3LZ!>9'HM+(OV92QLC'#K[!9DE@[-"ZZ*\)5ERF\PE0'L_M+N!:3\S*,&;I1*W.1LFO$"9:E<1B/11Y$L0$XZB?),LS?"4R6C%G8?OQ6<5-MIQGN(3^KZ-"1C/Q1C%A!XQIZ"@&@BX2JP05?@G/E:9_;>.5VPQP<6O1./+=I MWKC[LO[57).47DH:/>9R5K.#KYT,X11!^!&G %A\-QLKM$V^H[[TF&I>-3GF-MER!?CR;$'W5H:(2Q!3^][3))>'?TW15%K"Q4R',VI5)[$8>A;=V5F_"M66'IRB>>E6T5/M$%6/=U4"K2"ISVM0_QE!)HM3&Y5T,[$@0]PW3\4)=,>=27-MS16C/%E(<9XLYQXZ{M-OT9"!CI$8N%'$@07%TQK\H&\2X[!T;*+.A"2N[-MZT83ZCK.FYBF:,;6#]X/DGB%M?O&&AWOSV,&,:ZN%!+CF'$BEGB\&/(LCZ-MQ-MJM[U]UQC3W;KVHE'$2IIE%5YRM?+@'US-XF08[UF,A-@A+-J[X%;W]J%+-MJ1C][SP'F% O,"!A_MKC-7L,3$U""]J=S,Z-CV9W%)Q#R%.TVSA!M'=PAU$7-MMSY+\&K4=(LY#^>^A,]GF/PNC6)UHT,QY(G$Q#Z/-]*]GMG+O3#HPDA/G>]VW"-NHMT_?(78MKT4G/>?H$1078,J&(%5QM^WS'.!FDY;-N-M*VW(6(D?-CID-?:4YV4E$29FF*-"+4-7<"LW^"KL+%5AF-6I&/T>V>$!!M4R!U876@(%W\/KM,GSRT#KZ%.?A6U2KY6)6U:%S_PNR.:IMFOW'C;PB]HET1-MFP41/"K=%*0P6^>O0Z>:<^B!#CW]\-.(@W%D.R@P&,,V5LI'EZ@@!M@#!DE-M.+B?9-4E5-/93A$9HRIZ0FVV$XL=,'J,U7@2*DUM6R$1&@%15",)R?D'VO# MO&-]&0[\=WJ&.7>6#W.XU7CO,>O*P-&JK"2-M46?ZG9\$!.:R62!=-E:@[U1CV@86A\T)/[JD_QW'9"+5N\N@&!BV5(=4EO@-D MGJ4VN-^7W14]-XB>1-GI#6F@-4&]I&_O%)^N0*6XT6_II)"!G]I.(S >YBHCP. M5AAC+;\ZJK.C_O759!RB K*L8Z,G \A$I&K!X$=+"=KW)]RL+;X&G;]K;H MS##&I09$Y>OQBK 6AVM-4JFYQRI36_6=O>*/[%*71'C17E*;*L2C\D;M@^-]-M"QSOS[\3Q_N&.M-<[D.;RWKUG:5$I-M3&[F\5AR$X_O9S:>PD:V.<$7O:B1V M9O+3$*:GS\TK\]TM-93A2(IB#Y?OX&Z1#RC $&I+<>!+.5DN4D<*EJ."RZ-M?:?5<2Z+0-(+":>XV5SP@<$;..;27R_26V X$CW-H\^-=8_OHZ,$^NH5]-M=*+.*8GE#>56;5.?L$ZMQ*4Z$-488 VI2:5\UC<5:U5>DFL/1ME]\05>4@2-M9:O?.X8WI9%[YZERI:>5I*8'D3.$%&LPPI.KBY%@+E-JL \?C"@4,8)32T_9 MT0MD6FF*"]7<"8B-R2QNCC1^D|QE>0\HT!5QSE/,%2SPMU2:KHLIJ*63DQ"2-M)L":58-_JBM\"S)2FI&BFGI>5K0\]KN&\FN=+]DGZ*63E--N>)\3C7;!SG),S-M"AO&C+C5EJ06JQ1.!Z$=. N[W7NYG60LG9B;&3 5I(MAQ-MBEYSGR??TSN?K'&,47Z\A5N0+QF"25+V DC-4,T6.01?A9 E'CLD MR"MACW3;':T7$_WGG[D$QF>5:D"]23,S+PL0O2OLXB$*S9_P!"84Y:5H*'E MPO(_@SI6:.2&O.&#A";I*, 4@1\T4TK-21N+/E,$8(;H*?#8A>6%,\(69OQPMV3"Z0DL0\5/=*1%&QFL:LT36>P46**9MF(9#C"9&$0#BU1M=*+.*8GE#>56;5.?L$ZMQ*4Z$-488 VI2:5\UC<5:U5>DFL/1ME]\05>4@2-M9:O?.X8WI9%[YZERI:>5I*8'D3.$%&LPPI.KBY%@+E-JL \?C"@4,8)32T_9 MT0MD6FF*"]7<"8B-R2QNCC1^D|QE>0\HT!5QSE/,%2SPMU2:KHLIJ*63DQ"2-M)L":58-_JBM\"S)2FI&BFGI>5K0\]KN&\FN=+]DGZ*63E--N>)\3C7;!SG),S-M"AO&C+C5EJ06JQ1.!Z$=. N[W7NYG60LG9B;&3 5I(MAQ-MBEYSGR??TSN?K'&,47Z\A5N0+QF"25+V DC-4,T6.01?A9 E'CLD MR"MACW3;':T7$_WGG[D$QF>5:D"]23,S+PL0O2OLXB$*S9_P!"84Y:5H*'E MPO(_@SI6:.2&O.&#A";I*, 4@1\T4TK-21N+/E,$8(;H*?#8A>6%,\(69OQP MV3"Z0DL0\5/=*1%&QFL:LT36>P46**9MF(9#C"9&$0#BU1M=*+.*8GE#>56;5.?L$ZMQ*4Z$-488 VI2:5\UC<5:U5>DFL/1ME]\05>4@2-M9:O?.X8WI9%[YZERI:>5I*8'D3.$%&LPPI.KBY%@+E-JL \?C"@4,8)32T_9 MT0MD6FF*"]7<"8B-R2QNCC1^D|QE>0\HT!5QSE/,%2SPMU2:KHLIJ*63DQ"2-M)L":58-_JBM\"S)2FI&BFGI>5K0\]KN&\FN=+]DGZ*63E--N>)\3C7;!SG),S-M"AO&C+C5EJ06JQ1.!Z$=. N[W7NYG60LG9B;&3 5I(MAQ-MBEYSGR??TSN?K'&,47Z\A5N0+QF"25+V DC-4,T6.01?A9 E'CLD MR"MACW3;':T7$_WGG[D$QF>5:D"]23,S+PL0O2OLXB$*S9_P!"84Y:5H*'E MPO(_@SI6::2&O.&#A";I*, 4@1\T4TK-21N+/E,$8(;H*?#8A>6%,\(69OQPMV3"Z0DL0\5/=*1%&QFL:LT36>P46**9MF(9#C"9&$0#BU1M=*+.*8GE#>56;5.?L$ZMQ*4Z$-488 VI2:5\UC<5:U5>DFL/1ME]\05>4@2-M9:O?.X8WI9%[YZERI:>5I*8'D3.$%&LPPI.KBY%@+E-JL \?C"@4,8)32T_9 MT0MD6FF*"]7<"8B-R2QNCC1^D|QE>0\HT!5QSE/,%2SPMU2:KHLIJ*63DQ"2-M)L":58-_JBM\"S)2FI&BFGI>5K0\]KN&\FN=+]DGZ*63E--N>)\3C7;!SG),S-M"AO&C+C5EJ06JQ1.!Z$=. N[W7NYG60LG9B;&3 5I(MAQ-MBEYSGR??TSN?K'&,47Z\A5N0+QF"25+V DC-4,T6.01?A9 E'CLD MR"MACW3;':T7$_WGG[D$QF>5:D"]23,S+PL0O2OLXB$*S9_P!"84Y:5H*'E MPO(_@SI6:.2&O.&#A";I*, 4@1\T4TK-21N+/E,$8(;H*?#8A>6%,\(69OQP MV3"Z0DL0\5/=*1%&QFL:LT36>P46**9MF(9#C"9&$0#BU1M=*+.*8GE#>56;5.?L$ZMQ*4Z$-488 VI2:5\UC<5:U5>DFL/1ME]\05>4@2-M9:O?.X8WI9%[YZERI:>5I*8'D3.$%&LPPI.KBY%@+E-JL \?C"@4,8)32T_9 MT0MD6FF*"]7<"8B-R2QNCC1^D|QE>0\HT!5QSE/,%2SPMU2:KHLIJ*63DQ"2-M)L":58-_JBM\"S)2FI&BFGI>5K0\]KN&\FN=+]DGZ*63E--N>)\3C7;!SG),S-M"AO&C+C5EJ06JQ1.!Z$=. N[W7NYG60LG9B;&3 5I(MAQ-MBEYSGR??TSN?K'&,47Z\A5N0+QF"25+V DC-4,T6.01?A9 E'CLD MR"MACW3;':T7$_WGG[D$QF>5:D"]23,S+PL0O2OLXB$*S9_P!"84Y:5H*'E MPO(_@SI6::2&O.&#A";I*, 4@1\T4TK-21N+/E,$8(;H*?#8A>6%,\(69OQPMV3"Z0DL0\5/=*1%&QFL:LT36>P46**9MF(9#C"9&$0#BU1M=*+.*8GE#>56;5.?L$ZMQ*4Z$-488 VI2:5\UC<5:U5>DFL/1ME]\05>4@2-M9:O?.X8WI9%[YZERI:>5I*8'D3.$%&LPPI.KBY%@+E-JL \?C"@4,8)32T_9 MT0MD6FF*"]7<"8B-R2QNCC1^D|QE>0\HT!5QSE/,%2SPMU2:KHLIJ*63DQ"2-M)L":58-_JBM\"S)2FI&BFGI>5K0\]KN&\FN=+]DGZ*63E--N>)\3C7;!SG),S-M"AO&C+C5EJ06JQ1.!Z$=. N[W7NYG60LG9B;&3 5I(MAQ-MBEYSGR??TSN?K'&,47Z\A5N0+QF"25+V DC-4,T6.01?A9 E'CLD MR"MACW3;':T7$_WGG[D$QF>5:D"]23,S+PL0O2OLXB$*S9_P!"84Y:5H*'E MPO(_@SI6:.2&O.&#A";I*, 4@1\T4TK-21N+/E,$8(;H*?#8A>6%,\(69OQP MV3"Z0DL0\5/=*1%&QFL:LT36>P46**9MF(9#C"9&$0#BU1M=*+.*8GE#>56;5.?L$ZMQ*4Z$-488 VI2:5\UC<5:U5>DFL/1ME]\05>4@2-M9:O?.X8WI9%[YZERI:>5I*8'D3.$%&LPPI.KBY%@+E-JL \?C"@4,8)32T_9 MT0MD6FF*"]7<"8B-R2QNCC1^D|QE>0\HT!5QSE/,%2SPMU2:KHLIJ*63DQ"2-M)L":58-_JBM\"S)2FI&BFGI>5K0\]KN&\FN=+]DGZ*63E--N>)\3C7;!SG),S-M"AO&C+C5EJ06JQ1.!Z$=. N[W7NYG60LG9B;&3 5I(MAQ-MBEYSGR??TSN?K'&,47Z\A5N0+QF"25+V DC-4,T6.01?A9 E'CLD MR"MACW3;':T7$_WGG[D$QF>5:D"]23,S+PL0O2OLXB$*S9_P!"84Y:5H*'E MPO(_@SI6:.2&O.&#A";I*, 4@1\T4TK-21N+/E,$8(;H*?#8A>6%,\(69OQPMV3"Z0DL0\5/=*1%&QFL:LT36>P46**9MF(9#C"9&$0#BU1M=*+.*8GE#>56;5.?L$ZMQ*4Z$-488 VI2:5\UC<5:U5>DFL/1ME]\05>4@2-M9:O?.X8WI9%[YZERI:>5I*8'D3.$%&LPPI.KBY%@+E-JL \?C"@4,8)32T_9 MT0MD6FF*"]7<"8B-R2QNCC1^D|QE>0\HT!5QSE/,%2SPMU2:KHLIJ*63DQ"2-M)L":58-_JBM\"S)2FI&BFGI>5K0\]KN&\FN=+]DGZ*63E--N>)\3C7;!SG),S-M"AO&C+C5EJ06JQ1.!Z$=. N[W7NYG60LG9B;&3 5I(MAQ-MBEYSGR??TSN?K'&,47Z\A5N0+QF"25+V DC-4,T6.01?A9 E'CLD MR"MACW3;':T7$_WGG[D$QF>5:D"]23,S+PL0O2OLXB$*S9_P!"84Y:5H*'E MPO(_@SI6:.2&O.&#A";I*, 4@1\T4TK-21N+/E,$8(;H*?#8A>6%,\(69OQP M

%NPBJS#J2<@L,>B^,,,) RJE ;7U%S]!I^86@VREHW!$XZ=;NB M(|KEB$|L]#4,JJ!WZ1G0PM\=?L"=76NSK5#0$9|WN6B_(% G$V)8\\|[VL M.SNPS7K,MH*SD6Q[W" (H2W|ITZFLL W<=Y+CZ!@ZDZ:VL!1CW>HF !E$YVE M??->!N/YS?2*^B;UP&:>X4(6V,R#!TE5.Z&/43K+ W.Y/H4,=B\T"\6F!P,(M)4U5HCZ]!Y71,/.&T>'/"MQ? @A'8@IGRE++]#9M1?H5)8X/LSP_/O6L\\[+ MH)_=>\|+[N"/-+%*D?!^$Q2M;O,]H,2Q.5ZA8G\XPPC;$WO02+LTV78Z M0U@L(T9#=$$EM-_0'I$-8D[GO>OF]0G29RC2T!UO@'5:,:0NIJ.9.QRZY8JF ME\|<1<15!R>"_ Y.F#R%I&LW%8,-&@'/4,%(:T(@5'H+W!<,^P* , M@5!1 #=H"MPFQEW$N3R.TETC?@J,-W ?9F-6E/""W#!2BMBSO80C\U%';@J2 M?";V! 6%F"U5D56(P<$0C]JHUZW@D7I&[%VS4L7G'V;_0T7Z_+&7Z".4^&O5 MJNP?C;E4^0:S]IBXV*W*WK(+?]]Y#\[7/+=2& ,0Y#. E5=EF)^H]#ZU8*N MVBT!_!))5B='AVW\..][QKC_EAU7C+|*3A;]"$N NZ8BMYQ?<8YIO&3"U2T M49P';-1*!N$F1*<& 1Y MLEP;9Y*8P R'5U&R1D&#A.]? %">T@A@]9S5$\,[0'S4?!?^EHW M.>C=8B8E@@@H+\6^/Y1RI#$^**%PJ8?-UP823H,8'9UF;4^-ZIJ.DQ@0=.2 MUDIGKZ33B5&D& B\4N<^&X? N.:/8OBERZ&J.9NSE&:)0UH7$3EYE*2%3JF8CM MS/A$TD=;SDZ8D((?@!65J[Y+T\^. OY1TO2$,$B8R(DKHK8Y1P-.@OV#$\[- MCD,TL6$:CW 8I%T=EH|EN@6V_M'@8)9VDT4O+&^'Z65T 9OB"!TUD#!TR9I& MA\>MA%2R-F_]"Y .:\VU|SG!R,G_M4A^I]9SO6D>&QT7.G^!LL 08& <>E[(74&YY3K32B:L#;4Q\8>2)4UHV;%\D! M*7,DS^DM\ M%&-[AB'_\4;A6|#RC3,I^/!_<2)@;T161&A=U?)HQ 0Z$EF32EH*LX"5$[9 MR@HE/@Q;88?40Q2C& ^JL)#1,'O&@0+ MAKN#+02^Y@(@V>AS!"D&HXNN]#K=:=[[#TUNIXY*.3*!*MH:@7Q2\@L8\#S%1@ MXIFL.'"YXVJ3',V QOJY>,\P_$^<!24+G^DYC@&9G2+-ZAH=GMGL/.^=+WGX.%9%FG+-RGFN7C$3> ?L'-<#SF+ M1IDC#DE#B"K@=!!XG <,$);_#6T= I7B}4,V=7#QU1=2=.K#<=F:6JC/.8A M:[Z7|[X<_PS'U*]V7KZ7Q/EH!@:NRQGDES*M>J@=L+T:%0FLAGNC_. C4EY8 M0.!>D# ^Y]KNRB#O$A"?*9.S&F)67N&:C!>MSW9|[VL-V&*DN)[RD\|<&'?= M8HAQ+'UW%#DOR3^3_* 5F6_<&AD(F,P2,06)V+EA_U#D ,+& MS5O+._5JKQ_5Y=57#2]*V@=,0%9R6N2PKA*+YC_P"RS5+V0QSG&YJL">)RX M)E.P0S-F7'8ZBQHXK8(N-Y@L*#K7Z5O)9\1.PU)QJR^XO!"$E!1.(Q*YQUZ MH[_ 3\,+9W^T'5&UG,7ZTC0R4WH$XITF"1D#+Y.,<7^ G12>CB*1HD^=#]X3G M65KZY2HW"0X1:)$MD"B&,&SHM1)EK#C*W=5$[Z@U*%^"(2WC:8RB247\|<> [X]XIXC* W|KEQT!.@3BSH*?C S3KGJ:*@2D-1*UZGF\JI'9+HT_+X#YXOON_,?5]0 MS4>96^(X"6_LWDR^@:G'%CR$/B-6M)B,Z=\[A*N/6OFQA7&Q]YZ" ,:LC+7# M(M72"U3]8V#8I+Y#]\''6^V2E^\+M.RXFNN]#K==[#TUNIXY*

M?.0;RZ+F.MKSF^9XIM'AV]=LQTNNNQO4H2Q.V-AS67&U1$^R^QG.4?O MN+V'E$=|*$H*UI#EHR$0|=)NNM%N]2#}\;>/G<6^GFT;EC$]N=TBIG09GF"2>#
M%Q+#9UA:!]^4G9HN>8.U;C[YYLJB=XHR+,)#M>&.N5B&NV.;WJOE7*=P2+96 MG-L>MV]!%^&PIP WVY+R)#J.GH.(]']"(YUU-N]K&$I;86LQ.40'D=5@:[Q. MDQ^YXN*D-
P.KO65!)ZFF4*@<5-.&FV:FW' M/9D-7T-3NF"ML'V M3^X;?##"'D"@?(P,DHB(N5U!-;9UXQ ."$*9Q=9FL0&*6(>2W/I*%K1FHD'4
MTCT9AKXS'18;,Y=FZV<+'5'W52<+4$'49J5Z5XY*5>VG7,S,9J_DZ!WE;-ECZF;+PX M9@IRY/J9%5Z,V5(9% 9Q& BL6P<5@/AMC((-N':R'TA4M*,,#27$U?'H M:\SQ[F43;GC C"M#[?
D]'@ZL778MB?MQ[:JM?CMP),;T]K:3/QC/FYPO MNY#?\>U DS5FGI9:(1CE8!1TRVI.9Q#?A.3*=L-EQ& M'>Z.D\5.$++S-J)2=Q4L9,:.446JFCGD75$J'-0WN^I69GI*V7F[X5I?
Y")M/ MV0O!67*@3@ M##XR*B?8E1F^6F K=EF3@#U(28*% O>3^ R:A[/>;[..8;P6AEFDLB(4V,*L M4N JPY4)L]A*8@DK5CK\.KL"N;=+@F0%BSC#HC2I1..:XRS<
Y4>Q0RR(QG4W<+#?]9>:WUSVZ;SE2=@8!US M6791G+AMLM5A'C(M=ZGJ(?IB% M?%1CTP)K@,]Z-
Y_Q;BC.:K[29*BT7W=&HN8:AC%W<',N&N0]CC>UZF ,,@HG967.,'GYR'7"O9HYA;.I&]N#NK=B M$)COTN\2=Z;!A5)"E$SAD^;*+B;0?RJ+-QP7]_,ST3&G-RRZ@)H>0=W*GR9
MWNA:KA*P<\&257HI.=4>V\^@'(A6I5Y4L$.'1R0 OEC_N!O!*UX\|(I+\(J?-MP3IM0"N|S1:FURX($X>=,1 7DE.5>O,+4M5A<8Q40G)4:.O!@:MOO$?.67-V
M+"_Y*EV:;FJ"O(7A/.NPEG,K?1>S^540#8Y2ZOL:H#@=L)L/X;/ EN>$3,]S M$E1O$\8/W8($$8IP:6/*"T*>U3_2P MKS)/3?K^Z#NODN_#X!R\'}2IR_--
^I^[_G3;/>\]HJSI.U$*IG8S6H72IHF_RPKB>B"3H=U M8"54LI687%QA+,B:8P1!?(VH/P&B^S!HL*Y#"?(F#+A?D#I6FU[-EN3W:0
MX+ARQ@%FP3"."',C<.Q=E\)!*+);%9.HAD6$P?FPI*@8T;6&=U;^O;*>J@%^)U M2]?2SV=X#^[H,G"JW?4+">+;X](/K3!3Y!7X7_ Q0@BL.&)=L^LC\&N4
M_1ZR09/+=0X-.XZ9/PW[;+"H0]B2+'C!)=D$.W"N3_<3V\[%K+ZM VH*<\3<MW.7<;@<6K,4)807#R&H$?4*?)2);M>ET#PS[N(2O7$41>C3H&GZ(&(P2,7AQ
MS8C!]PCLA/LZU?^YO\#4$L#!!0 (-&'3%"H^=2?YB8 .P! 0 > M97AH;6)=#$P,S=F;W)M;V9E;G1E9W)OW7=UH@*.DCV*3$L>V.G&U M&KLDCC[>_W.WWLOJ^?
%RQ9U:K6>=(X4TZ3 MWW+M+1++#0[GJ5;5863.=U MC*M\|?)%;BX3D__CGGET_#B?C$\>G&;3QP\>Z9.GN7!ZC_MCN_!K7 YW^/J5;'_<6]NRL.9QO<_>WRRJ)\O35|/GAT?'?
WWO?O?TG.ELKFR=G4;DU$.K8O M_12__COO3P +CI*WM=5=I\?*CR_MIZ\A>Q@-=YPIE\ 8XZJNJSF_.MJ> MWQM7F\EJ*_MS[^7?
OCE^=/1_;IORR2K2F=@NVCGDF]2"LN30;OMAJW$610 M7250@+BFUCB@OS(;)0?U3">XI2=!SU!5\V4J5_3I^/G]-,'?Y.MDKE;) 1<MY29318%?
7.A$_ZLQ]2HQ)1*MN=2)0H)P/!98)Y!X,!"K76U-AE+0T=XTI:E=_MLC3U#'];.%WAT*+7!2*#SW.8#6UIFOS7T>CH.%DHFURJHM')@8R9)#;M*@X9_>:5D
M+'BY\HH2=Y\S/2B3N#V"BZR2^-@U3XN8-H.%G%AJTO8LSQ-8$T38/NY@X,"-MW@&7:E,F;H;?SQ2L++[("P1"2N58E+BP\$[I_K_&5*HSF-'@O/O3/E!AL,K6
M)C/P;>W'G"Q>O*IF$]8<[#F\?]W*$>$@7A(<;!4(!/#-P&HUQ:P\0 .V=4 MHN?*%#!E;>M1\@&>P7{$;H+3,C/GV> M9(6!U9EO-??:1 4R:IJ;#*U"H=$MRI@!YC^4E8C
3;^2(HJ(SU]@SEP0]T MSQDN@ZQ6QLS[F64H/?&9J4&@93>0.97=IDQ/7&8K8(*\6I9(%;CKP$#XSX;-
MYOV"'\MVTSH;=A9VR>\0/FT";ZF6I%!@R_FB=J/DNY5L*1)O[0DU[9+EPR?/ MDP-S'ZZ\@$TO=#Z%V=7 1,[SU8YL%4&FI_G2QQ[ZC]871"=P!A(,C9. MI
0.P923RLZ92&99MJR*&"IV(.R2R<5)?S ^-G/*U?3>^RK)117*N%Q70 M(3/O*7D M(CJ\R-/.X87$QQP8FA^NA&O7@2Y2>/B+.,(^%#"U :2,V:\;.IZ>I5VT M!/0X^9$W@U;=+L.?8,
(@&V#]CM9\Q_O877P# FBT,E;HLAC(+V@1GW*?!8J M1VHX+/2D?G;Z:"'&_)4!FBCK9XCX$FO667)-U5VB\3\6O@ MS&W'*0CCD/\R DX+"+0I"3,K89(+T\@VZ"+!D+
MLJK$@<'5MFJFLQL=J^N* KTBJ$EWF/1/1MLDF^^=[R'-ZW)TE'M=&Z-)SWCB-TCI 0'8-G.QH>803%G %'0:N%#QA'O 3T7-0FQAHT'+5 /D6K MI+(1_=X=KSBW_*Y*6%\L-
"51>-.$93,Z@$"FH"D'5A4*%,BY @X'V6*U%PST M;IGKD%).?B'G1XK/Q)Mf1fY? SS#DUR#9F?&7C)UQ!H>]Y%ODQPL9P:&;M#D M 3I9(*FT5A+,#NP ^!OUf["(D+'4"D6#!G&-
RP2_RXWPOTE3%?QH+Q0K) QA MK*Z!EY&]UAERB@\!W2,%YZ%/|-.)F2]J--A@#(5:WF5)=OK5'^+OX%YN1R0 MBAH;/+23O%6W0X(&$^9#)C0.C7^UK-]DT5C7J%)X:4)
L2"=)5!1@H?IX6 M?0L+LDG0R> Y<4S1L#0Z.'^\",C;#6:"3U^/;ND_V# M_0%^"Y8#6W*B3=W 67!NW,66^6S(&1^T4(G'?9\-,*Z?IG&/WJL9GJ8V. M-CR3\5\+-
Z$3BDX4.+]+,/P4'$/P\\]@WJH2N?BU<2*5TH0-:%T>5DWM:N V MLO)+!')=PH$$H[U.7.)Q_X E@X&50#/ @[Q/Y;8N'Y7.<&CM*'QHH[I?/U M0YX>!N\ 7.,RI7@_!P5?U3
X+;4*V!:V#XX[(?3$.P?SU',%FKU.MS) U=4@W/>]*RX)*I#*&8@? B7 MG;Z!]?D$3^]T8@?I^>/GD*[_]0F)G_.[,M^4_UX1B$_.6AF@#I/E/%4]W< MO4^*M6^,3-
Y!G>KA7]>ZA4[U]^,(*I[@IW5=%VP%[*@ITU=$4'I9\VZ@NV$& M5^$-"VTI+G& O'&_ZYCL>#/?B_?R>'22J'$%RIA$Y[2"E=*VXP?UC^%@QT!; M^^
T.39F8#1I$$HEK'I295EC+;TP-<@P[*L0VKIZ!{3=.^?X1T44=J$3T,M-%VD@}3,/%H;:.%E!E?"DGT7+Z\ M*DU9@%ZUIHT9^JI,B8XQ&>><:E&\;'3EWA3C?BABF
M)0UQX&&K&NW25GJ,6UMY?3#(S4YQCP*#%[9UH2@*-^=>DL:2[7?#BX:C>@<V/$%[^0U5;;< M- 79SY?HBNRLF4IP$=C"SS7&$G@T_UQ-I3 >&"+8"GYV&3P*C&[= ?
M%YQ10_+6-06Q2-B,@:L*Y6KV=43'A62+X:#0,RE'$-Q\?)+,X;J9N\M>PT=[M#?:6&NYK@RXY8+0W;5#JG),.Z#=QCS+/+Y]05VUB,!U6\W:0B'!6ES>YDA%
M.AP*MEPVVH6(!&HGM35P,),.#!{QRH66B4<&?1!1\Z> OT4GD=)2W#%957S MV_B>_M,V/$"T9G:ZUJ9@/;D]0.#*$&#I21?QMXYA&W !Q4/K,]0Z<5BY1'$,
ME,T.C@#%]f/E#RE/85B=)U1P=D.]-H$3>*.SGAH/N$E.+H4Z21D?=+\%8[%S>DA!_A=17H. M'&>PM/>[>BG83'G3^IOK"H^ V-6VR9VA1S#O2Q^Q9P5-FPX)T!)G.X 0UH?]V?
M/4M%B_9>"ZLHJQOS$:&C'CG8:+HG8@63>I6$FFH#EQK% ^/R)1TQ2>9<+?HF^ENC@$%.^ MXR&B\Q.E#0B/(MCO%(-K[7<\6>$I"Y<P=/') M OBX#$,UE(BNW?W64(G+0-
C: *MB)=DO_3SAUDZVFKR *#KH$)AH+% I>(HU M.:MTUF!Q *Q'H997V 3]R-T^',Y@0/'Z6.(^C'CW
MPXA/!DK8+92P5R#:E2F3#^!C[J@>]V305KZR372ZM"=1!5%.I0:QJRC]?C MGZB!3%$_TH3K!0H5YA+/-=OUG)JE/!+ISY:[@(NV-9ZJ LU&5/$PXYNC"U9\
MM:CJX8K9/NLOWS%+9KI\H4K\S[592 "-1%9>[-&R@^ZTZZ=Z6O0)"CAVZAL[MO)=VS**H_ 9Y>JJO Z!/W@P>O3P!C1^_.0+T/@&+ %U?XM^W>]JC8C50S4$ M5FLXU%.-
FX&$NP1[JJR5A4'T_$MI8BBNU$9\T=.' 4_B")9TDGTYKW)*&DA] MG3O:GF#!4LD[.L^4?2 @:G9+<_F GFP&&]++*O=N M N;PU9'=>(?{!NC$TQV7M[?
GJR,BI'\JBGJG@0HYL[C*,N4X'DZ!_TH3((" @ MX1"]8*@0H^8-!R6EW(;_<*(HP:0AV4WO=S['B=S[8U]D"/1<&-VT/V+@&3,$ M:)P$GD"E4O2,MA!RH5S-GHL]
(0X18K9A$GR#W4O.. E0:KO8Q-"H3T/%,1D MTI9M>;^=Z';HQ@VDPX1J^,V0VD ;^0I1:@NI7B9%?"8N_$\U0RCL3Z'K-UCO MT 8'Y8=XVX=5U!LUB)\P9+3WM(CY!
![CN&#,#RH4&G!$!V>3AAB+',:?^K(H M5,9"%6A!*"1\D2MFP8*(@"]5P!O9DI$0&4UVAHP>C8Y.OQ@=H<3AQ"<[9^TF MI$LM%,HPX!NG"E26O-M
TLTP^3(KFCQD)U+N%,9KB"K3)%-%UD2%3^AQ 'W' M8D%4BNZ,]P3FP*B; 72Q^_8V;+"\[7/3Y36B!Z$$FD[SDEDMLI4*97+ M"\P"R4(:2,;^R7JOAVVFD-
G.44A9)5FAS)BXJ+=_S053(CX$3)=).ND+1J,+4.Y.1D4:8P0?+P9 2$8> 7#B4C>6G%H6*P'&9F$0+67X2JKO/V M>2@V$9G:&T!Z-'CW%=9#(0$\V%.(JXYSRV%N%L!]U[!)+DS6=
(!Q8FO*H,N_S MZJ NY%7?H]&C!P#;Z&W2$!X(SX[@&NATQXN<;^;T0I2/,,9FWIU78&K*SZ$&Z\Z&;TY&Q_O(Z75"YZKT=&#> MDO,C=Q#0XK.@R^[3LO9I6?
NTK!U*R5K=IV7MT[)V4[G80U[>1KEX16H|'KZO MX"FV*G9IX*1T;'-W.Z7%XO^$?I[.D(8)?JNV\.V77'3KR$OK/2MS;.=@-IJA MPB|&YF>%K[&7YI(+?
M@8E/M5QR;D9[#W}6B%E%,'NAOM0U$$XY,+E3%K#[\< M!B!Y(DD!C?+N-&#\U52"B$IHEBXK*WC49%YO1*37B5366A>?#Y?0=,!WIYV
M\/BYOQ1K"E3F@WX,EUZG6Z:5K1.+H]H.VRGZV+A[0UNGG-,UIV!1>2FWOI9@-M1R$HEGL:3Z: E8$^#:#N8=@<> MT$'E^(-53J/D7$J"'/EP|/3P%
(3\P4/>H+*7XR8U3A0T5I>5X<5>Z%(5(*U] M]5%RWSQ>[#SOK"6/7+<%Q)2=XF%>MZY5@H)1#0,, ^X00?&+5((($6.WH6G M3KEB+"^ZQ/ADL7G34 2>C@ZCAOBW&6BW\-
JWX;HWU7) M+Z$0 W;=17>5O"$\/B(P76?;Y0)^-=>DL:2[7E75A?'.7I*F#YQR?8(T2*-C M-P.FQZ)T(3+V?]!TF/G!X1^JQ%GUR5ZG>`M^^8;
G^EY,']^K$;@85[W"PIB'O3[9HUD,_@A^#U%!76XG15W4KX B-MYLJ4?DE]WD1OE#+(H'JTN7'KA7+RP$@ 8M0=-+NH[L.B"+-33K"OL]4GI28
MVB:-3O}44LI2MCQWC6(_G>7A>8>-_XC,YWM!3!>ZY! MF!J[(<|C)O,K"Z!D(,$E15(\H CI&/6'5&/,"(JD\K6YO4/"24F)S3.JD\YS
M/!,QL;C0B0;>BXJ+RV,"1GR:NR@P-#@Q9[HT]MRV`N6NDI[Y@-M!P_EJ\&JOY"3I=.$4_T4 X#^?HT32K@2Z[>7>$J];"04.3,+E\QT$9+#0H$D M6+OTTY>CC@?
9RO?HOI|QH3L["3A7XE_ZH;0;G+OSI76:A MFP?./W*&PR"']F*B+A'6SH.! 4FWGD.0@11Z:FHSIP9^G%*.@T(=AL;* '%B MWVOK8<2!E-749WUQ.^'?
R#.RS_O8\YWW!\SYV*,_CP3[OXVIF?=Q$Y=N2@N P'RL'9G9K]W8T*I%3!)*%=""^X>(.UZ]Y$/O^$9?F4VHY=5ZD_.PK MK53J(RKKU:#L)QQ$#3P->C?V9O?
K;!A>Z$MHQ=G#XN+ACN@7=SG0O+*B;>1Q%H<2$L:TN0'4\]*ND\B4RKG,B-:W&?@=M4">" M?NTO9ZOY<2 +6SNZ7ENVT HU[\2[53KVT4:8">FQFI@O&Z"%*+'"O$0A
M7TQ. $$'!Q$8:%'YALG>X^":?4Q#;5+/]$CC5%@<:B%&F,Z#>+!& M@;7F//D9]$27;&GSBC!0 !:$9S.*W*<@<+'+PV;A^^ PX(AO,K(7%\;8.1/
MT'[^1]+@CI??)D5/Y7PW&E<@7)s[FY+4N#?/);T _N55++[;G3>F^J#O4Y/@9/M89]D#UF%LS2\KT@./N=+BE"B.ZG4_8:Y:NO85@)06G7,RM$*6$9:$D@88\? M=+W5U:)[B*^;(.'6
.TX?(I'!]82$'>%@*60)*"E4([@\Q-=F0'|%9?OOUV2 B4D2']/5(9J$Vf*GW02W#18 M@4&T.RB//CL>SI^DR/A.;+O0+:?/V%1HJ*+>'.*GPY[!& PB=Q "P;@ MH^\;P
5PS>^WW6V\5,*T-D<)&:.0!+ P?*[!4#%(7HPS02;GZ0:B-9]PM:]!4+>Q1GTNMW=/UU*7HL= M<32ZB>@\/<;++MI:WL.^&=[U$O0);RB6E>+TJ%*&A6TYM7_MV!.WTA*68HJ2
MT1MT*&)@U6%7D=F<,F\I>AUE9;$_*3S(!3VPD^#5E:4LC$D:DR+6=C $B60I MMQP!PTW5P|"C:G!;"-RI;@IEB!J305N"_YN,-;!>Y-/V<"&[8)!T.4H!RP|M)?
C0%@T8PAE($OCORK\GJQH.=T\Q*[V43HQ@EQ,PU[A2-L?8/ RTP8\Y1:A1 M^(0,;I&&JI,%66^>I#@C*(ED8U./%A-/5FH3TH1SL=*X^(,>B^%CB\))/Y=C< M6$L-QCX:O(\&
[Z/!NQ0-?KB//M_-;"_K?=MR4"FNJRU/,$X39@]Y]H&&6L'M>R@W*Y\%>[X)1E,.H+NQ;$HF7[1QT,E K!6[!"ZG8 M@_H;=5!@;,)NVIT4+D_W\^)MEVU11Y4-
,P(L2*&O[%/MJF\H'.SV6P5&*]-^C2 M8@^',K@=UZL/L"9G!MNK>>C_4??_AH\<2])B=L M;.SL=LAA32G6YA]P\Y;N%)7SH*Q6Y=2\TVH/B%Y..'F[FX;>![M[DL %368P
M+I0W7,5<5]4 0;-M&@6/DVK);L..HQ0NT1]UUA >0 7:1.;7"]E0\$KKFIN(`M0*DEBF/5)&BZ/<58@PV@X9T*=$GB9JCPGNP\ZV8!^4QN@R%GW\P"G0S*\IN[M@+,:AS4
2(&&'1">5:"1:"\;5Q MBZ;>=G/F#VN@!(* @.&-*;41)CV!V*I8><@28&<'<@*^"!@&I&>!*&OSRO@7 MJ/1LSIQVA_GA^&C/$+=@B',.@,+5U+WR_MAH[Z&,D@_J3!
[I4!=0>A6^PE M\X(HE11ZZVQE 6M!,E=394I73?+P!UYR'+'&@%Z#[C/8TJR@K\IPH6IU0NRECF3<&T-JJ8/ M3@B*"(&ZKR[!F(^1QCH>@&VAI""VRD=DL=NU3&$K,4<=0%
[R@7N([ZAO-XP8^_ME+2]G'4!#K!Y50#33.\T1^]!5V_#T:]Z&;Z,!-JV5/?OJA["%^]$VW+D7H"\ MK5CN^=.$<;GWIEVE?28;]@<2>HIM6!3D^&LN^&'2*Q;/^TX:ND!_@$DZ7]2<
M2^D3]:.Z%$DKGVOI;EIV7EP,,S>>E [2N5&W<0#B^%(L1EW6V+.T6_;)KH: MERIX<\G70IVY.!^TVS0R1!GP<3XM)FMP3=NE@W\BE^%;>KL Ef?180A-TL0
MLG6Q8@4*5WO$<$$82(K4,WW M^)ZW4%J4$?]D%IRH=[C MG)'NL).K&X;7Z_:IPY ;*3(<&8,GI-WBJ MKAF&7\J0Q;/&#(9P;!IM.Y
)"VO8\)TWI:";N;3%3X\P]DL]K6HC7T2E1V3$ M59-NH^OOO^A7D8;W%&Z3)+Y48X]/71LQL+>[-!P/ZK0M& P1H>>^7K*,6[%*.M.IAU6J,Z-!V/. L)/?1P\,T:XHR&]M+@
@]P*SK<4^^?(n@*&,%G+B?" 2// M,1Y$2'CL-($?=OU^:*GR=E0SP80@:O612&E@;UG]A[%*6B+1;&ZTQ[D/;CL MK3S(A5HFWRG$!Z*'GUTX'2E]VH.@?\.0[K?
WZ4\D)921%OR'';ZIX"S9:T< M>'G4_*&7)MV(JH&OA7!OPSU8XGP#_]$VP!MCH>W6.7[N_:/XY4:*#2'$O9' MH#74:?7[59;-U*-XU?3)VZXM>QG0_(U;)26UNM
EJ7\!TP;1WRF*Z1=M!AV.2 M,JK_SK4_C(CD77CREY*2--_7# ,6K,O^_?$]=#'5(>L"T6KKXCZ@0W?];C%G& ,K M5)'IV-[J0%QEK]66%0:E5"_ B#UM(1D-!)WR&,^X30*%T.,U"
;:.U5PJDU^ MW:;3@X7*F"J7"K;&:!0[#5" ,V0BG+9!-*2EZO.(]7Hj.TDJT70RCA6*@E"6^ M&.?-F;'2#%M4XT*M(OOP$H64#S?^^9.4$2)BA5"F[Y3EE]=A>,I6"TV9BC8^ M>C%-
@-(WHJ<@K$));,Q*(V&X9G[WC^/MEE1]-<=Q/_D!#N7M'L4W27/H=8CI M2WEI>U?'[=U"]A)G)020)ZNG 0LSE9:$'H _9 T(KEL:UA^(W/= X-.,@ M_LOH_4@*-
@[H[P+.!P3NJP6A9J*QUU\1(?FMX_RU[QFM'9H,\#V_RC8%2;$6 M43!.!J,7O^]"!;[QIZ!$#4>TX1'RW[]YY6%2$^ZWTU)2!W\A0B]DS 6[3)7U MK,;HX_-T"",'&E317+((" E ?
B'J*F3UJM010(WV_W2JH.XUBCL9"HXG,(.LDJ MF+T3I>K@DW)@*=R*3P#)-3YYIJSBDAU*_)DRY&2@L=4@:,;4 .F]>^([#-$]ADB.Y0A\GB?(?)7S1#98*UL"2IC[3!ES9 ,MZ8T:#?:
MSFF%81C!$>BXJ+QIYPI \KXW*D[1C9.GVW.VU7C1N,2NY+9GYN2&Y^2>=MS.? MC+X.6^\M-^7&9MAD6U'.=_)ROA)V0M=)V<%.9Z"W"';$37VH6F0[T){AHT
M.ME:)AOWN(_-JCG/6=&5 HI=_80"\Vj5T?Z)5VH$?344KE_?3 M?@YY7,I>$VTIUX<<[*WFV9XF02H6(%- C$<@!F%< MA@WT<.#NWP^6
,;1TZNMJ!D:&_"/[!78+S,S)O(ALP61"P5KP8|N?1.^]#$" M)XW1<@)[4RT]%*,6KSZ!!#B\T&'10 J>+7MN 23ZT!$;#[]\.=K04*+ MV_BIH01TK'OI_F+?^VWNSK@5(XSH>(ULPI
ID&;$<)C)/X3:MBV)3^#>)NJNB MRB5+7#3E/FV(Z1I^NVI1)SU=*LB9[^0-VJZ,*\/SF(B[$8LE)R8V=K'F5-5S# MU09T$!I85O*(ODV-Z\/;RJ\!E.IVE;"%2;\=@H3;S@
M/A2XL1,2_$'1((+8*0IQI>*"N17H"_,$9 Y(%0.'4RX=8XS/;^R"[^(M6(R. MG6M,5U:UVJ5W7OL_V2Z>QEL/E]_L5CFC*#K"2QFNI 0M33X@ M6[TII\@F=&P]YX]3H'TYRL/)N9Q5-
WR4J_!X1WV%5+=XG//EJT,V*N9#5[2! MJH31$(J8")=5]9/M(HU\-=+Q;;>>_9_$1^=1#?GN:%$"L2=)@-F$!M2(@"ZQ>_# M+3NN:CE7^OPMEG'R>2?6QS'JODC !Z[@-`@
&5X.&EB:?0O.3%!J3/MBV)3^#>)NJNB MRB5+7#3E/FV(Z1I^NVI1)SU=*LB9['0-VJZ,*\/SF(B[$8LE)R8V=K'F5-5S# MU09T$!I85O*(ODV-Z\/;RJ\!E.IVE;"%2;\=@H3;S@
M/A2XL1,2_$'1((+8*0IQI>*"N17H"_,$9 Y(%0.'4RX=8XS/;^R"[^(M6(R. MG6M,5U:UVJ5W7OL_V2Z>QEL/E]_L5CFC*#K"2QFNI 0M33X@ M6[TII\@F=&P]YX]3H'TYRL/)N9Q5-
WR4J_!X1WV%5+=XG//EJT,V*N9#5[2! MJH31$(J8")=5]9/M(HU\-=+Q;;>>_9_$1^=1#?GN:%$"L2=)@-F$!M2(@"ZQ>_# M+3NN:CE7^OPMEG'R>2?6QS'JODC !Z[@-`@
&5X.&EB:?0O.3%!J3/MBV)3^#>)NJNB MRB5+7#3E/FV(Z1I^NVI1)SU=*LB9[^0-VJZ,*\/SF(B[$8LE)R8V=K'F5-5S# MU09T$!I85O*(ODV-Z\/;RJ\!E.IVE;"%2;\=@H3;S@
M/A2XL1,2_$'1((+8*0IQI>*"N17H"_,$9 Y(%0.'4RX=8XS/;^R"[^(M6(R. MG6M,5U:UVJ5W7OL_V2Z>QEL/E]_L5CFC*#K"2QFNI 0M33X@ M6[TII\@F=&P]YX]3H'TYRL/)N9Q5-
WR4J_!X1WV%5+=XG//EJT,V*N9#5[2! MJH31$(J8")=5]9/M(HU\-=+Q;;>>_9_$1^=1#?GN:%$"L2=)@-F$!M2(@"ZQ>_# M+3NN:CE7^OPMEG'R>2?6QS'JODC !Z[@-`@
&5X.&EB:?0O.3%!J3/MBV)3^#>)NJNB MRB5+7#3E/FV(Z1I^NVI1)SU=*LB9['0-VJZ,*\/SF(B[$8LE)R8V=K'F5-5S# MU09T$!I85O*(ODV-Z\/;RJ\!E.IVE;"%2;\=@H3;S@
M/A2XL1,2_$'1((+8*0IQI>*"N17H"_,$9 Y(%0.'4RX=8XS/;^R"[^(M6(R. MG6M,5U:UVJ5W7OL_V2Z>QEL/E]_L5CFC*#K"2QFNI 0M33X@ M6[TII\@F=&P]YX]3H'TYRL/)N9Q5-
WR4J_!X1WV%5+=XG//EJT,V*N9#5[2! MJH31$(J8")=5]9/M(HU\-=+Q;;>>_9_$1^=1#?GN:%$"L2=)@-F$!M2(@"ZQ>_# M+3NN:CE7^OPMEG'R>2?6QS'JODC !Z[@-`@
&5X.&EB:?0O.3%!J3/MBV)3^#>)NJNB MRB5+7#3E/FV(Z1I^NVI1)SU=*LB9[^

M8']PAO"Z.?)U6${'>0A.1@ X#*0B-Z MI!?;C;M@0'P)K>Q,)++W=?2^CM[7 ML<)<..A]'3^*KX,'^WT9SO-GP]V]Q_?+;T8BOIB #,T2M_3)<_R_6V?'R8

M?UP$ZIVX6Y[M=/'M%=]O-/W[4YAWV8ZS&N>@K9H&VJ1'3Z@Q ?I1NZ)S[5"0T9Q2|5)U@8JE MNQ.53D3,R4 O1KNW*-0E15)+>)K'32X!E\F&IJ@HUS' =|=UN@&_DD!=B*:O M%3(RVFIH%Z9=I;7T-0P

7,*&9NG*X3D)^!9"L2Z%2I^77=H$NADWD%EJS M(8H1ELBJE\&(R+2@BC7UG;3A5#]&.58DW$/ ,C$%V5M6[%@+G#.*#;?46 MTZ8+VD<+AL:4/M[&D;3 9O89!,\EA,!Z? %'37WEX]Y6^UH_96.V/\$\1\JOFZ M==Z4Q/+#X1.:<%T" ,RQ*K59I(5$IH/"?JOV!11HBU=X;C#C*#/TFR@RQD2Z MWR+T . FAI]-*I4@JH11DAE,QR(^"LL;]"1,("#.! (_H$?:\XL7HV^[+?G*[?G3)=8, F%_MJRPFE/AMXL^5,LXQG"ARL""4"O[Z TM,1G HZ6_GY"F+"G;Y;.*M^CV[|ST[M)K7#,&XV1?<;L;4*PL,TA57] MP.Q39;^O=[6O6/T'\TEP%T 5-7;1@[R'&%8+U!U"4)N*"C@4_7[P1 M4A26M@(UBKS0"7 ^!-EJ#"QP2<(" U?]KMS5KOQ.J@"(2C[E;EAO^!W)FX6 M&'!C(;&P6';JXPM*/"Y,O_3?0]

(,F2FB^TQ,)++>UZ%?]KDV6GC2"RQ^L,2>WBXVCE M5(G"A!=;R%QCKCPZU,>YO]>;,A*C2VY_*3.FW!B[VKAW6 ^#/#>=IDF_\'>U M\\5V44-FC-U!6*;9J8N5XSU$BSXIE5EHM^C.Y-(0:B!&!?5P.8M0'!/4H@Y MRJLQE13@KWWH@?VJ# ARA1X"WWB=3$C-'3B7D#%4MDP1>\M3K*A=Y6OB;?TF M?ZWHFN4R(Z_-"

(YD4>5EO'.ZA+Q2H0V23)5GRN5H#(.8FV4RMFWZOGR(,)& MOW=$@5P(J3/U24MLY8)B>Z5+;G$;GD6.U(:D\"(V%]R97$QESK&)0) MOQPM@!A2QX:Y\LI(N"(-+A&5!L3%V70<8V$>=",9TB+V)ID[<;*6;W,R/#/#T.;"#545A^]8+U[5>.:!;S1P!"C=H(OF!&X(I= MV7HJ88U""Y1O%-Z".QC^:!$([J"NJ%)#^{3}!P(Y(&R7\;DR6:HSA-$V05QG

M1<*]R#)K%W^NL+!D 0-@]>)V&3\;#JPAE2Y1T+#4?">;B1!(IL M19"VU_3 Z1*:6)=0"LK9,3I6PM=&["QLHPR:+5;(LFJ&%?2YQ&%@LM>8*;PD M2'!*Y16+; T)!IXY.

[^CQWXEF#R BB>;"LVNA(*WO@^ES_[PH+.5.A>O6]# MQP?D6(HZ%"KG%;R'=>[F^Z_97:)Q80F(S*6AV$P"*ZU(HK]").)SF(T8Y#6'.M]>U7X,VfQ$,)^M+W6.)?WJ-E1'445B*P

>SYG1]NVW^1N?LX1$"UQU?HH2]-MIR#1.P@!E#]=N,P$F25NO^'?. ?LOZ(IUM=NZFU=:BU_[\;H4HTF%HV"SRZG MN=OY,V G;@6F<@&O8_<@']LT.!L;CE]P*G*O4N&ZE]?V]

(3*?SULWVC U\&G OP8G,(M5TO:5 83)%PC!5<,>[.]YNVI*L8)9U>S\DB!MTKJG]-ME@6:C0;;)MA6%ZZ&/<)=$&T\46.;@V.8_33(U79V(YC@V;M! 'CG(DN.("W

MCVV1C@Y'YYC]/_O$PW8!=/265YC\10/#+X#D58D2-MR/8&"#LMM=]QHA#'"%6 'L*_,3<^B,^RWYT'6I7E=B]]S3 E1EMV-]8+]4G6A-MS9[BK<-I.UK5+$760IF#$9D@<&;%8N

L_>5.+_KOIVVFP@[Q72YH7'06]A^@+B!B29%E8WR354$;>YWTP*EZX]1-M-K21\UK/-K=1(S9*25Q52=,.;$02NTR.RO/"LEF!N-'6R=39$[4F\#DI"(4]$

M4;EX_FJ,"T&4.F=8EA[3TF-.NO72)SVFI<>TW(.\<@XL9;M; MU9DF(U#[L,HK8C[G8 %0.\$5W8C)V\9%F(*:,6YV4*86?7H,IH?O**&8,E.< M2_B[%EU(D?

>#Z8"'>N,Y?! E@+DJC)3]7#IXD.-L,CZUH&V^B\HT566(@P7 M5(W:M]U410+;EPO4O!*YUJWU%HHCX5?+,W(/-RJ#MQRU2$I+'2]QH8<1A\1-"[\VE*[V ;KL73R

MP&8WTV7:1\.H<5LQC(<[_@%28' MN;#=B<>8;NQO-I2M5+AD.A)Y2-HR:3I.VM) .(V:2#B17A+2Y3AMKF^-T+0# M$^_@[-@:!ARE\8Y /(=#LG-GO0*

KIN4MR9H@X"!G$/'2P0-Y%H-Y"(7E.O M9NZH$5[.?6U=#"= Z@:QQ."A=E!,8MM1:? 7FZC_-0?\]YX?/&Y4Z@\O<#&@ M@05ZV/<95PC_NM7 D"K6Y?

P%&*]#@;18[KT2=!&X.28.H$[#L,+*3<3Q@O. M,Z10%A@<\K(.B]QX^[Z:@^\0<.%53 _+E93]""C,! MW3"6N.G(-*MN$2W>& MF4]LT#IZ3\]UW>=($5;3H%Y?W;F%)=A5*?

EI@YV)PV0=M0M+;O:DJ%UP+^O@1\;]()DM_@6^!4(3?&EF6*0G$V@*H(958 DTL;"D9^QZNXD'=P+-%[7X3 M5Z3GHO@F"/&OH5J,-=2=U1Q,A4L^]-&]/KK71_>ZV>?

3/KKWHT3WOE#2WY-< M;XB$&J^_X^1G4ZHZ:3$]J 4LG3 &ZY(E)\ISG#S1VWYI"P< C^0-#/C)4L6 MMIPD-\RE+%8)L14"S'XW0Q/6%M"!4S:^NKV-

U#Q>@S=M\'0H7'INKH"&3G[-ML];@8OFS*E-E77(WI$*Q1!'$9ALI>DR'F#%#=H,O[]3TOO$3"'6B,L>FD@:U MJ%1FO%A^4\/9ZWRFP=Q8\

[KI_&PNCK>M$>F%EO4@\%U]&R2C, ^/4M0XW#'EQ M,!)WF8,F^VNZ':V=#D_-WL>*YR9F8\HHY=\KLR4;&.#F@W^(;K\O-8&LLRV ME8K801KX;

(HG@RZ,^2VNB)A[M1G>Y0"9?4)$"@3P4*@1*VOD'OLK]\7=? MK:)9SBAJJ'U$JG-1T_D6Q[C@0%ZI635K+P;&O08;\W9SWEX3!KB%^GW;%.'^ M;'R;LT%150KM-

!+NUYP'WPG^P-(#L=^N(]#A*LL*48\166;6(.$[HH1J(@(V_>P72SUGJERHK6\?#PJ?*UIJN3*NUG4SM\S*AF9D(QH(G"OAD$NP-M]

(6^Y.+NJ_!ZM8/6%7='A:AS2@]JWH7.)A8]H*M"3# .+;FEK>(2V>A[AG,(-M4R/L'O6_M5UK&TR;7O4(X/,CL06B^8*LA,-AW4LB)UG7,@";,LEM13"KX2 : M,)Y*KOHK+X4%="FK:?

H0(^@JQB%:8J)+45>QMLU_.0AN%RK4P^!218K M'IEYF&1*8?N.,;7P#<9]UKB7L-:_8YH>;DF.'"*N]6!06WGBAL&@(L(Q^6* MYQ'Y.YH>1@\R@DA+]1E99);)TG&(N%-

\PH6B4+]*0%VB25KXN#!?FQ<-@==W)D, /N M@T]]*D//G7[^)_UP:[fVG_3WZ#!# M@]1W3D!D'*VO=7>=1U9C?N)4L..6LVK#-?MNG=+W-'H+DSWCR89.]?,Z-^X=

M+2=/=EU?O(V8l.5G7KK,5!V[FG6="B]W*#!A6!51\-M"<81=:YQ[,/Q5[A,EJKN:)/KDD]%6-XN*F$5)76#^H1#0BOJ0L]$V M.TV>;BS1#/ARO$8*!

(7:C";Z"+EH6<6]1UPH=/RF/GF*M"&,Z&"2&OQT?!=Y MG8*W40]?QH0.HBJ/K#<_@(\'KF3@25R(D'E@X3.R[#Y@W8!V:YN'3&$G>$1C MPDUL]BRNUUD4AFQH-

NN*"'($WFLA'IFR7##2%@[C%%WJWMU=Z+;U-@HQ65ZU-ML@D24Y6O9QG$-1RFJ*&&U+G%'2_SM1-),4*U2C?2L]DC07G'M=NYXV%^<-8? M;94.[J++:2-=MUV7$-

"0ZTO!R^(T#5AQ/=:_D_.SJ 3#D]LYQEJ?N7?8IQS\E M,+TE%E'V28#WGD-5-EE$(T98Y5A[)B'Q08&[O.#JEGW!X'O?M2;BP),9<;4F M[0Z2A8!P!2Q$*K(,\5+8*4[%T4#8]

18R<)3*Y)M81C>A MO%[$]2+NAQ5QS_]31=S/(YTLX,>TG*6O_A[02P$"%,4 " "1@DQ: UQ% M&14% "Q6P %P @ $ 96YT9RTQ,C,Q,C R-'AE>#(Q M,2YH=&U02P$"%,4 "

"1@DQ:1@4],\@" !@" %P M@ %*!0 96YT9RTQ,C,Q,C R-'AE>#(S,2YH=&U02P$"% ,4 " "1@DQ: M9J(W AT& ">+P %P @ %'" 96YT9RTQ,C,Q,C R-'AE M>#(T,2YH=&U02P$"% ,4 " "1@DQ:.3LSJ8D' !M(P %P M @ &9#@ 96YT9RTQ,C,Q,C R-'AE>#,Q,2YH=&U02P$"% ,4 " "1 M@DQ:EQS.RW\' !8(P %P @ %7%@ 96YT9RTQ,C,Q,C R M-

'AE>#,Q,BYH=&U02P$"% ,4 " "1@DQ:X3)|S88$ *$@ %P M @ $+'@ 96YT9RTQ,C,Q,C R-'AE>#,R,2YH=&U02P$"% ,4 M" "1@DQ:., ^P;GL$ -$@ %P @ '&(@ 96YT9RTQ,C,Q,C Q M,C

R-'AE>#,R,BYH=&U02P$"% ,4 " "1@DQ:R=9PO1@2 P"H;B8 $0 M @ %V)P 96YT9RTR,#(T,3(S,2YH=&U02P$"% ,4 " "1 M@DQ:C6$M9 7 #=#0$ $0 @ &]:0, 96YT9RTR,#

(T,3(S M,2YX&UL4$L! A0#% @ D8),6EJ* MFA00E@ !Z@& !4 (!"WT# &5N=&&UL M4$L! A0#% @ D8),6L' " 6XQ"0!E>&AI8FET,3 S-&9O M " 2S*"0!E>&AI8FET,3 S M-

V9ODC !Z M]@ '@ @ %,\0D 97AH:6)I=#$Y,6EN XML 141 entg-20241231_htm.xml IDEA; XBRL DOCUMENT 0001101302 2024-01-012024-12-31 0001101302 2024-06-29 0001101302 2025-02-05 0001101302 2024-09-292024-12-31 0001101302 2024-12-31 0001101302 2023-12-31 0001101302 2023-01-012023-12-31 0001101302 2022-01-012022-12-31 0001101302 us-gaap:RetainedEarningsMember 2024-01-012024-12-31 0001101302 us-gaap:RetainedEarningsMember 2023-01-012023-12-31 0001101302 us-gaap:RetainedEarningsMember 2022-01-012022-12-31 0001101302 us-gaap:CommonStockMember 2021-12-31 0001101302 us-gaap:TreasuryStockCommonMember 2021-12-31 0001101302 us-gaap:AdditionalPaidInCapitalMember 2021-12-31 0001101302 us-gaap:RetainedEarningsMember 2021-12-31 0001101302 us-gaap:AccumulatedTranslationAdjustmentMember 2021-12-31 0001101302 us-gaap:AccumulatedDefinedBenefitPlansAdjustmentMember 2021-12-31 0001101302 us-gaap:AccumulatedGainLossNetCashFlowHedgeParentMember 2021-12-31 0001101302 2021-12-31 0001101302 us-gaap:CommonStockMember 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2024-12-03 iso4217:USD shares iso4217:USD shares purefalse2024FY0001101302--12-31151126743183000000000http://fasb.org/us-gaap/2024#OperatingLeaseRightOfUseAssethttp://fasb.org/us-gaap/2024#FinanceLeaseRightOfUseAssethttp://fasb.org/us-gaap/2024#OtherLiabilitiesCurrenthttp://fasb.org/us-gaap/2024#OtherLiabilitiesCurrenthttp://fasb.org/us-gaap/2024#OperatingLeaseLiabilityNoncurrenthttp://fasb.org/us-gaap/2024#FinanceLeaseLiability2025-01-012025-01-0110-Ktrue2024-12-31false001-32598Entegris, Inc.DE41-1941551129 Concord RoadBillericaMA01821978436-6500Common Stock, $0.01 Par ValueENTGNASDAQYesNoYesYesLarge Acceleratedfilerfalsefalsetruefalsefalse1830000000051126743KPMG LLPMinneapolis, Minnesota185 Risk management and strategy   As a key supplier in the semiconductor ecosystem, security and risk management of our technology systems and processes is critical to ensuring our ability to serve our customers without interruption.   Management of Cybersecurity Risks   Our management of cybersecurity risks is integrated into our Company-wide enterprise risk management program.   As part of this process, our risk management team works closely with our IT department to identify and evaluate potential cybersecurity risks to the Company and to develop controls to mitigate and protect against those risks. Each quarter, our Chief Information Security Officer ("CISO") presents an overview of the Company's cybersecurity risk landscape to our Enterprise Risk Management Committee, which includes our Executive

Leadership Team and Vice President, Internal Audit. In addition, our CISO Council, which includes our CISO and our Chief Information and Digital Officer ("CIDO"), holds meetings with our Executive Leadership Team on a quarterly basis to review these cybersecurity risks and mitigation measures in further detail.
 Our cybersecurity risk management program is aligned with the National Institute of Standards and Technology Cybersecurity Framework. We identify key assets that are critical to our business and assess potential cyber threats and vulnerabilities associated with those assets and the operations they enable. Following that assessment, we implement strategies and design controls to manage those risks. For example, we use single sign-on to limit access to our networks and multi-factor authentication to verify users' identities. We also continuously monitor our systems and networks to protect against internal and external threat actors. We have policies and procedures in place, such as our Privileged Access Management process, to limit and control access to our confidential information by our vendors and other third parties. We also conduct due diligence and reviews of cybersecurity policies of third parties that access our systems or data. Additionally, we are focused on segregating our manufacturing processes from the Company's other networks to minimize the risk of interruptions to our manufacturing operations resulting from cyber breaches. To increase our employees' vigilance of cybersecurity risks and educate them on best practices relating to those risks, we conduct cybersecurity trainings and awareness campaigns, such as quarterly phishing campaigns.
 Engagement of Third Parties   Given the complex and evolving nature of cybersecurity threats, the Company periodically engages third parties to assist us in evaluating our security vulnerabilities and developing and maintaining effective cybersecurity risk management. Partnering with third parties enables us to leverage specialized knowledge and insights, ensuring our cybersecurity strategies and processes are well-designed and effective. For example, in 2023, we engaged a global law firm to conduct an external assessment of our cybersecurity governance framework and processes and provide recommendations to improve our cybersecurity readiness and posture. We also work with third party specialists who perform threat and vulnerability assessments, such as penetration testing, and develop strategies to mitigate cybersecurity-related risks.   Oversight of Third-Party Risk We are aware of the cybersecurity risks associated with engaging third-party service providers. To mitigate such risks, we conduct security assessments of high-risk third-party providers before engagement and maintain ongoing monitoring to ensure compliance with our cybersecurity standards. The monitoring includes ongoing assessments by our security engineers. This approach is designed to mitigate risks related to data breaches or other security incidents originating from third parties.   Risks from Cybersecurity Threats
 The Company's information and operational technology systems and its third-party providers' systems have been, and will likely continue to be, subject to cybersecurity threats, such as computer viruses or other malicious codes, ransomware, unauthorized access attempts, business email compromise, cyber extortion, denial of service attacks, phishing, social engineering, hacking and other cyberattacks attempting to exploit vulnerabilities.
 To date, the Company is not aware that its business or operations have been, or are reasonably likely to be, materially impacted by these cyberattacks. However, the Company's security efforts and the efforts of its third-party providers may not prevent or timely detect attacks and resulting breaches or breakdowns of the Company's, or its third-party service providers', databases or systems.
 Governance   Board of Directors' Oversight   The Audit and Finance Committee (the "Audit and Finance Committee") of our Board of Directors is responsible for reviewing and monitoring general IT and cybersecurity matters, including related risks, and reporting to the Board its determinations, actions and recommendations related thereto. Our Audit and Finance Committee is composed of independent directors with extensive executive leadership and risk management experience. Our CISO, together with our CIDO, provide quarterly updates to our Audit and Finance Committee regarding the cybersecurity risk landscape, specific risks affecting the Company and solutions to mitigate those risks, and legal and regulatory requirements relating to cybersecurity. These updates assist the Board in performing its oversight and risk management function. In addition, the full Board receives an annual report on cybersecurity directly from the CISO.   Management's Role Managing Risk   Our CISO is responsible for the implementation, operation and monitoring of our cybersecurity risk management program. Our current CISO, who reports to our CIDO, has over 20 years of experience managing the IT and cybersecurity operations within large, global organizations. His extensive experience assessing and mitigating cybersecurity risk, implementing governance structures and developing employee training programs is critical in developing and executing our cybersecurity strategies.
 Monitoring of Cybersecurity Incidents   Our Cybersecurity Incident Response Plan establishes how we monitor and respond to cybersecurity incidents impacting our environment. The CISO works closely with members of our Executive Leadership Team and his cybersecurity team to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. We engage a third-party managed security services provider (MSSP) to provide 24/7 continuous monitoring of the Company's IT and operational technology environments for potential cybersecurity incidents. In the event such an incident is identified by our MSSP or any of our employees, our cybersecurity team assigns it a severity classification and escalates the incident accordingly. Depending on the severity of the incident, certain key personnel are notified and work together to further investigate the incident and take actions to respond, which may include engaging with external specialists, regulatory authorities and our cybersecurity insurance carrier. The CISO receives regular updates on all incidents and incident responses, which the CISO shares with our Executive Leadership Team on a weekly basis. Our cybersecurity team conducts a post-incident review of all major cybersecurity incidents, which review includes identification of vulnerabilities, assessment of the incident's impact on the Company and recommendations to help prevent similar incidents in the future.
 See "Item 1A. Risk Factors" for a more detailed description of the cybersecurity risks we face. KPMG LLPfalsefalsefalsefalseKPMG LLPMinneapolis,
Minnesota32921300045692900049531200045705200063808000060705100039613000638790005519000278753000108567000113663000161630400019773270001622926000721170004293200036915040003408594000839462000088125910003241208000352392600032820330001754489000202632100018856200001486719000149760500013964130004841300038160000-933000-41400002927870001806690002089200001.941.211.471.931.201.461509460001499000001422940001518400001509450001431460002927870001806690002089200000-15750000-12797000-10220000324000-397000-1139000-3824000-508500010520000-13111000-17435000360690000-29185000-29835000269880002636020001508340002359080001357190000-20200013551700013570000-71120008798450008797600000-38863000-12222000017137810006920006920007000-66590000000-665200000665780000000665780001292800012928000129000012655610000000126569000000.400005730500000005730500000000036069000360690000000000-11390000-11390000000-10220000000-10220000000020892000000020892000014933900000-20200014913700014930000-71120002205325000103139100049083000-83000360690003218000000122700012270001300003867100000003868400000613710000000613710000.400006029500000602950000000017435000-17435000000000-3970000-3970000000-12797000000-12797000000180669000000180669000150566000-20200015036400015060000-71120002305367000115176500061880000314000186340003408594000758000758000700001411700000001412400000658590000000658590000.400006067500000060675000000000-13111000-13111000000003240000324000000000-1575000000-1575000000002927870000000292787000151324000-20200015112200015130000-71120002385343000138387700007763000010000552300036915040002927870001806690002089200001881200001726830001353710001901190002144770001439530006585900061371000665770000061932000078902000-145606000-10274400001152170000-13386000-27865000-32870004311000-23839000012967000304640000018475400003988500038184000288960001498500021243000157250000-5810000-23341000-28733000490310000608000596430007670800000-10275100020333500088700000-14633000153650005440000119120001364100078890000-10177000217510000-54360001154000-11982000631721006444760003631290003156060004568470004661920000044749250002507890008149600000019115100002262000-38070004592000-67079000553071000-4945709000140000000047600000014000000013500000003410000002245370002174490004940753000848311000133867500014500000000347500009948800006058300060021842000-1391000-1101000-688987000-12975430004755357000-3371000-6514000-11903000-127716000-10651000016087400045692900056343900040256500032921300045692900056343900000126569000016912000149140001084600005474000057579000205730002829500F SIGNIFICANT ACCOUNTING POLICIES Nature of Operations Entegris, Inc. ("Entegris", the "Company", "we", or "our") is a leading supplier of advanced materials and process solutions for the semiconductor and other high-technology industries. Principles of Consolidation The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. Intercompany profits, transactions and balances have been eliminated in consolidation. Use of Estimates and Basis of Presentation The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, Entegris evaluates its estimates, including those related to receivables, inventories, property, plant and equipment, goodwill, intangible assets, accrued liabilities, income taxes and share-based compensation, among others. Actual results could differ from those estimates. Reclassifications of certain prior year amounts have been made to conform to the current year presentation. Cash and Cash Equivalents Cash and cash equivalents include cash on hand and highly-liquid debt securities with original maturities of three months or less, which are valued at cost and approximate fair value. Allowance for Credit Losses An allowance for uncollectible trade receivables is

estimated based on a combination of write-off history, aging analysis and any specific, known troubled accounts. The Company maintains an allowance for credit losses that management believes is adequate to cover expected losses on trade receivables. Inventories Inventories are stated at the lower of cost and net realizable value. Cost is determined by the first-in, first-out (FIFO) method. The Company records a charge to cost of sales for excess and obsolete inventory to reduce the carrying value of inventories to net realizable value. Leases The Company determines if an arrangement is a lease at inception. Right-of-use (ROU) assets include operating and financing leases. Short-term operating lease liabilities are classified in "Other accrued liabilities" and long-term operating lease liabilities are classified in "Long-term lease liability - Operating lease" in the consolidated balance sheet. Short-term finance leases are classified in "Other accrued liabilities" and long-term finance lease liabilities are classified in "Long-term lease liability - Finance lease" in our consolidated balance sheet. Lease assets and liabilities greater than 12 months are recognized at commencement date based on the present value of the lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. The ROU assets include prepaid lease payments and exclude lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Leases with an original term of 12 months or less are not recorded in the accompanying consolidated balance sheet. Lease and non-lease components are generally accounted for separately for real estate leases. For non-real estate leases, we account for the lease and non-lease components as a single lease component. Property, Plant and Equipment Property, plant and equipment are carried at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. When assets are retired or disposed of, the cost and related accumulated depreciation are removed from the accounts, and gains or losses are recognized in the same period. Maintenance and repairs are expensed as incurred, while significant additions and improvements are capitalized. Long-lived assets, including property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable based on estimated future undiscounted cash flows. The amount of impairment, if any, is measured as the difference between the net book value and the estimated fair value of the asset(s). Fair Value of Financial Instruments The carrying value of cash equivalents, accounts receivable, accounts payable, accrued payroll and related benefits, and other accrued liabilities approximates fair value due to the short maturity of those instruments. Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three-level hierarchy for disclosure is based on the extent and level of judgment used to estimate fair value. Level 1 inputs consist of valuations based on quoted market prices in active markets for identical assets or liabilities. Level 2 inputs consist of valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in an inactive market, or other observable inputs. Level 3 inputs consist of valuations based on unobservable inputs that are supported by little or no market activity. Goodwill and Intangible Assets Goodwill represents the excess of acquisition costs over the fair value of the net assets of businesses acquired. Goodwill is not subject to amortization, but is tested for impairment annually at August 31, the Company's annual testing date, and whenever events or changes in circumstances indicate that impairment may have occurred. In performing the Company's annual goodwill impairment test, the Company is permitted to first assess qualitative factors to determine whether it is more likely than not that the fair value of the Company's reporting unit exceeds its carrying amount, including goodwill. In performing the qualitative assessment, the Company considers certain events and circumstances specific to the reporting unit and to the entity as a whole, such as macroeconomic conditions, industry and market considerations, overall financial performance and cost factors when evaluating whether it is more likely than not that the fair value of the reporting unit exceeds its carrying amount. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative assessment. If the Company chooses to undertake the qualitative assessment and concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the Company would then proceed to the quantitative impairment assessment. In the quantitative assessment, the Company compares the fair value of the reporting unit to its carrying amount, which includes goodwill. If the fair value exceeds the carrying value, no impairment loss exists. If the fair value is less than the carrying amount, a goodwill impairment loss is measured and recorded. Amortizable intangible assets include, among other items, patented, unpatented and other developed technology and customer-based intangibles, and are amortized using the straight-line method over their respective estimated useful lives. The Company reviews intangible assets and other long-lived assets for impairment if changes in circumstances or the occurrence of events suggest the remaining value may not be recoverable. Derivative Financial Instruments The Company is exposed to various market risks, including risks associated with interest rates and foreign currency exchange rates. We enter into certain derivative transactions to mitigate the volatility associated with these exposures. We have policies in place that define acceptable instrument types we may enter into and we have established controls to limit our market risk exposure. We do not use derivative financial instruments for trading or speculative purposes. In addition, all derivatives, whether designated in hedging relationships or not, are recorded on the consolidated balance sheets at fair value on a gross basis. Interest Rate Swap The fair value of the interest rate swap is estimated using standard valuation models using market-based observable inputs over the contractual term, including one-month Secured Overnight Financing Rate ("SOFR") based yield curves, among others. We consider the risk of nonperformance, including counterparty credit risk, in the calculation of the fair value. We have designated this swap agreement as a cash flow hedge. As a cash flow hedge, unrealized gains are recognized as assets and unrealized losses are recognized as liabilities. Unrealized gains and losses are designated as effective or ineffective based on a comparison of the changes in fair value of the interest rate swap and changes in fair value of the underlying exposures being hedged. The effective portion is recorded as a component of accumulated other comprehensive loss, while the ineffective portion is recorded as a component of Interest expense. Changes in the method by which we pay interest from one-month SOFR to another rate of interest could create ineffectiveness in the swap, and result in amounts being reclassified from other comprehensive income (loss) into net income. Hedge effectiveness is tested quarterly to determine if hedge treatment is appropriate. Realized gains and losses are recorded on the same financial statement line as the hedged item, which is Interest expense. Foreign Currency Contracts Not Designated as Hedges On a periodic basis, we enter into forward foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting; therefore, the gains and losses resulting from the impact of currency exchange rate movements on our forward foreign exchange contracts are recognized as Other expense (income), net in the accompanying consolidated statements of operations in the period in which the exchange rates change. Foreign Currency Translation Assets and liabilities of certain foreign subsidiaries are translated from foreign currencies into U.S. dollars at period-end exchange rates, and the resulting gains and losses arising from translation of net assets located outside the U.S. are recorded as a cumulative translation adjustment, a component of accumulated other comprehensive loss in the consolidated balance sheets. Income statement amounts are translated at the average exchange rates for the year. Translation adjustments are not adjusted for income taxes, as substantially all translation adjustments relate to permanent investments in non-U.S. subsidiaries. Gains and losses resulting from foreign currency transactions are included in Other expense (income), net, in the Company's consolidated statements of operations. Revenue Recognition Revenue is measured based on consideration specified in a contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of sales. The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less. When the Company receives consideration, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of a sales contract, the Company records deferred revenue, which represents a contract liability. Such deferred revenue typically results from advance payments received on sales of the Company's products. The Company makes the required disclosures with respect to deferred revenue in Note 2 to the consolidated financial statements. The Company does not disclose information about remaining performance obligations that have original expected durations of one year or less. The following is a description of principal activities from which the Company generates its revenues. The Company has two reportable segments. For more detailed information about reportable segments, see Note 20 to the consolidated financial statements. For each of the two reportable segments, the recognition of revenue regarding the nature of goods and services provided by the segments are similar and described below. The Company recognizes revenue for product sales at a point in time following the transfer of control of such products to the customer, which generally occurs upon shipment or delivery, depending on the terms of the underlying contracts. For product sales contracts that contain multiple performance obligations, the Company allocates the transaction price to each performance obligation identified in the contract based on relative standalone selling prices, or estimates of such prices, and recognizes the related revenue as control of each individual product is transferred to the customer in satisfaction of the corresponding performance obligations. All material revenue is being recognized at a point in time. The Company generally recognizes revenue for sales of services when the Company has satisfied the performance obligation. The payment terms and revenue recognized are based on time and materials. The Company also enters into arrangements to license its intellectual property. These arrangements typically permit the customer to use a specialized manufacturing process and in return the Company receives a royalty fee. The Company recognizes revenue for a sales-based or usage-based royalty promised in exchange for a license of intellectual property when the subsequent sale or usage occurs. The Company offers certain customers cash discounts and volume rebates as sales incentives. The discounts and volume rebates are recorded as a reduction in sales at the time revenue is recognized

in an amount estimated based on historical experience and contractual obligations. The Company periodically reviews the assumptions underlying its estimates of discounts and volume rebates and adjusts its revenues accordingly. In addition, the Company offers free product rebates to certain customers. The Company utilizes an adjusted market approach to estimate the stand-alone selling price of the loyalty program and allocates a portion of the consideration received to the free product offering. The free product offering is redeemable upon future purchases of the Company's products. The amount associated with free product rebates is recorded as deferred revenue on the balance sheet and is recognized as revenue when the free product is redeemed or when the likelihood of redemption is remote. The Company has deemed that the amount is immaterial for disclosure. The Company provides for the estimated costs of fulfilling its obligations under product warranties at the time the related revenue is recognized. The Company estimates the costs based on historical failure rates, projected repair costs, and knowledge of specific product failures (if any). The specific warranty terms and conditions vary depending upon the product sold and the country in which we do business, but generally include parts and labor over a period generally ranging from 90 days to one year. The Company regularly reevaluates its estimates to assess the adequacy of the recorded warranty liabilities and adjusts the amounts as necessary. The Company's contracts are generally short-term in nature. Most contracts do not exceed twelve months. Payment terms vary by the type and location of the Company's customers and the products or services offered. The term between invoicing and when payment is due is not significant. For certain products or services and customer types, the Company requires payment before the products or services are delivered to the customer. Those customers that prepay are represented by the contract liabilities until the performance obligations are satisfied. Engineering, Research and Development Expenses Engineering, research and development expenses are expensed as incurred. Share-Based Compensation The Company measures the cost of employee services received in exchange for the award of equity instruments based on the fair value of the award at the date of grant. Share-based compensation expense is recognized using the straight-line attribution method to recognize share-based compensation over the service period of the award, with adjustments recorded for forfeitures as they occur. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis. Government Grants The Company entered into certain incentive arrangements with the state of Colorado and U.S. Department of Commerce. We account for funds we receive from government grants by either reducing the costs of the assets (if the grant relates to capital expenditures) or expenses which could be Cost of goods sold, Selling, general and administrative, and Research and development expenses in the consolidated statements of income once the conditions and restrictions of the grant have been met and payment has been received. Income Taxes The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined on the basis of the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income tax expense in the period that includes the enactment date. The Company recognizes deferred tax assets to the extent that it believes these assets are more likely than not to be realized. A valuation allowance is recorded to reduce deferred tax assets when it is more likely than not that the Company would not be able to realize all or part of its deferred tax assets. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes. The Company's policy for recording interest and penalties associated with audits and unrecognized tax benefits is to record such items as a component of income before taxes. Penalties and interest to be paid or received are recorded in other expense (income), net, in the statement of operations. Comprehensive Income Comprehensive income represents the change in equity resulting from items other than shareholder investments and distributions. The Company's foreign currency translation adjustments, unrealized gains and losses on available-for-sale investments, interest rate swap - cash flow hedge and minimum pension adjustments are included in accumulated other comprehensive loss. Comprehensive income and the components of accumulated other comprehensive loss are presented in the accompanying consolidated statements of comprehensive income and consolidated statements of equity. Recent Accounting Pronouncements Adopted During the year ended December 31, 2024, the Company adopted Accounting Standards Update (ASU) 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". This update enhances segment reporting by requiring additional disclosures, including disclosure of significant segment expenses, identification of the Chief Operating Decision Maker (CODM) and their use of segment profit or loss measures, and enhanced interim reporting requirements. The Company applied the guidance retrospectively to all periods presented. These changes did not impact the Company's consolidated financial results but improved transparency for users of the financial statements. See Note 20 to the consolidated financial statements for further details. Recent Accounting Pronouncements Yet to be Adopted In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. The updated standard is effective for our annual reporting periods beginning in fiscal year 2025. The Company is currently evaluating the impact of this standard on our consolidated financial statements and related disclosures. In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires public companies to disclose, in interim and annual reporting periods, additional information about certain expenses in the notes to financial statements. The amendments in this ASU are effective for our annual reporting periods beginning in fiscal 2027 and interim reporting periods beginning in the first quarter of fiscal year 2028, with early adoption permitted. We are currently evaluating the impact of this ASU on our consolidated financial statements and related disclosures. The Company currently has no other material recent accounting pronouncements yet to be adopted. Nature of Operations Entegris, Inc. ("Entegris", the "Company", "we", or "our") is a leading supplier of advanced materials and process solutions for the semiconductor and other high-technology industries.Principles of Consolidation The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. Intercompany profits, transactions and balances have been eliminated in consolidation.Use of Estimates and Basis of Presentation The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, Entegris evaluates its estimates, including those related to receivables, inventories, property, plant and equipment, goodwill, intangible assets, accrued liabilities, income taxes and share-based compensation, among others. Actual results could differ from those estimates. Reclassifications of certain prior year amounts have been made to conform to the current year presentation. Cash and Cash Equivalents Cash and cash equivalents include cash on hand and highly-liquid debt securities with original maturities of three months or less, which are valued at cost and approximate fair value. Allowance for Credit Losses An allowance for uncollectible trade receivables is estimated based on a combination of write-off history, aging analysis and any specific, known troubled accounts. The Company maintains an allowance for credit losses that management believes is adequate to cover expected losses on trade receivables. Inventories Inventories are stated at the lower of cost and net realizable value. Cost is determined by the first-in, first-out (FIFO) method. The Company records a charge to cost of sales for excess and obsolete inventory to reduce the carrying value of inventories to net realizable value. Leases The Company determines if an arrangement is a lease at inception. Right-of-use (ROU) assets include operating and financing leases. Short-term operating lease liabilities are classified in "Other accrued liabilities" and long-term operating lease liabilities are classified in "Long-term lease liability - Operating lease" in the consolidated balance sheet. Short-term finance leases are classified in "Other accrued liabilities" and long-term finance lease liabilities are classified in "Long-term lease liability - Finance lease" in our consolidated balance sheet. Lease assets and liabilities greater than 12 months are recognized at commencement date based on the present value of the lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. The ROU assets include prepaid lease payments and exclude lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Leases with an original term of 12 months or less are not recorded in the accompanying consolidated balance sheet. Lease and non-lease components are generally accounted for separately for real estate leases. For non-real estate leases, we account for the lease and non-lease components as a single lease component. Property, Plant and Equipment Property, plant and equipment are carried at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. When assets are retired or disposed of, the cost and related accumulated depreciation are removed from the accounts, and gains or losses are recognized in the same period. Maintenance and repairs are expensed as incurred, while significant additions and improvements are capitalized. Long-lived assets, including property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable based on estimated future undiscounted cash flows. The amount of impairment, if any, is measured as the difference between the net book value and the estimated fair value of the asset(s). Fair Value of Financial Instruments The carrying value of cash equivalents, accounts receivable, accounts payable, accrued payroll and related benefits, and other accrued liabilities approximates fair value due to the

short maturity of those instruments. Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The three-level hierarchy for disclosure is based on the extent and level of judgment used to estimate fair value. Level 1 inputs consist of valuations based on quoted market prices in active markets for identical assets or liabilities. Level 2 inputs consist of valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in an inactive market, or other observable inputs. Level 3 inputs consist of valuations based on unobservable inputs that are supported by little or no market activity. Goodwill and Intangible Assets Goodwill represents the excess of acquisition costs over the fair value of the net assets of businesses acquired. Goodwill is not subject to amortization, but is tested for impairment annually at August 31, the Company's annual testing date, and whenever events or changes in circumstances indicate that impairment may have occurred. In performing the Company's annual goodwill impairment test, the Company is permitted to first assess qualitative factors to determine whether it is more likely than not that the fair value of the Company's reporting unit exceeds its carrying amount, including goodwill. In performing the qualitative assessment, the Company considers certain events and circumstances specific to the reporting unit and to the entity as a whole, such as macroeconomic conditions, industry and market considerations, overall financial performance and cost factors when evaluating whether it is more likely than not that the fair value of the reporting unit exceeds its carrying amount. The Company is also permitted to bypass the qualitative assessment and proceed directly to the quantitative assessment. If the Company chooses to undertake the qualitative assessment and concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the Company would then proceed to the quantitative impairment assessment. In the quantitative assessment, the Company compares the fair value of the reporting unit to its carrying amount, which includes goodwill. If the fair value exceeds the carrying value, no impairment loss exists. If the fair value is less than the carrying amount, a goodwill impairment loss is measured and recorded. Amortizable intangible assets include, among other items, patented, unpatented and other developed technology and customer-based intangibles, and are amortized using the straight-line method over their respective estimated useful lives. The Company reviews intangible assets and other long-lived assets for impairment if changes in circumstances or the occurrence of events suggest the remaining value may not be recoverable. Derivative Financial Instruments The Company is exposed to various market risks, including risks associated with interest rates and foreign currency exchange rates. We enter into certain derivative transactions to mitigate the volatility associated with these exposures. We have policies in place that define acceptable instrument types we may enter into and we have established controls to limit our market risk exposure. We do not use derivative financial instruments for trading or speculative purposes. In addition, all derivatives, whether designated in hedging relationships or not, are recorded on the consolidated balance sheets at fair value on a gross basis. Interest Rate Swap The fair value of the interest rate swap is estimated using standard valuation models using market-based observable inputs over the contractual term, including one-month Secured Overnight Financing Rate ("SOFR") based yield curves, among others. We consider the risk of nonperformance, including counterparty credit risk, in the calculation of the fair value. We have designated this swap agreement as a cash flow hedge. As a cash flow hedge, unrealized gains are recognized as assets and unrealized losses are recognized as liabilities. Unrealized gains and losses are designated as effective or ineffective based on a comparison of the changes in fair value of the interest rate swap and changes in fair value of the underlying exposures being hedged. The effective portion is recorded as a component of accumulated other comprehensive loss, while the ineffective portion is recorded as a component of Interest expense. Changes in the method by which we pay interest from one-month SOFR to another rate of interest could create ineffectiveness in the swap, and result in amounts being reclassified from other comprehensive income (loss) into net income. Hedge effectiveness is tested quarterly to determine if hedge treatment is appropriate. Realized gains and losses are recorded on the same financial statement line as the hedged item, which is Interest expense. Foreign Currency Contracts Not Designated as Hedges On a periodic basis, we enter into forward foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting; therefore, the gains and losses resulting from the impact of currency exchange rate movements on our forward foreign exchange contracts are recognized as Other expense (income), net in the accompanying consolidated statements of operations in the period in which the exchange rates change. Foreign Currency Translation Assets and liabilities of certain foreign subsidiaries are translated from foreign currencies into U.S. dollars at period-end exchange rates, and the resulting gains and losses arising from translation of net assets located outside the U.S. are recorded as a cumulative translation adjustment, a component of accumulated other comprehensive loss in the consolidated balance sheets. Income statement amounts are translated at the average exchange rates for the year. Translation adjustments are not adjusted for income taxes, as substantially all translation adjustments relate to permanent investments in non-U.S. subsidiaries. Gains and losses resulting from foreign currency transactions are included in Other expense (income), net, in the Company's consolidated statements of operations. Revenue Recognition Revenue is measured based on consideration specified in a contract with a customer, and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of sales. The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less. When the Company receives consideration, or such consideration is unconditionally due, from a customer prior to transferring goods or services to the customer under the terms of a sales contract, the Company records deferred revenue, which represents a contract liability. Such deferred revenue typically results from advance payments received on sales of the Company's products. The Company makes the required disclosures with respect to deferred revenue in Note 2 to the consolidated financial statements. The Company does not disclose information about remaining performance obligations that have original expected durations of one year or less. The following is a description of principal activities from which the Company generates its revenues. The Company has two reportable segments. For more detailed information about reportable segments, see Note 20 to the consolidated financial statements. For each of the two reportable segments, the recognition of revenue regarding the nature of goods and services provided by the segments are similar and described below. The Company recognizes revenue for product sales at a point in time following the transfer of control of such products to the customer, which generally occurs upon shipment or delivery, depending on the terms of the underlying contracts. For product sales contracts that contain multiple performance obligations, the Company allocates the transaction price to each performance obligation identified in the contract based on relative standalone selling prices, or estimates of such prices, and recognizes the related revenue as control of each individual product is transferred to the customer in satisfaction of the corresponding performance obligations. All material revenue is being recognized at a point in time. The Company generally recognizes revenue for sales of services when the Company has satisfied the performance obligation. The payment terms and revenue recognized are based on time and materials. The Company also enters into arrangements to license its intellectual property. These arrangements typically permit the customer to use a specialized manufacturing process and in return the Company receives a royalty fee. The Company recognizes revenue for a sales-based or usage-based royalty promised in exchange for a license of intellectual property when the subsequent sale or usage occurs. The Company offers certain customers cash discounts and volume rebates as sales incentives. The discounts and volume rebates are recorded as a reduction in sales at the time revenue is recognized in an amount estimated based on historical experience and contractual obligations. The Company periodically reviews the assumptions underlying its estimates of discounts and volume rebates and adjusts its revenues accordingly. In addition, the Company offers free product rebates to certain customers. The Company utilizes an adjusted market approach to estimate the stand-alone selling price of the loyalty program and allocates a portion of the consideration received to the free product offering. The free product offering is redeemable upon future purchases of the Company's products. The amount associated with free product rebates is recorded as deferred revenue on the balance sheet and is recognized as revenue when the free product is redeemed or when the likelihood of redemption is remote. The Company has deemed that the amount is immaterial for disclosure. The Company provides for the estimated costs of fulfilling its obligations under product warranties at the time the related revenue is recognized. The Company estimates the costs based on historical failure rates, projected repair costs, and knowledge of specific product failures (if any). The specific warranty terms and conditions vary depending upon the product sold and the country in which we do business, but generally include parts and labor over a period generally ranging from 90 days to one year. The Company regularly reevaluates its estimates to assess the adequacy of the recorded warranty liabilities and adjusts the amounts as necessary. The Company's contracts are generally short-term in nature. Most contracts do not exceed twelve months. Payment terms vary by the type and location of the Company's customers and the products or services offered. The term between invoicing and when payment is due is not significant. For certain products or services and customer types, the Company requires payment before the products or services are delivered to the customer. Those customers that prepay are represented by the contract liabilities until the performance obligations are satisfied. Engineering, Research and Development Expenses Engineering, research and development expenses are expensed as incurred. Share-Based Compensation The Company measures the cost of employee services received in exchange for the award of equity instruments based on the fair value of the award at the date of grant. Share-based compensation expense is recognized using the straight-line attribution method to recognize share-based compensation over the service period of the award, with adjustments recorded for forfeitures as they occur. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis. Government Grants The Company entered into certain incentive arrangements with the state of Colorado and U.S. Department of Commerce. We account for funds we receive from government grants by either reducing the costs of the assets (if the grant relates to capital expenditures) or expenses which could be Cost of goods sold, Selling, general and administrative, and Research and development expenses in the consolidated statements of income once the conditions and restrictions of the grant have been met and payment has been received. Income Taxes The Company accounts for income taxes under the asset and liability method,

*which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined on the basis of the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income tax expense in the period that includes the enactment date. The Company recognizes deferred tax assets to the extent that it believes these assets are more likely than not to be realized. A valuation allowance is recorded to reduce deferred tax assets when it is more likely than not that the Company would not be able to realize all or part of its deferred tax assets. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would be able to realize its deferred tax assets in the future in excess of their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes. The Company's policy for recording interest and penalties associated with audits and unrecognized tax benefits is to record such items as a component of income before taxes. Penalties and interest to be paid or received are recorded in other expense (income), net, in the statement of operations. Comprehensive Income Comprehensive income represents the change in equity resulting from items other than shareholder investments and distributions. The Company's foreign currency translation adjustments, unrealized gains and losses on available-for-sale investments, interest rate swap - cash flow hedge and minimum pension adjustments are included in accumulated other comprehensive loss. Comprehensive income and the components of accumulated other comprehensive loss are presented in the accompanying consolidated statements of comprehensive income and consolidated statements of equity. Recent Accounting Pronouncements Adopted During the year ended December 31, 2024, the Company adopted Accounting Standards Update (ASU) 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". This update enhances segment reporting by requiring additional disclosures, including disclosure of significant segment expenses, identification of the Chief Operating Decision Maker (CODM) and their use of segment profit or loss measures, and enhanced interim reporting requirements. The Company applied the guidance retrospectively to all periods presented. These changes did not impact the Company's consolidated financial results but improved transparency for users of the financial statements. See Note 20 to the consolidated financial statements for further details. Recent Accounting Pronouncements Yet to be Adopted In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. The updated standard is effective for our annual reporting periods beginning in fiscal year 2025. The Company is currently evaluating the impact of this standard on our consolidated financial statements and related disclosures. In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires public companies to disclose, in interim and annual reporting periods, additional information about certain expenses in the notes to financial statements. The amendments in this ASU are effective for our annual reporting periods beginning in fiscal 2027 and interim reporting periods beginning in the first quarter of fiscal year 2028, with early adoption permitted. We are currently evaluating the impact of this ASU on our consolidated financial statements and related disclosures. The Company currently has no other material recent accounting pronouncements yet to be adopted. REVENUES The following table provides information about disaggregated net sales by customer category for the years ended December 31, 2024, 2023 and 2022:
 <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:45.537%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.028%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.028%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.028%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.007%"></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">2024</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Semiconductor:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Fabs</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,965,569 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,919,998 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,747,437 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Equipment and Engineering</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">493,501 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">566,806 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">547,956 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Chemical and Materials</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">327,441 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">355,157 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">382,552 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Semi Distributor/Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262,584 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">326,936 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">343,559 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-Semi</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">192,113 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">355,029 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">260,529 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total net sales</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,241,208 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,523,926 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-*

*align:right;vertical-align:bottom">3,282,033 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table provides information about current contract liabilities from contracts with customers. The contract liabilities are included in other accrued liabilities balance in the consolidated balance sheet. <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:67.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.107%"></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">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at beginning of year</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">69,051 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">60,476 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue recognized that was included in the contract liability balance at the beginning of the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(65,064)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(37,830)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Increases due to cash received, excluding amounts recognized as revenue during the period</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,751 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,720 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Contract liabilities included as part of dispositions and held for sale</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,315)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at end of year</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,738 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">69,051 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The following table provides information about disaggregated net sales by customer category for the years ended December 31, 2024, 2023 and 2022:
 <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:45.537%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.028%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.028%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.007%"></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">2024</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Semiconductor:</td><td colspan="3" 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1pt;text-align:right;vertical-align:bottom">382,552 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Semi Distributor/Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262,584 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">326,936 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">343,559 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-Semi</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">192,113 </td><td style="background-color:#ffffff;padding:2px 1pt 2px*

0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">355,029 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">260,529 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total net sales</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,241,208 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,523,926 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,282,033 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1965569000191999800017474370004935010005668060005479560003274410003551570003825520002625840003269360003435590001921130003550290002605200The following table provides information about current contract liabilities from contracts with customers. The contract liabilities are included in other accrued liabilities balance in the consolidated balance sheet. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.905%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.107%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at beginning of year</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">69,051 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">60,476 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue recognized that was included in the contract liability balance at the beginning of the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(65,064)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(37,830)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Increases due to cash received, excluding amounts recognized as revenue during the period</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,751 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,720 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Contract liabilities included as part of dispositions and held for sale</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,315) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at end of year</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,738 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">69,051 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 6905100060476000-65064000-37830000377510005272000006315000417380006905100 During 2023, the Company was exploring market interest in sales of two of our businesses, Electronic Chemicals and a small, industrial specialty chemicals business, both within our Materials Solutions (“MS”) segment. As a result, the Company had triggering events and evaluated goodwill and long-lived assets for impairment.
 Goodwill In 2023, the Company compared the reporting units’ fair value to the carrying amounts, including goodwill. As the reporting units’ carrying amount, including goodwill exceeded fair value, the Company recorded goodwill impairment charges of $115.2 million in 2023. The impairment is classified as goodwill impairment in the Company’s consolidated statement of operations. The goodwill impairment is not deductible for tax purposes. The fair value of the reporting unit was determined using a market and income-based approach. We consider this a Level 3 measurement in the fair value hierarchy. There was no goodwill impairment charge recorded during 2024.
 Long-lived assets, including finite-lived intangible assets The Company compared the estimated undiscounted future cash flows generated by the asset groups to the carrying amount of the asset groups for the reporting units and determined that the undiscounted cash flows were expected to exceed the carrying value on a held and used basis for the EC business but did not for the small, industrial specialty chemical business. As a result, the Company recorded an impairment of $30.5 million in 2023 and $13.0 million in 2024 related to the industrial specialty chemical business. The impairment is classified as selling, general and administrative expenses in the Company’s consolidated statements of operations. The fair value of the reporting unit was determined using a market-based approach. We consider this a Level 3 measurement in the fair value hierarchy. The small, industrial specialty chemical business remains classified as an asset held-for-sale as of December 31, 2024; see Note 5 for further discussion. 11520000030500000013000000 CMC Materials, Inc. On July 6, 2022, the Company completed its acquisition of CMC Materials, Inc. (“CMC Materials”), a Delaware corporation, for approximately $6.0 billion in cash and stock (the “Acquisition”) pursuant to an Agreement and Plan of Acquisition dated as of December 14, 2021 (the “Acquisition Agreement”). As a result of the Acquisition, CMC Materials became a wholly owned subsidiary of the Company. The Acquisition was accounted for under the acquisition method of accounting and the results of operations of CMC Materials are included in the Company’s consolidated financial statements as of and since July 6, 2022. CMC Materials reports into the MS segment of the Company. Direct costs of $39.5 million associated with the acquisition of CMC Materials, consisting primarily of professional and consulting fees, were expensed as incurred in the twelve months ended December 31, 2022, respectively. These costs are classified as selling, general and administrative expense in the Company’s consolidated statement of operations. The amounts of net sales and net loss from CMC Materials since the acquisition date included in the consolidated statement of operations for the twelve months ended December 31, 2022 are $581.0 million and $75.8 million, respectively.
 The purchase price of CMC Materials consisted of the following:
 <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:78.285%"></td><td style="width:0.1%"></td>

<td style="width:1.0%"></td><td style="width:19.515%"></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:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid to CMC Materials' shareholders</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,836,983 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock paid to CMC Materials' shareholders</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,265,690 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Repayment of CMC Materials' indebtedness</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">918,578 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase price</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,021,251 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less cash and cash equivalents acquired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">280,636 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase price, net of cash acquired</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">5,740,615 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Under the terms of the Acquisition Agreement, the Company paid $133.00 per share for all outstanding shares of CMC Materials (excluding treasury shares). In addition, the Company settled all outstanding share-based compensation awards held by CMC Materials' employees at the same per share price except for certain unvested performance units that were replaced by the Company's restricted share units. The acquisition method of accounting requires the Company to include the amount associated with pre-combination service as purchase price for the acquisition, reflected in the table immediately above.
 The Acquisition was funded with existing cash balances as well as funds raised by the Company through the issuance of debt in the form of a new term loan facility in the aggregate principal amount of $2,495.0 million, senior secured notes due 2029 in an aggregate principal amount of $1,600.0 million, senior unsecured notes due 2030 in an aggregate principal amount of $895.0 million, and a 364-Day Bridge Credit Facility in the aggregate principal amount of $275.0 million (collectively "CMC Materials Acquisition Financing"). </div><div>
</div><div>The following table summarizes the allocation of the purchase price to the fair values assigned to the assets acquired and liabilities assumed at the date of the Acquisition as originally reported and as of December 31, 2022: </div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:95.321%"><tr><td style="width:1.0%"></td><td style="width:73.133%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:24.667%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of July 6, 2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">280,636 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable and other current assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">207,472 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventory</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256,598 </td><td style="background-color:#cceeff;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:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property, plant and equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">537,387 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Identifiable intangible assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,736,219 </td><td style="background-color:#cceeff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other noncurrent assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,725 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(211,417)</td><td style="background-color:#cceeff;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:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax liabilities and other noncurrent liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(452,805)</td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net assets acquired</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,393,815 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,627,436 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase price</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,021,251 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
 The final valuation of assets acquired and liabilities assumed in connection with the Acquisition was completed in the second quarter of 2023.
 The fair value of acquired inventories was $256.6 million and was valued at the estimated selling price less the cost of disposal and reasonable profit for the selling effort. The fair value write-up of acquired finished goods inventory was $61.9 million. This amount was recorded as an incremental cost of sales charge, amortized over the expected turn of the acquired inventory, during the year ended December 31, 2022. The fair value of acquired

property, plant and equipment of $537.4 million is valued at its fair value assuming held and used, unless market data was available supporting the fair value. </div><div style="margin-top:12pt">The Company recognized the following intangible assets as part of the acquisition of CMC Materials and finite lived assets will be amortized on a straight-line basis: </div><div style="margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.467%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.666%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.544%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average life in
years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,043,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">7.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Trademarks and trade names</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">236,600 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.9</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">414,300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">18.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> In-process research and development(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31,400 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,919 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">1.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,736,219 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">11.0</td></tr></table>
 (1) In-process research and development assets are treated as indefinite-lived until the completion or abandonment of the associated research and development project, at which time the appropriate useful lives would be determined.
 The fair value of acquired identifiable finite intangible assets was determined using an income method, which utilizes discounted cash flows to fair value each of the identifiable intangible assets. The Company normally utilizes the “income method,” which starts with a forecast of all of the expected future net cash flows attributable to the subject intangible asset. These cash flows are then adjusted to present value by applying an appropriate discount rate that reflects the risk factors associated with the cash flow streams. Depending on the asset valued, the key assumptions included one or more of the following: (1) future revenue growth rates, (2) future gross margin, (3) future selling, general and administrative expenses, (4) royalty rates, and (5) discount rates. The valuations were based on the information that was available as of the acquisition date and the expectations and assumptions that have been deemed reasonable by the Company’s management. There are inherent uncertainties and management judgment required in these determinations. The fair value measurements of the assets acquired and liabilities assumed were based on valuations involving significant unobservable inputs, or Level 3 in the fair value hierarchy.
 The purchase price of CMC Materials exceeded the fair value of the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed by $3,627.4 million. Cash flows used to determine the purchase price included strategic and synergistic benefits (investment value) specific to the Company, which resulted in a purchase price in excess of the fair value of identifiable net assets. The purchase price also included the fair values of other assets that were not identifiable, not separately recognizable under accounting rules (e.g., assembled workforce) or of immaterial value in addition to a going-concern element that represents the Company’s ability to earn a higher rate of return on the group of assets than would be expected on the separate assets as determined during the valuation process. This additional investment value resulted in goodwill. No amount of goodwill is expected to be deductible for tax purposes. </div><div style="margin-top:6pt;text-align:justify">
Pro Forma Results (Unaudited)</div><div style="margin-top:6pt;text-align:justify">The following unaudited pro forma financial information presents the combined results of operations of the Company as if the acquisition of CMC Materials had occurred as of the beginning of the year presented. The unaudited pro forma financial information is not necessarily indicative of what the Company’s consolidated results of operations would have been had the acquisition occurred at the beginning of the year. In addition, the unaudited pro forma financial information does not attempt to project the future results of operations of the combined company. The pro forma information does not include any potential revenue enhancements, cost synergies or other operating efficiencies that could result from the acquisition. </div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:82.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.399%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended</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><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net sales</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,920,850 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Net income</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">292,867 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Per share amounts:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income per common share - basic</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.97 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income per common share - diluted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.95 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The unaudited pro forma financial information above gives effect to the following:
 <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:120%">•The elimination of transactions between Entegris and CMC Materials, which upon completion of the Acquisition would be considered intercompany transactions. This reflects the elimination of intercompany sales and associated intercompany accounts. •Incremental amortization and depreciation expense related to the estimated fair value of identifiable intangible assets and property, plant and equipment from the purchase price allocation. •Interest expense on the new debt raised to fund in part the consideration paid to effect the Acquisition using the effective interest rates. •The elimination of interest expense, net of the gain on the termination of two swap instruments which were terminated on June 24, 2022 associated with the extinguished CMC Materials' debt outstanding. •The elimination of interest expense associated with the repayment of the $145.0 million senior secured term loan facility due 2025. •The amortization of deferred financing costs and original issue discount associated with the aggregate new debt facilities. •Transaction and integration costs directly attributable to the Acquisition were reclassified as of the beginning of the comparable prior annual reporting period. •The incremental pro forma stock-based compensation expense for accelerated vesting upon the change in control for stock options, restricted stock units, restricted stock shares, phantom units, and other deferred restricted stock units. •The additional cost of goods sold recognized in connection with the write-up of acquired finished goods inventory of $61.9 million. The write-up is recognized in cost of sales as the inventory is sold, which for purposes of these pro forma financial statements is assumed to occur within the first quarter after the Acquisition. </div><div style="padding-left:36pt;text-indent:-18pt">•The income tax effect of the transaction accounting adjustments related to the Acquisition calculated using a blended statutory income tax rate of 22.5%. </div>600000000039500000581000000.075800000<div style="text-align:justify">The purchase price of CMC Materials consisted of the following:</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:78.285%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.515%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid to CMC Materials' shareholders</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,836,983 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock paid to CMC Materials' shareholders</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,265,690 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Repayment of CMC Materials' indebtedness</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">918,578 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase price</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,021,251 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less cash and cash equivalents acquired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">280,636 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase price, net of cash acquired</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,740,615 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>383698300012656900009185780006021251000280636000574061500013 3.00249500000016000000008950000000275000000<div>The following table summarizes the allocation of the purchase price to the fair values assigned to the assets acquired and liabilities assumed at the date of the Acquisition as originally reported and as of December 31, 2022: </div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:95.321%"><tr><td style="width:1.0%"></td><td style="width:73.133%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:24.667%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of July 6, 2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">280,636 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable and other current assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">207,472 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventory</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256,598 </td><td style="background-color:#cceeff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property, plant and equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">537,387 </td><td style="background-color:#ffffff;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:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Identifiable intangible assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,736,219 </td><td style="background-color:#cceeff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other noncurrent assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,725 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(211,417)</td><td style="background-color:#cceeff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax liabilities and other noncurrent liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">

(452,805)</td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net assets acquired</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,393,815 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,627,436 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase price</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,021,251 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
2806360002074720002565980005373870001736219000397250002114170004528050002393815000362743600060212510002566000006190000053740000 The Company recognized the following intangible assets as part of the acquisition of CMC Materials and finite lived assets will be amortized on a straight-line basis. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.467%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.666%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.823%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.544%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average life in
years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,043,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">7.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Trademarks and trade names</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">236,600 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.9</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">414,300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">18.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div>In-process research and development(1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31,400 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,919 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">1.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,736,219 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">11.0</td></tr></table>
1043000000P7Y3M18D236600000P14Y10M24D414300000P18Y3M18D3140000010919000P1Y2M12D1736219000P11Y3627400000 The following unaudited pro forma financial information presents the combined results of operations of the Company as if the acquisition of CMC Materials had occurred as of the beginning of the year presented. The unaudited pro forma financial information is not necessarily indicative of what the Company's consolidated results of operations would have been had the acquisition occurred at the beginning of the year. In addition, the unaudited pro forma financial information does not attempt to project the future results of operations of the combined company. The pro forma information does not include any potential revenue enhancements, cost synergies or other operating efficiencies that could result from the acquisition. <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:82.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.399%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended</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><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net sales</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,920,850 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Net income</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">292,867 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Per share amounts:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income per common share - basic</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.97 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income per common share - diluted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.95 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
3920850000292867000 1.971.951145000000.0619000000.225 Asset Held-For-Sale – Other
 <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">During the fourth quarter of 2023, the Company began the process to sell a small, industrial specialty chemicals business that reports within the MS segment. The related assets and liabilities of the business were classified as held-for-sale in the Company's consolidated balance sheets and measured at the lower of their carrying amount or fair value less cost to sell. The assets and liabilities continue to be marketed for sale and are classified as held-for-sale at December 31, 2024.
 The proposed disposition of the business did not meet the criteria to be classified as a discontinued operation in the Company's financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Company's operations and financial results.
 Assets held-for-sale and liabilities held-for-sale recorded on the balance sheet were $5.5 million and $1.2 million, respectively, as of December 31, 2024. The loss before income taxes attributable to the business was not significant for the twelve months ended December 31, 2024, except for the impairment charge of $13.0 million as noted in Note 3 for the twelve months ended December 31, 2024. Divestiture - Pipeline and Industrial Materials
 During the first quarter of 2024, the Company completed the sale of its Pipeline and Industrial Materials ("PIM") business, which became part of the Company with the acquisition of CMC Materials, to SCF Partners, Inc. The PIM business specializes in the manufacture and sale of drag reducing agents and a range of valve maintenance products and services for the oil and gas industry, and reported into the MS segment of the Company. The Company received gross cash proceeds of $263.2 million, or net proceeds of $256.2 million, and may receive up to $25.0 million in cash earn-out payments contingent upon the performance of the PIM business in 2025 and 2026.</div><div style="text-align:justify">
</div><div style="text-align:justify">The Company's policy is to account for the contingent consideration arrangement in accordance with ASC 450, Contingencies (Subtopic 450-30). Under this approach, the Company recognizes the contingent consideration receivable in earnings after the contingency is resolved. Accordingly, to determine the initial gain on the sale of the PIM business, the Company did not include an amount related to the contingent consideration arrangement as part of the consideration received.</div><div style="text-align:justify">
</div><div style="text-align:justify">The following table summarizes the fair value of the sale proceeds received in connection with the divestiture:
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.538%"><tr><td style="width:1.0%"></td><td style="width:64.033%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.395%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:24.272%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">March 1, 2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash proceeds received, gross</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">263,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Final working capital adjustment </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,189 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash transferred to the buyer on the closing balance sheet</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(230)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Direct costs to sell</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,005) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Fair value of sale consideration</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">256,162 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The disposition of the PIM business did not meet the criteria to be classified as a discontinued operation in the Company's financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Company's operations and financial results.
 The carrying amount of net assets associated with the PIM business was approximately $252.8 million. The major classes of assets and liabilities sold consisted of the following:</div><div style="text-align:justify">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:23.901%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">March 1, 2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,684 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property, Plant and Equipment, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">118,146 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets, net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76,692 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,707 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets-held-for sale</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">268,729 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts payable</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9,485 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,672 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-

align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,737 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities held-for sale</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,894 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 As a result of the sale of the PIM business, the Company recognized a pre-tax gain of $4.3 million, inclusive of a $1.0 million gain reclassified from Accumulated other comprehensive loss for foreign currency translation, presented in Selling, general and administrative expenses in the consolidated statements of operations for the year ended December 31, 2024. The Company recorded an income tax expense associated with the PIM divestiture of approximately $1.0 million for the year ended December 31, 2024.
 Divestiture - QED On March 1, 2023, the Company completed the divestiture of QED. The Company received proceeds of $134.3 million, net of final adjustments with respect to cash, working capital, indebtedness and transaction expenses. The carrying amount of net assets associated with the QED business was approximately $149.2 million. As a result of the QED divestiture, the Company recognized a pre-tax loss of $14.9 million presented in selling, general and administrative expenses on the consolidated statements of operations for the twelve months ended December 31, 2023. The Company recorded an income tax expense associated with the QED divestiture of approximately $16.9 million in the twelve months ended December 31, 2023.
 The disposition of QED did not meet the criteria to be classified as a discontinued operation in the Company's financial statements since the disposition did not represent a strategic shift that had a major effect on the Company's operations and financial results.
 Divestiture - EC Business
 On October 2, 2023, the Company completed the divestiture of its EC business. The Company received proceeds of $675.3 million, net of final adjustments with respect to cash, working capital, indebtedness and transaction expenses. The carrying amount of net assets associated with the EC business was approximately $681.5 million. As a result of the EC business divestiture, the Company recognized a pre-tax loss of $8.9 million, including a $2.6 million loss reclassified from accumulated other comprehensive income for foreign currency translation and minimum pension liability, presented in selling, general and administrative expenses on the consolidated statements of operations for the twelve months ended December 31, 2023. The Company recorded an income tax benefit associated with the EC business divestiture of approximately $63.4 million in the twelve months ended December 31, 2023.
 The disposition of the EC business did not meet the criteria to be classified as a discontinued operation in the Company's financial statements since the disposition did not represent a strategic shift that had, or will have, a major effect on the Company's operations and financial results.
 Termination - Alliance Agreement
 On June 5, 2023, the Company announced the termination of the Alliance Agreement (the "Alliance Agreement") between the Company and MacDermid Enthone Inc., a global business unit of Element Solutions Inc ("MacDermid Enthone"). Under the Alliance Agreement, Entegris had been granted the exclusive right to distribute MacDermid Enthone's Viaform products, subject to certain conditions. In connection with the termination of the Alliance Agreement, Entegris received net proceeds of $191.2 million for the twelve months ended December 31, 2023. The Company recognized a pre-tax gain of $184.8 million (tax expense of $41.7 million) presented in gain on termination of the Alliance Agreement on the consolidated statements of operations for the twelve months ended December 31, 2023.
</div>55000001200000130000002632000002562000002500000<div style="text-align:justify">The following table summarizes the fair value of the sale proceeds received in connection with the divestiture:
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.538%"><tr><td style="width:1.0%"></td><td style="width:64.033%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.395%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:24.272%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">March 1, 2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash proceeds received, gross</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">263,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Final working capital adjustment </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,189 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash transferred to the buyer on the closing balance sheet</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(230)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Direct costs to sell</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,005) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Fair value of sale consideration</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">256,162 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>2632080001189000-230000800050002561620002528000000The major classes of assets and liabilities sold consisted of the following:<div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:23.901%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">March 1, 2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,684 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property, Plant and Equipment, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">118,146 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets, net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76,692 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,707 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets-held-for sale</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-

align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">268,729 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts payable</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9,485 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,672 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,737 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities held-for sale</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,894 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>5868400011814600076692000127070002500000268729000948500046720001737000158940004300000100000010000001343000001492000001490000016900000675300000681500000890000026000006340000019120000018480000041700000<div style="margin-top:6pt">Trade accounts and notes receivable from customers at December 31, 2024 and 2023 consist of the following:
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:70.894%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.537%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Trade accounts receivable</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">497,284 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">457,566 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Notes receivable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,164 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,898 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total trade accounts and notes receivable</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">498,448 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">463,464 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less allowance for credit losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,136 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,412 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Trade accounts and notes receivable, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">495,312 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">457,052 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
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</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:70.894%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.537%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Trade accounts receivable</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">497,284 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">457,566 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Notes receivable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,164 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,898 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total trade accounts and notes receivable</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">498,448 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"

style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">463,464 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less allowance for credit losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,136 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,412 </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:#ccceff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Trade accounts and notes receivable, net</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">495,312 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">457,052 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
49728400045756600011640005898000498448000463464000313600064120004953120004570520000 Inventories at December 31, 2024 and 2023 consist of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:70.894%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.537%"></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">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Raw materials</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">231,046 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">248,656 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Work-in-process</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,620 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,704 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Finished goods (1) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">347,414 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">308,691 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Inventories, net</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">638,080 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">607,051 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Includes consignment inventories held by customers of $24.0 million and $20.8 million at December 31, 2024 and 2023, respectively.
</div><div style="margin-bottom:6pt;margin-top:6pt">Inventories at December 31, 2024 and 2023 consist of the following:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:70.894%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.537%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Raw materials</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">231,046 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">248,656 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Work-in-process</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,620 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,704 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Finished goods (1)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">347,414 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">308,691 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Inventories, net</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">638,080 </td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;

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2310460002486560005962000049704000347414000308691000638080000060705100024000000.020800000 Property, plant and equipment at December 31, 2024 and 2023 consists of the following:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated
useful lives in
years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Land</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,192 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44,177 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Buildings and improvements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">849,835 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">779,589 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 5-35 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Manufacturing equipment</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">799,611 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">685,504 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 5-10 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Canisters and cylinders</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">203,962 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">186,231 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-12 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Molds</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,403 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,745 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-5 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Office furniture and lab equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">338,208 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">299,438 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-8 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Construction in progress</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">356,087 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297,448 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Total property, plant and equipment</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,680,298 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,376,132 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Less accumulated depreciation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,057,372 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">908,089 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Property, plant and equipment, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,622,926 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,468,043 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table>
 The table below sets forth the depreciation expense for the years ended December 31, 2024, 2023 and 2022:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td

*style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Depreciation expense</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">188,120 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">172,683 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">135,371 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
</div><div style="margin-top:6pt">Property, plant and equipment at December 31, 2024 and 2023 consists of the following:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated
useful lives in
years</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Land</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,192 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44,177 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Buildings and improvements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">849,835 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">779,589 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 5-35 </td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Manufacturing equipment</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">799,611 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">685,504 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 5-10 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Canisters and cylinders</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">203,962 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">186,231 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-12 </td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Molds</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,403 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,745 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-5 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Office furniture and lab equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">338,208 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">299,438 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-8 </td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Construction in progress</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">356,087 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297,448 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Total property, plant and equipment</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,680,298 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,376,132 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Less accumulated depreciation</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,057,372 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">908,089 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3"*

style="background-color:#ceceff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Property, plant and equipment, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,622,926 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,468,043 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table>

* 4719200044177000849835000779589000P5YP5YP35YP35Y799611000685504000P5YP5YP10YP10Y203962000186231000P3YP3YP12YP12Y854030008374500OP3YP.*

*The table below sets forth the depreciation expense for the years ended December 31, 2024, 2023 and 2022.
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Depreciation expense</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">188,120 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">172,683 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">135,371 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
</div>188120000172683000135371000<div style="margin-bottom:6pt;margin-top:6pt">Goodwill activity for each of the Company's reportable segments, Materials Solutions ("MS") and Advanced Purity Solutions ("APS"), for the years ended December 31, 2024 and 2023 is shown below:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:53.539%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.658%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.069%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.862%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">MS</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">APS</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2022</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,092,141 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">316,190 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,408,331 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill impairment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(115,217)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(115,217)</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:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Disposition of businesses</td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(340,643)</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(340,643)</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Purchase accounting adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,021)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,021)</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:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill included in assets held-for-sale</td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,885)</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,885)</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(25)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,680)*

</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,705)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,631,350 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">314,510 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,945,860 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,253)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,289)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2024</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,631,314 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">312,257 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,943,571 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of December 31, 2024, goodwill amounted to approximately $3,943.6 million, a decrease of $2.3 million from the balance at December 31, 2023, relating to foreign currency translation. As described in Note 20, the Company realigned its segments in the fourth quarter of 2024. The Company combined its previous segments, Advanced Materials Handing and Microcontamination Control into the new APS segment. We completed an assessment of any potential goodwill impairment for all reporting units immediately prior and subsequent to the reallocation and determined that no impairment existed.</div><div style="margin-bottom:6pt;margin-top:6pt">Identifiable intangible assets at December 31, 2024 and 2023 consist of the following:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:45.752%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.641%"></td><td style="width:0.1%"></td></tr><tr><td colspan="24" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross carrying
amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net carrying
value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average life in
years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,256,766 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">601,700 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">655,066 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">7.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Trademarks and trade names</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">171,970 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,754 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">123,216 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">630,496 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">326,495 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">304,001 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> In-process research and development (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,600 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td

colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,600 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,544 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,681 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,863 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5.1</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,091,376 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">999,630 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091,746 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">9.7</td></tr></table></div><div style="margin-bottom:6pt;margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:45.752%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.641%"></td><td style="width:0.1%"></td></tr><tr><td colspan="24" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross carrying
amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net carrying
value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average life in
years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,256,469 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">455,720 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">800,749 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">7.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Trademarks and trade names</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">172,031 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,877 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134,154 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">630,743 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">293,782 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">336,961 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> In-process research and development(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,924 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,919 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,005 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5.6</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-

top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,090,267 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">808,298 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,281,969 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">9.7</td></tr></table></div><div style="margin-bottom:6pt;margin-top:6pt">(1) Intangible assets acquired in a business combination that are in-process and used in research and development activities are considered indefinite-lived until the completion or abandonment of the research and development efforts. Once the research and development efforts are completed, we determine the useful life and begin amortizing the assets.</div><div style="margin-top:6pt">The table below sets forth the amortization expense for finite-lived intangible assets for the years ended December 31, 2024, 2023, and 2022:</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Amortization expense</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">190,119 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">214,477 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">143,953 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The amortization expense for each of the five succeeding years and thereafter relating to finite-lived intangible assets currently recorded in the Company's consolidated balance sheets is estimated to be the following at December 31, 2024: <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:22.189%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.245%"></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">2025</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2026</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2027</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2028</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2029</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Thereafter</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Future amortization expense</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">185,671 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">182,505 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">178,891 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">176,449 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110,693 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257,537 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091,746 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Goodwill activity for each of the Company's reportable segments, Materials Solutions ("MS") and Advanced Purity Solutions ("APS"), for the years ended December 31, 2024 and 2023 is shown below: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:53.539%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.658%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.069%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.862%"></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">MS</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">APS</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2022</td><td

style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,092,141 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">316,190 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,408,331 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill impairment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(115,217)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(115,217)</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:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Disposition of businesses</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(340,643)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(340,643)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Purchase accounting adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,021)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,021)</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:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill included in assets held-for-sale</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,885)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,885)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(25)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,680)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,705)</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:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,631,350 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">314,510 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,945,860 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,253)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,289)</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:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2024</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,631,314 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">312,257 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,943,571 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
4092141000316190000440833100-1152170000-1152170003406430000340643000-10210000-102100038850000 3885000-25000-1680000-17050003631350000314510000394586000-36000-2253000-2289000036313140003122570003943571000394360000-2300000 Identifiable intangible assets at December 31, 2024 and 2023 consist of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:45.752%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.641%"></td><td style="width:0.1%"></td></tr><tr><td colspan="24" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-

weight:700;line-height:100%">Gross carrying
amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net carrying
value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average life in
years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,256,766 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">601,700 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">655,066 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">7.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Trademarks and trade names</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">171,970 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,754 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">123,216 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">630,496 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">326,495 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">304,001 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div>In-process research and development (1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,600 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,600 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,544 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,681 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,863 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5.1</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,091,376 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">999,630 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091,746 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">9.7</td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:45.752%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.641%"></td><td style="width:0.1%"></td></tr><tr><td colspan="24" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross carrying
amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net carrying
value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average life in
years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,256,469 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">455,720 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px

0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">800,749 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">7.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Trademarks and trade names</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">172,031 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,877 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134,154 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">630,743 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">293,782 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">336,961 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">14.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div>In-process research and development (1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,924 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,919 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,005 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5.6</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,090,267 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">808,298 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,281,969 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">9.7</td></tr></table> (1) Intangible assets acquired in a business combination that are in-process and used in research and development activities are considered indefinite-lived until the completion or abandonment of the research and development efforts. Once the research and development efforts are completed, we determine the useful life and begin amortizing the assets.
1256766000601700000655066000P7Y2M12D171970000487540001232160O0P14Y6304960003264950003040010O0P14Y6600000066000000255440002268100028636(
style="margin-top:6pt">The table below sets forth the amortization expense for finite-lived intangible assets for the years ended December 31, 2024, 2023, and 2022:
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Amortization expense</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">190,119 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">214,477 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">143,953 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1901190002144770001439530000 The amortization expense for each of the five succeeding years and thereafter relating to finite-lived intangible assets currently recorded in the Company's consolidated balance sheets is estimated to be the following at December 31, 2024: <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:22.189%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.234%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.527%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.245%"></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">2025</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2026</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2027</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2028</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2029</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Thereafter</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Future amortization expense</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">185,671 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">182,505 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">178,891 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">176,449 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110,693 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257,537 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,091,746 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 1856710001825050001788910001764490001106930002575370001091746000 The Company's debt at December 31, 2024 and 2023 consists of the following:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:66.297%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.838%"></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">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior secured term loan due 2029 at 4.71% (1) </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">750,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,373,774 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior secured notes due 2029 at 4.75% </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,600,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,600,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior unsecured notes due 2030 at 5.95% </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">895,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">895,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior unsecured notes due 2029 at 3.625% </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior unsecured notes due 2028 at 4.375% </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Revolving facility due 2027 at 6.07% (2) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt (par value)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,045,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,668,774 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized discount and debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63,895 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,633 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-

align:left;vertical-align:bottom">Total debt, net</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,981,105 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,577,141 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less current portion of long-term debt</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total long-term debt, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,981,105 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,577,141 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company's debt at December 31, 2024 and 2023 consists of the following:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:66.297%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.838%"></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">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior secured term loan due 2029 at 4.71% (1) </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">750,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,373,774 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior secured notes due 2029 at 4.75% </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,600,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,600,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior unsecured notes due 2030 at 5.95% </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">895,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">895,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior unsecured notes due 2029 at 3.625% </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Senior unsecured notes due 2028 at 4.375% </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Revolving facility due 2027 at 6.07% (2) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt (par value)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,045,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,668,774 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized discount and debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63,895 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,633 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt, net</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,981,105 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,577,141 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">Less current portion of long-term debt</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total long-term debt, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,981,105 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,577,141 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Annual maturities of long-term debt, excluding unamortized discount and issuance costs, due as of December 31, 2024 are as follows: <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:30.332%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.940%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.841%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.584%"></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="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2025</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2027</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2029</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt obligation maturities*</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,750,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">895,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,045,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> * Senior secured term loans B subject to Excess Cash Flow payments to the lenders. (1) The Company entered into a floating-to-fixed swap contract on its variable rate debt under our senior secured term loan facility due 2029. The effective interest rate after consideration of this floating-to-fixed swap contract was 4.71%. Refer to Note 12 for a description of our interest rate swap contract. (2) Our senior secured revolving credit facility due 2027 (the “Revolving Facility”) bears interest at a rate per annum equal to SOFR, plus an applicable margin of 1.75%. The Revolving Facility has commitments of $575.0 million.
 Senior secured term loans B due 2029 On March 28, 2024, the Company and certain of its subsidiaries entered into Amendment No. 3 (the “Third Amendment”), with the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent, which amended the Credit and Guaranty Agreement, dated as of November 6, 2018 (as amended and restated as of July 6, 2022 and as subsequently amended on each of March 10, 2023 and September 11, 2023, the “Existing Credit Agreement” and, the Existing Credit Agreement as amended by the Third Amendment, the “Amended Credit Agreement”), by and among the Company, as borrower, certain subsidiaries of the Company party thereto, as guarantors, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent and collateral agent. The Third Amendment provides for, among other things, the reduction of the applicable rate of the Company’s outstanding senior secured term loans B under the Existing Credit Agreement. After giving effect to the Third Amendment, such outstanding term loans B bear interest, at a rate per annum equal to, at the Company’s option, either (i) Term SOFR plus an applicable margin of 1.75% or (ii) a base rate plus an applicable margin of 0.75%. Other than as described herein (and more fully described in the Third Amendment), the terms of the Amended Credit Agreement are substantially similar to the terms of the Existing Credit Agreement. In connection with the Third Amendment, the Company made a prepayment of $354.5 million on the term loans B. During the twelve months ended December 31, 2024, the Company has repaid $623.8 million of the outstanding borrowings under the term loans B. In connection with these repayments and entry into the Third Amendment, the Company incurred a pre-tax loss on extinguishment and modification of debt of $14.3 million for the twelve months ended December 31, 2024, which is included in Other expense, net on the consolidated statements of operations.
0.047175000000013737740000.047516000000001600000000.059589500000008950000000.036254000000004000000000.043754000000004000000000.06070040450
style="margin-bottom:6pt;margin-top:6pt">Annual maturities of long-term debt, excluding unamortized discount and issuance costs, due as of December 31, 2024 are as follows: <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:30.332%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.940%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.841%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.584%"></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="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2025</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td

colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2027</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2029</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt obligation maturities*</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,750,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">895,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,045,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
0004000000002750000000895000000404500000000.04710.0175575.0 million0.01750.00753545000006238000001430000 The Company is required to record certain assets and liabilities at fair value. The valuation methods used for determining the fair value of these financial instruments by hierarchy are as follows: Level 1 Cash and cash equivalents consist of various bank accounts used to support our operations and investments in institutional money-market funds that are traded in active markets. Level 2 Derivative financial instruments include an interest rate swap contract and foreign exchange contracts. The fair value of our derivative instruments is estimated using standard valuation models and market-based observable inputs over the contractual term, including the prevailing SOFR-based yield curves for the interest rate swap, and forward rates and/or the Overnight Index Swap curve for forward foreign exchange contracts, among others. The fair value of our debt is estimated based on independent broker/dealer bids or by comparison to other debt securities having similar durations, yields and credit ratings. Level 3 No Level 3 financial instruments The following table presents financial instruments that we measure at fair value on a recurring basis. See Note 10 to our consolidated financial statements for a discussion of our debt. In instances where the inputs used to measure the fair value of an asset fall into more than one level of the hierarchy, we have classified it based on the lowest level input that is significant to the determination of the fair value. <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:20.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.987%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.987%"></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:8.987%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></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:7.818%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></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:8.987%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.118%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurements at Reporting Date Using</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">329,213 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">456,929 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">$</td><td

style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">329,213 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">456,929 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivative financial instruments - interest rate swap - cash flow hedge</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,135 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,069 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,135 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,069 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

<td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,981,105 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,909,256 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,577,141 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,536,238 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:6pt;margin-top:6pt;text-align:justify">The following table presents financial instruments that we measure at fair value on a recurring basis. 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#000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">329,213 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">456,929 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">329,213 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">456,929 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivative financial instruments - interest rate swap - cash flow hedge</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,135 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,069 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,135 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,069 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

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#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,909,256 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,577,141 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,536,238 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>39811050003909256000457714100045362380000<div style="margin-top:6pt">The Company is exposed to various market risks, including risks associated with interest rates and foreign currency exchange rates. One objective of the Company's risk management program is to mitigate these risks using derivative instruments. </div><div style="margin-top:6pt;text-align:justify">Cash Flow Hedges - Interest Rate Swap Contract</div><div style="margin-top:6pt">In July 2022, the Company entered into a floating-to-fixed swap agreement on its variable rate debt under the Term Loan Facility. The interest rate swap was designated specifically to the Term Loan Facility, is highly effective and qualifies as a cash flow hedge. The notional amount is scheduled to decrease quarterly and will expire on December 30, 2025. As cash flow hedges, unrealized gains are recognized as assets and unrealized losses are recognized as liabilities. Unrealized gains and losses are designated as effective or ineffective based on a comparison of the changes in fair value of the interest rate swaps and changes in fair value of the underlying exposures being hedged. The effective portion is recorded as a component of Accumulated other comprehensive loss and will be reflected in earnings during the period the hedged transaction effects earnings, while the ineffective portion is recorded as a component of Interest expense.</div><div style="margin-top:6pt">Foreign Currency Contracts Not Designated as Hedges</div><div style="margin-top:6pt">The Company enters into foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting. The</div><div>Company recognizes the change in fair value of its foreign currency forward contracts in the consolidated statement</div><div>of operations. </div><div style="margin-top:6pt">The notional amounts of our derivative instruments are as follows:</div><div style="margin-top:6pt"><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:60.888%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.613%"></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:17.615%"></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">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap contract - cash flow hedge</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">750,000 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">1,350,000 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:6pt">The fair values of our derivative instruments included in the consolidated balance sheets are as follows:</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.976%"><tr><td style="width:1.0%"></td><td style="width:61.972%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.840%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.390%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.298%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Assets</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Consolidated Balance Sheet Location</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments: Interest rate swap contract - cash flow hedge</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Other current assets</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7,135 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">21,451 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,618 </td><td style="background-color:#cceeff;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The following table summarizes the effects of our derivative instruments on our consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022: <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:37.204%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.759%"></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:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.771%"></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:left;vertical-align:bottom"> Consolidated Statements of Operations Location </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-

align:center;vertical-align:bottom">Gain recognized in Consolidated Statements of Income</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap contract - cash flow hedge</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest expense</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(26,969)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(37,220)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives not designated as hedging instruments:</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:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign exchange contracts</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other expense, net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(374)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(3,435)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table summarizes the effects of our derivative instruments on Accumulated other comprehensive loss for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:97.514%"><tr><td style="width:1.0%"></td><td style="width:45.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.399%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.340%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.849%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.741%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.549%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.896%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(Loss) gain recognized in Accumulated other comprehensive loss</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><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap contract - cash flow hedge</td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(13,111)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(17,435)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">36,069 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> We expect approximately $7.1 million to be reclassified from Accumulated other comprehensive loss into Interest expense during the next twelve months related to our interest rate swap based on projected rates of the SOFR forward curve as of December 31, 2024.
</div><div style="margin-top:6pt">The Company enters into foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. These foreign exchange contracts do not qualify for hedge accounting. The</div><div>Company recognizes the change in fair value of its foreign currency forward contracts in the consolidated statement</div><div>of operations. </div><div style="margin-top:6pt">The notional amounts of our derivative instruments are as follows:</div><div style="margin-top:6pt"><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:60.888%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.613%"></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:17.615%"></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">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap contract - cash flow hedge</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">750,000 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td

style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">1,350,000 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>7500000001350000000<div style="margin-top:6pt">The fair values of our derivative instruments included in the consolidated balance sheets are as follows:</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.976%"><tr><td style="width:1.0%"></td><td style="width:61.972%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.840%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.390%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.298%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Assets</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Consolidated Balance Sheet Location</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments: Interest rate swap contract - cash flow hedge</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Other current assets</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7,135 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">21,451 </td><td style="background-color:#ffffff;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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,618 </td><td style="background-color:#cceeff;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>7135000214510000261800<div style="margin-top:6pt">The following table summarizes the effects of our derivative instruments on our consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022: </div><div style="margin-top:6pt"><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:37.204%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.759%"></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:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.771%"></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:left;vertical-align:bottom"><div style="margin-top:6pt">Consolidated Statements of Operations Location</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Gain recognized in Consolidated Statements of Income</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap contract - cash flow hedge</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest expense</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(26,969)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(37,220)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives not designated as hedging instruments:</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:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign exchange contracts</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other expense, net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-

align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(374)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(3,435)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -26969000-3722000000-374000-3435000 The following table summarizes the effects of our derivative instruments on Accumulated other comprehensive loss for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:97.514%"><tr><td style="width:1.0%"></td><td style="width:45.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.399%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.340%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.849%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.741%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.549%"></td><td style="width:1.0%"></td><td style="width:13.896%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(Loss) gain recognized in Accumulated other comprehensive loss</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><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivatives designated as hedging instruments:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap contract - cash flow hedge</td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(13,111)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(17,435)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">36,069 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> We expect approximately $7.1 million to be reclassified from Accumulated other comprehensive loss into Interest expense during the next twelve months related to our interest rate swap based on projected rates of the SOFR forward curve as of December 31, 2024.
</div>13111100017435000-36069000710000<div style="margin-top:14pt">The table below sets forth the Other expense, net for the years ended December 31, 2024, 2023 and 2022:</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:59.986%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.381%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.381%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.384%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">Infineum termination fee, net</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(10,876)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Patent infringement settlement gain, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,033)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Loss on foreign currency remeasurement</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,705 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,718 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,034 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Loss on extinguishment of debt and modification</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,348 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29,896 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,287 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other, net</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,001 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">629 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,395)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:bottom">Other expense, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,021 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-

align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">25,367 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">23,926 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

Patent infringement settlement gain, net During the fourth quarter of 2024, the Company settled patent infringement litigation and received net proceeds of $20.0 million.
 Infineum termination fee, net On October 11, 2022, the Company and Infineum entered into a definitive agreement for the sale of the Company's PIM business. On February 10, 2023, the Company terminated the definitive agreement. In accordance with the terms of the definitive agreement, the Company received a $12.0 million termination fee from Infineum in the first quarter of 2023 and incurred a transaction fee of $1.1 million to the third-party financial adviser it had engaged to assist with the transaction.
</div><div style="margin-top:14pt">The table below sets forth the Other expense, net for the years ended December 31, 2024, 2023 and 2022:</div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:59.986%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.381%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.381%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.384%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Infineum termination fee, net</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(10,876)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Patent infringement settlement gain, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,033)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Loss on foreign currency remeasurement</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,705 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,718 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,034 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Loss on extinguishment of debt and modification</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,348 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29,896 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,287 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other, net</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,001 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">629 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,395)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:bottom">Other expense, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,021 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">25,367 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">23,926 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>0-10876000020033000007705000-5718000-23034000-14348000-29896000-32870002001000629000-23950004021000253670002392600020000000.012000000110000 As of December 31, 2024, the Company was obligated under operating and finance lease agreements for certain office space and manufacturing facilities, manufacturing equipment, vehicles, information technology equipment and warehouse space. Our leases have remaining lease terms of 1 year to 29 years, some of which may include options to extend the lease for up to 10 years, and some of which may include options to terminate the leases within 1 year. As of December 31, 2024 and 2023, the Company's operating and financing lease components with initial or remaining terms in excess of one year were classified on the consolidated balance sheets as follows, together with certain supplemental balance sheet information: <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:43.522%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:22.010%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.743%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.744%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></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">Classification</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Right-of-use assets:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Operating lease</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62,548 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,990 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Finance lease</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,927 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,409 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"> Total right-of-use assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">83,475 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">80,399 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Short-term lease liability:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Operating lease</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Other accrued liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,793 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,475 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Finance lease</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Other accrued liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,898 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,880 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total short-term lease liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,691 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,355 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Long-term lease liability:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Long-term lease liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53,758 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,719 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Finance leases</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Long-term lease liability</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,401 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,267 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total long-term lease liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">72,159 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">68,986 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td

style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">87,850 </td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">85,341 </td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Lease Term and Discount Rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted average remaining lease term (years) - Operating leases</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.8</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">6.9</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted average remaining lease term (years) - Finance leases</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">13.4</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">14.7</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted average discount rate - Operating leases</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted average discount rate - Finance leases</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="display:none"></td></tr></table>
 Expense for leases less than 12 months for the year ended December 31, 2024, 2023 and 2022 were not material. The components of lease expense for the year ended December 31, 2024, 2023 and 2022 are as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:51.092%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.250%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.547%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> (In thousands) </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating lease cost</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17,936 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18,107 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17,997 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Finance lease cost:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Amortization of ROU assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,216 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,841 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,213 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Interest on lease liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,069 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">821 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">401 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company combines the amortization of the right-of-use assets and the change in the operating lease liability in the same line item in the Statement of Cash Flows. Other information related to the Company's operating leases for the year ended December 31, 2024, 2023 and 2022 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:50.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.254%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> (In thousands) </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of lease liabilities:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">

</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Cash flows - Operating leases</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">18,931 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">18,528 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">14,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cash flows - Finance leases</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,719 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,164 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Right-of-use assets obtained in exchange for lease obligations:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Operating leases</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">22,341 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,155 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">16,241 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Finance leases</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,544 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,806 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,357 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Future minimum lease payments for noncancellable leases as of December 31, 2024, were as follows:
 <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:67.213%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.452%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.454%"></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="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Finance leases</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">One year</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17,265 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,747 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Two years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,572 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,728 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Three years</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,864 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,630 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Four years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,053 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,639 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Five years</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,542 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,629 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Beyond five years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,222 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,283 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total minimum lease payments</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">76,518 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">31,656 </td><td

style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less: Interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,967 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,357 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Present value of lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">67,551 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">20,299 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> P1YP29YP10Yoptions to terminate the leases within 1 year As of December 31, 2024 and 2023, the Company's operating and financing lease components with initial or remaining terms in excess of one year were classified on the consolidated balance sheets as follows, together with certain supplemental balance sheet information: <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:43.522%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:22.010%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.743%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.744%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></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">Classification</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Right-of-use assets:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Operating lease</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62,548 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,990 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Finance lease</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,927 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,409 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"> Total right-of-use assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">83,475 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">80,399 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Short-term lease liability:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Operating lease</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Other accrued liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,793 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,475 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Finance lease</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Other accrued liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,898 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,880 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total short-term lease liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,691 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,355 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Long-term lease liability:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:2px

1pt;text-align:center;vertical-align:bottom">Long-term lease liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53,758 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,719 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Finance leases</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Long-term lease liability</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,401 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,267 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total long-term lease liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">72,159 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">68,986 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">87,850 </td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">85,341 </td><td style="background-color:#cceeff;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Lease Term and Discount Rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted average remaining lease term (years) - Operating leases</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.8</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">6.9</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted average remaining lease term (years) - Finance leases</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">13.4</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">14.7</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted average discount rate - Operating leases</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted average discount rate - Finance leases</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="display:none"></td></tr></table>
6254800057990000209270002240900083475000803990001379300014475000189800018800001569100016355000537580004971900018401000192670007215900(
Expense for leases less than 12 months for the year ended December 31, 2024, 2023 and 2022 were not material. The components of lease expense for the year ended December 31, 2024, 2023 and 2022 are as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:51.092%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.250%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.547%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> (In thousands) </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating lease cost</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17,936 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18,107 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17,997 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Finance lease cost:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Amortization of ROU assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,216 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,841 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"

style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,213 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Interest on lease liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,069 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">821 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">401 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1793600018107000179970022160001841000121300010690000821000401000 The Company combines the amortization of the right-of-use assets and the change in the operating lease liability in the same line item in the Statement of Cash Flows. Other information related to the Company's operating leases for the year ended December 31, 2024, 2023 and 2022 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:50.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.254%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> (In thousands) </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of lease liabilities:</td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Cash flows - Operating leases</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">18,931 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">18,528 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">14,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cash flows - Finance leases</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,719 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,164 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,300 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Right-of-use assets obtained in exchange for lease obligations:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Operating leases</td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">22,341 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">6,155 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">16,241 </td><td style="background-color:#ccceff;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 12.25pt;text-align:left;vertical-align:bottom">Finance leases</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,544 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,806 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,357 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 1893100018528000149160002719000216400013000002234100061550001624100015440008880600007357000 Future minimum lease payments for noncancellable leases as of December 31, 2024, were as follows:
 <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:67.213%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.452%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.454%"></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="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Finance leases</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">One year</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17,265 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,747 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Two years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,572 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,728 </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:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">Three years</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,864 </td><td style="background-color:#ccceff;padding:2px 1pt 2px

0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,630 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Four years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,053 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,639 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Five years</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,542 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,629 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Beyond five years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,222 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,283 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total minimum lease payments</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">76,518 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">31,656 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less: Interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,967 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,357 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Present value of lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">67,551 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">20,299 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1726500027470001357200027280009864000263000080530002639000654200026290002122200018283000765180003165600089670001135700067551000202990600000000-12-312024FY2024Q4falsehttp://fasb.org/us-gaap/2024#OtherAssetsNoncurrentfal

height:100%">21,715 </td><td style="background-color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> ARO liabilities expected to be settled within twelve months are included in the consolidated balance sheets in Other accrued liabilities, while all other ARO liabilities are included in Pension benefit obligations and other liabilities in the consolidated balance sheets. Changes in the carrying amounts of the Company's AROs for the years ended December 31, 2024 and 2023 are shown below: <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:65.274%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.420%"></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:15.422%"></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">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at beginning of year</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21,715 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">28,035 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities settled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(612)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,254)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities incurred</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,341 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,869 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accretion expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">143 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">139 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revision of estimate</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,180)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,074)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at end of year</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,407 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21,715 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2171500028035006120072540002341000286900014300013900-1180000-20740002240700021715000 Income before income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 was derived from the following sources:

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Domestic</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(239,773)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(457,888)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(272,365)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">561,825 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">630,558 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">519,445 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:top">Income before income tax expense (benefit)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,052 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">172,670 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(457,888)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Accretion expense is recorded in Cost of sales in the consolidated statements of operations. Liabilities incurred in the current year relate to the Company's acquisition of Ascent Resources - Utica, LLC ("Ascent") in 2024 (see Note 3 - Acquisitions). Liabilities settled in the current year relate to the Company's plugging and abandonment activities. Revisions of estimate in the current year relate to changes in the estimated timing of plugging and abandonment activities. Liabilities incurred in the prior year relate to the Company's acquisition of Tug Hill, Inc. ("Tug Hill") in 2023 (see Note 3 - Acquisitions). Liabilities settled in the prior year relate to the Company's plugging and abandonment activities. Revisions of estimate in the prior year relate to changes in the estimated timing of plugging and abandonment activities. Accretion expense is recorded in Cost of sales in the consolidated statements of operations. Liabilities incurred in the current year relate to the Company's acquisition of Ascent Resources - Utica, LLC ("Ascent") in 2024 (see Note 3 - Acquisitions). Liabilities settled in the current year relate to the Company's plugging and abandonment activities. Revisions of estimate in the current year relate to changes in the estimated timing of plugging and abandonment activities. Liabilities incurred in the prior year relate to the Company's acquisition of Tug Hill, Inc. ("Tug Hill") in 2023 (see Note 3 - Acquisitions). Liabilities settled in the prior year relate to the Company's plugging and abandonment activities. Revisions of estimate in the prior year relate to changes in the estimated timing of plugging and abandonment activities.

color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">247,080 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:6pt;margin-top:6pt">Income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 is summarized as follows:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Current:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">14,786 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">10,835 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">39,216 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">896 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,267 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,077 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,552 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125,091 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">97,611 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,234 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">137,193 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">140,904 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred (net of valuation allowance):</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(73,952)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(135,408)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(90,238)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,225) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,829) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,749) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,725)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,369)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,757)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(78,902)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(145,606)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(102,744)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:top">Income tax expense (benefit)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">28,332 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(8,413)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38,160 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Income tax expense (benefit) differs from the expected amounts based upon the statutory federal tax rates for the years ended December 31, 2024, 2023 and 2022 as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Expected federal income tax at statutory rate</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">66,657 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">36,261 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">51,887 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">State income taxes before valuation allowance, net of federal tax effect</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,169)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,374)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,907)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Effect of foreign source income</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(25,685)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(18,383)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,607)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Tax contingencies</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,271)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,048 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,762 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Valuation allowance</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,501 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,032 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,052 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. federal research credit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,250)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(18,679)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,525)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Equity compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,386 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,431 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,290 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign derived intangible income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,861)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,144)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,265)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">Acquisition related retention, severance, and transaction costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,924 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Legal entity divestiture activity</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">973 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,311)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Other items, net</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(294)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">549 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:top">Income tax expense (benefit) </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">28,332 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(8,413)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38,160 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company has made employment and spending commitments to Singapore. In return for those commitments, the Company was granted a partial tax holiday for eight years starting in 2013. During 2017, this agreement was extended to 2027 in exchange for revised employment and spending commitments. The income tax benefits attributable to the tax status are $27.7 million ($0.18 per diluted share), $19.7 million ($0.13 per diluted share) and $24.8 million ($0.17 per diluted share) for the years ending December 31, 2024, 2023 and 2022, respectively. The 2024, 2023 and 2022 effective tax rates include additional benefits of $17.1 million, $12.1 million and $14.2 million because the corporate tax rate in Singapore is lower than the U.S. rate. At December 31, 2024, there were approximately $339.7 million of accumulated undistributed earnings of subsidiaries outside of the United States, all of which are considered to be indefinitely reinvested. Management estimates that approximately $23.0 million of withholding taxes would be incurred if these undistributed earnings were distributed. — </div><div style="margin-bottom:6pt;margin-top:6pt">The significant components of the Company's deferred tax assets and deferred tax liabilities at December 31, 2024 and 2023 are as follows:
</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:70.894%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.537%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred tax assets attributable to:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Accounts receivable</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,307 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,304 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Inventory</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,891 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,456 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Accruals not currently deductible for tax purposes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,984 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,341 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Net operating loss and credit carryforwards</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69,461 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55,685 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Capital loss carryforward</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,542 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,281 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Equity compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,701 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,382 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Interest expense limitations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,429 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-

color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,691 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Capitalization of engineering, research and development expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134,398 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100,832 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,298 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,064 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Gross deferred tax assets</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">305,011 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">256,036 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(71,785)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(60,330)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Net deferred tax assets</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">233,226 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">195,706 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred tax liabilities attributable to:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Purchased intangible assets</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(215,906)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(230,550)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Depreciation and amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,853)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(44,007)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Total deferred tax liabilities</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(240,759)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(274,557)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Net deferred tax liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(7,533)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(78,851)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Deferred tax assets are generally required to be reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of December 31, 2024 and 2023, the Company had net U.S. deferred tax assets of $20.1 million and deferred tax liabilities of $76.7 million, respectively, which are composed of temporary differences and various tax credit carryforwards. The Company had state operating loss and credit carryforwards of approximately $26.3 million, which begin to expire in 2025. Management believes that it is more likely than not that the benefit from certain state net operating loss carryforwards, state credit carryforwards, capital loss carryforwards and certain federal foreign tax credit carryforwards will not be realized. In recognition of this risk, management has provided valuation allowances of $36.5 million and $29.7 million as of December 31, 2024 and 2023, respectively, on the related deferred tax assets. If the assumptions change and management determines the assets will be realized, the tax benefits relating to any reversal of the valuation allowance on deferred tax assets at December 31, 2024 will be recognized as a reduction of income tax expense. As of December 31, 2024 and 2023, the Company had net non-U.S. deferred tax assets of $44.2 million and $58.2 million, respectively, for which management determined based upon the available evidence a valuation allowance of $35.3 million and $30.6 million as of December 31, 2024 and 2023, respectively, was required against the non-U.S. gross deferred tax assets. For other non-U.S. jurisdictions, management relies upon projections of future taxable income to utilize deferred tax assets. At December 31, 2024, the Company had foreign operating loss carryforwards of $64.3 million, which begin to expire in 2025. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax positions will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that fail to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. The provisions also provide guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties. Reconciliations of the beginning and ending balances of the total amounts of gross unrecognized tax benefits for the years ended December 31, 2024 and 2023 are as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:70.894%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.537%"></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">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Gross unrecognized tax benefits at beginning of year</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">67,717 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">53,478 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Increase in tax positions from prior years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">305 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">242 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Decrease in tax positions from prior years</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,818)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Increases in tax positions for current year</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,455 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,111 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Settlement of tax positions for current year</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21,570)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Lapse in statute of limitations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,765)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,114)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Gross unrecognized tax benefits at end of year</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44,324 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">67,717 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The total amount of net unrecognized tax benefits that, if recognized, would affect the effective tax rate was $39.3 million at December 31, 2024. Penalties and interest paid or received are recorded in other expense, net in the consolidated statements of operations. As of December 31, 2024 and 2023, the Company had accrued interest and penalties related to unrecognized tax benefits of $6.0 million and $6.6 million, respectively. Expenses of $3.0 million, $2.5 million and $2.0 million were recognized as interest and penalties in the consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022, respectively. The Company files income tax returns in the U.S. and in various state, local and foreign jurisdictions. The statutes of limitations related to both the consolidated federal income tax return and state returns are closed for all years up to and including 2020 and 2020, respectively. With respect to foreign jurisdictions, the statute of limitations varies from country to country, with the earliest open year for the Company's major foreign subsidiaries being 2018. Due to the expiration of various statutes of limitations and settlements of audits, it is reasonably possible that the Company's gross unrecognized tax benefit balance may decrease within the next twelve months by approximately $0.2 million.</div><div>The Organization Economic Co-operation and Development ("OECD") introduced Base Erosion and Profit Shifting ("BEPS") Pillar 2 rules that impose a global minimum tax rate of 15%. Numerous countries, including European Union member states, have enacted or are expected to enact legislation to be effective as early as January 1, 2024, with general implementation of a global minimum tax by January 1, 2025. There was no material impact in 2024 and we continue to evaluate the future potential impact on our consolidated financial statements and related disclosures.
</div><div style="margin-bottom:6pt;margin-top:6pt">Income before income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 was derived from the following sources:

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Domestic</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(239,773)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(457,888)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(272,365)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">561,825 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">630,558 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">519,445 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:top">Income before income tax expense (benefit)</td><td style="background-

color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,052 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">172,670 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">247,080 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>-239773000-457888000-272365000561825000630558000519445000322052000172670000247080000<div style="margin-bottom:6pt;margin-top:6pt">Income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022 is summarized as follows:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Current:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">14,786 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">10,835 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">39,216 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">896 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,267 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,077 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,552 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125,091 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">97,611 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,234 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">137,193 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">140,904 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred (net of valuation allowance):</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Federal</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(73,952)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(135,408)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(90,238)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,225) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,829)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,749)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,725)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,369)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,757)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-

align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(78,902)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(145,606)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(102,744)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:top">Income tax expense (benefit)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">28,332 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(8,413)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38,160 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
14786000108350003921600089600012670004077000915520001250910009761100010723400013719300014090400 0-73952000-135408000-90238000-3225000-5829000-5749000-1725000-4369000-6757000-78902000-145606000-102744000283320000-8413000381600000 Income tax expense (benefit) differs from the expected amounts based upon the statutory federal tax rates for the years ended December 31, 2024, 2023 and 2022 as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Expected federal income tax at statutory rate</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">66,657 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">36,261 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">51,887 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">State income taxes before valuation allowance, net of federal tax effect</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,169)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,374)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,907)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Effect of foreign source income</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(25,685)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(18,383)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,607)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Tax contingencies</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,271)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,048 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,762 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Valuation allowance</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,501 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,032 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,052 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">U.S. federal research credit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,250)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(18,679)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,525)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Equity compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,386 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,431 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,290 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign derived intangible income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,861)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,144)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,265)</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:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Acquisition related retention, severance, and transaction costs</td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Legal entity divestiture activity</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,924 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">973 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Other items, net</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">549 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:top">Income tax expense (benefit) </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">28,332 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(8,413)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38,160 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>6665700036261000511887000-6169000-9374000-5907000-25685000-18383000-7607000-22710001104800057620001150100090320008052000142500001867900013525000538600074310005290000786100051440001526500000892400097300020311000051000-2940005490002833200-84130003816000027700000.18197000000.13248000000.17171000001210000014200000339700000023000000.0<div style="margin-bottom:6pt;margin-top:6pt">The significant components of the Company's deferred tax assets and deferred tax liabilities at December 31, 2024 and 2023 are as follows:
</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:70.894%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.537%"></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">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred tax assets attributable to:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Accounts receivable</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,307 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,304 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Inventory</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,891 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,456 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Accruals not currently deductible for tax purposes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,984 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,341 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Net operating loss and credit carryforwards</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69,461 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55,685 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Capital loss carryforward</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,542 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,281 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Equity compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,701 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">11,382 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Interest expense limitations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,429 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,691 </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:#ceceff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Capitalization of engineering, research and development expenses</td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134,398 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100,832 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,298 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,064 </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:#ceceff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Gross deferred tax assets</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">305,011 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">256,036 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(71,785)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(60,330)</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:#ceceff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Net deferred tax assets</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">233,226 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">195,706 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred tax liabilities attributable to:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Purchased intangible assets</td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">(215,906)</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">(230,550)</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Depreciation and amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,853)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(44,007)</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:#ceceff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Total deferred tax liabilities</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(240,759)</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(274,557)</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Net deferred tax liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(7,533)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(78,851)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 13070001304000118910001245600011984000163411000694610005568500075420005281000107010001138200051429000376910001343980001008320006298000 style="margin-bottom:6pt;margin-top:6pt">Reconciliations of the beginning and ending balances of the total amounts of gross unrecognized tax benefits for the years ended December 31, 2024 and 2023 are as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:70.894%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.537%"></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">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Gross unrecognized tax benefits at beginning of year</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">67,717 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">53,478 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Increase in tax positions from prior years</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px

1pt;text-align:right;vertical-align:bottom">305 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">242 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Decrease in tax positions from prior years</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,818)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Increases in tax positions for current year</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,455 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,111 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Settlement of tax positions for current year</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21,570) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Lapse in statute of limitations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,765)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,114)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Gross unrecognized tax benefits at end of year</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44,324 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">67,717 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
67717000534780003050002420004818000054550001711100021570000027650003114000443240006771700039300000600000.066000003000000.025000002000000.0250000020000000.0250000020000000.0250000020

color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">657 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55.32 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">135 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">140.62 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">232 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81.79 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">146 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128.44 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Assumed in CMC acquisition</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,178 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55.80 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Exercised</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(281)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52.19 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(715)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51.04 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(141)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40.00 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Cancelled or forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">88.11 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(42)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76.02 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">61.42 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Options outstanding, end of year</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,166 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">84.51 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,314 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">71.83 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,839 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">62.59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Options exercisable, end of year</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">788 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">71.76 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">900 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">63.08 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td

colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,386 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">54.53 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Options outstanding under the Company's stock plans at December 31, 2024 are summarized as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:42.282%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.638%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Shares in thousands)</td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Options outstanding</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Options exercisable</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Range of exercise prices</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
outstanding</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
remaining life
in years</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-
average
exercise
price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
exercisable</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
exercise
price </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> $0.00 to $35.15</div></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">1.2 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">31.83 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">31.83 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> $35.16 to $70.30 </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">276 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">2.9 years</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58.20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">275 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58.20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> $70.31 to $105.45 </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">500 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.5 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">86.29 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">311 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">87.07 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> $105.46 to $140.62</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">261 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">5.1 years</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134.73 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">73 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128.44 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,166 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.9 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">84.51 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">788 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">71.76 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The weighted average remaining contractual term for options outstanding and options exercisable for all plans at December 31, 2024 was 3.9 years and 3.3 years, respectively. Under the stock plans, the total pre-tax intrinsic value of stock options exercised during the years ended December 31, 2024 and 2023 was $23.2 million and $29.2 million, respectively. The aggregate intrinsic value, which represents the total pre-tax intrinsic value

based on the Company's closing stock price of $99.06 at December 31, 2024, which theoretically could have been received by the option holders had all option holders exercised their options as of that date, was $26.3 million and $23.6 million for options outstanding and options exercisable, respectively.</div><div style="margin-top:9pt">Share-based payment awards in the form of stock option awards for 0.1 million, 0.2 million and 0.1 million shares were granted to employees during the years ended December 31, 2024, 2023 and 2022, respectively. Compensation expense is based on the grant date fair value. The awards vest annually over a period of four years and have a contractual term of 7 years. The Company estimates the fair value of stock options using the Black-Scholes valuation model. Key inputs and assumptions used to estimate the fair value of stock options include the grant price of the award, the expected option term, volatility of the Company's stock, the risk-free rate and the Company's dividend yield. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by employees who receive equity awards, and subsequent events are not indicative of reasonableness of the original estimates of fair value made by the Company.</div><div style="margin-top:9pt">The fair value of each stock option grant was estimated at the date of grant using a Black-Scholes option pricing model. The following table presents the weighted-average assumptions used in the valuation and the resulting weighted-average fair value per option granted for the years ended December 31, 2024, 2023 and 2022:</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Employee stock options:</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Volatility</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47.6 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46.5 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40.9 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Risk-free interest rate</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Dividend yield</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected life (years)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.6</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.7</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.2</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted average fair value per option</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">61.94 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">34.40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">43.47 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> A historical daily measurement of volatility is determined based on the expected life of the option granted. The risk-free interest rate is determined by reference to the yield on an outstanding U.S. Treasury note with a term equal to the expected life of the option granted. Expected life is determined by reference to the Company's historical experience. The Company determines the dividend yield by dividing the expected annual dividend on the Company's stock by the option exercise price. Employee Stock Purchase Plan
 During 2024, the Company adopted a new 2024 Employee Stock Purchase Plan ("ESPP") that superseded the Entegris, Inc. Amended and Restated Employee Stock Purchase Plan. The ESPP allows employees to elect, at six-month intervals, to contribute up to 10% of their compensation, subject to certain limitations, to purchase shares of the Company's common stock at a discount of 15% from the fair market value on the first day or last day of each six-month period. The Company treats the ESPP as a compensatory plan. At December 31, 2024, 0.9 million shares remained available for issuance under the ESPP. Employees purchased 0.2 million, 0.2 million and 0.2 million shares, at a weighted-average price of $89.59, $68.87, and $65.25 during the years ended December 31, 2024, 2023 and 2022, respectively. Restricted Stock Units Restricted stock units are awards of common stock made under the Stock Plans that are subject to a risk of forfeiture if the awardee terminates employment with the Company prior to the lapse of the restrictions. The value of such restricted stock units is determined using the market price on the grant date. Compensation expense for restricted stock units is generally recognized using the straight-line single-option method. A summary of the Company's restricted stock unit activity for the years ended December 31, 2024, 2023 and 2022 is presented in the following table: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:30.711%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.654%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> (Shares in   thousands) </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"

style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Unvested, beginning of year</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,005 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">89.08 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">844 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">90.37 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">897 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">62.69 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">484 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138.44 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">640 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80.45 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">366 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117.82 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Assumed in CMC acquisition</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">155 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92.96 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Vested</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(371)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">86.92 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(389)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">78.17 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(523)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64.77 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(61)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101.31 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(90)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89.23 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(51) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85.16 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Unvested, end of year</td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,057 </td><td style="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="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">111.81 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,005 </td><td style="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="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89.08 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">844 </td><td style="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="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90.37 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

During the years ended December 31, 2024, 2023 and 2022, the Company awarded performance-based restricted stock units for up to 0.1 million, 0.2 million and 0.1 million shares of common stock, respectively, to be issued upon the achievement of performance conditions under the Company's stock plans to certain officers. Compensation expense is based on the grant date fair value. The awards vest on the third anniversary of the award date if the performance conditions have been satisfied. The Company estimates the fair value of the performance shares using a Monte Carlo simulation process. As of December 31, 2024, the total compensation cost related to unvested stock options, performance-based restricted stock units and restricted stock unit awards not yet recognized was $5.0 million, $5.4 million and $62.7 million, respectively, and is expected to be recognized over the next 2.7 years on a weighted-average basis. Modifications During the year ended December 31, 2022, the Company modified all employee awards of restricted share units, options, and performance-based restricted share units that were granted in the 2022 fiscal year to provide that the awards will generally vest in connection with the grantee's qualifying retirement. The Company accounted for this as a modification of awards and recognized incremental compensation cost of $15.3 million. The incremental compensation cost was measured as the accelerated expense over the requisite service period. The fair-value-based measure of the modified awards was the same as the fair-value based measure of the original award immediately before modification because the modification only affected the service period of the award.
 During the years ended December 31, 2023 and 2022, the Company modified restricted share units, options, and performance-based restricted share units granted prior to the 2022 fiscal year for certain employees to accelerate the unvested awards upon their respective retirements from the Company. The Company accounted for this as a modification of awards and recognized incremental compensation cost of $0.7 million and $6.2 million for the years ended December 31, 2023 and 2022, respectively. The incremental compensation cost was measured as the excess of the fair value of the modified award over the fair value of the original award immediately before its terms were modified and was recognized on the date of the modification for the vested awards.</div><div>
</div><div>There were no material modifications to employee awards during the year ended December 31, 2024. </div><div style="margin-top:9pt">Valuation and Expense Information</div><div style="margin-top:9pt">The Company recognizes compensation expense for all share-based payment awards made to employees and directors based on their estimated fair values on the date of grant. Compensation expense is recognized using the straight-line attribution method to recognize share-based compensation over the service period of the award, with adjustments recorded for forfeitures as they occur. Awards issued to employees who are retirement eligible or nearing retirement eligibility are expensed on an accelerated basis. The following table summarizes the allocation of share-based compensation expense related to employee stock options, restricted stock awards, performance-based restricted stock awards and grants under the employee stock purchase plan for the years ended December 31, 2024, 2023 and 2022:</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of sales</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11,086 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8,896 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,780 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Engineering, research and development expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,461 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,999 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Selling, general and administrative expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,312 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,476 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,201 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Share-based compensation expense</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">65,859 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">61,371 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">66,577 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Tax benefit</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,967 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,472 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,977 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Share-based compensation expense, net of tax</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">52,892 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">48,899 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-

height:100%">52,600 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
0.100.100.100.10607000000.100.100.100.10603000000.100.100.100.10573000000.10P10Y97000001020000010900000 Stock option activity for the years ended December 31, 2024, 2023 and 2022 is summarized as follows:

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:32.282%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.900%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.900%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.638%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Shares in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
exercise
price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
exercise
price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
exercise
price</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Options outstanding, beginning of year</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,314 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">71.83 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,839 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">62.59 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">657 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55.32 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">135 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">140.62 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">232 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81.79 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">146 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128.44 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Assumed in CMC acquisition</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"

height:100%">88.11 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(42)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76.02 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">61.42 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Options outstanding, end of year</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,166 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">84.51 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,314 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">71.83 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,839 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">62.59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Options exercisable, end of year</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">788 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">71.76 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">900 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">63.08 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,386 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">54.53 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
131400071.83183900062.5965700055.32135000140.6223200081.79146000128.4400001178000055.8028100052.1971500051.0414100040.00200088.114200076.0216
Options outstanding under the Company's stock plans at December 31, 2024 are summarized as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:42.282%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.635%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.638%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Shares in thousands)</td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Options outstanding</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Options exercisable</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Range of exercise prices</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
outstanding</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
remaining life
in years</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-
average
exercise
price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
exercisable</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
exercise
price </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> $0.00 to $35.15</div></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">1.2 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">31.83 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">31.83 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> $35.16 to $70.30 </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">276 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">2.9 years</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58.20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">275 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">

</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58.20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> $70.31 to $105.45 </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">500 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.5 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">86.29 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">311 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">87.07 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> $105.46 to $140.62</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">261 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">5.1 years</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134.73 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">73 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128.44 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,166 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.9 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">84.51 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">788 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">71.76 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
0.0035.15129000P1Y2M12D31.8312900031.8335.1670.30276000P2Y10M24D58.2027500058.2070.31105.45500000P4Y6M86.2931100087.07105.46140.62261000P5

colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">43.47 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>0.4760.4650.4090.0440.0370.0150.0030.0050.003P4Y7M6DP4Y8M12DP4Y2M12D61.9434.4043.470.100.1590000020000020000020000089.5968.8765.25<div style="margin-top:9pt">Restricted stock units are awards of common stock made under the Stock Plans that are subject to a risk of forfeiture if the awardee terminates employment with the Company prior to the lapse of the restrictions. The value of such restricted stock units is determined using the market price on the grant date. Compensation expense for restricted stock units is generally recognized using the straight-line single-option method. A summary of the Company's restricted stock unit activity for the years ended December 31, 2024, 2023 and 2022 is presented in the following table:</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:30.711%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.651%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.654%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>(Shares in thousands)</div></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number
of
shares</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Unvested, beginning of year</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,005 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">89.08 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">844 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">90.37 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">897 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">62.69 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">484 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138.44 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">640 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80.45 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">366 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117.82 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Assumed in CMC acquisition</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">155 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92.96 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Vested</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(371)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">86.92 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(389)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">78.17 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(523)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64.77 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(61)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">101.31 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(90)</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89.23 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(51)</td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85.16 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Unvested, end of year</td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,057 </td><td style="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="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">111.81 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,005 </td><td style="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="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89.08 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">844 </td><td style="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="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90.37 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
100500089.0884400090.3789700062.69484000138.4464000080.45366000117.82000015500092.9637100086.9238900078.1752300064.7761000101.319000089.2351
following table summarizes the allocation of share-based compensation expense related to employee stock options, restricted stock awards, performance-based restricted stock awards and grants under the employee stock purchase plan for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of sales</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11,086 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8,896 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,780 </td><td style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Engineering, research and development expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,461 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,999 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,596 </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:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Selling, general and administrative expenses</td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,312 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,476 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,201 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Share-based compensation expense</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">65,859 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">61,371 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">66,577 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Tax benefit</td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,967 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,472 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,977 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Share-based compensation expense, net of tax</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">52,892 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">48,899 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-

align:right;vertical-align:bottom">52,600 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1108600088960005780000104610007999000459600443120004447600056201000658590006137100066577000129670001247200013977000528920004889900052

style="margin-bottom:6pt;margin-top:6pt">401(k) Plan The Company maintains 401(k) defined contribution plans covering employees in the U.S. The related expense totaled $24.6 million, $25.4 million and $21.9 million in the fiscal years ended December 31, 2024, 2023 and 2022, respectively. During the year ended December 31, 2024, the Company matched employees' contributions to a maximum of 6% of the employee's eligible wages. The Company's Singapore and South Korea subsidiaries also make immaterial contributions to retirement plans that function as defined contribution retirement plans. Defined Benefit Plans The employees of the Company's subsidiaries in Japan, Taiwan, France and Germany are covered in defined benefit pension plans. The benefit obligation was reduced by $1.4 million due to the EC disposition in the year ended December 31, 2023. On December 31, 2023, the Company converted its South Korea defined pension plans to defined contribution plans. As a result of this conversion, the Company settled and paid out to beneficiaries an amount of $2.3 million on January 2, 2024. The Company uses a December 31 measurement date for its pension plans. A summary of these combined plans are:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.190%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.963%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.966%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Projected benefit obligation</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,606 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,618 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of plan assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,475 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,407 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plan assets less benefit obligation - net amount recognized</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,131)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,211)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated benefit obligation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,996 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,375 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Cash Flows Benefits for the combined plans were $0.6 million, $1.0 million and $0.7 million in fiscal years 2024, 2023 and 2022, respectively, consisting primarily of service costs. Net service costs are included in Cost of sales and Operating expenses, and </div><div style="margin-top:6pt">all other costs are recorded in Other expense, net in our Consolidated Statements of Operations. The Company expects to make the following benefit payments:</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Payments</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">592 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">218 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">246 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">361 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">218 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Years 2030-2034 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,581 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
2460000025400000219000000.06 Defined Benefit Plans The employees of the Company's subsidiaries in Japan, Taiwan, France and Germany are covered in defined benefit pension plans. The benefit obligation was reduced by $1.4 million due to the EC disposition in the year ended December 31, 2023. On December 31, 2023, the Company converted its South Korea defined pension plans to defined contribution plans. As a result of this conversion, the Company settled and paid out to beneficiaries an amount of $2.3 million on January 2, 2024. The Company uses a December 31 measurement date for its pension plans. A summary of these combined plans are:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.190%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.963%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:1.0%"></td><td style="width:10.966%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Projected benefit obligation</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,606 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,618 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of plan assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,475 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,407 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plan assets less benefit obligation - net amount recognized</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,131)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,211)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated benefit obligation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,996 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,375 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Cash Flows Benefits for the combined plans were $0.6 million, $1.0 million and $0.7 million in fiscal years 2024, 2023 and 2022, respectively, consisting primarily of service costs. Net service costs are included in Cost of sales and Operating expenses, and all other costs are recorded in Other expense, net in our Consolidated Statements of Operations. The Company expects to make the following benefit payments: <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:84.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></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><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Projected benefit obligation</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,606 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,618 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of plan assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,475 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,407 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plan assets less benefit obligation - net amount recognized</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,131)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,211)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated benefit obligation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,996 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,375 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1400000230000011606000126180001475000140700-10131000-11211000899600010375000600000010000000.0700000The Company expects to make the following benefit payments: <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:84.572%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></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><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Payments</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">592 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">218 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">246 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">361 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">218 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Years 2030-2034 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,581 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 592000218000246000361000218000158100 Basic earnings per common share ("EPS") is calculated based on the weighted average number of shares of common stock outstanding during the applicable period. Diluted EPS is calculated based on the weighted average number of shares of common stock outstanding plus potentially dilutive shares of common stock outstanding during the applicable period. The following table presents a reconciliation of the share amounts used in the computation of basic and diluted EPS: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Basic—weighted average common shares outstanding</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,946 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">149,900 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">142,294 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted average common shares assumed upon exercise of stock options and vesting of restricted common stock</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">894 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,045 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">852 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Diluted—weighted average common shares and common shares equivalent outstanding</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">151,840 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,945 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">143,146 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company excluded the following shares underlying stock-based awards from the calculations of diluted EPS because their inclusion would have been anti-dilutive for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td

style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Shares excluded from calculations of diluted EPS</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">464 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">657 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">447 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Basic earnings per common share (“EPS”) is calculated based on the weighted average number of shares of common stock outstanding during the applicable period. Diluted EPS is calculated based on the weighted average number of shares of common stock outstanding plus potentially dilutive shares of common stock outstanding during the applicable period. The following table presents a reconciliation of the share amounts used in the computation of basic and diluted EPS: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Basic—weighted average common shares outstanding</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,946 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">149,900 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">142,294 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted average common shares assumed upon exercise of stock options and vesting of restricted common stock</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">894 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,045 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">852 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Diluted—weighted average common shares and common shares equivalent outstanding</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">151,840 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,945 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">143,146 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 150946000149900000142294000894000104500085200015184000015094500014314600 0 The Company excluded the following shares underlying stock-based awards from the calculations of diluted EPS because their inclusion would have been anti-dilutive for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Shares excluded from calculations of diluted EPS</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">464 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">657 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">447 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 4640006570004470 00 In the fourth quarter of 2024, the Company announced an internal reorganization, combining two complementary divisions into one and realigning its customer facing organization. Our business is now organized and operated in two operating segments as discussed below. All prior periods have been recast to reflect the change. These segments share common business systems and processes, technology centers and technology roadmaps. With our complementary capabilities, we believe we are uniquely positioned to create new, co-optimized and increasingly integrated solutions for our customers, which should translate into improved device performance, lower cost of ownership and faster time to market.
 • The Materials Solutions segment, or MS, provides materials-based solutions, such as chemical vapor and atomic layer deposition materials, chemical mechanical planarization (“CMP”) slurries and pads, ion implantation specialty gases, formulated etch and clean materials, and other specialty materials that enable our customers to achieve better device performance and faster time to yield, while providing for lower total cost of ownership. • The Advanced Purity Solutions segment, or APS, offers filtration, purification and contamination-control solutions that improve customers’ yield, device reliability and cost by ensuring the purity of critical liquid chemistries and gases and the cleanliness of wafers and other substrates used throughout semiconductor manufacturing processes, the semiconductor ecosystem and other high-technology industries.
 The Company’s method for measuring profitability on a reportable segment basis is segment profit. Segment profit is defined as net sales less direct and indirect segment operating expenses, including certain general and administrative costs for the Company’s human resources, finance and information technology functions. The Company accounts for inter-segment sales and transfers as if the sales or transfers were to third parties. Inter-segment sales are presented as an elimination below. The remaining unallocated expenses consist mainly of the Company’s corporate functions as well as interest expense, interest income, amortization of intangible assets and income tax expense. <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:107%">The Company's chief operating decision maker (CODM) is the President and Chief Executive Officer. For each of the reportable segments, the CODM uses segment profit (based on each segment's target model) for determining the allocation of resources (including employees, financial, or capital resources) to the segments to achieve the Company's strategic plan and to assess the performance of each segment by monitoring actual results against performance targets established in the Company's annual budget and forecasting process. Total assets by segment are not presented as that information is not used to allocate resources or assess performance at the segment level and is not regularly reviewed by the Company's CODM.
 Summarized financial information for the Company's reportable segments is shown in the following tables for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.976%"><tr><td style="width:1.0%"></td><td style="width:49.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.455%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.390%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.569%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.390%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.978%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.390%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.868%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</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">APS</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">Inter-segment</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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net sales</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,400,082 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,850,199 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(9,073) </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,241,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">769,182 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">994,380 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,073)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,754,489 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">344,680 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">359,688 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">704,368 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Segment profit</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">286,220 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">496,131 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">782,351 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:50.004%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.418%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.534%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.945%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.832%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</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">APS</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">Inter-segment</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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net sales</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,689,467 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,846,596 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">

</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,137)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,523,926 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,060,639 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">977,819 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,137)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,026,321 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">332,453 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">337,329 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">669,782 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Segment profit</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">296,375 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">531,448 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">827,823 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:50.004%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.418%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.534%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.945%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.832%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</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">APS</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">Inter-segment</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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net sales</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,380,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,913,985 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,160)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,282,033 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">892,801 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,004,979 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,160)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,885,620 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">268,218 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">313,793 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">582,011 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"

style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Segment profit</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">219,189 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">595,213 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">814,402 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
The following table reconciles total segment profit to income before income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total segment profit</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">782,351 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">827,823 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">814,402 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Amortization of intangibles</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">190,119 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">214,477 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">143,953 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Unallocated general and administrative expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,310 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">114,188 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">190,468 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating income</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">533,922 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">499,158 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">479,981 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Interest expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215,217 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">312,378 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">212,669 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Interest income</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,368)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,257)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,694)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other expense, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,021 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,367 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,926 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:100%">Income before income tax expense (benefit)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,052 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">172,670 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">247,080 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

The following tables summarize depreciation and capital expenditures for the Company's reportable segments for the years ended December 31, 2024, 2023 and 2022:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Depreciation:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">MS</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">90,242 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">95,373 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">82,841 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">APS</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">97,878 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77,310 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,530 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total depreciation </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">188,120 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">172,683 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">135,371 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Capital expenditures:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">MS</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">86,694 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">141,851 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">151,331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">APS</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">228,912 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">314,996 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">314,861 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total capital expenditures</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">315,606 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">

$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">456,847 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">466,192 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
In the following tables, revenue is disaggregated by country or region based on the ship to location of the customer for the years ended December 31, 2024, 2023 and 2022: <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:43.783%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.350%"></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:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:11.180%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.401%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands) </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">APS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Inter-segment</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">North America</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">316,010 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">364,718 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(9,073)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">671,655 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Taiwan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">238,835 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">423,869 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">662,704 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">South Korea</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">202,555 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">216,195 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">418,750 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Japan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128,537 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,857 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">309,394 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">China</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256,966 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">414,253 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">671,219 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Europe</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115,755 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">159,733 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">275,488 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Southeast Asia</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">141,424 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,574 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3"

style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,998 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,400,082 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,850,199 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(9,073)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,241,208 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:43.848%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.369%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.052%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:10.905%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:14.571%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">APS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Inter-segment</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">North America</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">540,347 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">363,042 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,137)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">891,252 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Taiwan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,982 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358,651 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">590,633 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">South Korea</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">218,192 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">224,993 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">443,185 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Japan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104,977 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262,331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">367,308 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">China</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">196,970 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369,934 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">566,904 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Europe</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">229,368 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-

align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">172,982 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">402,350 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Southeast Asia</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,631 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">94,663 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262,294 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,689,467 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,846,596 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(12,137)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,523,926 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:43.702%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.369%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.052%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:11.198%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.424%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">APS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Inter-segment</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">North America</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">422,185 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">385,634 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,160)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">795,659 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Taiwan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">202,565 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">457,562 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">660,127 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">South Korea</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,601 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">251,476 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">414,077 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Japan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">107,239 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">242,763 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">350,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">

</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">China</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">198,022 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">303,934 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">501,956 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Europe</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,914 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">174,101 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">325,015 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Southeast Asia</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">136,682 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,515 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">235,197 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,380,208 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,913,985 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(12,160)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,282,033 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table summarizes property, plant and equipment, net, attributed to significant countries for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Property, plant and equipment, net:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">North America</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">876,767 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">747,823 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">776,913 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">South Korea</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117,662 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101,107 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,253 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Japan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">114,770 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">118,872 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104,282 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Malaysia</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,258 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50,183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px

1pt;text-align:right;vertical-align:bottom">46,703 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">China</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,380 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,884 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31,592 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Taiwan</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">434,641 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">412,346 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">253,285 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,448 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,828 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">96,309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,622,926 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,468,043 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,393,337 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company reported net sales of 10 percent or more for one customer in the amount of $508.0 million, $382.9 million and $408.6 million for the years ended December 31, 2024, 2023 and 2022, respectively, all of which include sales from all the Company's segments.<div>Summarized financial information for the Company's reportable segments is shown in the following tables for the years ended December 31, 2024, 2023 and 2022: </div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.976%"><tr><td style="width:1.0%"></td><td style="width:49.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.455%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.390%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.569%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.390%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.978%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.390%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.868%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</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">APS</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">Inter-segment</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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net sales</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,400,082 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,850,199 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(9,073)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,241,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">769,182 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">994,380 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,073) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,754,489 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">344,680 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">359,688 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">704,368 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Segment profit</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">286,220 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid

*#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">496,131 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">782,351 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:50.004%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.418%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.534%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.945%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.832%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</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">APS</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">Inter-segment</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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net sales</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,689,467 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,846,596 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,137)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,523,926 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,060,639 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">977,819 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,137)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,026,321 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">332,453 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">337,329 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">669,782 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Segment profit</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">296,375 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">531,448 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">827,823 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:50.004%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.418%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.534%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.945%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.389%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.832%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</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">APS</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">Inter-segment</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">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New*

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">Net sales</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,380,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,913,985 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,160)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,282,033 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">892,801 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,004,979 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,160)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,885,620 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">268,218 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">313,793 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">582,011 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Segment profit</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">219,189 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">595,213 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">814,402 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1400082000185019900090730003241208000769182000994380000-907300032412080007691820009943800009073000175448900034468000035968800007043680002862200004961310000782351000168946700018469600001213700035239260001060639000977819000-121370002026321000332453000337329000066978200029637500053144800008278230001380208000191398500001216000032820330008928010001004979000-121600001885620000268218000313793000058201100021918900059521300008144020000
The following table reconciles total segment profit to income before income tax expense (benefit) for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total segment profit</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">782,351 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">827,823 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">814,402 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Amortization of intangibles</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">190,119 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">214,477 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">143,953 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Unallocated general and administrative expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,310 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">114,188 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">

</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">190,468 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Operating income</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">533,922 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">499,158 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">479,981 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Interest expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215,217 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">312,378 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">212,669 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Interest income</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,368)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,257)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,694)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other expense, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,021 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,367 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,926 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Income before income tax expense (benefit)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,052 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">172,670 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">247,080 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
</table>78235100082782300081440200190119000214477000143953000583110000114188000190468000053392200049915800047998100021521700031237800021266900 style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">

The following tables summarize depreciation and capital expenditures for the Company's reportable segments for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Depreciation:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">MS</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">90,242 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">95,373 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">82,841 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">APS</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">97,878 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77,310 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,530 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total depreciation </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">188,120 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">172,683 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">135,371 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Capital expenditures:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">MS</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">86,694 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">141,851 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">151,331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">APS</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">228,912 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">314,996 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">314,861 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total capital expenditures</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">315,606 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">456,847 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">466,192 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
90242000953730008284100097878000773100005253000018812000017268300013537100086694000141851000151331000228912000314996000314861000315606
style="margin-bottom:6pt;margin-top:6pt">

In the following tables, revenue is disaggregated by country or region based on the ship to location of the customer for the years ended December 31, 2024, 2023 and 2022:<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:43.783%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.350%"></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:11.034%"></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 colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:11.180%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.401%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">APS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Inter-segment</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">North America</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">316,010 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">364,718 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(9,073)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">671,655 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Taiwan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">238,835 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">423,869 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">662,704 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">South Korea</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">202,555 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">216,195 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

<table>
<tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:top">Japan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128,537 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,857 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">309,394 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">China</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256,966 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">414,253 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">671,219 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Europe</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115,755 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">159,733 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">275,488 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Southeast Asia</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">141,424 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,574 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,998 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,400,082 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,850,199 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(9,073)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,241,208 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:43.848%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.369%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.052%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:10.905%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.571%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">APS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Inter-segment</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">North America</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">540,347 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">363,042 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,137)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">891,252 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Taiwan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,982 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-

align:right;vertical-align:bottom">358,651 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">590,633 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">South Korea</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">218,192 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">224,993 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">443,185 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Japan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104,977 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262,331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">367,308 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">China</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">196,970 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369,934 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">566,904 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Europe</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">229,368 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">172,982 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">402,350 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Southeast Asia</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,631 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">94,663 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">262,294 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">1,689,467 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,846,596 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(12,137)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,523,926 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:43.702%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.369%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.052%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:11.198%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.424%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">MS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">APS</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Inter-segment</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">North America</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">422,185 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid

#000;padding:2px 0;text-align:right;vertical-align:bottom">385,634 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,160)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">795,659 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Taiwan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">202,565 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">457,562 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">660,127 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">South Korea</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,601 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">251,476 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">414,077 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Japan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">107,239 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">242,763 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">350,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">China</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">198,022 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">303,934 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">501,956 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Europe</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,914 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">174,101 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">325,015 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Southeast Asia</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">136,682 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,515 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">235,197 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,380,208 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,913,985 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(12,160)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,282,033 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
3160100003647180000-
9073000671655000238835004238690000662704000202555000216195000041875000012853700018085700003093940002569660004142530000671219000115755000159073000324120800054034700036304200012137000891252000231982000358651000059063300021819200022499300004431850001049770002623310000367308000196970000369934000056690400022936800011213700035239260004221850003856340000121600007956590002025650004575620000660127000162601000251476000041407700010723900024276300003500020001980220003039340000501956000150914000112160000328203300 The following table summarizes property, plant and equipment, net, attributed to significant countries for the years ended December 31, 2024, 2023 and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:59.222%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td

style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.637%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.640%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Property, plant and equipment, net:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">North America</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">876,767 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">747,823 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">776,913 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">South Korea</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117,662 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101,107 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,253 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Japan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">114,770 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">118,872 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104,282 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Malaysia</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,258 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50,183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,703 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">China</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,380 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,884 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31,592 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Taiwan</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">434,641 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">412,346 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">253,285 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,448 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,828 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">96,309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,622,926 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,468,043 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,393,337 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
8767670007478230007769130001176620001011070008425300011477000011887200010428200044258000501830004670300030380000328840003159200043464 1CHIPS and Science Act Agreement

 On December 3, 2024, the Company entered into a definitive agreement to receive funding under the CHIPS and Science Act of 2022 ("CHIPS Act"). The agreement provides the Company with up to $77.0 million intended to support capital expenditures related to the construction of a manufacturing facility in Colorado Springs, Colorado, research and development, and workforce training initiatives. The grant is subject to certain conditions, including compliance with applicable federal regulations, progress milestones, and reporting requirements as set forth by the U.S. Department of Commerce. The Company is also required to meet specific performance and employment targets to maintain eligibility for the funding. As of December 31, 2024, the Company has not received any disbursements and anticipates completing milestones beginning in 2025. There are no material penalties or contingencies that would significantly affect the Company's financial position, except as described above. 77000000We are, from time-to-time, involved in various claims, proceedings and lawsuits relating to our business, employees, intellectual property and other matters. The outcomes of these legal actions are not within our complete control and may not be known for prolonged periods of time. In some actions, the claimants seek damages, as well as other relief, that could require significant expenditures or result in lost revenues. We record a liability for these legal actions when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and

***no amount within the range is a better estimate than any other, the minimum amount of the range is accrued. There is judgment required in the determination of the likelihood of outcome, and if necessary determination of the estimate or range of potential outcomes. Based on the current information, the Company does not believe any known matters have a reasonable possibility of a material amount for litigation or other contingencies related to legal proceedings. The Company has evaluated subsequent events to the date of the issuance of the consolidated financial statements. The Company has determined that there are no events occurring in this period that require disclosure or adjustment, except as disclosed above. ***

[1] Includes consignment inventories held by customers of $24.0 million and $20.8 million at December 31, 2024 and 2023, respectively.

B] M?[+^"I8?