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Registrant as specified in its charter)Delaware14-1896129(State or other jurisdiction ofincorporation or organization)(I.R.S. EmployerIdentification No.)5966 La Place Court, Suite 100,CarlsbadCalifornia92008(Address of principal executive offices)(Zip Code)(760) 692-0711 (Registrantâ€™s telephone number, including area code)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon stockMXLThe Nasdaq Stock Market LLCSecurities registered pursuant to Section 12(g) of the Act: NoneIndicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YesÂ Â â˜Â Â Â Â NoÂ Â â˜Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YesÂ Â â˜Â Â Â NoÂ Â â˜Indicate by check mark whether the Registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12Â months (or for such shorter period that the Registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90Â days.Â Â Â Â YesÂ 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 YesÂ 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 RuleÂ 12b-2 of the Exchange Act.Large accelerated filerâ˜AcceleratedÂ filerâ˜Emerging growth companyâ˜Non-accelerated filerâ˜SmallerÂ reportingÂ companyâ˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜Indicate by check mark whether the registrant has filed a report on and attestation to its managementâ€™s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Â YesÂ Â â˜Â Â Â Â NoÂ Â â˜If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. â˜Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrantâ€™s executive officers during the relevant recovery period pursuant to Â§ 240.10D-1(b). â˜Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12b-2 of the Exchange Act).Â Â Â Â YesÂ Â â˜Â Â Â Â NoÂ Â â˜Â The aggregate market value of the registrantâ€™s common stock, $0.0001 par value per share, held by non-affiliates of the registrant on June 30, 2024, the last business day of the registrantâ€™s most recently completed second fiscal quarter, was $1.5 billion (based on the closing sales price of the registrantâ€™s common stock on that date). Shares held by persons who may be deemed affiliates have been excluded. This determination of affiliate status with respect to the foregoing calculation is not a determination for other purposes.As of JanuaryÂ 22, 2025, the registrant had 84,633,566 shares of common stock, par value $0.0001, outstanding._____DOCUMENTS INCORPORATED BY REFERENCEInformation required by Part III of this Form 10-K is incorporated by reference to the registrantâ€™s proxy statement or the Proxy Statement, for the 2025 annual meeting of stockholders, which proxy statement will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.Table of ContentsMAXLINEAR, INC.TABLE OF CONTENTS Part IPageItem 1.Business4Item 1A.Risk Factors17Item 1B.Unresolved Staff Comments53Item 1C. Cybersecurity53Item 2.Properties55Item 3.Legal Proceedings56Item 4.Mine Safety Disclosures58Part IIItem 5.Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities59Item 6.[Reserved]60Item 7.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations60Item 7A.Quantitative and Qualitative Disclosures About Market Risk72Item 8.Financial Statements and Supplementary Data72Item 9.Changes in and Disagreements with Accountants on Accounting and Financial Disclosure72Item 9A.Controls and Procedures72Item 9B.Other Information74Item 9C.Disclosure Regarding Foreign Jurisdictions that Prevent Inspections75Part IIIItem 10.Directors, Executive Officers and Corporate Governance76Item 11.Executive Compensation76Item 12.Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters76Item 13.Certain Relationships and Related Transactions, and Director Independence76Item 14.Principal Accountant Fees and Services76Part IVItem 15.Exhibits and Financial Statement Schedules772Table of ContentsMAXLINEAR, INC. PART I Forward-Looking Statements The information in this Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2024, or this FormÂ 10-K, contains forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are subject to the â€œsafe harborâ€ created by those sections and involve substantial risks and uncertainties. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, prospects and plans and objectives of management. The words â€œanticipates,â€ â€œbelieves,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œmay,â€ â€œplans,â€ â€œprojects,â€ â€œwill,â€ â€œwouldâ€ and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that we make. These forward-looking statements include, but are not limited to, statements concerning the following:â€¢statements relating to the terminated Merger Agreement with Silicon Motion and related legal proceedings or if we are required to or agree to pay any damages in connection with legal proceedings related to the termination of the Merger Agreement, including for any alleged breaches of the Merger Agreement, will have on our business, operating results, and financial condition;â€¢the effects of intense and increasing competition in our market and our ability to compete effectively;â€¢the effect global economic conditions including factors such as high inflation or a potential recession, may have on our business and industry;â€¢the effects of the cyclical nature of the semiconductor industry on our results of operations;â€¢our ability to sustain our current level of revenue, which has declined, and/or manage future revenue growth effectively, and our future financial performance, including our expectations regarding our revenue, gross profit or gross margin, operating expenses, excess inventory and customer demand;â€¢the effects of military, geopolitical and economic conflicts and tensions among countries in which we conduct business, including between the United States and China;â€¢the impacts from export control and technology export restrictions;â€¢the effects of increased tariffs imposed by the U.S. on goods from other countries and tariffs imposed by other countries on U.S. goods, export controls, or the imposition of additional trade barriers on customer demand, our revenues and operating results; â€¢our potential ability to retain and increase sales to existing customers and attract new customers, including potential effects of a loss or reduction in orders from customers;â€¢costs associated with defending intellectual property infringement and other claims and the potential outcomes of such disputes, such as any claims discussed in â€œLegal Proceedingsâ€;â€¢the potential information technology failures and offensives, including security breaches and vulnerabilities, cyber-attacks and system failures and our ability to respond to such incidents;â€¢the effects of any erosion of our average selling prices on our revenues and gross margins; â€¢the effects of potential delays in the development of the broadband markets including international macroeconomic headwinds and consolidation trends among Pay-TV and broadband operators;â€¢our ability to make the substantial and productive research and development investments required to remain competitive;â€¢the effects of the complexity of our products, including unforeseen delays or expenses and undetected defects or bugs;â€¢the factors that could contribute to fluctuation of our operating results;â€¢the effects our inability to attract and retain customers, including reduced operating results and impaired competitive position;3Table of Contentsâ€¢the development of our target end markets and demand for our solutions, products and services we offer;â€¢our future performance; â€¢statements regarding our business plans; â€¢the sufficiency of our present cash and cash equivalents balances and cash flows;â€¢future trading prices of our common stock and the factors impacting such stock prices; â€¢the efficacy of our internal controls, policies and procedures;â€¢the accuracy of the assumptions underlying our critical accounting estimates;â€¢expectations regarding our ability to expand our product portfolio or enhance existing products;â€¢our ability to predict our future revenue and appropriately budget our expenses;â€¢the capabilities of our technology;â€¢expectations relating to market share and market opportunity; â€¢the financial and legal impact of certain laws and regulations;â€¢our ability to attract, train and retain qualified personnel and senior management, including the effects of our inability to do so;â€¢our ability to service our interest and debt obligationsâ€¢the ability of our customers and distributors to obtain financing and the impact on customer demand for our products;â€¢our ability to comply with governmental laws, regulations and other legal obligations related to privacy, data protection, and cybersecurity;â€¢our ability to conform to, and comply with, continually evolving industry standards and achieve crucial design wins;â€¢our ability to identify, complete and realize the benefits of future acquisitions or investments;â€¢our expectations concerning relationships with third parties; â€¢our ability to attract and retain key personnel; â€¢our ability to maintain, protect and enhance our brand and intellectual property, including with respect to our use of open source software;â€¢the effects of disruptions in our supply of products or materials;â€¢our ability to manage our relationships with, or negative impacts from, third parties that market, sell, distribute, or supply our products, or provide services and technology;â€¢estimates and estimate methodologies used in preparing our financial statements;â€¢the factors that could affect our stock price and trading volume;â€¢the effects of changes in tax rates, provisions, liabilities or other related obligations;â€¢our belief that we have adequately reserved for loss contingencies that are probable; andâ€¢the effect certain factors may have on our tax liability, including but not limited to global and domestic tax reform;These forward-looking statements involve risks, uncertainties and assumptions that could cause our actual results to differ materially from those in the forward-looking statements,

including, without limitation, the risks set forth in PartÂ I, ItemÂ 1A, â€œRisk Factorsâ€ in this FormÂ 10-K. The forward-looking statements made in this Form 10-K relate only to events as of the date on which the statements are made. We do not assume any obligation to update any forward-looking statements made in this Form 10-K to reflect events or circumstances after the date of this Form 10-K or to reflect new information or the occurrence of unanticipated events, except as required by law. These forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.ITEM 1. Â Â Â Â BUSINESSCorporate InformationWe incorporated in the State of Delaware in September 2003. Our executive offices are located at 5966 La Place Court, Suite 100, Carlsbad, California 92008, and our telephone number is (760) 692-0711. In this Form 10-K, unless the context otherwise requires, the â€œCompany,â€ â€œwe,â€ â€œusâ€ and â€œourâ€ refer to MaxLinear, Inc. and its directly and indirectly wholly-owned 4Table of Contentssubsidiaries. Our website address is www.maxlinear.com. The contents of our website are not incorporated by reference into this Form 10-K. We provide free of charge through a link on our website access to our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as amendments to those reports, as soon as reasonably practical after the reports are electronically filed with, or furnished to, the Securities and Exchange Commission, or SEC. Refer to Intellectual Property Rights section below for a list of our trademarks and trade names.Â All other trademarks and trade names appearing in this Form 10-K are the property of their respective owners.OverviewWe are a provider of communications systems-on-chip, or SoCs, used in broadband, mobile and wireline infrastructure, data center, and industrial and multi-market applications. We are a fabless integrated circuit design company whose products integrate all or substantial portions of a high-speed communication system, including radio frequency, or RF, high-performance analog, mixed-signal, digital signal processing, security engines, data compression and networking layers, and power management. Our ability to design analog and mixed-signal circuits in CMOS allows us to efficiently combine analog functionality and complex digital signal processing logic in the same integrated circuit. As a result, we believe our solutions have exceptional levels of functional integration and performance, low manufacturing cost, and reduced power consumption versus competition. These solutions also enable shorter design cycles, significant design flexibility and low system-level cost across a range of markets.Our customers primarily include electronics distributors, module makers, original equipment manufacturers, or OEMs, and original design manufacturers, or ODMs, which incorporate our products in a wide range of electronic devices. Examples of such devices include radio transceivers and modems for 4G/5G base-station and backhaul infrastructure; optical transceivers targeting hyperscale data centers; Wi-Fi and wireline routers for home networking; broadband modems compliant with Data Over Cable Service Interface Specifications, or DOCSIS, passive optical fiber standards, or PON, and digital subscriber line, or DSL; as well as power management and interface products used in these and many other markets. In addition, we generate revenue from certain intellectual property sale agreements.Industry BackgroundOver the last three decades, ubiquitous internet connectivity has driven exponential growth in data content, delivery, distribution, and consumption. We expect this trend to continue owing to:â€¢Accelerated expansion of advanced data center technologies and cloud-based services including, Amazon Web Service, or AWS, Google Cloud Platform, and software as service, or SAAS, in general;â€¢The explosive emergence of artificial intelligence, or AI, platforms and services such as OpenAI/Bing and Google Bard, which broadly amplify human ability to harness high-performance computing within the data center;â€¢Continued proliferation of on-demand Over-The-Top, or OTT, video services such as Netflix, Amazon Prime and Disney+;â€¢The â€œremote economyâ€ accelerated by the COVID-19 pandemic, the shift to work-from-home, and increasing reliance on services such as Zoom, Microsoft Teams, and Google Meet;â€¢The proliferation of â€œInternet of Thingsâ€, or IoT, including internet-connected devices and systems within the home, manufacturing industries, and enterprises; andâ€¢Large-scale proliferation and advancement of wireless broadband services, whether through 5G+ or WiFi, which act as an accelerant for all these technologies.These factors, individually and combined, have created economic pressure to continuously upgrade network bandwidth and latency (i.e. the delay between sender and receiver) in order to exploit the exponential growth of the above activities. For example, cloud-based services increasingly require stringent low latency and extremely high-speed network connections between servers and storage within a data center. These cloud services may leverage generative AI, which requires racks of high-performance servers and storage connected by the fastest-available networks. They may also rely on real-time communication with systems of IoT devices including sensors, lighting, and actuators; smart speakers, smart lighting and other smart appliances in the connected home; commercial air-conditioning and refrigeration; video surveillance equipment; manufacturing machinery; and point-of-sale and asset tracking systems. All these usage scenarios depend on reliable, fast, low-latency networks, enabled by advances in semiconductor devices which integrate wide spectrum/broadband, high-frequency 5Table of Contentscircuits together with digital signal processing algorithms. Such devices not only expand the available network bandwidth, but also utilize that bandwidth more efficiently. MarketsThe above trends propel demand across many of our target end markets, such as:â€¢Data Center Infrastructure: Inside hyperscale data centers operated by Meta, Amazon, Microsoft, Google and others, high-speed optical transceivers connect racks of servers and storage through a hierarchical network of switches and routers. Cloud services and machine learning are dependent upon the ability to interconnect vast numbers of servers and storage inside a data center with extremely low latency and the highest bandwidth to enable the entire data center to act as a single computing or data processing unit. Consequently, the data traffic growth inside the data center has significantly outstripped the data traffic flowing to and from the data center. Currently, while server connections are transitioning from 10Gbps to 25Gbps or 100Gbps speeds, router and switch connections are moving from 100G to 400 and 800Gbps interconnections, with the next generation of switch connections (under development) targeting 1600Gbps. These transitions are possible, in large part, owing to the innovations in semiconductor design, incorporating high-speed digital signal processing together with broadband analog and mixed signal circuits in advanced CMOS process nodes. The physical limits and challenges of removing the heat dissipated by these optical transceivers and switches are the primary barriers to even higher interconnect speeds. For all these reasons, improving the bandwidth and power efficiency of data center networking technology within and between data centers remains a critical challenge for the evolution of next-generation data centers. â€¢5G Wireless Infrastructure: Expensive, finite, fractured and discontiguous 5G wireless spectrum is being utilized more efficiently by aggregating or bonding multiple non-contiguous channels of spectrum with highly complex radio transceivers in a wireless base-station radio unit. These complex radio transceivers can also be configured in large antenna arrays to direct wireless signals more efficiently to specific users, also known as Massive Multiple-Input Multiple Output beamforming, or MMIMO. Beamforming vastly improves the efficiency with which spectrum is used (thereby increasing network capacity), as well as cell tower coverage (range), allowing an operator to do more with less. Densification, the process of increasing the number of wireless base-stations per unit area, also improves network capacity and coverage. In turn, the wireless and optical backhaul transport networks required to connect the higher number of base-station cells must have greater data capacity. As a result, microwave wireless backhaul and fronthaul transport links are migrating to millimeter wave operating frequencies where the availability of spectrum improves data capacity by more than tenfold. Implementing 5G access and transport functionality within base-stations requires radio transceivers that can process larger radio spectrum bandwidths; have expanded RF range; compensate for signal distortion from high-power amplifiers; support beamforming in large antenna arrays; and have the ability to transport high-speed data to and from the network, all in a low-cost, power-efficient design.â€¢Broadband Access: Several drivers of broadband services have grown in significance in the last few years, including hybrid work-from-home, and the number and diversity of streaming service offerings. The focal point of network performance to and within the location is a gateway. These gateways not only determine the internet speeds coming into the location, but also the speed at which content is distributed throughout the location. Broadband modems â€“ whether coaxial, fiber, fixed wireless or DSL, are needed to process increasingly wider portions of the spectrum carried by these media. Advances in these modems, powered by advanced SoCs, are enabling operators to aggregate the bandwidth of more channels and to widen the channels themselves, thereby increasing the download and upload speeds available to the consumer. â€¢Connectivity: Connectivity is ubiquitous in our modern and transforming economy, where increasingly every device, including those inside our smart homes, enterprises, manufacturing robots, automobiles, commercial infrastructure, personal computers, personal health wear and gadgets, etc. are connected to the internet and each other. For example, each broadband access gateway, which is the entry point for internet connection into a home, typically implements several different communication standards for distributing content and internet connectivity throughout, including Wi-Fi, Ethernet, Multimedia over Coax (MoCA), and power line communications. Each of these standards relies on dedicated transceivers and signal processing powered by custom semiconductor products. For example, newer generations of Wi-Fi utilize increasing multiplicity of transceivers to enhance throughput. Advanced implementations of Wi-Fi deploy as many as eight transceivers inside a single gateway box, combined with Wi-Fi extenders to improve coverage in a large area. Consequently, the number of transceivers required, whether for wireless or broadband wireline access and distribution, increases proportionally to the increase in the number of broadband access connections. All connectivity standards rely on 6Table of Contentsmultiple wireless or wireline transceivers or single large bandwidth transceivers to improve the data handling capacity and ability to talk to multiple devices simultaneously.â€¢Industrial & Multi-Market: Manufacturing systems are increasingly being connected to each other and to the cloud. Such connectivity enables a range of operational improvements, such as better plant utilization and scheduling, reduction in power consumption, and the detection of precursors to equipment failure, enabling proactive maintenance and management. Connectivity is also at the heart of powerful new approaches to plant management such as digital twinning and industrial AI. To make connectivity economical, legacy equipment and new installations need to communicate with each other via newer and older connectivity protocol standards. Our product portfolio, featuring serial interfaces, Universal Serial Bus, or USB, Universal Asynchronous Receiver-Transmitters, or UARTS, Peripheral Component Interconnect Express, or PCIe, devices, data converters, and Power Management Integrated Circuits, or PMICs, is strategically positioned to capitalize on such growth opportunities in this expanding market. Such a diverse range of interface and bridge products effectively serves a broad spectrum of end markets, including industrial automation, process control and manufacturing IT, among others.To summarize, the innovation in broadband, low power, integrated communication SoCs is the engine of competitiveness across a range of different businesses spanning broadband wireline access, mobile data services, hyperscale cloud data centers, and cloud computation and storage markets. This has led to a long term and continuing secular trend of compounded growth in demand for systems that feature multiplier RF, mixed signal, and high-performance analog and digital signal processing transceiver SoCs. Challenges Faced by Providers of Systems and RF Transceivers and High Speed InterconnectsDesigning and implementing state-of-the-art RF and optical transceiver systems is difficult owing to the high operating frequency ranges and wide frequency bands employed by communication signals, and the low power budgets of applications. As an example of difficulty, system designers must contend with significantly more sources of interference and signal impairments than in the case of traditional narrow band, low-frequency communication systems. Wider bandwidths require faster devices, but demand has outstripped the rate at which semiconductor processes improve, particularly so for the mainstream CMOS process roadmap. The key challenges of capturing and processing high quality broadband communications signals include:â€¢Receiving RF/digital communications signals spanning multiple frequency bands over a wide spectrum: Many of the advanced high-data-rate applications require the simultaneous RF reception of multiple channels or frequency bands in order to first aggregate, and subsequently demodulate, the data signal, which is spread over discrete disparate frequency bands. Likewise, data transmission is achieved by disaggregating the userâ€™s data signal and transmitting it over multiple available frequency bands spanning a wide frequency spectrum. For example, in the broadband gateway markets, it is necessary to support the simultaneous reception of multiple high-definition video streams, video conferencing, and data applications in many system designs. OEMs meet these stringent requirements via multiple narrow- or wide-band RF receivers, each of which is dedicated to the reception of a single frequency band. An alternate, but highly challenging, approach involves Full Spectrum Capture, or FSCTM, receiver SoCs, which can process the entire available RF frequency spectrum in the transmission medium. They can then select and aggregate the relevant frequency bands over which the data is spread using analog and mixed-signal digital co-processing techniques. In contrast, use of multiple discrete conventional narrowband RF receivers is impractical due to increased design complexity, overall cost, circuit board space, power consumption and heat dissipation limitations. In addition, such narrowband receiver implementations suffer from signal integrity issues, reliability, and thermal challenges owing to the proximity of sensitive multiple RF receivers and discrete components in a limited PCB footprint.â€¢Signal Clarity Performance Requirements: In communications systems, performance is limited by the quality of the received/transmitted signal that can be supported throughout the channel bandwidth. Signal-to-noise, or SNR, ratio measures the strength of the desired signal relative to the sum of the noise and undesired signal energy in the same channel. High capacity 5G wireless cellular data networks operate across non-contiguous wireless spectrum bands, while wired coaxial cable and power-line networks require broadband RF transceivers supporting high SNR. Optical transceivers operate across the widest bandwidths available and must preserve the necessary SNR throughout their bandwidth. These transceiver systems must compensate for impairments introduced as the signal propagates through wire, fiber or wireless mediums, as well as isolate the desired signals from the undesired signals that are invariably present in their wide operating 7Table of Contentsfrequency range. The undesired signals not only include the noise generated by the natural environment, but also interference produced by home appliances, enterprise communications equipment, and other wireless networking systems. For example, in 5G mobile infrastructure applications, a radio transceiver receiving a channel at 1710MHz must cope with reflections in the environment as well as interference from a neighboring channel at 1660MHz picked up by the receiving antenna. The transceiver must also compensate for distortion introduced by the strong signals out of the transmitting antenna. Analog and digital signal processing is employed to improve SNR in the received and transmitted signals. Beamforming and MMIMO of radio signals also significantly improves SNR ratio, but requires sophisticated RF, analog and digital signal co-processing, and software expertise. Broadband reception and beamforming of RF signals in mobile environments are extremely difficult to implement due to the stringent size, cost, and power consumption constraints. Also, higher order modulation of communication signals requires extremely high SNR to maximize data capacity in a finite spectrum, which greatly increases the difficulty of implementing broadband systems.â€¢Power Consumption: Power consumption has become a major concern inside communication systems, including access gateways, wireless base-stations and data center infrastructure applications. For example, Wi-Fi capacity and bandwidth improvement require increasing the number of transceivers per access point with greater channel bandwidths. As a result, Wi-Fi gateway faces significant heat dissipation challenges within the system as more performance and functionality are squeezed into smaller enclosures. Likewise, within the data center, physical limitations in the ability to remove heat efficiently from network switches, and the optical transceivers plugged into them, are the main obstacles to increasing data center network bandwidth at and beyond 400Gbps speed per optical transceiver since these transceivers must fit into the same standardized module form factors as prior generations. These switches and transceivers now consume an increasingly significant fraction of total data center power. In 5G wireless access infrastructure applications, the cost of provisioning power to base-station antenna towers and the operating cost attributable to energy consumption is high. In many multiple-transceiver system designs, a majority of the systemâ€™s overall power consumption can be ascribed to radio transceivers.â€¢Size: The size of electronic components, such as RF transceivers and digital signal processing SoCs, is a key consideration for system designers and the service providers that deploy them. In wired optical infrastructure applications inside data centers, rapidly increasing network server and switch face-plate density trends are aggressively driving reduction of the size of optical transceiver interconnects. In 5G wireless infrastructure, space and weight capacity on the base-station radio towers where the radios and modems are mounted, is highly constrained and is a significant portion of operating costs. The deployment of MMIMO and antenna arrays, and cell densification for 5G wireless coverage and capacity, greatly increase the number of radio transceivers required in each base station radio tower and the number of base stations in a cell. As a result, there is a growing trend and an increasing need for highly complex integrated SoCs with greater numbers of transceivers per SoC.There are also challenges that are specific to the processing of high-speed optical interconnect signals in our target data center markets.â–ªOptical Fiber Channel Impairments: The inherent optical properties of fiber cables and connectors result in impairments to the optical signal as it propagates along the fiber. These impairments degrade signal integrity due to the loss of light intensity, reflections from connectors, and other adverse modal, chromatic and polarization dispersion effects on the propagating light. Further, electrical signal impairments are introduced in the process of conversion of optical signals to electrical signals, which together reduce the maximum data throughput and limit the distance over which data can propagate over fiber. Therefore, communications SoCs present inside optical modules (often referred to as digital signal processors, or DSPs) are required to correct both electrical and optical signal impairments at both ends of the fiber termination.â–ªPhotonics Device Technology: Todayâ€™s state-of-the art in photonic device technology lags the rapidly increasing speed requirements of data traffic within cloud data centers and optical transport links between telecom data centers. Photonic modulators often require relatively high voltage drive levels, while photodetectors are sensitive to speed degradation when connected to electrical circuits. This imposes severe limits to the high-speed conversion of electrical signals to optical signals, and vice versa, owing to the bandwidth limitations, nonlinearities, and noise properties in lasers, modulators, and photo detectors used in optical modules.â–ªForm Factor: Optical transceivers are required to conform to multi-source agreement, or MSA, standardized form factors, which in turn determine the number of transceiver ports that can fit in the face plates of standard server, storage, 8Table of Contentsand switch rack units. Standardization of transceiver form factors and rack unit face

plates allows data center operators to upgrade network speeds of existing installations by simply replacing older optical transceivers and switches with newer faster ones, rather than having to overhaul installed fiber infrastructure and floorplan. The dimensions of the standard face plate impose a severe constraint on the amount of heat that can be practically removed from a rack unit. A major challenge facing optical transceiver SoCs is to support exponentially growing data rates within the standardized form factor and thermal constraints.Our RF, Mixed-Signal and Digital SoC Platform SolutionsWe are a provider of communications SoC solutions for the connected home, mobile and wireline infrastructure, data centers, and industrial and multi-market applications. Our products exemplify our core integrated circuit design and communications systems engineering capabilities:â€¢Proprietary broadband/RF, analog and mixed-signal transceiver front ends: Our analog and mixed-signal integrated circuit designers implement complex broadband radio transceiver front-ends and data converters in standard silicon CMOS processes, which enables single-die integration of a complete digital signal processing communication system. This results in state-of-the-art performance, highest energy efficiency or lowest power, smallest form factor, and the lowest manufacturing cost of a target function. Our high-performance mixed-signal design capability, which involves the high-speed conversion of signals precisely and efficiently between analog and digital domains, is core to all our products and market applications, including high-speed optical interconnect applications inside data centers, 5G Access infrastructure MMIMO radios, and millimeter wave and microwave wireless backhaul transport.â€¢Advanced digital signal processing ASIC design and algorithms: Our signal processing algorithm and digital application-specific integrated circuits, or ASIC, design expertise is at the core of our ability to employ digital signal processing to enable breakthroughs in CMOS analog RF front-end design and vice-versa. For example, impairments introduced by analog systems such as power amplifiers and photonics devices are canceled using sophisticated digital signal processing algorithms to achieve superior signal quality, reduce power consumption, and improve the speed of operation. Communication systems across a range of our current and future target markets share common signal processing functions, such as efficient error control coding, compensation for transmission medium or channel induced impairments, and digital processing of wideband signals. As such, algorithmic breakthroughs in one application are directly applicable to other product areas.â€¢Embedded systems and software architecture: Our products contain complex integrated computer processing unit subsystems. These subsystems typically include multiple low-power microprocessor cores, packet processor, bus and peripherals, memory controllers, and interrupt processing. In addition to signal processing and supervisory activity functions, we also implement multiple layers of real-time embedded firmware and protocol stacks on a single chip. We believe our expertise and track record of successfully developing widely deployed, reliable embedded protocols for networking applications are essential to the evolution of connected home products of the future. Our firmware design capability is critical to the ease of use of our products in end customer platforms.â€¢Architecture and system design for highly integrated end-to-end communication platform solutions: Our novel design techniques tradeoff individual signal path circuit level performance to optimize the overall system performance. Our holistic platform and system level design approach eliminates costly, and power-hungry overdesign of individual circuit elements. It allows us to address more complex customer problems that require a deeper understanding of the customerâ€™s end product. Our products not only integrate the entire physical layer, or PHY, but also implement complete protocol stacks along with ready-for-use product level interface functionality and associated platform software. The integration of the entire system on a single-chip or utilizing minimal number of silicon dies reduces the number of external board-level components, decreases board space, improves performance, simplifies customersâ€™ product design, and significantly reduces power consumption.â€¢Low-power design methodology: The superior energy efficiency of our products reflects our years of cumulative experience and research and development, or R&D, investment in system architecture, semiconductor device modeling, and integrated circuit design expertise. At extremely high data rates, when electrical signals transit on and off the chip, there is a severe penalty in speed and power consumption. Therefore, significant reduction in power consumption of a device requires minimization of signal transitions between multiple chips. Our ability to achieve the highest levels of integration of all analog/RF and digital signal processing functionality on the same chip minimizes power consumption by eliminating such signal transitions. Our solutions disproportionately impact our end-customerâ€™s product power dissipation, 9Table of Contentssuch as in cable modems, 400Gbps optical transceiver modules, and large 5G antenna radio transceiver arrays. Low power dissipation not only simplifies costly thermal design, but also eliminates the need for bulky fans and other cooling aids. This in turn improves end customer product reliability, increases the density of product features that can be supported in a compact footprint, and reduces overall system cost.â€¢Scalable Platform: Our products share common, modular components such as data converters, radio architectures, signal processing algorithms, and digital signal processing circuit architectures, which enables us to offer fully integrated broadband RF transceiver based digital communication SoC solutions across a wide variety of markets while meeting the stringent performance requirements of these end market applications and standards. This contrasts to legacy solutions that require significant customization to conform to the various regional standards, technical performance and product feature requirements. As a result, our customers can minimize their design resources required to develop applications for multiple target markets using our platform solutions. In addition, we are able to deploy our engineering resources more efficiently to both diversify and address larger communications end markets.Our StrategyOur objective is to be the leading provider of communications SoCs for the connected home, wired and wireless infrastructure, and industrial and multi-market applications. We continue to leverage our core analog and digital signal co-processing competencies to expand into other communications markets with similar performance requirements. The key elements of our strategy are:â€¢Extend Technology Leadership in RF Transceivers and RF Transceiver + Digital Signal Processing + Embedded Processor SoCs: We believe that our success thus far is largely attributable to a combination of our RF and mixed-signal design capability together with advanced digital design expertise. We have leveraged this core competency to develop high-performance, low-cost semiconductor solutions for broadband communications applications spanning the connected home, wireless access and backhaul network infrastructure, and high-speed fiber-optic modules for data center, metro, and long-haul infrastructure markets. We will continue to invest in this capability and be an innovation leader in this market.â€¢Leverage and Expand our Existing Customer Base: We target customers who are leaders in their respective markets. We focus on sales to customers who are leaders in our current target markets, and to build on our relationships with these leading customers to define and enhance our product roadmap. By solving the specific problems faced by our customers, we minimize the risks associated with our customersâ€™ adoption of our new integrated circuit products and reduce the length of time from the start of product design to customer revenue. Further, engaging with market leaders will enable us to participate in emerging technology trends and new industry standards.â€¢Target Additional High-Growth Markets: Our core competency is in RF analog and mixed-signal integrated circuit design in CMOS process technology. Several of the technological challenges involved in developing RF solutions for video broadcasting and broadband reception are common to a majority of broader communications markets. We intend to leverage our core competency in developing highly integrated RF transceiver and RF transceiver SoCs in standard CMOS process technology to address additional markets within broadband communications, communications infrastructure, and connectivity markets that we believe offer high growth potential.â€¢Expand Global Presence: Due to the global nature of our supply chain and customer locations, we continue to expand our sales, design, operations and technical support organization both in the United States and overseas. In particular, we are aligned regionally to support to our customer base.â€¢Attract and Retain Top Talent: We are committed to recruiting and retaining highly talented personnel with proven expertise in the design, development, marketing and sales of communications integrated circuits. We have assembled a high-quality team in all the areas of expertise required at an integrated circuit design and communications systems company. Providing an attractive work environment for all of our employees is important to us. We believe that our ability to attract the best engineers is a critical component of our future growth and success in our chosen markets.CustomersWe sell our products, directly and indirectly, to OEMs, module makers and ODMs, and we refer to these as our end customers. By providing a highly integrated reference design solution that our customers can incorporate in their products with 10Table of Contentsminimal modifications, we enable our customers to design cost-effective high-performance SoC-based solutions rapidly. A significant portion of our sales are through distributors based in Asia, who then resell our product.A significant portion of our net revenue has historically been generated by a limited number of customers through sales of our products, as well as consideration under intellectual property sale agreements. In the years ended DecemberÂ 31, 2024, 2023 and 2022, ten customers accounted for approximately 60%, 54% and 65% of our net revenue, respectively.Products shipped to Asia accounted for 75%, 75% and 82% of our net revenue in the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively. Products shipped to China accounted for 11% and 16% of our net revenue in the years ended DecemberÂ 31, 2023, and 2022, respectively, and less than 10% in the year ended DecemberÂ 31, 2024. Although a large percentage of our products are shipped to Asia, we believe that a significant number of the systems designed by these customers and incorporating our semiconductor products are then sold outside Asia. For example, revenue generated from sales of our modem products during the years ended DecemberÂ 31, 2024, 2023 and 2022 related principally to sales to Asian ODMâ€™s and contract manufacturers delivering products into European and North American markets. To date, all of our sales have been denominated in United States dollars. Sales and MarketingWe sell our products worldwide through multiple channels, using our direct sales force, third party sales representatives, and a network of domestic and international distributors. We have direct sales personnel covering the United States, Europe and Asia. We also employ a staff of field applications engineers to provide direct engineering support locally to some of our customers.Our distributors are independent entities that assist us in identifying and servicing customers in a particular territory, usually on a non-exclusive basis. Sales to distributors accounted for approximately 44%, 50%, and 46% of our net revenue in the years ended DecemberÂ 31, 2024, 2023 and 2022, respectively.Our sales cycles typically require a significant amount of time and a substantial expenditure of resources before we can realize revenue from the sale of products, if any. Our typical sales cycle consists of a multi-month sales and development process involving our customersâ€™ system designers and management. We generally receive purchase orders from our customers approximately six to twenty-six weeks prior to the scheduled product delivery date. Because of the scheduling requirements of our foundries and assembly and test contractors, we generally provide our contractors production forecasts six to twelve months in advance and place firm orders for products with our suppliers up to twenty-six weeks prior to the anticipated delivery date, in some cases without a purchase order from our own customers. Our standard warranty provides that products containing defects in materials, workmanship or product performance may be returned for a refund of the purchase price or for replacement, at our discretion.Raw MaterialsAs a fabless designer of integrated circuits, we do not directly procure raw materials and instead, rely on third parties to manufacture, assemble and test, or supply, our products, as described in further detail under the below heading â€œManufacturing.â€ To a lesser extent, we also purchase certain turnkey, or finished goods product, for resale. Raw materials used by third party foundries, assembly and test contractors and turnkey product vendors include silicon wafers, as well as lead frames or substrate materials, gold or copper wires, and molding compounds used in assembly/packaging and test of our products. We work closely with our vendors in providing a supplier forecast three to twelve months in advance to ensure they have an adequate supply of raw materials to cover our forecast.Manufacturing We use third-party foundries and assembly and test contractors to manufacture, assemble and test our products. We also rely on certain vendors to supply turnkey products for certain products we sell. This outsourced manufacturing approach allows us to focus our resources on the design, sale and marketing of our products. Our engineers work closely with our foundries and other contractors to increase yield, lower manufacturing costs and improve product quality while maintaining a socially responsible supply chain. Wafer Fabrication. We utilize an increasing range of process technologies to manufacture our products, from standard CMOS to more exotic processes including SiGe and GaAs. Within this range of processes, we use a variety of process technology nodes ranging from 0.25Âµ down to 3 nanometer. We depend on independent silicon foundry manufacturers to 11Table of Contentssupport our wafer fabrication requirements. Our key foundry partners include Taiwan Semiconductor Manufacturing Corporation, or TSMC, in Taiwan, and United Microelectronics Corporation, or UMC, in Taiwan and Singapore. We generally do not depend on a single source for the supply of our materials. Additionally, certain of products are supplied to us under the terms of a supply agreement with Intel.Outsourced Semiconductor Assembly and Test. Upon completion of the silicon processing at the foundry, we forward the finished silicon wafers to independent semiconductor assembly and test service subcontractors. The majority of our assembly/packaging and test requirements are supported by the following independent subcontractors: Advanced Semiconductor Engineering, or ASE, Greatek Electronics, Inc., Signetics Corporation, SIGURD Microelectronics Corp., and Silicon Precision Industries.Quality Assurance. We have implemented significant quality assurance procedures to assure high levels of product quality for our customers. Our operations are certified under ISO 9001:2015 standards. We closely monitor the work-in-progress information and production records maintained by our suppliers, and communicate with our third-party contractors to assure high levels of product quality and an efficient manufacturing time cycle. Upon successful completion of the quality assurance procedures, all of our products are stored and shipped to our customers or distributors directly from third-party contractors and logistics agents in accordance with our shipping instructions.Corporate Social Responsibility and SustainabilityAs we continue to expand our presence around the world, we are mindful of our responsibility to assess and mitigate climate risks, reduce our greenhouse gas emissions, and maintain a socially responsible supply chain. Our board of directors and Nominating and Corporate Governance Committee oversees our corporate social responsibility and sustainability directives, while the Audit Committee oversees enterprise risk management, which includes an assessment of enterprise risks, including climate risks.Climate risk assessment. We have completed an initial assessment of climate risks utilizing the Task Force on Climate-related Financial Disclosure, or TCFD, Guidance on Risk Management Integration and Disclosure, and present disclosures around the risk assessment and other matters in accordance with TCFD guidance on our corporate social responsibility and sustainability page on our website.Greenhouse gas emissions. We are committed to contributing to the reduction of greenhouse gas emissions, and we are currently taking measures to reduce our greenhouse gas emissions and environmental impact such as purchasing 100% renewable energy for our facilities in California and elsewhere where available, using key suppliers that focus on sustainability as described below, enhancing our offices with energy saving improvements, and transitioning away from one-time use plastics used in the office to sustainable reusable products. For the latest information regarding measures we have taken to further reduce our emissions, refer to our corporate social responsibility and sustainability page on our website, where you can also find our annual emissions reporting.In our development efforts, our engineers are consistently focused on improving the power efficiency and thermal performance of our chips, minimizing water consumption and waste, promoting recycling of reusable materials, and providing customer satisfaction through compliance with global environmental regulations as they relate to our products and operations. For more information regarding the power efficiency and thermal performance of our products, refer to our corporate social responsibility and sustainability page on our website. Socially responsible supply chain. As a fabless semiconductor design company, we do not manufacture our products and, with respect to the activities we conduct directly, we believe we leave a limited environmental footprint. With respect to our indirect environmental impact, we consider and monitor the practices of our current and prospective foundry partners and suppliers in assessing environmental risks in our supply chain and in selecting key vendors. We are committed to the use of a socially responsible supply chain to reduce the risk of human rights violations and the use of conflict minerals (tin, tungsten, tantalum and gold, or 3TG) from the Democratic Republic of Congo and certain adjoining countries. The results of our conflict minerals surveys are reported annually on a conflict minerals report. Our efforts also include maintaining an anti-slavery policy, and a business partner labor standards policy which bars the use of forced or child labor and slavery and a conflict minerals policy governing the use and distribution of 3TG minerals, as well as conducting due diligence before allowing a potential supplier to become a preferred supplier. Further, we remove any suppliers that continue to fail to meet our business partner labor standards and conflict minerals policies after being provided the opportunity to remedy non-compliance via implementation of a corrective action plan. We also participate in recycling of integrated circuits and boards. Additionally, our 12Table of Contentsproducts are compliant with the Restriction of Hazardous Substances, or RoHS, and Registration, Evaluation, Authorization and Restriction of Chemicals, or REACH, standards in the European Union, or EU.Research and Development We believe that our future success depends on our ability to both improve our existing products and to develop new products for both existing and new markets. We direct our R&D efforts largely to the development of new high-performance, mixed-signal RF transceivers and SOCs for the broadband, mobile and wireline infrastructure, data center, and industrial and multi-market applications. We target applications that require stringent overall system performance and low power consumption. As new and challenging communication applications proliferate, we believe that many of these applications may benefit from our SoC solutions combining analog and mixed-signal processing with digital signal processing functions. We have assembled a team of highly skilled semiconductor and embedded software design engineers with expertise in RF, mixed-signal and high-performance analog integrated circuit design, digital signal processing, communications systems and SoC design. As of DecemberÂ 31, 2024, we had approximately 941 employees in our R&D group. Our engineering design teams are located in Carlsbad, Irvine, and San Jose in California; Singapore; Shanghai, and Shenzhen in China; Taipei and Hsinchu in Taiwan; Bangalore and Chennai in India; Canada, Germany, Israel, and Spain.Competition We compete with both established and development-stage semiconductor companies that design, manufacture and market analog and mixed-signal broadband RF receivers, high speed interconnects, high-performance interface, data and video compression and encryption, and power management products. Our competitors include companies with much longer operating histories, greater name recognition, and substantially greater financial, technical and operational

resources, as well as smaller companies specializing in narrow markets, to internal or vertically integrated engineering groups within certain of our customers. In addition, our industry experiences substantial consolidation. We consider our primary competitors to be companies with a proven track record of supporting market leaders and the technical capability to develop and bring to market competing broadband RF receiver and RF receiver SoC, modem, and high speed interconnect products. Our primary merchant semiconductor competitors include Broadcom, Inc., Qualcomm Incorporated, Realtek Semiconductor Corp., Skyworks Solutions, Inc., Credo Semiconductor Inc., MediaTek, Inc., Marvell Technology Group Ltd., MACOM Technology Solutions Holdings, Inc., Texas Instruments Incorporated, Analog Devices, Inc., Renesas Electronics Corporation, Microchip Technology Inc. and Semtech Corporation. Because our products often are building block semiconductors which provide functions that in some cases can be integrated into more complex integrated circuits, we also face competition from manufacturers of integrated circuits, some of which may be existing customers or platform partners that develop their own integrated circuit products. If we cannot offer an attractive solution for applications where our competitors offer more fully integrated products, we may lose significant market share to our competitors. Some of our targeted customers for our high speed interconnect solutions are module makers who are vertically integrated, where we compete with internally supplied components, and we compete with much larger analog and mixed-signal catalog competitors in the multi-market high-performance analog markets.The market for RF, mixed-signal and high-performance analog semiconductor products is highly competitive, and we believe that it will grow more competitive as a result of continued technological advances. We believe that the principal competitive factors in our markets include the following:â€¢product performance; â€¢features and functionality; â€¢energy efficiency; â€¢size; â€¢ease of system design;â€¢customer support; â€¢product roadmap;â€¢reputation; â€¢reliability; and 13Table of Contentsâ€¢price.We believe that we compete favorably as measured against each of these criteria. However, our ability to compete in the future will depend upon the successful design, development and marketing of compelling RF, analog, digital, and mixed-signal semiconductor integrated solutions for high growth communications markets. In addition, our competitive position will depend on our ability to continue to attract and retain talent while protecting our intellectual property.Intellectual Property RightsOur success and ability to compete depends, in part, upon our ability to establish and adequately protect our proprietary technology and confidential information. To protect our technology and confidential information, we rely on a combination of intellectual property rights, including patents, trade secrets, copyrights and trademarks. We also protect our proprietary technology and confidential information through the use of internal and external controls, including contractual protections with employees, contractors, business partners, consultants and advisors. Protecting mask works, or the â€œtopographyâ€ or semiconductor material designs, of our integrated circuit products is of particular importance to our business and we seek to prevent or limit the ability of others to copy, reproduce or distribute our mask works.We have over one thousand issued patents and numerous patent applications pending in the United States. We also have issued foreign patents and pending foreign patent applications. We file U.S and foreign patent applications to protect our intellectual property. Patents generally have a duration of twenty years from filing. While the remaining duration on the individual patents in our patent portfolio varies, we believe that the duration of our issued patents is adequate relative to the expected lives of our products.We own numerous trademarks related to our current products that have been registered in the United States and 4 pending U.S. trademark applications. We own foreign counterparts of certain of these registered trademarks in Brazil, Canada, Chile, China, the EU, Germany, Hong Kong, India, Israel, Japan, South Korea, Singapore, Taiwan and United Kingdom. We also claim common law rights in certain other trademarks that are not registered. Trademark rights may continue for a limited duration or in perpetuity, provided certain requirements are met.We may not gain any competitive advantages from our patents and other intellectual property rights. Our existing and future patents may be circumvented, designed around, blocked or challenged as to inventorship, ownership, scope, validity or enforceability. It is possible that we may be provided with information in the future that could negatively affect the scope or enforceability of either our present or future patents. Furthermore, our pending and future patent applications may or may not be granted under the scope of the claims originally submitted in our patent applications. The scope of the claims submitted or granted may or may not be sufficiently broad to protect our proprietary technologies. The semiconductor industry is characterized by frequent litigation and other vigorous offensive and protective enforcement actions over rights to intellectual property. Moreover, there are numerous patents in the semiconductor industry, and new patents are being granted rapidly worldwide. Third parties may obtain patents that block or limit our ability to develop new technology and/or improve our existing products. If our products were found to infringe any patents or other intellectual property rights held by third parties, we could be prevented from selling our products or be subject to litigation fees, statutory fines and/or other significant expenses. We have initiated and could in the future be required to initiate litigation in order to enforce any patents issued to us, or to determine the scope or validity of a third-partyâ€™s patent or other proprietary rights, as described in â€œRisk Factors â€“ Risks Related to Intellectual Property â€“ We utilize a significant amount of intellectual property in our business. If we are unable to protect our intellectual property, our business could be adversely affected" and in â€œItem 3 â€“ Legal Proceedings.â€ We may in the future be contacted by third parties suggesting that we seek a license to intellectual property rights that they may believe we are infringing. In addition, in the future, we may be subject to lawsuits by third parties seeking to enforce their own intellectual property rights, as described in â€œRisk Factors â€“ Risks Related to Intellectual Property â€“ We have settled in the past intellectual property litigation and may face additional claims of intellectual property infringement. Current litigation and any future litigation could be time-consuming, costly to defend or settle and result in the loss of significant rightsâ€ and in â€œItem 3 â€“ Legal Proceedings.â€14Table of ContentsGovernmental RegulationOur business and operations around the world are subject to government regulation at the international, national, state, provincial, and local level. These regulations impact various aspects of our business and include regulations regarding environmental, health, and safety matters, such as laws and regulations adopted by the U.S. Occupational Safety and Health Administration or similar authorities in other jurisdictions. We believe that our properties and operations comply in all material respects with applicable laws protecting the environment and worker health and safety. We do not manufacture our own products but do maintain laboratory space at certain of our facilities to facilitate the development, evaluation, and testing of our products. These laboratories may maintain quantities of hazardous materials. While we believe we are in material compliance with applicable law concerning the safeguarding of these materials and with respect to other matters relating to health, safety, and the environment, the risk of liability relating to hazardous conditions or materials cannot be eliminated completely. To date, we have not incurred significant expenditures relating to environmental compliance at our facilities nor have we experienced any material issues relating to employee health and safety. We cannot provide assurances, however, that issues will not arise in the future or that applicable law will not require us to incur significant compliance expenditures.Certain of our products and technology are subject to the U.S. Export Administration Regulations, or EAR, which are administered by the United States Department of Commerceâ€™s Bureau of Industry and Security, or BIS, and we are required to obtain an export license before we can export certain controlled products or technology to specified countries or customers. In addition, BIS imposes broad restrictions on certain identified entities and individuals, including those identified on the BIS â€œDenied Personsâ€ list and BIS Entity List. Since October 2022, the United States government has taken steps to restrict the export of certain advanced semiconductor products and technology to the Peopleâ€™s Republic of China and/or certain companies located in China due to national security and human rights concerns. In October 2022, BIS announced additional restrictions on products and/or technology destined for use in the Peopleâ€™s Republic of China, including additional export controls and/or requirements on (1) certain advanced computing integrated circuits, computer commodities that contain such integrated circuits and certain semiconductor manufacturing items; (2) products and/or technologies that may be destined for facilities capable of producing certain advanced node integrated circuits; and (3) transactions involving items for supercomputer and semiconductor manufacturing end uses. In October 2023, BIS announced additional restrictions on the export of certain advanced semiconductors and semiconductor manufacturing technology to China, primarily focused on integrated circuits with military, data center, or artificial intelligence applications. Pursuant to those October 2023 export control amendments, various categories of integrated circuits are now subject to export licensing and export control restrictions for export or reexport to China and certain other countries. Since October 2022, we have restricted or curtailed business with certain customers and partners in China as a result of BIS restrictions.We have experienced and could continue to experience a loss of revenues or supply while we are obtaining licenses needed to do business with certain customers, suppliers, and any other business partners who are added to the Entity List, and failure to obtain any required license has resulted and could in the future result in a reduction of anticipated revenues or supply until an alternate source of supply can be obtained. We cannot guarantee that additional export control restrictions or any sanctions imposed in the future will not restrict, prevent, or materially limit, our ability to conduct business with certain customers, suppliers, business partners or in certain countries. Although we have policies, controls, and procedures designed to maintain ongoing compliance with applicable laws, there can be no assurance that our employees, contractors, suppliers, or agents will not violate such laws or policies. Any such violations of trade laws, restrictions, or regulations can result in fines; criminal sanctions against us or our officers, directors, or employees; prohibitions on the conduct of our business; and damage to our reputation. We may be required to incur significant expense to comply with, or to remedy violations of, these regulations and laws. In addition, if our customers fail to comply with these regulations and laws, we may be required to suspend sales to these customers, which could damage our reputation and negatively impact our results of operations. The technology industry is subject to intense media, political, and regulatory scrutiny, which can increase our exposure to government investigations, legal actions, and penalties. Our business is also subject to various rules and regulations applicable to multinational public companies in the semiconductor industry, including: federal securities laws; competition laws and regulations, such as those promulgated by the U.S. Federal Trade Commission or authorities in the European Union; anti-corruption and anti-bribery laws, including the U.S. Foreign Corrupt Practices Act of 1977; and, additional global trade regulation, such as export controls and trade sanctions, among others. We are also subject to the rules and regulations of industry standards bodies such as the International Organization for Standardization, among others. These laws and regulations are complex, may change frequently and with 15Table of Contentslimited notice, and may continue to become more stringent over time. We may incur significant expenditures in a future period as a result.Human CapitalOur future success depends on our ability to retain, attract and motivate qualified personnel, and achieving those objectives requires us to maintain a work environment and culture that values diversity. As the source of our technological and product innovations, our design and technical personnel represent a significant asset. We operate across eighteen countries and are sensitive to the many cultures and backgrounds constituting our employee base. As of DecemberÂ 31, 2024, we had 1,294 full-time employees, including 941 in R&D, 213 in sales and marketing, 30 in operations and semiconductor technology and 110 in administration. We have employees across 17 countries: 52% are in Asia, 26% in the Americas, 12% in Europe and 10% in the Middle East. Our workforce is represented by the following race/ethnicities: 67% Asian, 24% White or Middle Eastern, 9% Latinx or Hispanic origin, with 53% Asian and 47% White or Middle Eastern in senior management. Females represented 29% of our outside directors, 7% of senior management, 14% of our technical roles, and 19% of our total workforce. Of our total employee workforce, 3% is represented by Work Councils in Austria and Germany. The Work Council groups, common to these countries, are comprised of employees elected by the general employee base. We consider our global employee relations to be good.Our human capital resources objectives include, as applicable, attracting and retaining talented and experienced employees, advisors, and consultants. We utilize multiple online search tools, specialized recruiting firms, employee referral programs and university hires to ensure a varied outreach approach for candidates. We aim to increase our hiring and retention of female talent including direct hires or interns from universities. We offer this via a combination of competitive base salary, time-based equity incentives and bonus plans linked to financial performance that are designed to motivate and reward personnel with annual grants of stock-based and cash-based incentive compensation awards to our employees, some of which vest over a period of four years, plus other benefits, in order to increase stockholder value and the success of our company by motivating such individuals to perform to the best of their abilities and achieve both our short and long-term objectives. We offer competitive benefits tailored to local markets and laws and designed to support employee health, welfare and retirement; examples of such benefits may include hybrid work schedules with one flexible day allowing all employees globally to work from home; paid time off; 401(k), pension or other retirement plans; employee leave or part-time arrangements to support well-being of employees and their dependents; sabbaticals; bereavement leave; employee stock purchase plan; basic and voluntary life, disability and supplemental insurance; medical, dental and vision insurance; health savings and flexible spending accounts; relocation assistance; and employee assistance programs. Our global training and development program includes internal on-the-job training and we have launched a pilot training program which includes seminars, podcasts and recommended learnings under which we have received significant employee participation. Our corporate training program, which is mandatory, covers training on discrimination-free workplace, as well as our code of ethics and employee conduct, insider trading policy, global export controls and economic sanctions policy, global anti-bribery and anti-corruption policy, and anti-trust and competition law.Our executive compensation structure aligns executive incentives with the long-term growth objectives of MaxLinear, including long-term share price appreciation. In that regard, our executive compensation programs have tended to place a relatively heavier weighting on equity compensation than our peers and include a performance-based metric to executivesâ€™ equity incentives in addition to other forms of compensation offered to all employees. For more details regarding our executive compensation, refer to information incorporated by reference from the information set forth under the captions â€œExecutive Compensationâ€ and â€œCompensation Discussion and Analysisâ€ in either an amendment to this Form 10-K or our upcoming 2025 Proxy Statement.We also comply with applicable laws and regulations regarding workplace safety and are subject to audits by entities such as the Occupational Safety and Health Administration, or OSHA, in the United States. We rely on third parties to manufacture our products and require our suppliers to maintain a safe work environment, as described in further detail under the above heading â€œManufacturing.â€Seasonality The semiconductor industry is highly cyclical and is characterized by constant and rapid technological change, rapid product obsolescence and price erosion, evolving technical standards, short product life cycles and wide fluctuations in product supply and demand. From time to time, these and other factors, together with changes in general economic conditions, cause significant upturns and downturns in the industry, and in our business in particular. 16Table of ContentsIn addition, our operating results are subject to substantial quarterly and annual fluctuations due to a number of factors, such as the overall demand volatility for semiconductor solutions across a diverse range of communications, industrial and multimarket applications, the timing of receipt, reduction or cancellation of significant orders, the gain or loss of significant customers, market acceptance of our products and our customersâ€™ products, our ability to timely develop, introduce and market new products and technologies, the availability and cost of products from our suppliers, new product and technology introductions by competitors, intellectual property disputes and the timing and extent of product development costs. For example, we often experience flat-to-declining revenue in the first quarter of each fiscal year and increasing revenue in the second quarter of each fiscal year.ITEM 1A.Â Â Â Â RISK FACTORSThis Annual Report on Form 10-K, or Form 10-K, including any information that may be incorporated by reference herein, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, referred to as the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. In some cases, you can identify forward-looking statements by terms such as â€œmay,â€ â€œwill,â€ â€œshould,â€ â€œexpect,â€ â€œplan,â€ â€œintend,â€ â€œforecast,â€ â€œanticipate,â€ â€œbelieve,â€ â€œestimate,â€ â€œpredict,â€ â€œpotential,â€ â€œcontinueâ€ or the negative of these terms or other comparable terminology. The forward-looking statements contained in this Form 10-K involve known and unknown risks, uncertainties and situations that may cause our or our industryâ€™s actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these statements. These factors include those listed below in this Item 1A and those discussed elsewhere in this Form 10-K. We encourage investors to review these factors carefully. We may from time to time make additional written and oral forward-looking statements, including statements contained in our filings with the Securities and Exchange Commission, or SEC. However, we do not undertake to update any forward-looking statement that may be made from time to time by or on behalf of us, whether as a result of new information, future events, or otherwise, except as required by law. The following discussion provides information concerning the material risks and uncertainties that we have identified and believe may adversely affect our business, our financial condition and our results of operations. Before you decide whether to invest in our securities, you should carefully consider these risk factors together with all of the other information included in this Form 10-K, and in our other public filings, which could materially affect our business, financial condition or future results. Our risk factors are not guarantees that no such conditions exist as of the date of this report and should not be interpreted as an affirmative statement that such risks or conditions have not materialized, in whole or in part. For the risks relating to our terminated merger with Silicon Motion, please refer to the section of these risk factors captioned â€œRisks Relating to the Terminated Merger with Silicon Motion.â€Risk Factor SummaryRisks Relating to the Terminated Merger with Silicon Motionâ€¢The termination of the Merger Agreement and the related legal proceedings have caused us to incur substantial costs, may divert managementâ€™s attention from our business and could otherwise adversely affect our business, financial results and operations.â€¢If we are required to pay any damages in connection with legal proceedings related to the termination of the Merger Agreement with Silicon Motion, including for any alleged breaches of the Merger Agreement, or if we agree to make any payments in any settlement of legal proceedings related to the termination of the Merger Agreement, the amount of such

damages or payments could be significant and require us to draw down on all our existing lines of credit and use our cash resources, which may not be sufficient to satisfy any damages or payments and could have a material adverse effect on our business, operating results, and financial condition. We expect that we may not be able to obtain financing on favorable terms if at all or raise additional capital for any such payments.Risks Relating to Our Businessâ€¢We face intense competition and expect competition to increase in the future, which could have a material adverse effect on our revenue, revenue growth rate, if any, and market share.â€¢Global economic conditions, including factors such as high inflation or a potential recession, could continue to adversely affect our business, financial condition, and results of operations.â€¢We are subject to the cyclical nature of the semiconductor industry.â€¢A significant variance in our operating results or rates of growth, if any, could continue to lead to substantial volatility in our stock price. Our revenue has declined, and we may not sustain our current level of revenue, which has declined, 17Table of Contentsand/or manage future growth effectively. The impact of excess inventory in the channel has continued to influence our customersâ€™ expected demand for certain of our products and negatively impact our revenue.â€¢Our business, financial condition and results of operations could continue to be adversely affected by military conflicts, geopolitical and economic tensions among or with countries in which we conduct business, including between the United States and China, Israel (and its conflicts with Iran and Lebanon), and among other countries. For example, as more entities are added to restricted export control lists, or as semiconductor technology exports to other countries are further controlled, our need to seek authorization from the U.S. government may impact our ability to do business and/or the speed with which we can deliver, if at all.â€¢We also are subject to risks associated with international geopolitical and military conflicts.â€¢Changes in trade policies among the United States and other countries, in particular the imposition of new or higher tariffs, could place pressure on our average selling prices as our customers seek to offset the impact of increased tariffs on their own products. Increased tariffs or the imposition of other barriers to international trade could decrease demand and have a material adverse effect on our revenues and operating results.â€¢We will lose sales if we are unable to obtain or retain government authorization to export certain of our products or technology or if such authorizations are revoked. In addition, we will be subject to legal and regulatory consequences if we do not comply with applicable export control laws and regulations.â€¢We depend on a limited number of customers for a substantial portion of our revenue, and the loss of, or a significant reduction in orders from major customers has had and could continue to have a material adverse effect on our revenue and operating results.â€¢Any legal proceedings or claims against us or potential violations of applicable regulations could be costly and time-consuming to defend and could harm our reputation regardless of the outcome.â€¢We have been and may in the future be subject to information technology failures, including security breaches, cyber-attacks, design defects or system failures, that could disrupt our operations, damage our reputation and adversely affect our business, operations, and financial results.â€¢Average selling prices of our products have previously decreased and could decrease in the future, which could have a material adverse effect on our revenue and gross margins.â€¢If we fail to penetrate new applications and markets, our revenue, revenue growth rate, if any, and financial condition could be materially and adversely affected.â€¢A significant portion of our revenue is attributable to demand for our products in markets for broadband solutions, and development delays and consolidation trends among cable and satellite Pay-TV and broadband operators has adversely affected, and could continue to adversely affect our future revenues and operating results.â€¢We may be unable to make the substantial productive research and development investments that are required to remain competitive in our business.â€¢The complexity of our products could result in unforeseen delays or expenses caused by undetected defects or bugs, which could reduce the market acceptance of our new products, damage our reputation with current or prospective customers and adversely affect our operating costs.â€¢Our revenue and operating results are subject to substantial quarterly and annual fluctuations and have fluctuated in the past and may fluctuate significantly due to a number of factors that could adversely affect our business and our stock price.â€¢If we fail to develop and introduce new or enhanced products on a timely basis, our ability to attract and retain customers could be impaired and our competitive position could be harmed.â€¢We are subject to order and shipment uncertainties, and differences between our estimates of customer demand and product mix and our actual results could continue to negatively affect our inventory levels, sales and operating results.â€¢We may have difficulty accurately predicting our future revenue and appropriately budgeting our expenses particularly as we seek to enter new markets where we may not have prior experience.â€¢Our customers require our products and our third-party contractors to undergo a lengthy and expensive qualification process which does not assure product sales.â€¢We incur significant expenditures to win business and customer product plan cancellations may adversely affect our results of operations.â€¢A failure to maintain compliance with governmental regulations could have a material adverse effect on our business.â€¢If we are unable to attract, train and retain qualified personnel and senior management, our business, financial condition, results of operations and prospects could suffer.â€¢We are subject to a variable amount of interest on the principal balance of our credit agreements and could continue to be adversely impacted by high interest rates in the future. Such indebtedness adversely affects our operating results and cash-flows, as we satisfy our underlying interest and principal payment obligations and contains financial and operational covenants that could adversely affect our operational freedom or ability to pursue strategic transactions that we would otherwise consider to be in the best interests of stockholders, including obtaining additional indebtedness to 18Table of Contentsfinance such transactions. In addition, high interest rates may make it more difficult for us, our customers, and our distributors to obtain financing and service our respective interest and debt obligations, which in turn has an impact on customer demand for our products and our distributorsâ€™ business. â€¢We are subject to governmental laws, regulations and other legal obligations related to privacy, data protection, and cybersecurity. Our inability to comply with such obligations may negatively impact our business.â€¢Our products must conform to industry standards in order to be accepted by end users in our markets.â€¢We may, from time to time, make additional business acquisitions or investments, which involve significant risks.Risks Relating to Intellectual Propertyâ€¢We have settled in the past intellectual property litigation and may in the future face additional claims of intellectual property infringement including indemnification claims based on intellectual property allegations. Any current or future litigation could be time-consuming, costly to prosecute, defend or settle and result in damages and/or the loss of significant rights.â€¢If we are unable to protect our intellectual property, our business could be adversely affected.â€¢We face risks related to security vulnerabilities in our products.â€¢The use of open source software in our products, processes and technology may expose us to additional risks and harm our intellectual property.Risks Relating to Reliance on Third Partiesâ€¢A lack of long-term supply contracts, and any supply disruption could have a material adverse effect on our business.â€¢Failure to manage our relationships with our third-party contractors successfully, or impacts from volatility in global supply, natural disasters, public health crises, or other labor stoppages in the regions where such contractors operate, could adversely affect our ability to market and sell our products.â€¢Should any of our distributors cease or be forced to stop distributing our products, our business would suffer.â€¢Any failure of third parties to provide services and technology could have a material adverse effect on our business.Risks Relating to Our Common Stockâ€¢Our share price may be volatile as a result of various factors.â€¢Our management team may use our available cash and cash equivalents in ways with which you may not agree or in ways which may not yield a return.â€¢Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock.Risks Relating to our Terminated Merger with Silicon MotionThe termination of the Merger Agreement and the related legal proceedings have caused us to incur substantial costs, may divert managementâ€™s attention from our business and could otherwise adversely affect our business, financial results and operations.We terminated the Merger Agreement on July 26, 2023 and notified Silicon Motion that we are relieved of our obligation to close the merger. Silicon Motion has challenged the validity of that termination. On August 16, 2023, Silicon Motion delivered to us a notice, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration before the Singapore International Arbitration Centre to seek damages from us arising from our alleged breaches of the Merger Agreement. On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that we breached the Merger Agreement. Additionally, on August 31, 2023, a Silicon Motion stockholder filed a class action complaint against us and certain of our current officers alleging that we materially misrepresented the likelihood the merger would close, and a similar individual action was filed by a different Silicon Motion stockholder on June 13, 2024. Other potential plaintiffs may file additional lawsuits related to the previously contemplated merger. See Part I, Item 3 (Legal Proceedings) of this report for more information on the Silicon Motion arbitration and the class action lawsuit. We intend to vigorously defend against these legal proceedings and any alleged breaches of the Merger Agreement, but due to the uncertainties inherent in any legal proceedings, we cannot predict the outcome of any legal proceedings. Legal proceedings are time-consuming, and may divert managementâ€™s attention from our business. Legal proceedings are also expensive and could result in substantial costs to us, including any damages we are required to pay and costs associated with the indemnification of directors and officers. Please refer to the Risk Factor entitled â€œIf we are required to pay any damages in connection with legal proceedings related to the termination of the Merger 19Table of ContentsAgreement with Silicon Motion, including for any alleged breaches of the Merger Agreement, or if we agree to make any payments in any settlement of legal proceedings related to the termination of the Merger Agreement, the amount of such damages or payments could be significant and require us to draw down on all our existing lines of credit and use our cash resources, which may not be sufficient to satisfy any damages or payments and could have a material adverse effect on our business, operating results, and financial condition. We expect that we may not be able to obtain financing on favorable terms if at all or raise additional capital for any such payments. Even if we are able to finance such payments through the incurrence of additional indebtedness, any material increase in our indebtedness would adversely affect our operating results and cash-flows as we satisfy our underlying interest and principal payment obligations. Issuing additional shares of our common stock, if material, will result in dilution of existing shares outstanding. Any loan agreement is also expected to contain financial and operational covenants that would adversely affect our operational freedom or ability to pursue strategic transactions that we would otherwise consider to be in the best interests of stockholders, including obtaining additional indebtedness to finance such transactions.â€We have already incurred, and expect to continue to incur, substantial costs in connection with the previously pending merger, the termination of the Merger Agreement, and the related legal proceedings. Aside from any damages or settlement amounts we may be required to pay, these costs are primarily associated with the fees of our financial advisors, accountants, lenders, and legal counsel. Since the merger has been terminated, we will have received little or no benefit in respect of such costs incurred. We may also experience negative reactions from the financial markets and our suppliers, customers, customer prospects, and employees with regard to legal proceedings related to the termination of the Merger Agreement. Any of these factors could have a material adverse effect on our business, operating results, and financial condition or on the trading price of our common stock.If we are required to pay any damages in connection with legal proceedings related to the termination of the Merger Agreement with Silicon Motion, including for any alleged breaches of the Merger Agreement, or if we agree to make any payments in any settlement of legal proceedings related to the termination of the Merger Agreement, the amount of such damages or payments could be significant and require us to draw down on all our existing lines of credit and use our cash resources, which may not be sufficient to satisfy any damages or payments and could have a material adverse effect on our business, operating results, and financial condition. We expect that we may not be able to obtain financing on favorable terms if at all or raise additional capital for any such payments. Even if we are able to finance such payments through the incurrence of additional indebtedness, any material increase in our indebtedness would adversely affect our operating results and cash-flows as we satisfy our underlying interest and principal payment obligations. Issuing additional shares of our common stock, if material, will result in dilution of existing shares outstanding. Any loan agreement is also expected to contain financial and operational covenants that would adversely affect our operational freedom or ability to pursue strategic transactions that we would otherwise consider to be in the best interests of stockholders, including obtaining additional indebtedness to finance such transactions.If we are required to pay any damages in connection with legal proceedings related to the termination of the Merger Agreement, including for any alleged breaches of the Merger Agreement, or if we agree to make any payments in any settlement of legal proceedings related to the termination of the Merger Agreement, the amount of such damages or payments could be significant and require us to draw down on all our existing lines of credit and use our cash resources, which may not be sufficient to satisfy any damages or payments and could have a material adverse effect on our business, operating results, and financial condition. We expect that we may not be able to obtain financing on favorable terms if at all or raise additional capital for any such payments. However, if we finance all or a portion of the payment of damages or settlement amounts through the incurrence of additional indebtedness, any material payment and increase in our indebtedness would adversely affect our ability to use cash generated from operations as we repay interest and principal under the term loans and revolving credit facility, as applicable. Issuing additional shares of common stock, if material, would result in dilution of existing shares outstanding. In addition, our current credit agreement, and any new loan agreements, contain and would likely contain financial and operational covenants that may adversely affect our ability to engage in certain activities, including certain financing and acquisition transactions, any future stock repurchases, guarantees, and similar transactions, without obtaining the consent of the lenders, which may or may not be forthcoming. Such financial and operational covenants include compliance with a secured net leverage ratio test. Accordingly, outstanding indebtedness could adversely affect our operational freedom or ability to pursue strategic transactions that we would otherwise consider to be in the best interests of stockholders.Specifically, if we are required to pay damages in connection with legal proceedings related to the termination of the Merger Agreement, including for alleged breaches of the Merger Agreement, or if we agree to make any payments in any settlement of legal proceedings related to the termination of the Merger Agreement, and we finance all or a portion of the payment of damages through the incurrence of additional indebtedness, any materially increased indebtedness could have important consequences to investors in our common stock, including the following:20Table of Contentsâ€¢our ability to obtain any necessary financing in the future for working capital, capital expenditures, debt service requirements, or other purposes may be limited or financing may be unavailable;â€¢high interest rates may make it more difficult for us, our customers, and our distributors to obtain financing and service our respective interest and debt obligations, which in turn has an impact on customer demand for our products as well as the business of our distributors; â€¢we could be subject to substantial variable interest rate risk because our interest rate under term loans typically varies based on a fixed margin over an indexed rate (such as for the Initial Term Loan under the June 23, 2021 Credit Agreement) or an adjusted base rate. If interest rates were to increase substantially, and we incur additional indebtedness, it would adversely affect our operating results and could affect our ability to service the indebtedness;â€¢a portion of our cash flows is dedicated to the payment of interest and when applicable, principal, on our indebtedness and other obligations and will not be available for use in our business;â€¢our level of indebtedness, combined with high interest rates, could limit our flexibility in planning for, or reacting to, changes in our business and the markets in which we operate, including limiting our future investments or ability to enter into acquisitions and strategic partnerships, and obtain financing for such transactions; andâ€¢our high degree of indebtedness may make us more vulnerable to changes in general economic conditions and/or a downturn in our business, thereby making it more difficult for us to satisfy our obligations.If we fail to make required debt payments, or if we fail to comply with other covenants in our debt service agreements, we would be in default under the terms of these agreements. Subject to customary cure rights, any default would permit the holders of the indebtedness to accelerate repayment of this debt and could cause defaults under other indebtedness that we have, any of which could have a material adverse effect on the trading price of our common stock.Risks Related to Our BusinessWe face intense competition and expect competition to increase in the future, which could have a material adverse effect on our revenue, revenue growth rate, if any, and market share.The global semiconductor market in general, and the broadband, wired and wireless infrastructure, and broader industrial and communications analog and mixed-signal markets in particular, are highly competitive. We compete in different target markets to various degrees on the basis of a number of principal competitive factors, including our productsâ€™ performance, features and functionality, energy efficiency, size, ease of system design, customer support, product roadmap, reputation, reliability and price. We expect competition to increase and intensify as a result of industry consolidation and the resulting creation of larger semiconductor companies. Large semiconductor companies resulting from industry consolidation could enjoy substantial market power, which they could exert through, among other things, aggressive pricing that could adversely affect our customer relationships, revenues, margins and profitability. In addition, we expect the internal resources of large, integrated OEMs may continue to enter our markets. Increased competition has resulted in price pressure, decreased demand, reduced revenue and profitability, and loss of market share, any of which could in the future materially and adversely affect our business, revenue, revenue growth rates, if any, and operating results.As our products are integrated into a variety of communications and industrial platforms, our competitors range from large, international merchant semiconductor companies offering a wide range of semiconductor products to smaller companies specializing in narrow markets, to internal or vertically integrated engineering groups within certain of our customers. Our primary merchant semiconductor competitors include Broadcom Inc., Qualcomm Incorporated, Realtek Semiconductor Corp., Skyworks Solutions, Inc., Credo Semiconductor Inc., MediaTek, Inc., Marvell Technology Group Ltd., MACOM Technology Solutions Holdings, Inc., Texas Instruments Incorporated, Analog Devices, Inc., Renesas Electronics Corporation, Microchip Technology Inc. and Semtech Corporation. It is quite likely that competition in the markets in which we participate will increase in the future as

existing competitors improve or expand their product offerings. In addition, other companies are in the process of developing competing products for our current and target markets. Because our products often are building block semiconductors which provide functions that in some cases can be integrated into more complex integrated circuits, we also face competition from manufacturers of integrated circuits, some of which may be existing customers or platform partners that develop their own integrated circuit products. If we cannot offer an attractive solution for applications where our competitors offer more fully integrated products, we may lose significant market share to our competitors. Some of our targeted customers for our high speed interconnect solutions are module makers who are vertically integrated, where we compete with internally 21Table of Contentssupplied components, and we compete with much larger analog and mixed-signal catalog competitors in the multi-market high-performance analog markets.Our ability to compete successfully depends on factors both within and outside of our control, including industry and general economic trends. During past periods of downturns in our industry, competition in the markets in which we operate intensified as manufacturers of semiconductors reduced prices in order to combat production overcapacity and high inventory levels. Many of our competitors have substantially greater financial and other resources with which to withstand similar adverse economic or market conditions in the future. Moreover, the competitive landscape is changing as a result of intense consolidation within our industry as some of our competitors have merged with or been acquired by other competitors, and other competitors have begun to collaborate with each other, which could result in significant changes to the competitive landscape. In addition, changes in government trade policies, including the imposition of tariffs and export restrictions, as well as actions by government agencies, could limit our ability to sell our products to certain customers and adversely affect our ability to compete successfully. These developments may materially and adversely affect our current and future target markets and our ability to compete successfully in those markets. See the risk factors â€œWe also are subject to risks associated with international geopolitical and military conflictsâ€ and â€œWe will lose sales if we are unable to obtain or retain government authorization to export certain of our products or technology related to the development or production of our products or if such authorizations are revoked, and we will be subject to legal and regulatory consequences if we do not comply with applicable export control laws and regulationsâ€ below.Global economic conditions, including factors such as high inflation or a potential recession, could continue to adversely affect our business, financial condition, and results of operations.Inflation and uncertainty in customer demand and the worldwide economy has continued, and we have experienced and could continue to experience volatility in our sales and revenues in the future. Inventory oversupply could potentially lead to more inventory write-downs, including charges for any excess or obsolete inventory which could negatively impact our gross margins. Our products are incorporated in numerous consumer devices, and demand for such products is ultimately driven by consumer demand for products such as televisions, personal computers, automobiles, and cable modems. Many of these purchases are discretionary. Global economic volatility and economic volatility in the specific markets in which the devices that incorporate our products are ultimately sold, including the impacts of inflation and a potential recession, can cause extreme difficulties for our customers and third-party vendors in accurately forecasting and planning future business activities. If banks and financial institutions with whom we have banking relationships enter receivership or become insolvent in the future, we may be unable to access, and we may lose, some or all of our existing cash, cash equivalents and investments to the extent those funds are not insured or otherwise protected by the FDIC. This unpredictability has and could continue to cause our customers to delay or reduce their capital expenditures and spending on our products, which delays and lengthens sales cycles and negatively affects the overall demand for our products. Worsening economic instability could continue to result in a cancellation of such orders or otherwise adversely affect spending for information technology and limit our ability to forecast future demand for our products, which could reduce expected revenues or result in a write-down of any excess or obsolete inventory. Furthermore, during inflationary economic times, our customers may face challenges in gaining timely access to sufficient credit, which could impact their ability to make timely payments to us. These events, together with economic volatility that may face the broader economy and, in particular, the semiconductor and communications industries, may adversely affect, our business, particularly to the extent that consumers decrease their discretionary spending for devices deploying our products. However, the magnitude of such volatility on our business and its duration is uncertain and cannot be reasonably estimated at this time.Other areas of our business which could be disrupted or subject to negative impacts of negative global economic conditions may include, but may not be limited to, the following: â€¢Reduced ability to accurately predict our future revenue and budget future expenses;â€¢Inefficiencies, delays and additional costs in design win, product development, production and fulfillment;â€¢Accounts receivable collection issues should any of our limited and significant customers experience liquidity concerns;â€¢Material impacts to the value of our common stock, which may result in impairment of our goodwill;â€¢Material impairment of our assets, if recoverability thereof becomes a concern; and22Table of Contentsâ€¢Decreased availability of capital or access thereto in the United States and from other jurisdictions in which we operate.We are subject to the cyclical nature of the semiconductor industry.The semiconductor industry is highly cyclical and is characterized by constant and rapid technological change, rapid product obsolescence and price erosion, evolving standards, short product life cycles and wide fluctuations in product supply and demand. The current macroeconomic factors affecting customer demand has been aggravated by certain factors such as high interest rates and excess channel inventory, and has resulted in, and any future downturns may result in, diminished product demand, production overcapacity, high inventory levels and accelerated erosion of our average selling prices. Furthermore, any future upturn in the semiconductor industry could result in increased competition for access to third-party foundry and assembly capacity. We are dependent on the availability of this capacity to manufacture and assemble all of our products. None of our third-party foundry or assembly contractors has provided assurances that adequate capacity will be available to us in the future. A significant downturn or upturn could have a material adverse effect on our business and operating results.A significant variance in our operating results or rates of growth, if any, could continue to lead to substantial volatility in our stock price. Our revenue has declined, and we may not sustain our current level of revenue, which has declined, and/or manage future growth effectively. The impact of excess inventory in the channel has continued to influence our customersâ€™ expected demand for certain of our products and negatively impact our revenue.Our net revenue decreased from $693.3 million in the year ended December 31, 2023 to $360.5 million in the year ended December 31, 2024 and the decline in net revenue could continue in future periods. Among other factors, the decrease is as a result of macroeconomic conditions impacting customer demand; for example, the broadband market which has experienced slower than expected recovery. Prior to 2023, our net revenues grew to $1.1 billion for the year ended December 31, 2022. We currently expect that revenue will fluctuate in the future, from period-to-period, consistent with the cyclical nature of our industry, and we could experience further decline in revenue in the future due to current macroeconomic conditions impacting customer demand for various products. Further, the impact of excess inventory in the channel has continued to influence our customersâ€™ expected demand for some of our products and negatively affected our revenue.In addition, in July 2024, we initiated the 2024 Workforce Reduction, which we completed in 2024. Also, in the first half of 2024, we completed notifications to remaining affected employees regarding the 2023 Workforce Reductions. We may not realize, in full or in part, the anticipated benefits, savings and improvements from the reductions of our workforce if our revenue continues to decline. If we are unable to realize the expected operational efficiencies and cost savings from reductions of our workforce, our operating results and financial condition would be adversely affected.You should not rely on our operating results for any prior quarterly or annual periods as an indication of our future operating performance. Please refer to the Risk Factor entitled â€œOur revenue and operating results are subject to substantial quarterly and annual fluctuations and have fluctuated in the past and may fluctuate significantly due to a number of factors that could adversely affect our business and our stock priceâ€ for a discussion of factors contributing to variances in our operating results or rates of growth, if any. If we are unable to resume adequate revenue growth and manage our operating expenses, our financial results could suffer and our stock price could decline.To manage any future growth successfully, we believe we must effectively, among other things:â€¢successfully develop new products and penetrate new applications and markets;â€¢recruit, hire, train and manage additional qualified engineers for our research and development activities, especially in the positions of design engineering, product and test engineering and applications engineering;â€¢implement and improve our administrative, financial and operational systems, procedures and controls; andâ€¢enhance our information technology support for enterprise resource planning and design engineering by adapting and expanding our systems and tool capabilities, and properly training new hires as to their use.If we are unable to resume and manage our growth effectively, we may not be able to take advantage of market opportunities or develop new products and we may fail to satisfy customer requirements, maintain product quality, execute our business plan, or respond to competitive pressures.23Table of ContentsOur business, financial condition and results of operations could continue to be adversely affected by military conflicts, geopolitical and economic tensions among or with countries in which we conduct business, including between the United States and China, Israel (and its conflicts with Iran and Lebanon), and among other countries. For example, as more entities are added to restricted export control lists, or as semiconductor technology exports to other countries are further controlled, our need to seek authorization from the U.S. government may impact our ability to do business.We sell our products throughout the world. Products shipped to Asia accounted for 75% of our net revenue in the year ended December 31, 2024. In addition, as of DecemberÂ 31, 2024, approximately 76% of our employees are located outside of the United States. The majority of our products are manufactured, assembled and tested in Asia, and our major distributors are located in Asia. Multiple factors relating to our international operations and to particular countries in which we operate could have a material adverse effect on our business, financial condition and results of operations. These factors include:â€¢changes in political, regulatory, legal or economic conditions;â€¢geopolitical conflicts and tensions, especially between the United States and China, that could destabilize trading relationships and economic activity;â€¢restrictive governmental actions, such as restrictions on the transfer or repatriation of funds and foreign investments and trade protection measures, including export controls and restrictions, duties and quotas and customs duties and tariffs;â€¢disruptions of capital and trading markets;â€¢changes in import and/or export control restrictions and regulations by governments, such as changes to licensing requirements or other anti-diversion enforcement measures, as a result of ongoing armed conflict and geopolitical tensions among the United States, China, Russia, Ukraine, Iran, Israel, Lebanon, and other countries;â€¢transportation delays;â€¢civil disturbances or political instability;â€¢other unpredictable geopolitical turmoil, including terrorism, war or political or military coups, including the current conflict in Israel and continued escalation of Israel's conflicts with Iran and Lebanon;â€¢differing employment practices and labor standards;â€¢limitations on our ability under local laws to protect our intellectual property;â€¢local business and cultural factors that differ from our customary standards and practices;â€¢nationalization and expropriation;â€¢changes in tax laws;â€¢public health emergencies, such as another outbreak of COVID-19 or other communicable disease;â€¢currency fluctuations relating to our international operating activities; andâ€¢difficulty in obtaining distribution and support.In addition to a significant portion of our wafer supply coming from Taiwan, Singapore, China and South Korea, substantially all of our products undergo packaging and final testing in Taiwan, Singapore, China, South Korea, Malaysia, and Thailand. Any conflict or uncertainty in these countries, including due to geopolitical conditions, natural disasters, public health or safety concerns, could have a material adverse effect on our business, financial condition and results of operations. In addition, if the government of any country in which our products are manufactured or sold sets technical standards for products manufactured in or imported into their country that are not widely shared, it may lead some of our customers to suspend imports of their products into that country, require manufacturers in that country to manufacture products with different technical standards and disrupt cross-border manufacturing relationships which, in each case, could have a material adverse effect on our business, financial condition and results of operations.We also are subject to risks associated with international geopolitical and military conflicts. 24Table of ContentsOur business has been impacted and may continue to be impacted by geopolitical conditions such as international trade wars (including between the United States and China), the military conflict in Israel, including the escalation in its conflicts with Iran and Lebanon, the Russia-Ukraine conflict, and increased political tensions in Europe, the Middle East and Asia. Currently, significant uncertainty surrounds the future trade relationships among the United States, China, and Russia. The U.S. government continues to make significant changes in U.S. trade policies that could negatively affect our business, and there may be further changes in U.S. trade policy because of the new U.S. presidential administration. Additionally, policies made by other countries, such as China and Russia or their allies, could also negatively impact our business. In a number of cases, compliance with these policies has required us to take actions adverse to our business.Beginning in May 2019, we ceased normal business operations with entities affiliated with Huawei Technologies Co., Ltd., and certain other entities following an amendment to the EAR which added these entities to the Entity List for acting contrary to the national security or foreign policy of the United States. We obtained export licenses for certain transactions with these entities. As noted above, such export licenses can be revoked or BIS could choose not to renew such licenses and we have been required by BIS to pause, delay or halt licensed activities under such licenses at certain times and could continue to do so in the future, which negatively impacts our revenue. Also, as described in more detail in the risk factor, â€œWe will lose sales if we are unable to obtain or retain government authorization to export certain of our products or technology related to the development or production of our products or if such authorizations are revoked, and we will be subject to legal and regulatory consequences if we do not comply with applicable export control laws and regulationsâ€, Semiconductor Manufacturing International Corporation, or SMIC, was added to the BIS Entity list in December 2020.In September 2020, we further restricted business operations with additional entities affiliated with Huawei when the BIS again amended the EAR to add such entities to the Entity List. Since October 2022, the United States government has taken steps to restrict the export of certain advanced semiconductor products and technology to the Peopleâ€™s Republic of China and/or certain companies located in China due to national security and human rights concerns. In October 2022, BIS announced additional restrictions on products and/or technology destined for use in the Peopleâ€™s Republic of China, including additional export controls and/or requirements on (1) certain advanced computing integrated circuits, computer commodities that contain such integrated circuits and certain semiconductor manufacturing items; (2) products and/or technologies that may be destined for facilities capable of producing certain advanced node integrated circuits; and (3) transactions involving items for supercomputer and semiconductor manufacturing end uses. In October 2023, BIS announced additional restrictions on the export of certain advanced semiconductors and semiconductor manufacturing technology to China, primarily focused on integrated circuits with military, data center, or artificial intelligence applications. Pursuant to those October 2023 export control amendments, various categories of integrated circuits are now subject to export licensing and export control restrictions for export or reexport to China and certain other countries. We have confirmed that some of our products are subject to these new controls. BIS also announced restrictions on exports to (1) companies headquartered in China or whose ultimate parent company is headquartered in China or Macau, and (2) end users in certain countries of concern, in order to prevent diversion of controlled products or technology to China. In 2024, BIS announced new control criteria for integrated circuits and will be instituting additional restrictions on provision of those controlled items starting in April 2025. The United States government has also continued to add Chinese entities to the Entity List. We regularly monitor changes to applicable export control regulations to assess the impact to our business, if any. To date, none of our material customers located in China has been added to the Entity List or other restricted party list.The BIS continues to add many new entities to the Entity List and Unverified List. As noted above and in the risk factor, â€œChanges in trade policies among the United States and other countries, in particular the imposition of new or higher tariffs could place pressure on our average selling prices as our customers seek to offset the impact of increased tariffs on their own products. Increased tariffs or the imposition of other barriers to international trade could decrease demand and have a material adverse effect on our revenues and operating resultsâ€ below, our ability to manufacture, sell or distribute products or technology will be limited if BIS further amends the EAR to add restrictions against parties who are or may be our customers. We are required to obtain special licenses to conduct business with entities on the Entity List and to conduct additional diligence and recordkeeping, including obtaining user statements from entities on the Unverified List. Failure to obtain any required license would likely result in a loss of business and a corresponding negative impact on our financial position and results of operations.We cannot predict what actions may ultimately be taken with respect to trade relations between the United States and China or other countries, which products may be subject to such actions or what actions may be taken by other countries in 25Table of Contentsretaliation. In addition, there may be further changes in U.S. trade policy given the new U.S. presidential administration. In response to the United States tightening export controls on China, China has instituted restrictions of its own that affect U.S. companies and may impact us and related entities. We have experienced and are continuing to experience weakening demand in China, and such future developments related to U.S.-China relations may also have further impact on our supply chain. Additionally, the geopolitical developments in relations between Taiwan and China could affect the supply of our products from Taiwan, including from Taiwan Semiconductor Manufacturing Company, Limited, or TSMC. Such developments could include restriction on the export of products from Taiwan to China and/or restriction on the import of Taiwanese-origin products into China. We believe direct impacts of the U.S. and European economic sanctions against Russia and the military conflict in Ukraine are currently limited to volatility in the prices of metals used by our outsourced semiconductor assembly and test, or OSAT, supply chain, in particular around the supply of palladium, for which Russia is the top producer in the world, as well as increased fuel costs, which has global impact on transportation costs, including the shipping and delivery of our products. However, the magnitude of such price volatility on our business and its duration is uncertain and cannot be reasonably

estimated at this time. We currently do not sell product in Russia, or sell product to distributors for resale in Russia.The ongoing military conflict in Israel and Gaza, and the recent escalation in Israelâ€™s conflicts with Iran and Lebanon, have resulted in our employees located in Israel having to perform military service and/or being negatively impacted by violence or political instability, which could interrupt business and increase costs associated with relocating employees, engaging with alternative third-party contractors or hiring additional employees outside of Israel. The United States has also imposed additional sanctions on Iran in response to attacks on Israel by Iran. As the conflict and its escalation continues, we cannot provide assurances that our business will not be impacted in the future.We cannot provide assurances that we will not face disruptions of distribution arrangements in the future, including through the imposition of governmental prohibitions on selling our products to particular customers, further sanctions on Russia or other countries, and/or increases in costs of certain raw materials and transportation that will also adversely affect our revenues and operating results. Loss of a key distributor or customer under similar circumstances could have a material adverse effect on our business, revenues and operating results.Changes in trade policies among the United States and other countries, in particular the imposition of new or higher tariffs, could place pressure on our average selling prices as our customers seek to offset the impact of increased tariffs on their own products. Increased tariffs or the imposition of other barriers to international trade could decrease demand and have a material adverse effect on our revenues and operating results.The United States has imposed or proposed new or higher tariffs on certain products exported by a number of U.S. trading partners, including China, Europe, Canada, and Mexico. In response, many of those trading partners, including China, have imposed or proposed new or higher tariffs on American products. We have experienced and are continuing to experience weakening demand in China, and continuing changes in government trade policies create a heightened risk of further increased tariffs that impose barriers to international trade and could further decrease international demand. Our business and operating results are substantially dependent on international trade. Many of our manufacturers sell products incorporating our integrated circuits into international markets.Tariffs on our customersâ€™ products may adversely affect our gross profit margins in the future due to the potential for increased pressure on our selling prices by customers seeking to offset the impact of tariffs on their own products. In addition, tariffs could make our OEM and ODM customersâ€™ products less attractive relative to products offered by their competitors, which may not be subject to similar tariffs. Some OEM and ODMs in our industry have already implemented short-term price adjustments to offset such tariffs and transitioned their production and supply chain to locations outside of China. We believe that increases in tariffs on imported goods or the failure to resolve current international trade disputes could further decrease demand and have a material adverse effect on our business and operating results.Furthermore, compliance with export controls and implementation of additional tariffs may increase compliance costs and further affect our business and operating results.26Table of ContentsWe will lose sales if we are unable to obtain or retain government authorization to export certain of our products or technology related to the development or production of our products or if such authorizations are revoked, and we will be subject to legal and regulatory consequences if we do not comply with applicable export control laws and regulations.Certain of our products and technologies are subject to export and/or import controls imposed by countries in which we do business, including the United States Export Administration Regulations, or EAR, administered by BIS. Certain of our products and technologies are subject to the EAR, which may require a license authorization from BIS prior to the shipment or sharing of certain products and technologies with certain end users or destinations. Such approval may be delayed, denied, or even revoked after initially being granted by BIS, depending on one or more factors including the type of product or technology at issue, the intended end use, the identity of the end user, the identity of other companies involved in the production process, and whether a license exception might apply, among others. We are subject to similar export controls regulations in other jurisdictions where we operate, including the European Union, Singapore, and Taiwan, among others.Export control laws, regulations, and orders are complex, change frequently and with limited or no notice, have generally become more stringent over time and have intensified as U.S.-China geopolitical tensions worsen. Since October 2022, the United States has announced export control restrictions on a number of entities based in China due to national security and human rights concerns and additional more severe restrictions may be possible. The addition of new entities to restricted party lists can further increase the scope of export restrictions applicable to our business. The United States has also announced measures intended to further restrict the export of certain advanced semiconductor products and technology, as well as products that incorporate those advanced semiconductor products, to the Peopleâ€™s Republic of China, or China, and/or certain companies located in China due to national security and human rights concerns, including the imposition of new license requirements for certain semiconductor technologies. Additional restrictions related to advanced semiconductor products and computing resources were released in January 2025 and go into effect later this year. Failure to obtain required export licenses for our products or the placement of one or more of our customers on any restricted parties lists could significantly reduce our revenue and harm our business.Obtaining export licenses can be difficult, costly and time-consuming and we may not always be successful in obtaining necessary export licenses due to reasons beyond our control. Our inability to obtain required import or export approval for our products may adversely affect our business, and other limitations imposed on our ability to export or sell our products may also harm our international and domestic revenue. In addition, it is possible that BIS can revoke licenses that have been granted or decline to re-issue such licenses upon their expiration or in the event modifications are required to a previously-issued license. Although our policies, procedures, and controls are designed to detect and prevent potential violations and maintain ongoing compliance with applicable export controls laws, we cannot assure you that we have been or will be at all times in complete compliance with such laws and regulations. For example, our products could be diverted to bad actors by third parties. In addition, if our customers or business partners fail to comply with applicable regulations and laws or to timely notify us of material changes to the licenses, we may be subject to liability and may be required to suspend sales or take other action which could damage our reputation and negatively impact our results of operations. If we violate or fail to comply with any of these requirements, a range of consequences could result, including fines, import/export restrictions, sales limitations, criminal and civil liabilities or other sanctions. The absence of comparable restrictions imposed on competitors based in other countries may adversely affect our competitive position.To the extent that we do business with parties on the Entity List under approved export licenses, our business could be affected if the government delays, denies, or otherwise does not grant, amend, or renew required licenses. We currently have licenses from BIS that permit certain of our transactions with two restricted parties, but those licenses may be revoked at any time or denied for renewal when the license expires. One of our third-party foundry partners, Semiconductor Manufacturing International Corporation, or SMIC, was added to the BIS Entity list in December 2020. As a result of that Entity List listing, we have been required to obtain export licenses from BIS for the export or reexport to SMIC of any technology for the development or production (fabrication) of our products. Although we have obtained export licenses in order to have SMIC manufacture certain products for us, those export licenses could be revoked at any time. Revocation of any of those export licenses could significantly disrupt our ability to obtain the products in question and fulfill customer requirements. Moreover, the issuance of export licenses for other technology transfers to SMIC is a matter of discretion with the U.S. government, and it is uncertain whether we will be able to obtain export licenses, in a timely manner, for the transfer of technology required by SMIC to produce semiconductor wafers for us. If we are unable to obtain those export licenses, it may be necessary to have the products fabricated by other semiconductor foundries, which may be more costly alternatives to SMIC, and which may have limited capacity to fabricate sufficient products to meet our requirements.Additionally, current and future business with parties subject to significant export restrictions, including those named on the Entity List may be limited in scope or suspended entirely in order to comply with the EAR or other applicable laws or 27Table of Contentsregulations and, as a result, our revenue could be adversely impacted until a license is granted or renewed. It is possible that the U.S. government may not grant licenses or renew licenses to transact business with entities on the Entity List.In September 2022, we self-identified a potential violation of the EAR related to certain transactions with one of our foundry partners in China on the Entity List in which limited technology was furnished to our Specific Foundry Partner without authorization under the EAR. Upon discovery, we took immediate action to remediate, including by implementing additional measures to prevent recurrence. Our Audit Committee engaged outside counsel to conduct a privileged investigation. On March 3, 2023, we submitted a comprehensive voluntary self-disclosure to BIS regarding the potential EAR violation described above and other potential export control violations. On June 8, 2023, BIS closed out its review of our voluntary self-disclosure without monetary or other penalties and with the issuance of a â€œwarning letter.â€We also are subject to risks associated with international geopolitical and military conflicts. Our business has been impacted and may continue to be impacted by geopolitical conditions such as international trade wars (including between the United States and China), the military conflict in Israel and Gaza, the Russia-Ukraine conflict, and increased political tensions in Europe, the Middle East and Asia. Currently, significant uncertainty surrounds the future trade relationships among the United States, China, and Russia. The U.S. government continues to make significant changes in U.S. trade policies that could negatively affect our business. Additionally, policies made by other countries, such as China and Russia or their allies, could also negatively impact our business. In a number of cases, compliance with these policies has required us to take actions adverse to our business.Beginning in May 2019, we ceased normal business operations with entities affiliated with Huawei Technologies Co., Ltd., and certain other entities following an amendment to the EAR which added these entities to the Entity List for acting contrary to the national security or foreign policy of the United States. We obtained export licenses for certain transactions with these entities. As noted above, export licenses can be revoked or BIS could choose not to renew such licenses, which would halt the currently-approved licensed activities.In September 2020, we further restricted business operations with additional entities affiliated with Huawei when the BIS again amended the EAR to add such entities to the Entity List. Since October 2022, the United States government has taken steps to restrict the export of certain advanced semiconductor products and technology to the Peopleâ€™s Republic of China and/or certain companies located in China due to national security and human rights concerns. In October 2022, BIS announced additional restrictions on products and/or technology destined for use in the Peopleâ€™s Republic of China, including additional export controls and/or requirements on (1) certain advanced computing integrated circuits, computer commodities that contain such integrated circuits and certain semiconductor manufacturing items; (2) products and/or technologies that may be destined for facilities capable of producing certain advanced node integrated circuits; and (3) transactions involving items for supercomputer and semiconductor manufacturing end uses. In October 2023, BIS announced additional restrictions on the export of certain advanced semiconductors and semiconductor manufacturing technology to China, primarily focused on integrated circuits with military, data center, or artificial intelligence applications. Pursuant to those October 2023 export control amendments, various categories of integrated circuits are now subject to export licensing and export control restrictions for export or reexport to China and certain other countries. We have confirmed that some of our products are subject to these new controls. BIS also announced restrictions on exports to (1) companies headquartered in China or Macau, and (2) end users in certain countries of concern, in order to prevent diversion of controlled products or technology to China. The United States government has also continued to add Chinese entities to the Entity List. We regularly monitor changes to applicable export control regulations to assess the impact to our business, if any. To date, none of our material customers located in China has been added to the Entity List or other restricted party list.The BIS continues to add many new entities to the Entity List and Unverified List. As noted above, our ability to sell or distribute products or technology will be limited if BIS further amends the EAR to add restrictions against parties who are or may be our customers. We are required to obtain special licenses to conduct business with entities on the Entity List and to conduct additional diligence and recordkeeping, including obtaining user statements from entities on the Unverified List. Failure to obtain any required license would likely result in a loss of business and a corresponding negative impact on our financial position and results of operations.28Table of ContentsWe cannot predict what actions may ultimately be taken with respect to trade relations between the United States and China or other countries, which products may be subject to such actions or what actions may be taken by other countries in retaliation. In response to the United States tightening export controls on China, China has instituted restrictions of its own that affect U.S. companies and may impact us and related entities. We have experienced and are continuing to experience weakening demand in China, and such future developments related to U.S.-China relations may also have an impact on our supply chain. Additionally, the geopolitical developments in relations between Taiwan and China could affect the supply of our products from Taiwan, including from Taiwan Semiconductor Manufacturing Company, Limited, or TSMC.We believe direct impacts of the economic sanctions against Russia and the military conflict in Ukraine are currently limited to volatility in the prices of metals used by our outsourced semiconductor assembly and test, or OSAT, supply chain, in particular around the supply of palladium, for which Russia is the top producer in the world, as well as increased fuel costs, which has global impact on transportation costs, including the shipping and delivery of our products. However, the magnitude of such price volatility on our business and its duration is uncertain and cannot be reasonably estimated at this time. We currently do not sell product in Russia, or sell product to distributors for resale in Russia.The ongoing military conflict in Israel has resulted in our employees located in Israel having to perform military service and/or being negatively impacted by violence or political instability, which could interrupt business and increase costs associated with relocating employees, engaging with alternative third-party contractors or hiring additional employees outside of Israel. As the conflict continues, we cannot provide assurances that our business will not be impacted in the future.We cannot provide assurances that we will not face disruptions of distribution arrangements in the future, including through the imposition of governmental prohibitions on selling our products to particular customers, further sanctions on Russia or other countries, and/or increases in costs of certain raw materials and transportation that will also adversely affect our revenues and operating results. Loss of a key distributor or customer under similar circumstances could have a material adverse effect on our business, revenues and operating results. We depend on a limited number of customers for a substantial portion of our revenue, and the loss of, or a significant reduction in orders from, one or more of our major customers has had and could continue to have a material adverse effect on our revenue and operating results.Our customers primarily include electronics distributors, module makers, OEMs and ODMs, which incorporate our products in a wide range of electronic devices. Revenue is also generated from sales of intellectual property and consideration under intellectual property agreements. The recipients of such intellectual property are also referred to as the Companyâ€™s customers. In the year ended December 31, 2024, one customer accounted for 12% of our net revenue, and our ten largest customers collectively accounted for 60% of our net revenue, of which distributor customers accounted for 30% of our net revenue. In the year ended December 31, 2024, we experienced a decrease in customer demand, and consequently a reduction in orders, primarily due to macroeconomic factors, including slower than expected recovery in sales and excess inventory in the channel following the industry-wide supply shortage in 2021 and 2022. Such factors may continue to hamper significant recovery of our revenues and diminish our efforts to return to growth in our revenues. We expect that our operating results for the foreseeable future will continue to show a substantial percentage of sales dependent on a relatively small number of customers. In the future, these customers may decide, as they have at times before, not to purchase our products at all, may purchase fewer products than they did in the past, or may defer or cancel purchases or otherwise alter their purchasing patterns. While we are entitled to consideration under intellectual property sales agreements, which consideration has been and could be material, we may not receive such consideration in the future. Factors that could affect our revenue from these large customers include the following:â€¢macroeconomic and business factors influencing such customersâ€™ demand for our products, including excess inventory in the channel;â€¢substantially all of our sales to date have been made on a purchase order basis, and we do not have long-term product purchase commitments with our customers;â€¢some of our customers have sought or are seeking relationships with current or potential competitors which may affect their purchasing decisions; â€¢service provider and OEM consolidation across cable, satellite, and fiber markets could result in significant changes to our customersâ€™ technology development and deployment priorities and roadmaps, which could affect our ability to forecast demand accurately and could lead to increased volatility in our business;29Table of Contentsâ€¢technological changes in our markets could lead to substantial volatility in our revenues based on product transitions, and particularly in our broadband markets, we face risks based on changes in the way consumers are accessing and using broadband and cable services, which would affect operator demand for our products; andâ€¢any decrease in revenue generated by the recipient of intellectual property under certain intellectual property sale agreements, including due to any inability to enforce our intellectual property rights as described in the section â€œRisks Relating to Intellectual Propertyâ€ under the risk factor â€œWe utilize a significant amount of intellectual property in our business. If we are unable to protect our intellectual property, our business could be adversely affected.â€In addition, delays in development could impair our relationships with our strategic customers and negatively impact sales of the products under development. Moreover, it is possible that our customers may develop their own products or adopt a competitorâ€™s solution for products that they currently buy from us. When this occurs, our sales could decline and/or our market share could be reduced.Our relationship with customers has been and could continue to be impaired by our sale of patents. For example, our customers are and could be subject to patent infringement based on patents we divested to the extent that our customers also source components from our competitors, such as those referenced in Part I, Item 3 (Legal Proceedings) of this report.Our relationships with some customers may deter other potential customers who compete with these customers from buying our products. To attract new customers or retain existing customers, we sometimes offer customers favorable prices on our products which results in a decline in our average selling prices and, if material, a decline in our gross margins. The loss of a key customer, a reduction in sales to any key customer or our

inability to attract new significant customers could seriously impact our revenue and materially and adversely affect our results of operations.A significant portion of our revenues are from sales of product to distributors, who then resell our product. Our agreements with certain of these distributors provide protection against price reduction on their inventories of our products. The loss of certain distributors could have a material adverse effect on our business and results of operations, and price reductions associated with their inventories of our products could have a material adverse effect on our operating results in the event of a dramatic decline in selling prices for these products.In addition, the current situation relating to trade with China and governmental and regulatory concerns relating to specific Chinese companies continue to remain fluid and unpredictable. Products shipped to mainland China accounted for less than 10% of our net revenue during the year ended December 31, 2024 compared to 11% during the year ended December 31, 2023. Our current and future operating results could be materially and adversely affected by limitations on our ability to sell to one or more Chinese customers, as described in the section â€œRisks Related to Our Businessâ€ under the risk factors â€œWe are also subject to risks associated with international geopolitical and military conflictâ€ and â€œWe will lose sales if we are unable to obtain or retain government authorization to export certain of our products or technology related to the development or production of our products or if such authorization are revoked, and we will be subject to legal and regulatory consequences if we do not comply with applicable export control laws and regulationsâ€, and by tariffs and other trade barriers that have or may be implemented by governmental authorities.Any legal proceedings or claims against us or potential violations of applicable regulations could be costly and time-consuming to defend and could harm our reputation regardless of the outcome.In addition to the legal proceedings referenced in Part I, Item 3 - Legal Proceedings of this report, we are subject to legal proceedings, claims, and/or inquiries that arise in the ordinary course of business, including intellectual property, product liability, employment, class action, customer claims, whistleblower and other litigation claims, and governmental and other regulatory investigations and proceedings regarding potential violations of applicable law, and we may not be successful in resolving such proceedings or inquiries. In addition, we have implemented reductions in force and the attendant layoffs has resulted and could result in the risk of claims being made by or on behalf of affected employees. Such matters can be time-consuming, divert managementâ€™s attention and resources, cause us to incur significant expenses or liability, or require us to change our business practices. In addition, the expense of litigation or responding to inquiries and the timing of such expenses from period to period are difficult to estimate, subject to change, and could adversely affect our financial condition and results of operations. Because of the potential risks, expenses, and uncertainties of litigation or government proceedings, we may, from time to time, resolve disputes, even where we have meritorious claims or defenses, by agreeing to settlement agreements. Any of the foregoing could adversely affect our business, financial condition, and results of operations.30Table of ContentsWe may in the future be subject to information technology failures, including security breaches, cyber-attacks, design defects or system failures, that could disrupt our operations, damage our reputation and adversely affect our business, operations, and financial results.We rely on our information technology systems for the effective operation of our business and for the secure maintenance and storage of confidential data relating to our business and third-party businesses. Security threats are constantly evolving, making it increasingly difficult to successfully defend against or implement adequate preventive measures. We experience cyber-attacks of varying degrees on our technology infrastructure and systems and notwithstanding our defensive measures, experienced programmers, hackers, state actors, or others may be able to penetrate our security controls through attacks such as phishing, impersonating authorized users, ransomware, viruses, worms and other malicious software programs, software supply chain attacks, exploitation of design flaws, bugs and other security weaknesses and vulnerabilities, covert introduction of malware to computers and networks, including those using techniques that change frequently or may be disguised or difficult to detect, or designed to remain dormant until a triggering event or that may continue undetected for an extended period of time. Geopolitical tensions or conflicts may create heightened risk of cyber-attacks and attackers have used artificial intelligence and machine learning to launch more automated, targeted and coordinated attacks against targets. Our information technology infrastructure also includes products and services provided by third parties, and these providers can experience breaches of their systems and products, or provide inadequate updates or support, which can impact the security of our systems and our proprietary or confidential information.A cybersecurity incident or other compromise of our information technology systems could result in unauthorized publication or misuse of confidential business or proprietary information belonging to us, a customer, supplier, employee or other third party, including personal data, result in violations of privacy or other laws, expose us to a risk of litigation, cause us to incur direct losses if attackers initiate wire transfers or access our bank or investment accounts, or damage our reputation. More generally, any theft, loss, misuse, or other unauthorized processing of any confidential business or proprietary information, including personal data, collected, used, stored, transferred, or otherwise processed by us or on our behalf could result in significantly increased costs, expenses, damage to our reputation, and claims, litigation, demands, and regulatory investigations or other proceedings. The cost and operational consequences of implementing further data protection measures either as a response to specific breaches or incidents or as a result of evolving risks could be significant. In addition, our inability to use or access our information systems at critical points in time could adversely affect the timely and efficient operation of our business. Any delayed sales, significant costs or lost customers resulting from these technology failures could adversely affect our business, operations and financial results. We also may face difficulties or delays in identifying and remediating and otherwise responding to any security breach or incident.From time-to-time, we upgrade software that we use in our business, including our enterprise resource planning, or ERP, system. Our business may be disrupted if our software does not work as planned or if we experience issues relating to any implementation, or accessing our software as has happened in a previous cybersecurity attack, in which case we may be unable to timely or accurately prepare financial reports, make payments to our suppliers and employees, or ship to, invoice and collect from our customers.We may be subject to supply chain attacks where threat actors attempt to inject malicious code into our products thus infecting our products and the systems of our customers. Any such supply chain attack could have magnified damages to our business as a direct result of the attack as well as due to a loss of credibility or reputation with our customers. Such attempts are increasing in number and in technical sophistication, and if successful, expose us and the affected parties to risk of loss or misuse of proprietary or confidential information or disruptions of our business operations, including our manufacturing operations.Third parties with which we conduct business, such as foundries, assembly and test contractors, and distributors, have access to certain portions of our sensitive data, and we rely on third parties to store and otherwise process data for us. We are dependent on the information security systems of these third parties and they face substantial security risks similar to those outlined above. Any security breaches or incidents or other unauthorized access by third parties to the systems of our suppliers, service providers, or other third parties with access to our sensitive data, or the existence of computer viruses, ransomware or other malicious code in their data, software, or hardware, could result in disruptions or failures of systems used in our business, payments to fraudulent bank accounts, and expose us to a risk of loss, misappropriation, unavailability and other unauthorized processing of information. Any of the foregoing, or the perception any of them has occurred, could have a material adverse impact on our business, operations and financial results.Additionally, we cannot be certain that our insurance coverage will be adequate or otherwise protect us with respect to claims, expenses, fines, penalties, business loss, data loss, litigation, regulatory actions, or other impacts arising from any of the 31Table of Contentssecurity breaches or incidents outlined above, or that such coverage will continue to be available on acceptable terms or at all. Any of these results could adversely affect our business, operations and financial results, potentially in a material manner.Average selling prices of our products have previously decreased and could decrease in the future, which could have a material adverse effect on our revenue and gross margins.We have and may in the future experience substantial period-to-period fluctuations in our operating results due to erosion of our average selling prices. From time to time, we have reduced the average unit price of our products due to competitive pricing pressures, new product introductions by us or our competitors, and for other reasons, and we expect that we will have to do so again in the future. In particular, we believe that industry consolidation has provided a number of larger semiconductor companies with substantial market power, which has had a material adverse impact on selling prices in some of our markets. If we are unable to offset any reductions in our average selling prices by increasing our sales volumes or introducing new products with higher margins, our revenue and gross margins will suffer. To support our gross margins, we must develop and introduce new products and product enhancements on a timely basis and continually reduce our and our customersâ€™ costs. Our inability to do so would cause our revenue and gross margins to decline. In addition, under certain of our agreements with key distributors, we provide protection for reductions in selling prices of the distributorsâ€™ inventory, which could have a material adverse effect on our operating results if the selling prices for those products fell dramatically. If we fail to penetrate new applications and markets, our revenue, revenue growth rate, if any, and financial condition could be materially and adversely affected.We sell a significant portion of our products to manufacturers of cable broadband voice and data modems and gateways, satellite outdoor units, optical modules for long-haul and metro telecommunications markets, and RF transceivers and modem solutions for wireless infrastructure markets. Our product offerings also include broadband data access, power management and interface technologies which are ubiquitous functions in new and existing markets such as wireless and wireline communications infrastructure, broadband access, industrial, enterprise network, and automotive applications. We have further expanded our product offerings to include Wi-Fi, ethernet and broadband gateway processor SoCs and intellectual property that utilizes patented machine learning techniques to improve signal integrity and power efficiency in SoCs, ASICs, and field-programmable gate arrays, or FPGAs, used in next-generation communication and artificial intelligence systems. Our future revenue growth, if any, will depend in part on our ability to further penetrate into, and expand beyond, these markets with analog, digital and mixed-signal solutions targeting the markets for Wi-Fi and broadband, high-speed interconnects for data center, metro, and long-haul optical modules, and telecommunications wireless infrastructure products. Each of these markets presents distinct and substantial risks. If any of these markets do not develop as we currently anticipate, or if we are unable to penetrate them successfully, it could materially and adversely affect our revenue and revenue growth rate, if any.Broadband data modems and gateways and video gateways continue to represent a significant North American and European revenue generator. The North American and European Pay-TV market is dominated by a few OEMs, including Vantiva SA, Commscope Holding Company, Inc., Hitron Technologies Inc., Compal Broadband Networks, Inc., Humax Co., Ltd., and Samsung Electronics Co., Ltd. These OEMs are large multinational corporations with negotiating power relative to us and are undergoing significant consolidation. Securing design wins with any of these companies requires a substantial investment of our time and resources. Even if we succeed, additional testing and operational certifications will be required by the OEMsâ€™ customers, which include large Pay-TV television companies such as Comcast Corporation, Liberty Global plc, Charter Communications, Inc., Sky UK Limited, AT&T Inc. and EchoStar Corporation. In addition, our products will need to be compatible with other components in our customersâ€™ designs, including components produced by our competitors or potential competitors. There can be no assurance that these other companies will support or continue to support our products.If we fail to penetrate these or other new markets upon which we target our resources, our revenue and revenue growth rate, if any, likely will decrease over time and our financial condition could suffer.32Table of ContentsA significant portion of our revenue is attributable to demand for our products in markets for broadband solutions, and development delays and consolidation trends among cable and satellite Pay-TV and broadband operators has adversely affected, and could continue to adversely affect our future revenues and operating results. For the year ended December 31, 2024 and 2023, revenue directly attributable to broadband applications accounted for approximately 32% and 29% of our net revenue, respectively. We have experienced a decrease in broadband net revenue of $86.7 million for the year ended December 31, 2024, as compared to the year ended December 31, 2023, and negative impact to our revenues could continue in 2025 due to slower than expected recovery in this market. Delays in the development of, or unexpected developments in, the broadband markets, including international macroeconomic headwinds, has had and could continue to have an adverse effect on order activity by OEMs in these markets for 2025 and, as a result, on our business, revenue, operating results and financial condition. In addition, consolidation trends among Pay-TV and broadband operators may continue, which could delay or lead to cancellations of major spending programs and have a material adverse effect on our future operating results and financial condition.We may be unable to make the substantial and productive research and development investments that are required to remain competitive in our business.The semiconductor industry requires substantial investment in research and development in order to develop and bring to market new and enhanced technologies and products. Many of our products originated with our research and development efforts, which we believe have provided us with a significant competitive advantage. For year ended December 31, 2024, 2023, and 2022, our research and development expense was $225.2 million, $269.5 million, and $296.4 million, respectively. While we have decreased our research and development spending, including via our Workforce Reductions, to meet evolving demand, we expect our research and development expenses to increase in future years when we return to expanding our product portfolio and enhancing existing products. We monitor such expenditures as part of our strategy of devoting focused research and development efforts on the development of innovative and sustainable product platforms. We are committed to investing in new product development internally in order to stay competitive in our markets and plan to maintain research and development and design capabilities for new solutions in advanced semiconductor process nodes such as 16nm and 5nm and beyond, as well as to address challenges of capturing and processing high quality broadband communications and high-speed optical interconnect signals. However, we do not know whether we will have sufficient resources to maintain the level of investment in research and development required to remain competitive as semiconductor process nodes continue to shrink and become increasingly complex. In addition, we cannot assure you that the technologies that are the focus of our research and development expenditures will become commercially successful. Furthermore, we currently receive grants from certain non-U.S. governments, but those grants and any future grants may not be available to us in the future.The complexity of our products could result in unforeseen delays or expenses caused by undetected defects or bugs, which could reduce the market acceptance of our new products, damage our reputation with current or prospective customers and adversely affect our operating costs.Highly complex products like our Wi-Fi and broadband RF receivers and RF receiver SoCs, physical medium devices for optical modules, RF transceiver and modem solutions for wireless infrastructure markets, and high-performance analog solutions may contain defects and bugs when they are first introduced or as new versions are released. Where any of our products, including legacy acquired products, contain defects or bugs, or have reliability, quality or compatibility problems, we may not be able to successfully correct these problems. Consequently, our reputation may be damaged and customers may be reluctant to buy our products, which could materially and adversely affect our ability to retain existing customers and attract new customers, and our financial results. In addition, these defects or bugs could interrupt or delay sales to our customers. If any of these problems are not found until after we have commenced commercial production of a new product, we may be required to incur additional development costs and product recall, repair or replacement costs, and our operating costs could be adversely affected. These problems may also result in warranty or product liability claims against us by our customers or others that may require us to make significant expenditures to defend these claims or pay damage awards. In the event of a warranty claim, we may also incur costs if we compensate the affected customer. We maintain product liability insurance, but this insurance is limited in amount and subject to significant deductibles. There is no guarantee that our insurance will be available or adequate to protect against all claims. We also may incur costs and expenses relating to a recall of one of our customersâ€™ products containing one of our devices. The process of identifying a recalled product in devices that have been widely distributed may be lengthy and require significant resources, and we may incur significant replacement costs, contract damage claims from our customers and reputational harm. Costs or payments made in connection with warranty and product liability claims and product recalls could materially affect our financial condition and results of operations, and ability to obtain future coverage. Although we purchase insurance to mitigate certain losses, any uninsured losses could negatively affect our operating results. Although we maintain reserves for reasonably estimable liabilities and purchase product liability insurance, if a 33Table of Contentscatastrophic product liability claim were to occur, our reserves may be inadequate to cover the uninsured portion of such claims. Further, our business liability insurance may be inadequate, may not cover the claims, and future coverage may be unavailable on acceptable terms, which could adversely impact our financial results.Our revenue and operating results are subject to substantial quarterly and annual fluctuations and have fluctuated in the past and may fluctuate significantly due to a number of factors that could adversely affect our business and our stock price.Our revenue and operating results have fluctuated in the past and are likely to fluctuate in the future. For example, our revenue declined from $693.3 million for the year ended DecemberÂ 31, 2023 to $360.5 million for the year ended DecemberÂ 31, 2024. These fluctuations may occur on a quarterly and on an annual basis and are due to a number of factors, many of which are beyond our control. These factors include, among others:â€¢seasonality or cyclical fluctuations in our markets;â€¢overall demand volatility for semiconductor solutions across a diverse range of communications, industrial and multi-market applications;â€¢changes in end-user demand for the products manufactured and sold by our customers;â€¢the receipt, reduction or cancellation of significant orders by customers;â€¢fluctuations in the levels of component inventories held by our customers;â€¢the gain or loss of significant customers;â€¢market acceptance of our products and our customersâ€™ products;â€¢our ability to develop, introduce, and market new products and technologies on a timely basis;â€¢size and timing of any consideration received under our intellectual property sale agreementsâ€¢the availability and cost of products from our suppliers;â€¢the timing and extent of operating expenses, including costs related to product development

and personnel compensation and benefits;â€¢new product announcements and introductions by us or our competitors;â€¢incurrence of research and development and related new product expenditures;â€¢government actions, by the United States, China or other countries, that impose barriers or restrictions that would impact our ability to sell or ship products to customers;â€¢currency fluctuations;â€¢fluctuations in manufacturing yields of integrated circuits;â€¢significant warranty claims, including those not covered by our suppliers;â€¢changes in our product mix or customer mix;â€¢potential indemnification claims, including those arising as a result of our contractual arrangements or intellectual property disputes;â€¢intellectual property disputes;â€¢timing and extent of product development costs;â€¢loss of key personnel or inability to attract, retain and motivate qualified skilled workers; â€¢impairment of long-lived assets, including masks and production equipment; and â€¢the effects of competitive pricing pressures, including decreases in average selling prices of our products.34Table of ContentsIf our growth rate continues to slow, seasonal or cyclical variations in our operations may become more pronounced over time and may materially affect our business, financial condition, results of operations and prospects. These factors are difficult to forecast, and these, as well as other factors, could materially adversely affect our quarterly or annual operating results. We typically are required to incur substantial development costs in advance of a prospective sale with no certainty that we will ever recover these costs. A substantial amount of time may pass between a design win and the generation of revenue related to the expenses previously incurred, which can potentially cause our operating results to fluctuate significantly from period to period. In addition, a significant amount of our operating expenses are relatively fixed in nature due to our significant sales, research and development costs. Any failure to adjust spending or our operations quickly enough to compensate for a revenue shortfall could magnify its adverse impact on our results of operations.If we fail to develop and introduce new or enhanced products on a timely basis, our ability to attract and retain customers could be impaired and our competitive position could be harmed.We operate in a dynamic environment characterized by rapidly changing technologies and industry standards and technological obsolescence. To compete successfully, we must design, develop, market and sell new or enhanced products that provide increasingly higher levels of performance and reliability and meet the cost expectations of our customers. The introduction of new products by our competitors, the market acceptance of products based on new or alternative technologies, or the emergence of new industry standards could render our existing or future products obsolete. Our failure to anticipate or timely develop new or enhanced products or technologies in response to technological shifts has resulted, and could in the future, result in decreased revenue and our competitors winning more competitive bid processes, known as â€œdesign wins.â€ In particular, we may experience difficulties with product design, manufacturing, marketing or certification that could delay or prevent our development, introduction or marketing of new or enhanced products. If we fail or are slow to introduce new or enhanced products that meet the needs of our customers or penetrate new markets in a timely fashion, as has happened previously or in the future, we will lose market share and our operating results will be adversely affected.In particular, we believe that we will need to develop new products in part to respond to changing dynamics and trends in our end user markets, including (among other trends) consolidation among cable and satellite operators, potential industry shifts away from the hardware devices and other technologies that incorporate certain of our products, advances in artificial intelligence, and changes in consumer television viewing habits and how consumers access and receive broadcast content and digital broadband services. We cannot predict how these trends will continue to develop or how or to what extent they may affect our future revenues and operating results. We believe that we will need to continue to make substantial investments in research and development in an attempt to ensure a product roadmap that anticipates these types of changes; however, we cannot provide any assurances that we will accurately predict the direction in which our markets will evolve or that we will be able to develop, market, or sell new products that respond to such changes successfully or in a timely manner, if at all.We are subject to order and shipment uncertainties, and differences between our estimates of customer demand and product mix and our actual results could continue to negatively affect our inventory levels, sales and operating results.Our revenue is generated on the basis of shipments of products under purchase orders with our customers rather than long-term purchase commitments. In addition, our customers can and have requested to cancel purchase orders or defer the shipments of our products under certain circumstances. Our products are manufactured using a silicon foundry according to our estimates of customer demand, which requires us to make separate demand forecast assumptions for every customer, each of which may introduce significant variability into our aggregate estimate. We have limited visibility into future customer demand and the product mix that our customers will require, which has in the past affected and could in the future adversely affect our revenue forecasts and operating margins. Also, as customer lead times continue to improve, we have seen and expect to continue to see a more normalized demand-planning horizon. Moreover, because our target markets are relatively new, many of our customers have difficulty accurately forecasting their product requirements and estimating the timing of their new product introductions, which ultimately affects their demand for our products. Historically, because of this limited visibility, actual results have been different from our forecasts of customer demand. Some of these differences have been material which has led to and could continue to lead to excess inventory or product shortages and revenue and margin forecasts above those we were actually able to achieve. These differences may occur in the future, and the adverse impact of these differences between forecasts and actual results could grow if we are not successful in expanding the customer base for our products. In addition, the rapid pace of innovation in our industry could render significant portions of our inventory obsolete. Excess or obsolete inventory levels has resulted and continue to result in unexpected expenses or increases in our reserves that could adversely affect our business, operating results and financial condition. Conversely, if we were to underestimate customer demand or if sufficient manufacturing capacity were unavailable, we could forego revenue opportunities, potentially lose market share and damage our customer relationships. In addition, any significant future cancellations or deferrals of product orders or the return 35Table of Contentsof previously sold products due to manufacturing defects could materially and adversely impact our profit margins, increase our write-offs due to product obsolescence and restrict our ability to fund our operations.We may have difficulty accurately predicting our future revenue and appropriately budgeting our expenses particularly as we seek to enter new markets where we may not have prior experience.Our operating history had historically focused on developing integrated circuits for specific applications and more recently, the wired whole-home broadband connectivity market and markets for wireless telecommunications infrastructure and power management and interface technologies which are ubiquitous functions in wireless and wireline communications infrastructure, broadband access, industrial, enterprise network, and automotive applications. As part of our growth strategy, we seek to expand our addressable market into new product categories. For example, we expanded into the markets for Wi-Fi, ethernet and broadband gateway processor SoCs and intellectual property that utilizes patented machine learning techniques to improve signal integrity and power efficiency in SoCs, ASICs, and FPGAs used in next-generation communication and artificial intelligence systems. Our limited operating experience in new markets such as data center markets or potential markets we may enter, combined with the rapidly evolving nature of our markets in general, substantial uncertainty concerning how these markets may develop and other factors beyond our control reduces our ability to accurately forecast quarterly or annual revenue. If our revenue does not increase particularly in new markets, we could continue to incur significant losses due to our higher expense levels if we are not able to decrease our expenses in a timely manner to offset any shortfall in current or future revenue.Our customers require our products and our third-party contractors to undergo a lengthy and expensive qualification process which does not assure product sales.Prior to purchasing our products, our customers require that both our products and our third-party contractors undergo extensive qualification processes, which involve testing of the products in the customerâ€™s system and rigorous reliability testing. This qualification process may continue for six months or more. However, qualification of a product by a customer does not assure any sales of the product to that customer. Even after successful qualification and sales of a product to a customer, a subsequent revision to our solutions, or changes in our customerâ€™s manufacturing process or our selection of a new supplier may require a new qualification process, which may result in delays and in us holding excess or obsolete inventory. After our products are qualified, it can take six months or more before the customer commences volume production of components or devices that incorporate our products. Despite these uncertainties, we devote substantial resources, including design, engineering, sales, marketing and management efforts, to qualifying our products with customers in anticipation of sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, sales of this product to the customer may be precluded or delayed, which may result in a decrease in our revenue and cause our business to suffer.Winning business is subject to lengthy competitive selection processes that require us to incur significant expenditures. Even if we begin a product design, customers may decide to cancel or change their product plans, which could cause us to generate no revenue from a product and adversely affect our results of operations.We are focused on securing design wins to develop RF receivers and RF receiver SoCs, MoCA and G.hn SoCs, DBS-ODU SoCs, physical medium devices for optical modules, interface and power management devices, and SoC solutions targeting infrastructure opportunities within the telecommunications, wireless, industrial and multi-market and Wi-Fi and broadband operator markets for use in our customersâ€™ products. These selection processes typically are lengthy and can require us to incur significant design and development expenditures and dedicate scarce engineering resources in pursuit of a single customer opportunity. We may not win the competitive selection process and may never generate any revenue despite incurring significant design and development expenditures. These risks are exacerbated by the fact that some of our customersâ€™ products likely will have short life cycles. Although this has not occurred to date, failure to obtain a design win could prevent us from offering an entire generation of a product. This could cause us to lose revenue and require us to write off obsolete inventory, and could weaken our position in future competitive selection processes. After securing a design win, we may experience delays in generating revenue from our products as a result of the lengthy development cycle typically required. Our customers generally take a considerable amount of time to evaluate our products. The typical time from early engagement by our sales force to actual product introduction runs from nine to twelve months for the broadband and communications market, and 36 months or longer for industrial, wired and wireless infrastructure markets. The delays inherent in these lengthy sales cycles increase the risk that a customer will decide to cancel, curtail, reduce or delay its product plans, causing us to lose anticipated sales. In addition, any delay or cancellation of a customerâ€™s plans could materially and adversely affect our financial results, as we may have incurred significant expense and generated no revenue. Finally, our customersâ€™ failure to successfully market and sell their products could reduce demand for our products and materially and adversely affect our business, financial condition 36Table of Contentsand results of operations. If we were unable to generate revenue after incurring substantial expenses to develop any of our products, our business would suffer.Our business is subject to various international, U.S. and state laws and governmental regulations, and compliance with these laws and regulations may cause us to incur significant expenses. A failure to maintain compliance with applicable laws and regulations could result in a material adverse effect on our business and operating results, and we could be subject to civil or criminal penalties.Our business is subject to various laws and regulations in the United States and other jurisdictions where we do business, including but not limited to laws, regulations and other legal requirements related to packaging; product content; labor and employment; import and customs; export controls; anti-corruption; personal and data privacy; cybersecurity; human rights; conflict minerals; environment, health and safety; competition and antitrust; and intellectual property ownership and infringement. These laws and regulations are complex, change frequently and with little or no notice, occasionally are conflicting or ambiguous, and have generally become more stringent over time. Complying with these laws and regulations can be costly and we may be required to incur significant costs to remedy any potential gaps or violations that are identified. In addition, because many of our products are regulated or sold into regulated industries, we must comply with additional regulations in marketing our products. Although our policies, procedures, and controls are designed to detect and prevent potential violations and maintain ongoing compliance with applicable laws, we cannot assure you that we have been or will be at all times in compliance with such laws and regulations. If we violate or fail to comply with any of them, a range of consequences could result, including fines, import/export restrictions, sales limitations, criminal and civil liabilities or other penalties or sanctions. The costs of complying with these laws (including the costs of any investigations, remediation, auditing and monitoring) could adversely affect our current or future business.As indicated elsewhere in this report, we do a substantial portion of our business in Asia, including in Hong Kong, a special administrative region of the Peopleâ€™s Republic of China, or China. Since October 2022, the United States has taken steps to restrict the export of certain advanced semiconductor products and technology to China as well as a number of specific Chinese companies, due to national security and human rights concerns. There has also been a substantial focus by regulators in the United States and Europe on the business practices of certain major Chinese technology companies. Complying with changing export control laws may require us to develop additional policies, procedures, and controls, or incur additional costs, including in connection with the development or performance of additional due diligence in order to prevent diversion of restricted products or technology to China, Russia, or other destinations. Compliance with these laws and regulations may also result in the loss of revenue. Since October 2022, we have restricted shipments and exports to certain major Chinese technology companies, including a semiconductor foundry and OSAT providers. While we intend to continue to conduct our businesses in compliance with all applicable laws, including laws relating to export controls and anti-corruption, it is possible that the nature of our business and customers could result in a review of our relationships and practices by regulatory authorities. At times, we may discover issues that we bring to the attention of the relevant government agencies, as we did on March 3, 2023, when we submitted a comprehensive voluntary self-disclosure to BIS regarding the potential EAR violation described above and other potential export control violations. Although the March 2023 voluntary self-disclosure to BIS resulted in a warning letter, we could incur increased administrative and legal costs in order to remediate any potential compliance gaps or violations, to respond to any inquiries, or in connection with the preparation and submission of any voluntary self-disclosures to the government agencies, as appropriate. Any failure to comply with applicable laws or regulatory approvals could adversely affect our business and operating results. We have implemented policies and procedures, including adoption of an anti-corruption policy and procedures with respect to applicable export control laws, but there can be no assurance that our policies and procedures will prove effective.Our products and operations are also subject to the rules of industrial standards bodies, like the International Standards Organization, as well as regulation by other agencies, such as the U.S. Federal Communications Commission. If we fail to adequately address any of these rules or regulations, our business could be harmed.In addition, climate change and new or revised rules and regulations related thereto, including regulations with respect to greenhouse gas emissions and regulations enacted by the SEC and recent legislation enacted in California, may impact our business in numerous ways. Climate change and its effects could lead to further increases in raw material prices or their reduced availability due to, for example, increased frequency and severity of extreme weather events and any supply chain disruptions resulting therefrom, and could cause increased incidence of disruption to the production and distribution of our products and an adverse impact on consumer demand and spending. For example, as a fabless semiconductor company, we outsource our manufacturing to countries outside of the United States, and our manufacturersâ€™ suppliers reside in areas that are more susceptible to extreme weather impacts. If our suppliers have difficulty obtaining raw materials and natural resources due to extreme weather impacts, this could increase the cost associated with extraction of raw materials or limit the supply available 37Table of Contentsfor our key suppliers to manufacture our products, driving the cost up for us and/or threaten our upstream supply chain. In recent months, there have been substantial legislative and regulatory developments on climate-related issues, including proposed, issued and implemented legislation and rule makings that would require companies to assess and/or disclose climate metrics, risks, opportunities, policies and practices. For example, on MarchÂ 6, 2024, the SEC adopted rules mandating climate-related disclosures that would require increased climate change-related disclosure in our periodic reports and other filings with the SEC for fiscal year 2025 and beyond, which were stayed on April 4, 2024. The potential impact to us of these legislative and regulatory developments is uncertain at this time, although we expect that the emerging legal and regulatory requirements on climate-related issues will result in additional compliance and may require us to spend or add significant resources and divert management attention. We cannot be sure that we will be able to successfully adapt our operations in response to any climate-related changes or comply with any increased reporting obligations in a cost-effective manner, and our business, financial condition and results of operations could be materially and adversely affected.We must also conform the manufacture and distribution of our semiconductors to various laws and adapt to regulatory requirements in all countries as these requirements change. If we fail to comply with these requirements in the manufacture or distribution of our products, we could be required to pay civil penalties, face criminal prosecution and, in some cases, be prohibited from distributing our products in commerce until the products or component substances are brought into compliance.If we are unable to attract, train and retain qualified personnel and senior management, our business, financial condition, results of operations and prospects could suffer.Our future success depends on our ability to retain, attract and motivate qualified personnel, including our management, sales and marketing and finance teams, and especially our design and technical staff. In the years ended December 31, 2024 and 2023, we completed workforce reductions to align our operational needs with the changes in macroeconomic conditions and the demand environment. These workforce reductions has yielded unintended consequences, such as attrition beyond our intended reductions in workforce and reduced employee morale, which has caused a small number of our employees who were not affected by the reductions in workforce to seek alternate employment. Employees whose positions were eliminated or those who determine to seek alternate employment may seek employment with our competitors. In addition, our reductions in workforce may adversely impact our ability to implement our business strategy and respond rapidly to any new product, growth or revenue

opportunities. Additionally, reductions in workforce may make it more difficult to recruit and retain new employees. If we need to increase the size of our workforce in the future, we may encounter a competitive hiring market due to labor shortages, increased employee turnover, changes in the availability of workers and increased wage costs. Employee litigation related to the reduction of our workforce could be costly and time-consuming. We do not know whether we will be able to attract and retain the required and desirable personnel as we continue to pursue our business strategy. Historically, we have encountered difficulties in hiring and retaining qualified engineers because there is a limited pool of engineers with the expertise required in our field, and expect to continue facing such difficulties in seeking talent. Competition for these personnel is intense in the semiconductor industry. As the source of our technological and product innovations, our design and technical personnel represent a significant asset. In addition, in making employment decisions, particularly in the high-technology industry, job candidates often consider the value of the stock-based compensation they are to receive in connection with their employment. We have experienced declines in the market price of our stock and reductions in force which could adversely affect our ability to attract, motivate or retain key employees. In addition, our future performance also depends on the ability of our senior management to execute our business plan and to identify and pursue new opportunities and product innovations. Our employment arrangements with our employees do not generally require that they continue to work for us for any specified period, and therefore, they could terminate their employment with us at any time. The loss of the services of one or more of our key employees, especially our management and key design and technical personnel, or our inability to retain, attract and motivate our management and qualified design and technical and other personnel, could have a material adverse effect on our business, financial condition and results of operations.Our future success also depends on the continued contributions of our senior management team and other key personnel. None of our senior management team or other key personnel is bound by written employment contracts to remain with us for a specified period. In addition, we have not entered into non-compete agreements with members of our senior management team or other key personnel, except in limited circumstances (e.g., in connection with the acquisition of other companies). We are fortunate that certain members of our senior management team have long tenures with us, but recently we also have been required to recruit new members of senior management. With respect to recruitment and retention of senior management, we need to ensure that our compensation programs provide sufficient recruitment and retention incentives as well as incentives to achieve our long-term strategic business and financial objectives. We expect competition for individuals with our required skill sets, particularly technical and engineering skills, to remain intense even in weak global macroeconomic environments. The loss 38Table of Contentsof any member of our senior management team or other key personnel could harm our ability to implement our business strategy and respond to the rapidly changing market conditions in which we operate.As of DecemberÂ 31, 2024, our aggregate indebtedness was $125.0 million, and we are subject to a variable amount of interest on the principal balance of our credit agreements and could continue to be adversely impacted by high interest rates in the future. Such indebtedness adversely affects our operating results and cash-flows as we satisfy our underlying interest and principal payment obligations and contains financial and operational covenants that could adversely affect our operational freedom or ability to pursue strategic transactions that we would otherwise consider to be in the best interests of stockholders, including obtaining additional indebtedness to finance such transactions. In addition, high interest rates may make it more difficult for us, our customers, and our distributors to obtain financing and service our respective interest and debt obligations, which in turn has an impact on customer demand for our products and our distributorsâ€™ business. As of DecemberÂ 31, 2024, our aggregate indebtedness was $125.0 million from an initial secured term B loan facility, or the Initial Term Loan under the June 23, 2021 Credit Agreement. The June 23, 2021 Credit Agreement also provides for a revolving credit facility of up to $100.0 million, or the Revolving Facility, which remains undrawn as of DecemberÂ 31, 2024. The credit agreement also permits us to request incremental loans in an aggregate principal amount not to exceed the sum of an amount equal to the greater of (x) $175.0 million and (y) 100% of â€œConsolidated EBITDAâ€ (as defined in such agreement), plus the amount of certain voluntary prepayments, plus an unlimited amount that is subject to pro forma compliance with certain first lien net leverage ratio, secured net leverage ratio and total net leverage ratio tests. The June 23, 2021 Credit Agreement was amended on June 29, 2023 to implement a benchmark replacement.The Initial Term Loan under the June 23, 2021 Credit Agreement has a seven-year term expiring in June 2028 and bears interest at either an Adjusted Term SOFR plus a fixed applicable margin of 2.25% or an Adjusted Base Rate plus a fixed applicable margin of 1.25%, at our option. Commencing on September 30, 2021, the Initial Term Loan under the June 23, 2021 Credit Agreement amortizes in equal quarterly installments equal to 0.25% of the original principal amount, with the balance payable on June 23, 2028. We are subject to commitment fees ranging from 0.175% to 0.25% on the undrawn portion of the Revolving Facility, and any outstanding loans under the Revolving Facility will bear interest at either an Adjusted Term SOFR plus a margin of 1.00% to 1.75% or an Adjusted Base Rate plus a margin of 0% to 0.75%. Our obligations under the June 23, 2021 Credit Agreement are required to be guaranteed by certain of our domestic subsidiaries meeting materiality thresholds set forth in the credit agreement. Such obligations, including the guaranties, are secured by substantially all of our assets and those of the subsidiary guarantors.Our material indebtedness adversely affects our operating expenses through increased interest payment obligations and adversely affects our ability to use cash generated from operations as we repay interest at a variable rate, which has been increasing, and principal under the term loans. In addition, the Revolving Facility provisions under the June 23, 2021 Credit Agreement include financial covenants such as an initial maximum secured net leverage ratio of 3.50 to 1.00, which temporarily increases to 3.75 to 1.00 following the consummation of certain material permitted acquisitions, and operational covenants that may adversely affect our ability to engage in certain activities, including obtaining additional financing, granting liens, undergoing certain fundamental changes, or making investments or certain restricted payments, and selling assets, and similar transactions, without obtaining the consent of the lenders, which may or may not be forthcoming. The Initial Term Loan under the June 23, 2021 Credit Agreement is only subject to operational covenants. Lastly, our borrowing costs can be affected by periodic credit ratings from independent rating agencies. Such ratings are largely based on our performance, which may be measured by credit metrics such as leverage and interest coverage ratios. Accordingly, outstanding indebtedness could adversely affect our operational freedom or ability to pursue strategic transactions that we would otherwise consider to be in the best interests of stockholders, including obtaining additional indebtedness to finance such transactions.Specifically, our indebtedness and high interest rates have important consequences to investors in our common stock, including the following:â€¢high interest rates may make it more difficult for us, our customers, and our distributors to obtain financing and service our respective interest and debt obligations, which in turn has an impact on customer demand for our products as well as the business of our distributors;â€¢we are subject to variable interest rate risk because our interest rate under the Initial Term Loan under the June 23, 2021 Credit Agreement varies based on a fixed margin of 2.25% per annum over an adjusted Term SOFR rate or 1.25% per annum over an adjusted base rate and our interest rate for any outstanding principal under the revolving credit facility varies based a margin of 0% to 0.75% over adjusted base rate or a margin of 1.00% to 1.75% over an adjusted Term SOFR rate, and we are also subject to commitment fees ranging from 0.175% to 0.25% on the 39Table of Contentsundrawn portion of the Revolving Facility. If interest rates were to increase substantially, it would adversely affect our operating results and could affect our ability to service our indebtedness; â€¢a portion of our cash flows is dedicated to the payment of interest and when applicable, principal, on our indebtedness and other obligations and will not be available for use in our business;â€¢our level of indebtedness, combined with high interest rates, could limit our flexibility in planning for, or reacting to, changes in our business and the markets in which we operate, including limiting our future investments or ability to enter into acquisitions and strategic partnerships, and obtain financing for such transactions; andâ€¢our high degree of indebtedness may make us more vulnerable to changes in general economic conditions and/or a downturn in our business, thereby making it more difficult for us to satisfy our obligations.If we fail to make required debt payments, or if we fail to comply with financial or other covenants in our debt service agreements, which include a maximum leverage ratio, we would be in default under the terms of these agreements. Subject to customary cure rights, any default would permit the holders of the indebtedness to accelerate repayment of this debt and could cause defaults under other indebtedness that we have, any of which could have a material adverse effect on the trading price of our common stock.We and our subsidiaries may, subject to any limitations in the terms of our existing loan facilities, incur additional debt, secure existing or future debt, recapitalize our debt or take a number of other actions that are not limited by the terms of our term loans that could have the effect of diminishing our ability to make payments under the indebtedness when due. If we incur any additional debt, the related risks that we and our subsidiaries face could intensify. Please refer to the Risk Factor entitled â€œIf we are required to pay any damages in connection with legal proceedings related to the termination of the Merger Agreement with Silicon Motion, including for any alleged breaches of the Merger Agreement, or if we agree to make any payments in any settlement of legal proceedings related to the termination of the Merger Agreement, the amount of such damages or payments could be significant and require us to draw down on all our existing lines of credit and use our cash resources, which may not be sufficient to satisfy any damages or payments and could have a material adverse effect on our business, operating results, and financial condition. We expect that we may not be able to obtain financing on favorable terms if at all or raise additional capital for any such payments. Even if we are able to finance such payments through the incurrence of additional indebtedness, any material increase in our indebtedness would adversely affect our operating results and cash-flows as we satisfy our underlying interest and principal payment obligations. Issuing additional shares of our common stock, if material, will result in dilution of existing shares outstanding. Any loan agreement is also expected to contain financial and operational covenants that would adversely affect our operational freedom or ability to pursue strategic transactions that we would otherwise consider to be in the best interests of stockholders, including obtaining additional indebtedness to finance such transactionsâ€. We are subject to governmental laws, regulations and other legal obligations related to privacy, data protection, and cybersecurity, and any inability of us to comply with such obligations may negatively impact our business.The legislative, enforcement policy and regulatory framework for privacy, data protection and cybersecurity issues worldwide is rapidly evolving and complex and is likely to remain uncertain for the foreseeable future. We collect and otherwise process data, including personal data and other regulated or sensitive data, as part of our business processes and activities. This data is subject to a variety of U.S. and international laws and regulations, including oversight by various regulatory or other governmental bodies. Regulators in the United States are increasingly scrutinizing personal data transfers. For example, on December 27, 2024 the Department of Justice issued a final rule to implement Executive Order 14117 of February 28, 2024 (â€œPreventing Access to Americansâ€™ Bulk Sensitive Personal Data and United States Government-Related Data by Countries of Concern.â€) implementing a new framework to protect the privacy of personal data shared between the U.S. and Europe, which may, in effect, impact privacy laws with â€œcountries of concernâ€ such as China or Russia. If we fail to comply with such regulation, it might impact our business to satisfy any fines or additional actions to remain compliant.Many foreign countries and governmental bodies, including China, the European Union and other relevant jurisdictions where we conduct business, have laws and regulations concerning the collection and use of personal data, and other data obtained from their residents or by businesses operating within their jurisdictions that are currently more restrictive than those in the U.S. These laws may require that our overall information technology security environment meet certain standards and/or be certified. For example, effective May 2018, the European Union adopted the General Data Protection Regulation, or GDPR, that imposed stringent data protection requirements and provided for greater penalties for noncompliance. The United Kingdom has adopted legislation that substantially implements the GDPR and provides for a similar penalty structure. Similarly, California has adopted the California Consumer Privacy Act of 2018, or CCPA, which took effect in 2020. The CCPA gives California residents the right to access, delete and opt out of certain sharing of their information, and imposes penalties for failure to comply. California has adopted a new law, the California Privacy Rights Act of 2020, or CPRA, that substantially 40Table of Contentsexpands the CCPA and was effective as of January 1, 2023. Additionally, other U.S. states continue to propose and enact privacy and security-focused legislation. In addition, governments around the world continue to enact laws relating to privacy and data security. For example, in 2021, the National Peopleâ€™s Congress passed the Data Security Law of the Peopleâ€™s Republic of China, or the Data Security Law and the Personal Information Protection Law of the Peopleâ€™s Republic of China, or PIPL. The Data Security Law is the first comprehensive data security legislation in the Peopleâ€™s Republic of China, or China, and aims to regulate a wide range of issues in relation to the collection, storage, processing, use, provision, transaction and publication of any kind of data. In March 2024, the Cyberspace Administration of China published the Provisions on Promoting and Standardizing Cross-Border Data Flows to implement the mechanisms for the cross-border data transfers, including the security assessment. These regulations contain provisions that allow substantial government oversight and include fines for failure to obtain required approval from Chinaâ€™s cyber and data protection regulators for cross-border personal data-related data transfers. However, there is still some uncertainty in how regulators will interpret and enforce these laws.The laws outlined above are only a sample of the governmental laws, regulations and other legal obligations related to privacy, data protection, and cybersecurity to which we are subject. Various aspects of these laws, including their interpretation and enforcement, remain unclear, resulting in further uncertainty and potentially requiring us to modify our data practices and policies and to incur substantial additional costs and expenses in an effort to comply. Because the interpretation and application of many such laws and regulations, remain uncertain and continue to evolve, it is possible that these laws and regulations may be interpreted and applied in a manner that is inconsistent with our data management practices or the features of our products or solutions, and we could face fines, lawsuits, regulatory investigations, and other claims and penalties, and we could be required to fundamentally change our products or our business practices, all of which could have a material adverse effect on our business. Any inability, or perceived inability, to adequately address privacy and data protection concerns, or to comply with applicable laws, regulations, policies, industry standards, contractual obligations or other legal obligations, even if unfounded, could result in additional cost and liability to us, damage our reputation, inhibit sales and have a material adverse effect on our business, results of operations, and financial condition.Our products must conform to industry standards in order to be accepted by end users in our markets.Generally, our products comprise only a part or parts of a communications device. All components of these devices must uniformly comply with industry standards in order to operate efficiently together. We depend on companies that provide other components of the devices to support prevailing industry standards. Many of these companies are significantly larger and more influential in driving industry standards than we are. Some industry standards may not be widely adopted or implemented uniformly, and competing standards may emerge that may be preferred by our customers or end users. If larger companies do not support the same industry standards that we do, or if competing standards emerge, market acceptance of our products could be adversely affected, which would harm our business.Products for communications applications are based on industry standards that are continually evolving. Our ability to compete in the future will depend on our ability to identify and ensure compliance with these evolving industry standards. The emergence of new industry standards could render our products incompatible with products developed by other suppliers. As a result, we could be required to invest significant time and effort and to incur significant expense to redesign our products to ensure compliance with relevant standards. If our products are not in compliance with prevailing industry standards for a significant period of time, we could miss opportunities to achieve crucial design wins. We may not be successful in developing or using new technologies or in developing new products or product enhancements that achieve market acceptance. Our pursuit of necessary technological advances may require substantial time and expense.We may, from time to time, make additional business acquisitions or investments, which involve significant risks. We have completed multiple acquisitions in the past decade. We may also enter into alliances or make investments in other businesses to complement our existing product offerings, augment our market coverage or enhance our technological capabilities. Any such transactions has resulted and could result in:â€¢issuances of equity securities dilutive to our existing stockholders;â€¢substantial cash payments;â€¢the incurrence of substantial debt and assumption of unknown liabilities;â€¢large one-time write-offs;â€¢amortization expenses related to intangible assets;41Table of Contentsâ€¢a limitation on our ability to use our net operating loss carryforwards;â€¢the diversion of managementâ€™s time and attention from operating our business to acquisition integration challenges;â€¢stockholder or other litigation relating to the transaction;â€¢adverse tax consequences; â€¢costs and expenses associated with any undisclosed or potential liabilities; andâ€¢the potential loss of, or ability to attract, key personnel, customers and suppliers of the acquired businesses.To the extent we pay the purchase price of any acquisition or investment in cash or through borrowings under our Revolving Facility, it would reduce our cash balances and/or result in indebtedness we must service, which may have a material adverse effect on our business and financial condition. If the purchase price is paid with our stock, it would be dilutive to our stockholders. In addition, we may assume liabilities associated with a business acquisition or investment, including unrecorded liabilities that are not discovered at the time of the transaction, and the repayment of those liabilities may have a material adverse effect on our financial condition. Integrating acquired organizations and their products and services, including the integration of completed acquisitions, may be expensive, time-consuming and a strain on our resources and our relationships with employees, customers, distributors and suppliers, and ultimately may not be successful. The benefits or synergies we may expect from the acquisition of complementary or supplementary businesses may not be realized to the extent or in the time frame we initially anticipate. Some of the risks that may affect our ability to successfully integrate acquired businesses include those associated with:â€¢failure to successfully further develop the acquired products or technology;â€¢conforming the acquired companyâ€™s standards, policies, processes, procedures and controls with our operations;â€¢coordinating new product and

process development, especially with respect to highly complex technologies;â€¢loss of key employees or customers of the acquired business;â€¢hiring additional management and other key personnel;â€¢in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries;â€¢increasing the scope, geographic diversity and complexity of our operations;â€¢consolidation of facilities, integration of the acquired businessesâ€™ accounting, human resource and other administrative functions and coordination of product, engineering and sales and marketing functions;â€¢the geographic distance between the businesses;â€¢liability for activities of the acquired businesses before the acquisition, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities; andâ€¢litigation or other claims in connection with the acquired businesses, including claims for terminated employees, customers, former stockholders or other third parties.We may not be able to identify suitable acquisition or investment candidates, or even if we do identify suitable candidates, they may be difficult to finance, expensive to fund and there is no guarantee that we can obtain any necessary antitrust approvals or complete such transactions on terms that are favorable to us. We have in the past been, are currently, and may in the future be party to litigation related to acquisitions. Any adverse determination in litigation resulting from acquisitions could have a material adverse effect on our business and operating results.42Table of ContentsRisks Relating to Intellectual PropertyWe have settled in the past intellectual property litigation and may in the future face additional claims of intellectual property infringement, including indemnification claims based on intellectual property allegations. Any current or future litigation could be time-consuming, costly to prosecute, defend or settle and result in damages and/or the loss of significant rights.The semiconductor industry is characterized by companies that hold large numbers of patents and other intellectual property rights and that vigorously pursue, protect and enforce intellectual property rights. Third parties have in the past and may in the future assert against us and our customers and distributors their patent and other intellectual property rights to technologies that are important to our business. For example, we were involved in a litigation with Bell Semiconductor, which has since been settled pursuant to a Settlement and Patent License Agreement. In addition, from time to time, we receive correspondence from competitors and other third parties seeking to engage us in discussions concerning potential claims against us, and we receive correspondence from customers seeking indemnification for potential claims related to infringement claims asserted against down-stream users of our products. We investigate these requests and claims as received and could be required to enter license agreements with respect to third-party intellectual property rights or indemnify third parties, either of which could have a material adverse effect on our future operating results. Claims that our products, processes or technology infringe third-party intellectual property rights, regardless of their merit or resolution are costly to defend or settle and could divert the efforts and attention of our management and technical personnel. In addition, many of our customer and distributor agreements require us to indemnify and defend our customers or distributors from third-party infringement claims and pay damages and attorneysâ€™ fees in the case of adverse rulings. Claims of this sort also could harm our relationships with our customers or distributors and might deter future customers from doing business with us. In order to maintain our relationships with existing customers and secure business from new customers, we have been required from time to time to provide additional assurances beyond our standard terms. If any of our current or future proceedings result in an adverse outcome, we could be required to:â€¢cease the manufacture, use or sale of the infringing products, processes or technology;â€¢pay substantial damages, indemnification expenses and attorneysâ€™ fees;â€¢expend significant resources to develop non-infringing products, processes or technology;â€¢license technology from the third-party claiming infringement, which license may not be available on commercially reasonable terms, or at all;â€¢cross-license our technology to a competitor to resolve an infringement claim, which could weaken our ability to compete with that competitor; orâ€¢pay substantial damages to our customers or end users to discontinue their use of or to replace infringing technology sold to them with non-infringing technology.Any of the foregoing results could have a material adverse effect on our business, financial condition, and results of operations.We utilize a significant amount of intellectual property in our business. If we are unable to protect our intellectual property, our business could be adversely affected.Our success depends in part upon our ability to protect our intellectual property. To accomplish this, we rely on a combination of intellectual property rights, including patents, copyrights, trademarks and trade secrets in the United States and in selected foreign countries where we believe filing for such protection is appropriate. Effective patent, copyright, trademark and trade secret protection may be unavailable, limited or not applied for in some countries. Some of our products and technologies are not covered by any patent or patent application. We cannot guarantee that:â€¢any of our present or future patents or patent claims will not lapse or be invalidated, circumvented, challenged or abandoned;â€¢our intellectual property rights will provide competitive advantages to us;43Table of Contentsâ€¢our ability to assert our intellectual property rights against potential competitors or to settle current or future disputes will not be limited by our agreements with third parties or obligations, if any, to standards organizations;â€¢any of our pending or future patent applications will be issued or have the coverage originally sought;â€¢our intellectual property rights will be enforced in jurisdictions where competition may be intense or where legal protection may be weak;â€¢any of the trademarks, copyrights, trade secrets or other intellectual property rights that we presently employ in our business will not lapse or be invalidated, circumvented, challenged or abandoned;â€¢we will not lose the ability to assert our intellectual property rights against or to license our technology to others and collect consideration that we are entitled to under certain intellectual property sale agreements; orâ€¢our ability to monetize our portfolio through divestiture and/or exclusive licensing transactions will not be impacted by conduct of counterparties to any such transactions, and we will not face liability arising from our monetization efforts.In addition, our competitors or others may design around our protected patents or technologies. Effective intellectual property protection may be unavailable or more limited in one or more relevant jurisdictions relative to those protections available in the United States, or may not be applied for in one or more relevant jurisdictions. If we pursue litigation to assert our intellectual property rights, an adverse decision in any of these legal actions could limit our ability to assert our intellectual property rights, limit the value of our technology or otherwise negatively impact our business, financial condition and results of operations.Monitoring unauthorized use of our intellectual property is difficult and costly. Unauthorized use of our intellectual property may have occurred or may occur in the future. Although we have taken steps to minimize the risk of this occurring, any such failure to identify unauthorized use and otherwise adequately protect our intellectual property would adversely affect our business. Moreover, if we are required to commence litigation, whether as a plaintiff or defendant as has occurred in the past, not only will this be time-consuming, but we will also be forced to incur significant costs and divert our attention and efforts of our employees, which could, in turn, result in lower revenue and higher expenses.We also rely on customary contractual protections with our customers, suppliers, distributors, employees and consultants, and we implement security measures to protect our trade secrets. We cannot assure you that these contractual protections and security measures will not be breached, that we will have adequate remedies for any such breach or that our suppliers, employees or consultants will not assert rights to intellectual property arising out of such contracts. For example, as described in Part I, Item 3 â€” Legal Proceedings â€” Comcast Litigation, Comcast shared our proprietary designs with our direct competitor. Comcast then worked with our competitor to develop the FDX-amplifier technology. We have brought claims for trade secret misappropriation, unfair competition, and breach of the partiesâ€™ non-disclosure agreement, and sought an unspecified amount of compensatory damages, punitive damages, pre-judgment and post-judgment interest, costs, expenses, and attorney fees as well as an injunction against Comcastâ€™s use or disclosure of our trade secrets. However, our claims may not be successful. In addition, we have a number of third-party patent and intellectual property license agreements. Some of these license agreements require us to make one-time payments or ongoing royalty payments. Also, a few of our license agreements contain most-favored nation clauses or other price restriction clauses which may affect the amount we may charge for our products, processes or technology. We cannot guarantee that the third-party patents and technology we license will not be licensed to our competitors or others in the semiconductor industry. In the future, we may need to obtain additional licenses, renew existing license agreements or otherwise replace existing technology. We are unable to predict whether these license agreements can be obtained or renewed or the technology can be replaced on acceptable terms, or at all.When we originally settled a trademark dispute with Analog Devices International Unlimited Company (ADIUC) and its predecessor, Linear Technology Corporation, we agreed not to register the â€œMAXLINEARâ€ mark or any other marks containing the term â€œLINEARâ€. Pursuant to the original settlement agreement, we agreed not to use the â€œMAXLINEARâ€ mark on our products. We have since entered into another settlement agreement with ADIUC that now allows us to use and register the â€œMAXLINEARâ€ mark on our products, in addition to continuing to use â€œMAXLINEARâ€ as a corporate identifier, including to advertise our products and services. We have filed trademark applications to register the â€œMAXLINEARâ€ mark, but prior to approval of the applications and registration of the mark in the relevant jurisdictions, our ability to effectively prevent third parties from using the â€œMAXLINEARâ€ mark in connection with similar products or technology will be based on our common law rights in the mark, which may make enforcement challenging. If we are unable to protect our trademarks in certain 44Table of Contentsjurisdictions, we may experience difficulties in achieving and maintaining brand recognition and customer loyalty in such jurisdictions.We face risks related to security vulnerabilities in our products. We regularly become aware of security vulnerabilities with respect to our products as well as intellectual property that we purchase or license from third parties for use in our products. Our products are used in application areas that create new or increased cybersecurity and privacy risks, including applications that gather and process large amounts of data, such as the cloud or Internet of Things, or artificial intelligence, and critical infrastructure, payment card applications, and automotive applications. Security features in our products cannot make our products entirely secure, and security vulnerabilities identified in our products have resulted in, and are expected to continue to result in, attempts by third parties to identify and exploit additional vulnerabilities. Vulnerabilities are not always mitigated before they become known. We, our customers, and the users of our products do not always promptly learn of or have the ability to fully assess the magnitude or effects of a vulnerability, including the extent, if any, to which a vulnerability has been exploited.Mitigation techniques designed to address security vulnerabilities, including software and firmware updates or other preventative measures, are not always available on a timely basis, or at all, and at times do not operate as intended or effectively resolve vulnerabilities for all applications. In addition, we are often required to rely on third parties, including hardware, software, and services vendors, as well as our customers and end users, to develop and/or deploy mitigation techniques, and the availability, effectiveness, and performance impact of mitigation techniques can depend solely or in part on the actions of these third parties in determining whether, when, and how to develop and deploy mitigations. We and such third parties make prioritization decisions about which vulnerabilities to address, which can delay, limit, or prevent development or deployment of a mitigation and harm our reputation. Subsequent events or new information can develop that changes our assessment of the impact of a security vulnerability, which can cause certain claims or customer satisfaction considerations, as well as result in litigation or regulatory inquiries or actions over these matters.Security vulnerabilities and/or mitigation techniques can result in adverse performance or power effects, reboots, system instability or unavailability, loss of functionality, non-compliance with standards, data loss or corruption, unpredictable system behavior, decisions by customers, regulators and end users to limit or change the applications in which they use our products or product features, and/or the misappropriation of data by third parties. Security vulnerabilities and any limitations or adverse effects of mitigation techniques can adversely affect our results of operations, financial condition, customer relationships, prospects, and reputation in a number of ways, any of which may be material. The use of open source software in our products, processes and technology may expose us to additional risks and harm our intellectual property.Our products, processes and technology sometimes utilize and incorporate software that is subject to an open source license. Open source software is typically freely accessible, usable and modifiable. Certain open source software licenses require a user who intends to distribute the open source software as a component of the userâ€™s software to disclose publicly part or all of the source code to the userâ€™s software. In addition, certain open source software licenses require the user of such software to make any derivative works of the open source code available to others on unfavorable terms or at no cost. This can subject previously proprietary software to open source license terms.While we monitor the use of all open source software in our products, processes and technology and try to ensure that no open source software is used in such a way as to require us to disclose the source code to the related product, processes or technology when we do not wish to do so, such use could inadvertently occur. Additionally, if a third party software provider has incorporated certain types of open source software into software we license from such third party for our products, processes or technology, we could, under certain circumstances, be required to disclose the source code to our products, processes or technology. This could harm our intellectual property position and have a material adverse effect on our business, results of operations and financial condition.Risks Relating to Reliance on Third-PartiesWe do not have long-term supply contracts with most of our contract manufacturers or suppliers, and any disruption in our supply of products or materials could have a material adverse effect on our business, revenue and operating results.Currently we do not have long-term supply contracts with most of our other third-party vendors, including but, not limited to TSMC, and United Microelectronics Corporation, or UMC. Certain products are supplied to us by Intel on a turnkey basis at agreed upon prices under terms of a supply agreement with an initial term of five years, which will expire in July 2025. 45Table of ContentsIntel can also terminate its supply agreement with us under certain circumstances. If Intel does not continue to supply us with such products, we would need to seek alternative sources of supply for those products in a short timeframe, which would cause us to incur additional costs, could delay the sale of such products, and could increase our supply costs with a new vendor, which in turn, could negatively impact our revenue and our gross margins. Alternatively, if Intel does continue to supply us with such products, the costs of such products would likely increase and reduce our margins on such products, and their minimum purchase requirements may exceed our current customer demand. We make substantially all of our purchases on a purchase order basis, and our contract manufacturers are not required to supply us products for any specific period or in any specific quantity. Foundry capacity may not be available when we need it or at reasonable prices. Availability of foundry capacity has in the past been reduced from time to time due to strong demand. Foundries can allocate capacity to the production of other companiesâ€™ products and reduce deliveries to us on short notice. It is possible that foundry customers that are larger and better financed than we are, or that have long-term agreements with our foundry, may induce our foundry to reallocate capacity to them. This reallocation could impair our ability to secure the supply of components that we need. We generally place orders for products with some of our suppliers approximately four to five months prior to the anticipated delivery date, with order volumes based on our forecasts of demand from our customers. Accordingly, if we inaccurately forecast demand for our products or if orders are placed with a short lead-time, we may be unable to obtain adequate and cost-effective foundry or assembly capacity from our third-party contractors to meet our customersâ€™ delivery requirements, which could harm our reputation and customer relationships, or we may accumulate excess inventories. On occasion, we have been unable to adequately respond to unexpected increases in customer purchase orders and therefore were unable to benefit from this incremental demand. None of our third-party contractors has provided any assurance to us that adequate capacity will be available to us within the time required to meet additional demand for our products.We do not have our own manufacturing facilities and rely on a limited number of third parties to manufacture, assemble, and test our products. The failure to manage our relationships with our third-party contractors successfully, or impacts from volatility in global supply, natural disasters, public health crises, or other labor stoppages in the regions where such contractors operate, could adversely affect our ability to market and sell our products.We operate an outsourced manufacturing business model that utilizes third-party foundry and assembly and test capabilities. As a result, we rely on third-party foundry wafer fabrication, including sole sourcing for many components or products. Currently, a large portion of our products are manufactured by TSMC, and United Microelectronics Corporation, or UMC, at foundries located in Taiwan, Singapore, and China. We also use third-party contractors for all of our assembly and test operations. We also rely on Intel Corporation, or Intel, for certain products on a turnkey basis at agreed upon prices under terms of a supply agreement with an initial term of five years, which will expire in July 2025 and may be terminated by Intel under certain circumstances.Relying on third party manufacturing, assembly and testing presents significant risks to us, including the following:â€¢capacity shortages during periods of high demand or from events beyond our control or inventory oversupply during periods of decreased demand. For example, we have experienced and could continue to experience inventory oversupply in certain of our products due to changes in customer demand which has added to volatility in managing the business. Inventory oversupply has also led and could continue to lead to inventory write-downs, including charges for any excess or obsolete inventory, which could negatively impact our gross margins;â€¢failure by us, our customers, or their end customers to qualify a selected supplier;â€¢reduced control over delivery schedules and quality;â€¢shortages of materials;â€¢misappropriation of our intellectual property;â€¢limited warranties on wafers or products supplied to us; â€¢potential increases in costs of our products;â€¢costs to switch to alternate sources of supply for certain products and/or delays in sales of such products, if a supplier does not continue to supply certain products; andâ€¢our use of foundry partners who are currently subject to BIS restrictions, to manufacture certain of our products may be impaired if one or more of the following were to occur: (1) we are unable to obtain U.S. export licenses 46Table of Contentsauthorizing its interactions and technology exchanges with these foundry partners or if there are delays in obtaining such licenses, or (2) if BIS increases export control restrictions to Chinese foundries without the ability for us to obtain a U.S. export license, or (3) U.S. providers of semiconductor manufacturer equipment are unable to export such equipment or related spare or replacement parts used in the manufacture of our products, or obtain a license to export such equipment and parts, to

current or future Chinese foundry partners.The ability and willingness of our third-party contractors to perform is largely outside our control. If one or more of our contract manufacturers or other outsourcers fails to perform its obligations in a timely manner or at satisfactory quality levels, our ability to bring products to market and our reputation could suffer. For example, in the event that manufacturing capacity is reduced or eliminated at one or more facilities, manufacturing could be disrupted, we could have difficulties fulfilling our customer orders and our net revenue could decline. In addition, if these third parties fail to deliver quality products and components on time and at reasonable prices, we could have difficulties fulfilling our customer orders, our net revenue could decline and our business, financial condition and results of operations would be adversely affected.Additionally, our product shipment and manufacturing capacity may be similarly reduced or eliminated at one or more facilities due to the fact that the majority of our fabrication and assembly and test contractors are all located in the Pacific Rim region, principally in China, Taiwan, and Singapore. The risk of earthquakes in these geographies is significant due to the proximity of major earthquake fault lines, and Taiwan in particular is also subject to typhoons and other Pacific storms, and more recently, a drought impacting the water supply which chip manufacturers rely upon to fabricate chip products. Earthquakes, wildfires and other fires, flooding, drought, or other natural disasters in Taiwan or the Pacific Rim region, or political unrest, war, labor strikes, work stoppages or public health crises, such as the outbreak of COVID-19, in countries where our contractorsâ€™ facilities are located could result in the disruption of our product shipments, foundry, assembly, or test capacity. If such disruption were to recur over a prolonged period, it could have a material impact on our revenues and our business. Any disruption resulting from similar events on a larger scale or over a prolonged period could cause significant delays in shipments of our products until we are able to resume such shipments, or shift our manufacturing, assembly, or test from the affected contractor to another third-party vendor, if needed. If such disruption were to recur over a prolonged period, it could have a material impact on our revenue and business. There can be no assurance that alternative capacity could be obtained on favorable terms, if at all.We are subject to risks associated with our distributorsâ€™ product inventories and product sell-through. Should any of our distributors cease or be forced to stop distributing our products, our business would suffer.We currently sell a significant portion of our products to customers through our distributors, who maintain their own inventories of our products. Sales to distributors accounted for approximately 44%, 50% and 46% of our net revenue in the year ended December 31, 2024, 2023, and 2022, respectively. Upon shipment of product to these distributors, title to the inventory transfers to the distributor and the distributor is invoiced, generally withÂ 30Â to 60 day terms. Distributor sales are also recognized upon shipment to the distributor and estimates of future pricing credits and/or stock rotation rights reduce revenue recognized to the net amount before the actual amounts are known. If our estimates of such credits and rights are materially understated it could cause subsequent adjustments that negatively impact our revenues and gross profits in a future period.If our distributors are unable to sell an adequate amount of their inventories of our products in a given quarter to manufacturers and end users or if they decide to decrease their inventories of our products for any reason, our sales through these distributors and our revenue may decline. In addition, if some distributors decide to purchase more of our products than are required to satisfy end customer demand in any particular quarter, inventories at these distributors would grow in that quarter. These distributors could then reduce future orders until inventory levels realign with end customer demand, which has in the past and could in the future adversely affect our product revenue.Our reserve estimates with respect to the products stocked by our distributors are based principally on reports provided to us by our distributors, typically on a weekly basis. To the extent that this resale and channel inventory data is inaccurate or not received in a timely manner, we may not be able to make reserve estimates accurately or at all.We rely on third parties to provide services and technology necessary for the operation of our business. Any failure of one or more of our partners, vendors, suppliers or licensors to provide these services or technology could have a material adverse effect on our business.We rely on third-party vendors to provide critical services, including, among other things, services related to accounting, billing, compliance, internal audit, human resources, information technology, network development, network monitoring, in-licensing and intellectual property that we cannot or do not create or provide ourselves. We depend on these vendors to ensure 47Table of Contentsthat our corporate infrastructure will consistently meet our business requirements and legal obligations. The ability of these third-party vendors to successfully provide reliable and high quality services is subject to technical and operational uncertainties that are beyond our control. While we may be entitled to damages if our vendors fail to perform under their agreements with us, our agreements with these vendors limit the amount of damages we may receive. In addition, we do not know whether we will be able to collect on any award of damages or that these damages would be sufficient to cover the actual costs we would incur as a result of any vendorâ€™s failure to perform under its agreement with us. Any failure of our corporate infrastructure could have a material adverse effect on our business, financial condition and results of operations. Upon expiration or termination of any of our agreements with third-party vendors, we may not be able to replace the services provided to us in a timely manner or on terms and conditions, including service levels and cost, that are favorable to us and a transition from one vendor to another vendor could subject us to operational delays and inefficiencies until the transition is complete.Additionally, we incorporate third-party technology into and with some of our products, and we may do so in future products. The operation of our products could be impaired if errors occur in the third-party technology we use, including as a result of information technology failures from cyber-attacks on or security breaches of third parties. It may be more difficult for us to correct any errors in a timely manner if at all because the development and maintenance of the technology is not within our control. There can be no assurance that these third parties will continue to make their technology, or improvements to the technology, available to us, or that they will continue to support and maintain their technology. Further, due to the limited number of vendors of some types of technology, it may be difficult to obtain new licenses or replace existing technology. Any impairment of the technology or our relationship with these third parties could have a material adverse effect on our business.Risks Relating to Our Common StockOur share price may be volatile as a result of various factors.The trading price of our common stock is highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control.Â For example, in the year ended December 31, 2024, the trading price of our common stock ranged from a low of $11.08 to a high of $26.59. These factors include those discussed in this â€œRisk Factorsâ€ section of this report and others such as:â€¢any developments related to our terminated merger with Silicon Motion;â€¢actual or anticipated fluctuations in our financial condition and operating results;â€¢overall conditions in the semiconductor market;â€¢addition or loss of significant customers;â€¢changes in laws or regulations applicable to our products, including export controls;â€¢geopolitical changes impacting our business and markets, including with respect to China and Taiwan and the change in the U.S. presidential administration;â€¢actual or anticipated changes in our growth rate relative to our competitors;â€¢announcements of technological innovations by us or our competitors;â€¢announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures, or capital commitments;â€¢departures of, and inability to attract, qualified key personnel;â€¢competition from existing products or new products that may emerge;â€¢issuance of new or updated research or reports by securities analysts;â€¢fluctuations in the valuation of companies perceived by investors to be comparable to us;â€¢disputes or other developments related to proprietary rights, including patents, litigation matters, and our ability to obtain intellectual property protection for our technologies;â€¢actions by institutional or activist stockholders;48Table of Contentsâ€¢acquisitions may not be accretive and may cause dilution to our earnings per share;â€¢announcement or expectation of additional financing efforts;â€¢sales of our common stock by us or our stockholders; andâ€¢general economic and market conditions, including the impacts from sanctions against Russia and the military conflicts in Ukraine and among Israel, Iran and Lebanon, increased inflationary pressures, and interest rate changes.Furthermore, the stock markets have experienced extreme price and volume fluctuations that have affected the market prices of equity securities of many companies, including us. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political, and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of our common stock. In the past, companies that have experienced volatility in the market price of their stock are attractive to momentum, hedge, day-trading, or activist investors who often shift funds into and out of stocks rapidly, exacerbating price fluctuations in either direction, and have also been subject to securities class action litigation. We may be the target of momentum, hedge, day-trading, or activist investors, and have been and may continue to be the target of securities class action litigation in the future. Stockholder activism or securities litigation against us could result in substantial costs and divert our managementâ€™s attention from other business concerns, which could seriously harm our business. A proxy contest or other activist behaviors could have an adverse effect on us. Even if a proxy contest or other activist efforts are not successful, the increased costs that we would bear and the distraction of our Board of Directors and senior management could negatively impact our business, although we cannot predict with certainty the extent of such negative impacts.Our management team may use our available cash and cash equivalents in ways with which you may not agree or in ways which may not yield a return.We use our cash and cash equivalents for general corporate purposes, including working capital and for repayment of outstanding long-term debt. We may also, in the future, use a portion of our assets to acquire other complementary businesses, products, services or technologies. Our management has considerable discretion in the application of our cash and cash equivalents, and resources, and you will not have the opportunity to assess whether these liquid assets are being used in a manner that you deem best to maximize your return. We may use our available cash and cash equivalents and resources for corporate purposes that do not increase our operating results or market value. In addition, in the future our cash and cash equivalents, and resources may be placed in investments that do not produce significant income or that may lose value.Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock.Provisions in our certificate of incorporation and bylaws, as amended and restated, may have the effect of delaying or preventing a change of control or changes in our management.Â These provisions provide for the following:â€¢authorize our Board of Directors to issue, without further action by the stockholders, up to 25,000,000 shares of undesignated preferred stock;â€¢require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;â€¢specify that special meetings of our stockholders can be called only by our Board of Directors, our Chairman of the Board of Directors, or our President;â€¢establish an advance notice procedure for stockholder approvals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to our Board of Directors;â€¢establish that our Board of Directors is divided into three classes, Class I, Class II and Class III, with each class serving staggered terms;49Table of Contentsâ€¢provide that our directors may be removed only for cause;â€¢provide that vacancies on our Board of Directors may be filled only by a majority of directors then in office, even though less than a quorum;â€¢specify that no stockholder is permitted to cumulate votes at any election of directors; andâ€¢require super majority votes of the holders of our common stock to amend specified provisions of our charter documents.These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our Board of Directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of SectionÂ 203 of the Delaware General Corporation Law, which generally restricts a Delaware corporation from engaging in any of a broad range of business combinations with any â€œinterestedâ€ stockholder for a period of three years following the date on which the stockholder became an â€œinterestedâ€ stockholder.If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our share price and trading volume could decline.The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of us or fails to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.Future sales of our common stock in the public market could cause our share price to decline.Sales of a substantial number of shares of our common stock in the public market, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. As of DecemberÂ 31, 2024, we had approximately 84.6 million shares of common stock outstanding.All shares of our common stock are freely tradable without restrictions or further registration under the Securities Act unless held by our â€œaffiliates,â€ as that term is defined under Rule 144 of the Securities Act. Our Executive Incentive Bonus Plan permits the settlement of awards under the plan in the form of shares of our common stock. We have issued shares of our common stock to settle such bonus awards for our employees, including executives, for the 2014 to 2023 performance periods, and we intend to continue this practice in the foreseeable future, subject to availability of such shares under our stock plans. We issued 0.4 million shares of our common stock for the 2023 performance period in February 2024. If we issue additional shares of our common stock to settle bonus awards in the future, such shares may be freely sold in the public market immediately following the issuance of such shares, subject to the applicable conditions of Rule 144 and our insider trading policy, and the issuance of such shares may have a material adverse effect on our share price once they are issued.We do not intend to pay dividends for the foreseeable future.We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our Board of Directors. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.General Risk FactorsIf we suffer losses to our facilities or distribution system due to catastrophe, our operations could be seriously harmed. Our facilities and distribution system, and those of our third-party contractors, are subject to risk of catastrophic loss due to fire, flood, drought or other natural or man-made disasters. A number of our facilities and those of our contract manufacturers are located in areas with above average seismic activity and/or which have experienced more frequent, more 50Table of Contentsextreme and less predictable weather conditions. For example, the risk of an earthquake in the Pacific Rim region, including Taiwan, or Southern California is significant due to the proximity of major earthquake fault lines, and Taiwan in particular is also subject to typhoons and other Pacific storms, and drought impacting the water supply which chip manufacturers rely upon to fabricate chip products. Further, wildfire risks have increased in California and our offices and/or personnel could be impacted by damages, losses, power outages including safety shutoffs, and/or mandatory evacuations. We have experienced higher insurance costs and may experience a decrease in available coverage in such areas and an increased likelihood of damage, power outages and catastrophic loss to these facilities, which would likely disrupt our operations, delay production, shipments and revenue and result in significant expenses to repair or replace the facility. The majority of the factories we use for foundry, assembly and test, and warehousing services, are located in Asia, principally in China, Taiwan, South Korea, Malaysia, Singapore and Thailand. Our corporate headquarters is located in Southern California. Our operations and financial condition could be seriously harmed in the event of a major earthquake, fire, flooding, drought, or other natural disasters in Taiwan or the Pacific Rim region, or political unrest, war, labor strikes, work stoppages or public health crises, such as the outbreak of COVID-19, or other natural or man-made disaster in countries where our contractorsâ€™ facilities are located. Such catastrophes could result in the disruption of our product shipments, foundry, assembly, or test capacity.We have recorded goodwill and other intangible assets in connection with business acquisitions. Goodwill and other acquired intangible assets could become impaired and adversely affect our future operating results.We account for business acquisitions as business combinations under the acquisition method of accounting in accordance with accounting principles generally accepted in the United States. Under the acquisition method of accounting, the total purchase price is allocated to net tangible assets and identifiable intangible assets of acquired businesses based on their fair values as of the date of completion of the acquisition. The excess of the purchase price over those fair values is recorded as goodwill. Our acquisitions have resulted in the creation of goodwill and recording of a large amount of intangible assets based upon the application of the acquisition method of accounting. To the extent the value of goodwill or other intangible assets become impaired, we may be required to incur material charges relating to such impairment. We conduct our annual goodwill and indefinite-lived intangible asset impairment analysis on October 31 each year, or more frequently if we believe indicators of impairment exist. Our reported financial condition and results of operations reflect the balances and results of the acquired businesses but are not restated retroactively to reflect the historical financial position or results of operations of acquired businesses for periods prior to the acquisitions. As a result, comparisons of future results against prior period results will be more difficult for investors. In addition, there can be no guarantee that acquired intangible assets, particularly in-process research and development, will generate revenues or profits that we include in our forecast that is the basis for their fair values as of the acquisition date. Any such impairment charges relating to goodwill or other intangible assets could have a material impact on our operating results in future periods, and the announcement of a material impairment could have a material adverse effect on the trading price and trading volume of our common stock. As of DecemberÂ 31, 2024, our balance sheet reflected goodwill of $318.6 million and other intangible assets of $55.0 million. Consequently, we could recognize material impairment charges in the future.Unanticipated changes in our tax rates or unanticipated tax obligations could affect our future results.We are subject to income taxes in the United States, Singapore and various other foreign jurisdictions. The amount of income taxes we pay is subject to our interpretation and application of tax

laws in jurisdictions in which we file. Changes in current or future laws or regulations, the imposition of new or changed tax laws or regulations or new interpretations by taxing authorities or courts could affect our results of operations and lead to volatility with respect to tax expenses and liabilities from period to period. For example, beginning in 2022, the Tax Cuts and Jobs Act, or the Tax Act, eliminated the option to deduct research and development expenditures currently and requires taxpayers to capitalize and amortize them over five or fifteen years pursuant to Internal Revenue Code Section 174. This has increased our effective tax rate and our cash tax payable since 2022. If the requirement to capitalize Section 174 expenditures is not modified, it may impact our effective tax rate and our cash tax liability for taxable years during which we are required to capitalize such expenditures. The CHIPS and Science Act, or CHIPS Act, enacted on August 9, 2022, provides a tax credit to semiconductor manufacturing activities within the United States. Because we currently outsource our manufacturing, we do not expect to be entitled to such tax incentives. Further, the Inflation Reduction Act, or IRA, enacted on August 16, 2022, imposes a 1% non-deductible excise tax on repurchases of stock that are made by U.S. publicly traded corporations on or after January 1, 2023. The IRA also imposes a 15% alternative minimum tax on corporations with an average of at least $1 billion of adjusted financial statement income over a three-year period. The application of tax laws and related regulations is subject to legal and factual interpretation, judgment and uncertainty. We cannot determine whether any legislative proposals may be enacted into law or what, if any, changes may be made to such proposals prior to their being enacted into law. If U.S. or international tax laws change in a manner that increases our tax obligation, it could result in a material adverse impact on our results of operations and our financial position. 51Table of ContentsIn addition, many countries are implementing legislation and other guidance to align their international tax rules with the Organisation for Economic Co-operation and Developmentâ€™s (â€œOECDâ€) Base Erosion and Profit Shifting recommendations and action plan that aim to standardize and modernize global corporate tax policy, including changes to cross-border tax, transfer pricing documentation rules, and nexus-based tax incentive practices. The OECD is also continuing discussions surrounding fundamental changes in allocation of profits among tax jurisdictions in which companies do business, as well as the implementation of a global minimum tax (namely the â€œPillar Oneâ€ and â€œPillar Twoâ€ proposals). Some countries intend to implement laws based on Pillar Two proposals, which may adversely impact our provision for income taxes, net income and cash flows. As a result of this heightened scrutiny, prior decisions by tax authorities regarding treatments and positions of corporate income taxes could be subject to enforcement activities, and legislative investigation and inquiry, which could also result in changes in tax policies or prior tax rulings. Any such changes may also result in the taxes we previously paid being subject to change.Our income tax provision is subject to volatility and our ability to use our deferred tax assets to offset future taxable income may be limited, which may adversely impact our future effective tax rate and operating results.Excess tax benefits associated with employee stock-based compensation are included in income tax expense. However, since the amount of such excess tax benefits and deficiencies depend on the fair market value of our common stock, our income tax provision is subject to volatility in our stock price and in the future, could unfavorably affect our future effective tax rate.Our future effective tax rate could be unfavorably affected by unanticipated changes in the valuation of our deferred tax assets and liabilities, and the ultimate use and depletion of these various tax credits and net operating loss carryforwards. Changes in our effective tax rate could have a material adverse impact on our results of operations. We record a valuation allowance to reduce our net deferred tax assets to the amount that we believe is more likely than not to be realized. In making such determination, we consider all available positive and negative evidence quarterly, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent financial performance. To the extent we believe it is more likely than not that some portion of our deferred tax assets will not be realized, we record a valuation allowance against the deferred tax asset. Realization of our deferred tax assets is dependent primarily upon future taxable income in the applicable jurisdiction. On a periodic basis we evaluate our deferred tax assets for realizability. During the quarter ended December 31, 2024, we recorded a full valuation allowance against our Singapore deferred tax assets.Â Based upon our review of all positive and negative evidence, as of DecemberÂ 31, 2024, we continue to have a valuation allowance on state deferred tax assets, certain federal deferred tax assets, and certain foreign deferred tax assets in jurisdictions where we have cumulative losses or otherwise are not expected to utilize certain tax attributes. The impact of releasing some or all of such valuation allowance in a future period could be material in the period in which such release occurs. Additionally, the amount of the deferred tax asset considered realizable, however, could be adjusted in the subsequent periods if estimates of future taxable income are reduced or if objective negative evidence in the form of cumulative losses is present. Any future changes in the deferred tax asset realizability assertion may require a valuation allowance to reduce our deferred tax assets, which would increase our tax expense in the period the allowance is recognized and affect our results of operations. Our corporate income tax liability could materially increase if tax incentives we have negotiated in Singapore cease to be effective or applicable or if we are challenged on our use of such incentives. We operate under certain favorable tax incentives in Singapore which are effective through March 2027, and generally are dependent on our meeting certain headcount and investment thresholds. Such incentives allow certain qualifying income earned in Singapore to be taxed at reduced rates and are conditional upon our meeting certain employment and investment thresholds over time. If we fail to satisfy the conditions for receipt of these tax incentives, or to the extent U.S. or other tax authorities challenge our operation under these favorable tax incentive programs or our intercompany transfer pricing agreements, our taxable income could be taxed at higher federal or foreign statutory rates and our income tax liability and expense could materially increase beyond our projections. Each of our Singapore tax incentivesÂ is separate and distinct from the others, and may be granted, withheld, extended, modified, truncated, complied with or terminated independently without any effect on the other incentives. Absent these tax incentives, our corporate income tax rate in Singapore would generally be the 17% statutory tax rate. We are also subject to operating and other compliance requirements to maintain our favorable tax incentives. If we fail to comply with such requirements, we could lose the tax benefits and could possibly be required to refund previously realized material tax benefits. Additionally, in the future, we may fail to qualify for renewal of our favorable tax incentives or such incentives may not be available to us, which could also cause our future taxable income to increase and be taxed at higher statutory rates. Loss of one more of our tax incentives could cause us to modify our tax strategies and our operational structure, which could cause disruption in our business and have a material adverse impact on our results of operations. Further, there can be no guarantee that such modification in our tax strategy will yield tax incentives as favorable as those we have negotiated with Singapore. Our interpretations and conclusions regarding the tax incentives are not binding on 52Table of Contentsany taxing authority, and if our assumptions about tax and other laws are incorrect or if these tax incentives are substantially modified or rescinded we could suffer material adverse tax and other financial consequences, which would increase our expenses, reduce our profitability and adversely affect our cash flows.Investor confidence may be adversely impacted if we are unable to comply with Section 404 of the Sarbanes-Oxley Act of 2002, and as a result, our stock price could decline.We are subject to rules adopted by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley Act, which require us to include in our Annual Report on Form 10-K our managementâ€™s report on, and assessment of the effectiveness of, our internal controls over financial reporting.If we fail to maintain the adequacy of our internal controls, there is a risk that we will not comply with all of the requirements imposed by Section 404. Moreover, effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to helping prevent financial fraud. Any of these possible outcomes could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our consolidated financial statements and could result in investigations or sanctions by the SEC, the Nasdaq Stock Market LLC, or Nasdaq, or other regulatory authorities or in stockholder litigation. Any of these factors ultimately could harm our business and could negatively impact the market price of our securities. Ineffective control over financial reporting could also cause investors to lose confidence in our reported financial information, which could adversely affect the trading price of our common stock.Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. However, our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, 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. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.ITEM 1B. Â Â Â Â UNRESOLVED STAFF COMMENTS None.ITEM 1C. Â Â Â Â CYBERSECURITYRisk Management and StrategyWe have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and have integrated these processes into our overall risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential unauthorized occurrence on or conducted through our information systems that may result in adverse effects on the confidentiality, integrity, or availability of our information systems or any information residing therein.We conduct quarterly risk assessments to identify cybersecurity threats. These risk assessments include identifying reasonably foreseeable potential internal and external risks, the likelihood of occurrence and any potential damage that could result from such risks, and the sufficiency of existing policies, procedures, systems, controls, and other safeguards in place to manage such risks. As part of our risk management process, we may engage third party experts to help identify and assess risks from cybersecurity threats. Our risk management process also encompasses cybersecurity risks associated with our use of third-party service providers. This process involves evaluating their infrastructure security policies and controls to ensure high levels of code quality. Following these risk assessments, we design, implement, and maintain reasonable safeguards to minimize the identified risks; reasonably address any identified gaps in existing safeguards; update existing safeguards as necessary; and monitor the effectiveness of our safeguards. We follow the Critical Security Controls, or CIS, guidance to defend our systems and networks against the most prevalent cyber-attacks. We have allocated adequate resources and have designated executives and IT management personnel to manage the cybersecurity risk assessment and mitigation process. We track quarterly Risk Register scores, which are derived from assessments of impact and likelihood, and monitor adoption rates of CIS controls to gauge our progress. These metrics are systematically tracked and reported to the board on a quarterly basis. As part of our overall risk management program, we regularly provide required training to employees at all levels and in all departments on cybersecurity.53Table of ContentsOur Cyber Security Operations Control center integrates feeds from all key areas of our infrastructure (email, network, endpoint, identity, firewall) into a centralized security information event management, or SIEM, system. This system is integrated with our Incident Response Plan, or IRP, which provides a process for responding to different types of cybersecurity incidents and designates responsibilities and actions to be taken in responding to such incidents. The IRP aims to eradicate problems as quickly as possible, while gathering actionable intelligence, restoring business functions, improving detection, and preventing reoccurrence. It includes guidelines for determining incident type, severity, roles and responsibilities, and escalation points. Furthermore, we perform regular third-party security penetration testing and cyber tabletop exercises with key stakeholders to simulate responding to a hypothetical cybersecurity incident.We contract with third-party security monitoring services, performing active, automated searches of indexed darknet databases. Additionally, we perform quarterly vulnerability scans against our network infrastructure and systems exposed to the Internet.The Company also participates in a cybersecurity risk insurance policy.For additional information regarding whether any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect our company, including our business strategy, results of operations, or financial condition, please refer to Item 1A, â€œRisk Factors,â€ in this annual report on Form 10-K , including the risk factors entitled â€œWe have been and may in the future be subject to information technology failures, including security breaches, cyber-attacks, design defects or system failures, that could disrupt our operations, damage our reputation and adversely affect our business, operations, and financial results,â€ â€œWe are subject to governmental laws, regulations and other legal obligations related to privacy, data protection, and cybersecurity,â€ and â€œWe face risks related to security vulnerabilities in our products.â€GovernanceOne of the key functions of our Board of Directors is informed oversight of our risk management process, including risks from cybersecurity threats. Our Board of Directors is responsible for monitoring and assessing strategic risk exposure, and our executive officers are responsible for the day-to-day management of the material risks we face. Members of the Cybersecurity Committee are appointed by, and serve at the discretion of, the Board. The Cybersecurity Committee consists of at least three members of the Board, all of whom are independent. Each member has a working familiarity and/or experience with cybersecurity, IT strategy, IT development and deployment, or IT risk assessment and management, including information security management. Our executives and IT management and the Cybersecurity Committee are primarily responsible to assess and manage material risks from cybersecurity threats. Our executives and IT management and the Cybersecurity Committee oversee key cybersecurity policies and processes, including those described in â€œRisk Management and Strategyâ€ above. Our executives and IT management and the Cybersecurity Committee are informed about policies and processes to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. Our cybersecurity risk management is overseen by a senior IT executive with ten years of cybersecurity experience, which includes both Fortune 500 and large semiconductor companies, and thirty-five years of experience in various technology domains, such as IT Infrastructure, Cloud, Cybersecurity, and Application Development. Our executives and IT management and representatives from the Cybersecurity Committee provide quarterly briefings to the Audit Committee of the Board regarding our companyâ€™s cybersecurity risks and activities, including but not limited to any recent cybersecurity incidents and related responses, and any cybersecurity systems testing. The Audit Committee provides regular updates to the Board on relevant information regarding cybersecurity. In addition, our executives and IT management and representatives from the Cybersecurity Committee provide annual briefings to the Board on cybersecurity risks, related mitigation, and other related responses and activities.BreachesThe Company has not experienced any material cybersecurity breach in the years ended DecemberÂ 31, 2024, 2023 and 2022. The Company also has not incurred any net expenses from penalties and/or settlements from any material cybersecurity breaches during the years ended DecemberÂ 31, 2024, 2023 and 2022.54Table of ContentsITEM 2. Â Â Â Â PROPERTIES Our corporate headquarters occupy approximately 68,000 square feet in Carlsbad, California under a lease that expires in December 2029. A full range of business and engineering functions are represented at our corporate headquarters, including a laboratory for research and development and manufacturing operations. In addition to our principal office spaces in Carlsbad, we have active leased facilities in Irvine, California; San Jose, California; Burnaby, Canada; Bangalore and Chennai, India; Singapore; Taipei and Hsinchu, Taiwan; Shenzhen, Shanghai, China; Seoul, South Korea; Tokyo, Japan; Paterna, Spain; Munich, Germany; and in Petah Tikva, Israel.55Table of ContentsITEM 3.Â Â Â Â LEGAL PROCEEDINGSDispute with Silicon MotionAs previously disclosed, on July 26, 2023, MaxLinear terminated the Merger Agreement on multiple grounds. On August 16, 2023, Silicon Motion delivered to MaxLinear a notice, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration before the Singapore International Arbitration Centre to seek damages from MaxLinear arising from MaxLinearâ€™s alleged breaches of the Merger Agreement. Silicon Motionâ€™s position is that MaxLinearâ€™s Willful and Material Breaches (as such term is defined in the Merger Agreement) of the Merger Agreement prevented the Merger from being completed by August 7, 2023, and that MaxLinear is consequently liable for substantial monetary damages in excess of the termination fee as provided in the Merger Agreement.On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that MaxLinear breached the Merger Agreement. Silicon Motion seeks payment of the termination fee, additional damages, fees, and costs. The arbitration will be confidential.MaxLinear believes that it properly terminated the Merger Agreement. MaxLinear remains confident in its decision and will vigorously defend its right to terminate the Silicon Motion transaction without penalty.Silicon Motion Stockholder LitigationMaxLinear and certain of its officers have been named as defendants in two lawsuits brought by stockholders of Silicon Motion.On August 31, 2023, a Silicon Motion stockholder filed a putative class action complaint in the United States District Court for the Southern District of California captioned Water Island Event-Driven Fund v. MaxLinear, Inc., No. 23-cv-01607 (S.D. Cal.), against MaxLinear and certain of its current officers. The complaint included two claims: (1) an alleged violation of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder; and (2) an alleged violation of Section 20(a) of the Exchange Act. On December 20, 2023, the court appointed the lead plaintiffs, who filed the Consolidated Complaint on February 15, 2024. The Consolidated Complaint alleged that the defendants made false and misleading statements and/or omitted material facts that MaxLinear had a duty to disclose, concerning the Companyâ€™s intention to close the merger with Silicon Motion. On August 28, 2024, the court granted the defendants a motion to dismiss holding that the plaintiffs lacked standing to sue MaxLinear and its officers. The case was dismissed without prejudice.On September 18, 2024, the plaintiffs filed an Amended Consolidated Complaint, or the Amended Complaint. The Amended Complaint includes the same two claims as alleged in the Consolidated Complaint and makes similar factual allegations against the MaxLinear defendants, but adds Silicon Motion and certain of its officers as additional defendants. The Amended Complaint seeks compensatory damages, including interest, costs and expenses and such other relief that the court deems appropriate. On November 25, 2024, the MaxLinear defendants filed a motion to dismiss the Amended Complaint. MaxLinear intends to continue to vigorously defend its position.On June 13, 2024, HBK Master Fund L.P. and HBK Merger Strategies Master Fund L.P., stockholders of Silicon Motion (the â€œHBK Plaintiffsâ€), filed an additional complaint in the United States District Court for the Southern District of California captioned HBK Master Fund L.P. v. MaxLinear, Inc., No. 24-cv-

01033 (S.D. Cal.), against MaxLinear and certain of its current officers, which also alleges violations of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and Section 20(a) of the Exchange Act, and other violations. The complaint alleges that the defendants concealed their intention to terminate the merger with Silicon Motion from Silicon Motionâ€™s shareholders. The complaint seeks compensatory damages, including interest, costs and expenses, punitive damages, and such other equitable or injunctive relief that the court deems appropriate. On January 2, 2025, the court granted the defendants a motion to dismiss holding that the plaintiffs lacked standing to sue MaxLinear and its officers. The case was dismissed without prejudice. On January 17, 2025, the HBK Plaintiffs filed an amended complaint, including the same two claims as alleged previously with similar factual allegations. The amended complaint seeks compensatory damages, including interest, costs and expenses, punitive damages, and such other relief that the court deems appropriate. MaxLinear intends to continue to vigorously defend its position.56Table of ContentsComcast LitigationOn December 1, 2023, MaxLinear filed claims against Comcast Management, LLC and Comcast Cable Communications, LLC (together, â€œComcastâ€) in the United States District Court for the Southern District of New York. MaxLinear alleges that in 2020, MaxLinear shared its proprietary design and know-how for a full-duplex, or FDX, amplifier with Comcast in the hope of securing future business with Comcast. MaxLinear shared its design and know-how on several occasions, all pursuant to a non-disclosure agreement between MaxLinear and Comcast, with the expectation that Comcast would keep the information confidential. MaxLinear alleges that Comcast needed this technology in order to effectively compete with fiber-optic internet providers. Instead of engaging MaxLinear to develop the FDX amplifier, Comcast allegedly shared MaxLinearâ€™s proprietary designs with MaxLinearâ€™s direct competitor. Comcast allegedly then worked with MaxLinearâ€™s competitor to develop the FDX-amplifier technology. MaxLinear brought claims for trade secret misappropriation, unfair competition, and breach of the partiesâ€™ non-disclosure agreement, and it sought an unspecified amount of compensatory damages, punitive damages, pre-judgment and post-judgment interest, costs, expenses, and attorney fees as well as an injunction against Comcastâ€™s use or disclosure of MaxLinearâ€™s trade secrets.On March 19, 2024, Comcast amended its claims for declaratory judgments, indemnification, and breach of the implied covenant of good faith and fair dealing, and on April 3, 2024, MaxLinear moved to dismiss all claims against it. On September 19, 2024, the court granted the motion to dismiss with respect to certain claims for declaratory judgment claim and denied the motion to dismiss with respect to the remaining claims. On September 23, 2024, Comcast filed amended claims for declaratory judgment, indemnification, and breach of the implied covenant of good faith and fair dealing, and on October 14, 2024, MaxLinear amended and refiled its trade secret and related claims. MaxLinear intends to continue to vigorously defend its position.Dish LitigationOn February 10, 2023, Entropic Communications, LLC, or Entropic filed claims for patent infringement against Dish Network Corporation, Dish Network LLC, Dish Network Service, LLC, and Dish Network California Service Corporation in the United States District Court for the Central District of California. At that time, MaxLinear was not a party to the action. On September 21, 2023, Dish Network California Service Corporation, or Dish California, filed four counterclaims against MaxLinear. The four claims are declaratory judgment, breach of contract, fraud and negligent misrepresentation, and civil conspiracy.On January 31, 2024, the Dish defendants, together with DISH Technologies L.L.C., or collectively, Dish, filed eight counterclaims (amended counterclaims for Dish California) against MaxLinear. The eight counterclaims are (1) breach of contract, (2) fraud and negligent misrepresentation, (3) fraud arising from a civil conspiracy, (4) quasi-contract for restitution/unjust enrichment, (5) combination in restraint of trade, (6) violation of the Cartwright Act (by Dish California only), (7) patent misuse, and (8) violation of Cal. Bus. & Prof. Code Â§ 17200 et seq. Dishâ€™s eight counterclaims revolve around a core allegation that MaxLinear is a member of the Multimedia over Coax Alliance (MoCA) and that MaxLinear violated its obligation under MoCAâ€™s Intellectual Property Rights Policy, or IPR Policy, by acting with Entropic to rid the asserted patents of the RAND encumbrances. Dish seeks an unspecified amount of compensatory damages, disgorgement, attorneysâ€™ fees, expertsâ€™ fees, and costs. On February 21, 2024, MaxLinear moved to dismiss the Dish defendantsâ€™ counterclaim.On April 22, 2024, a Special Master issued a report and recommendation, or the R&R, which recommended granting the motion to dismiss with prejudice as to the following counterclaims: (1) quasi-contract for restitution/unjust enrichment, (2) combination in restraint of trade, (3) violation of the Cartwright Act, (4) patent misuse, and (5) violation of Cal. Bus. & Prof. Code Â§ 17200. MaxLinear submitted objections to the R&R as to the remaining claims that were not dismissed. Dish submitted objections to the R&Râ€™s recommended dismissal of the quasi-contract for restitution/unjust enrichment counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinearâ€™s pending motion to dismiss. On July 30, 2024, this case was stayed until September 17, 2024. There was a motion to stay this case pending resolution of Inter Partes Review (â€œIPRâ€). MaxLinear intends to continue to vigorously defend its position.Cox LitigationsOn February 10, 2023, Entropic sued Cox Communications, Inc., CoxCom, LLC, and Cox Communications California, LLC, or together, Cox, in two separate actions in the United States District Court for the Central District of California. On October 6, 2023, Cox filed counterclaims against MaxLinear in each of the two actions.In the first action, Cox alleges that when MaxLinear assigned certain patents to Entropic, MaxLinear violated its obligations under MoCAâ€™s IPR Policy by assigning these patents and by allegedly failing to ensure that Cox would be offered a 57Table of ContentsFRAND license for these patents. Cox amended its counterclaims on January 9, 2024 and is asserting claims of breach of contract, unjust enrichment, and declaratory judgment against MaxLinear. Cox seeks an unspecified amount of compensatory damages, equitable relief, attorneysâ€™ fees, expenses, and costs. MaxLinear moved to dismiss Coxâ€™s amended counterclaims on February 6, 2024.On April 22, 2024, a Special Master issued the R&R, which recommended granting the motion to dismiss with prejudice as to the unjust enrichment counterclaim but denying the motion as to the breach of contract and declaratory judgment counterclaims. MaxLinear submitted objections to the R&Râ€™s denial-in-part. Cox submitted objections to the R&R as to the unjust enrichment counterclaim and as to certain findings related to the breach of contract counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinearâ€™s pending motion to dismiss.In the second action, in response to Entropic suing Cox for patent infringement, Cox filed counterclaims against MaxLinear. Cox alleges that MaxLinear granted CableLabs a non-exclusive, royalty-free license to all patents essential for compliance with DOCSIS specifications. It further alleges that MaxLinear breached this agreement when MaxLinear assigned certain patents to Entropic. Cox amended its counterclaims on January 9, 2024 and is asserting claims for breach of contract, unjust enrichment, and declaratory judgment. Cox seeks an unspecified amount of compensatory damages, equitable relief, attorneysâ€™ fees, expenses, and costs. MaxLinear moved to dismiss Coxâ€™s amended counterclaims on February 6, 2024.On April 22, 2024, a Special Master issued the R&R, which recommended dismissing all Cox counterclaims with prejudice. Cox submitted objections to the R&R as to the unjust enrichment counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinearâ€™s pending motion to dismiss.On July 30, 2024, these cases were stayed until September 17, 2024. There was a motion to stay pending resolution of IPR. MaxLinear intends to continue to vigorously defend its position.*Â Â Â Â Â *Â Â Â Â Â *The Company records a provision for contingent losses when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. As of DecemberÂ 31, 2024, no material loss contingencies have been accrued for litigation and other legal claims in our consolidated financial statements, since our management currently does not believe that the ultimate outcome of any of the matters described above is probable. An unfavorable outcome of these matters may be reasonably possible in excess of recorded amounts; however, a reasonable estimate of the amount or range of such loss cannot be made at this time.Other MattersFrom time to time, we are subject to threats of litigation or actual litigation in the ordinary course of business as described above, some of which may be material. Results of litigation and claims are inherently unpredictable. Regardless of the outcome, litigation and claims can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors.ITEM 4.Â Â Â Â MINE SAFETY DISCLOSURESNot applicable.58Table of ContentsPART II â€” FINANCIAL INFORMATIONITEM 5.Â Â Â Â MARKET FOR REGISTRANTâ€™S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIESMarket Information and Holders Our common stock is traded on the Nasdaq Stock Market LLC, or the Nasdaq, under the symbol MXL. According to our transfer agent, as of JanuaryÂ 22, 2025, there were 52 record holders of our common stock. We believe we have approximately 32,000 beneficial holders of our common stock.Dividend PolicyWe have never declared or paid cash dividends on our common stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our common stock in the foreseeable future. Any future determination to declare dividends will be made at the discretion of our Board of Directors and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our Board of Directors may deem relevant.Stock Performance GraphNotwithstanding any statement to the contrary in any of our previous or future filings with the SEC, the following information relating to the price performance of our common stock shall not be deemed â€œfiledâ€ with the SEC or â€œSoliciting Materialâ€ under the Exchange Act, or subject to Regulation 14A or 14C, or to liabilities of Section 18 of the Exchange Act except to the extent we specifically request that such information be treated as soliciting material or to the extent we specifically incorporate this information by reference. The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return on The Nasdaq Composite Index, The NYSE Composite Index and The Philadelphia Semiconductor Index. The period shown commences on DecemberÂ 31, 2019 and ends on DecemberÂ 31, 2024, the end of our last fiscal year. The graph assumes an investment of $100 on DecemberÂ 31, 2019, and the reinvestment of any dividends.The comparisons in the graph below are required by the Securities and Exchange Commission and are not intended to forecast or be indicative of possible future performance of our common stock. 59Table of ContentsRecent Sales of Unregistered SecuritiesNone.Recent Repurchases of Equity SecuritiesNone.ITEM 6.Â Â Â Â [RESERVED] ITEM 7.Â Â Â Â MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSForward-Looking StatementsThe following discussion and analysis of the financial condition and results of our operations should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this report. This discussion contains forward-looking statements that involve a number of risks, uncertainties, and assumptions that could cause our actual results to differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the sections titled â€œBusinessâ€ and â€œRisk Factorsâ€ included elsewhere in this report.OverviewWe are a provider of communications SoCs used in broadband, mobile and wireline infrastructure, data center, and industrial and multi-market applications. We are a fabless integrated circuit design company whose products integrate all or substantial portions of a high-speed communication system, including RF, high-performance analog, mixed-signal, digital signal processing, security engines, data compression and networking layers, and power management. In most cases, these products are designed on a single silicon-die, using standard digital CMOS manufacturing processes and conventional packaging technologies. Importantly, our ability to design analog and mixed-signal circuits in CMOS allows us to efficiently combine analog functionality and complex digital signal processing logic in the same integrated circuit. As a result, we believe our solutions have exceptional levels of functional integration and performance, low manufacturing cost, and reduced power consumption versus competition. These solutions also enable shorter design cycles, significant design flexibility and low system-level cost across a range of markets.Our customers primarily include electronics distributors, module makers, OEMs and ODMs, which incorporate our products in a wide range of electronic devices. Examples of such devices include radio transceivers and modems for 4G/5G base-station and backhaul infrastructure; optical transceivers targeting hyperscale data centers; Wi-Fi and wireline routers for home networking; broadband modems compliant with DOCSIS, PON, and DSL; as well as power management and interface products used in these and many other markets. In addition, we generate revenue from certain intellectual property sale agreements.In the year ended December 31, 2024, net revenue was $360.5 million, which was derived in part from sales of RF receivers and RF receiver SoC and connectivity solutions into broadband operator voice and data modems and gateways and connectivity adapters, global analog and digital RF receiver products, radio and modem solutions into wireless carrier access and backhaul infrastructure platforms, high-speed optical interconnect solutions sold into optical modules for data-center, metro and long-haul networks, and high-performance interface and power management solutions into a broad range of communications, industrial, automotive and multi-market applications, and from revenue from intellectual property sale agreements. We have experienced slower than expected recovery in sales across all of our end markets. This is primarily driven by excess inventory in the channels as well as slower demand in regions such as China. Geopolitical tensions and changing trade policies continue to influence the semiconductor industry. We continue to develop and innovate with new products for new solutions in advanced semiconductor process nodes such as 16nm and 5nm and beyond, while addressing opportunities capturing and processing high quality broadband communications and high-speed optical interconnect signals.60Table of ContentsProducts shipped to Asia accounted for 75%, 75% and 82% of net revenue during the years ended 2024, 2023 and 2022, respectively, including 41%, 37% and 43%, respectively, from products shipped to Hong Kong and less than 10%, 11% and 16%, respectively, from products shipped to mainland China. Although a large percentage of our products is shipped to Asia, we believe that a significant number of the systems designed by these customers and incorporating our semiconductor products are then sold outside Asia. For example, revenue generated from sales of our products during the years ended December 31, 2024, 2023 and 2022 related principally to sales to Asian ODMs and contract manufacturers delivering products into European and North American markets. To date, all of our sales have been denominated in United States dollars. A significant portion of our net revenue has historically been generated by a limited number of customers through sales of our products, as well as consideration under intellectual property sale agreements. Sales of products to customers comprise both direct sales to customers and indirect sales through distributors. In the year ended December 31, 2024, one customer accounted for 12% of our net revenue, and our ten largest customers collectively accounted for 60% of our net revenue, of which distributor customers accounted for 30% of our net revenue.Â In the year ended December 31, 2023, one of our customers accounted for 10% of our net revenue, and our ten largest customers collectively accounted for 54% of our net revenue, of which distributor customers comprised 18% of our net revenue.Â In the year ended December 31, 2022, two of our direct customers accounted for 31% of our net revenue, and our ten largest customers collectively accounted for 65% of our net revenue, of which distributor customers comprised 27% of our net revenue. For certain customers, we sell multiple products into disparate end user applications such as PON ODUs, Wi-Fi routers, broadband gateways and cable modems.Our business depends on winning competitive bid selection processes, known as design wins, to develop integrated circuits for use in our customersâ€™ products. These selection processes are typically lengthy, and as a result, our sales cycles will vary based on the specific market served, whether the design win is with an existing or a new customer and whether our product being designed in our customerâ€™s device is a first generation or subsequent generation product. Our customersâ€™ products can be complex and, if our engagement results in a design win, can require significant time to move into volume production. Because the sales cycle for our products is long, we can incur significant design and development expenditures in circumstances where we do not ultimately recognize any revenue. We do not have any long-term purchase commitments with any of our customers, all of whom purchase our products on a purchase order basis. Once one of our products is incorporated into a customerâ€™s design, however, we believe that our product is likely to remain a component of the customerâ€™s product for its life cycle because of the time and expense associated with redesigning the product or substituting an alternative chip. Product life cycles in our target markets will vary by application. For example, in the broadband data modem and gateway sectors, a design can have a product life cycle of 24 to 60 months. In the industrial and wired and wireless infrastructure markets, a design can have a product life cycle of 24 to 84 months and beyond.Terminated Silicon Motion Merger On MayÂ 5, 2022, we entered into an agreement and plan of merger, or the Merger Agreement, with Silicon Motion Technology Corporation, or Silicon Motion, an exempted company with limited liability incorporated under the Law of the Cayman Islands, pursuant to which, subject to the terms and conditions thereof, we agreed to acquire Silicon Motion pursuant to a statutory merger of Shark Merger Sub, a wholly-owned subsidiary of MaxLinear, with and into Silicon Motion, with Silicon Motion surviving the merger as a wholly-owned subsidiary of MaxLinear. Silicon Motion is a provider of NAND flash controllers for solid state drives and other solid state storage devices.On July 26, 2023, we terminated the Merger Agreement and notified Silicon Motion that we were relieved of our obligations to close because, among other reasons, (i) certain conditions to closing set forth in the Merger Agreement were not satisfied and were incapable of being satisfied, (ii) Silicon Motion had suffered a Material Adverse Effect that was continuing, (iii) Silicon Motion was in material breach of representations, warranties, covenants, and agreements in the Merger Agreement that gave rise to the right of the Company to terminate, and (iv) in any event, the First Extended Outside Date had passed and was not automatically extended because certain conditions in Article 6 of the Merger Agreement were not satisfied or waived as of MayÂ 5, 2023. Under the terms of the Merger Agreement, MaxLinear was not required to pay a break-up fee or other fee as a result of the termination of the Merger Agreement on these grounds. On August 16, 2023, Silicon Motion delivered a notice to us, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration to seek damages from us arising from our alleged breaches of the Merger Agreement. Undefined capitalized terms in this paragraph have the same meaning as in the Merger Agreement.On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that we breached the Merger Agreement. See Part I, Item 3 (Legal Proceedings) of this report for more information on legal proceedings related to the termination of the Merger Agreement.61Table of ContentsThe second amended and restated commitment letter dated October 24, 2022 with Wells Fargo Bank, N.A., or Wells Fargo Bank, and other lenders, and related financing commitments for the previously pending (now terminated) merger were also

terminated upon termination of the Merger Agreement. As a result of the termination of the financing, in August 2023, the Company was required to pay to Wells Fargo Bank a ticking fee of $18.3Â million, which is included in other income (expense), net in the year ended December 31, 2023.Workforce ReductionsDuring the year ended DecemberÂ 31, 2024, we completed plans of restructuring to reduce our workforce, or the Workforce Reductions. The Workforce Reductions aligned our operational needs with the changes in macroeconomic conditions and the demand environment while continuing to support our long-term business strategy by reducing our operating expenses.As a result of the Workforce Reductions, in the year ended December 31, 2024 and 2023, we incurred $53.4 million and $19.8 million in restructuring costs. Refer to Note 4 in our consolidated financial statements included elsewhere in this report for more details regarding the Workforce Reductions.Critical Accounting Estimates Managementâ€™s discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements which are prepared in accordance with accounting principles that are generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, related disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. We continually evaluate our estimates and judgments, the most critical of which are those related to business combinations, revenue recognition, inventory valuation, production masks, goodwill and other intangible assets valuation, and income taxes. We base our estimates and judgments on historical experience and other factors that we believe to be reasonable under the circumstances. Materially different results can occur as circumstances change and additional information becomes known.We believe that the following accounting estimates we have identified as critical involve a greater degree of judgment and complexity than our other accounting estimates. Accordingly, these are the estimates we believe are the most critical to understanding and evaluating our consolidated financial condition and results of operations. Refer to Note 1 to our consolidated financial statements included elsewhere in this report for a summary of each of the related accounting policies.Business CombinationsEstimates in our business combination accounting that involve a significant level of estimation uncertainty include the valuation of identifiable intangible and tangible assets such as inventory, property and equipment, and intangible assets including in-process research and development, or IPR&D, and contingent consideration, which involve the use of forecasted financial information available at the acquisition date, including application of revenue growth rates and margin percentages, and use of a discount rate and various other assumptions as described in more detail in Notes 1 and 3 to our consolidated financial statements. When reported amounts are material, they may be sensitive to changes to certain assumptions used in the valuation. If the discount rate used in our valuations increased by 1%, it would result in a decrease to the valuation of intangible assets of an immaterial amount for our 2023 and 2021 acquisitions. The amortization and depreciation of such assets, and change in fair value of contingent consideration, impact our consolidated financial results in periods subsequent to the acquisition, and such amounts are disclosed in our consolidated financial statements. During the year ended December 31, 2024 and 2023, we recorded impairment of intangible assets of $1.2Â million and $2.4Â million, respectively, associated with certain acquired licensed technology. During the year ended DecemberÂ 31, 2022, we did not record any material adjustments to the valuation of such assets, goodwill, or subsequent period adjustments to the consolidated statements of operations associated with our other business combinations.Revenue Recognition Estimates in our revenue recognition that involve a significant level of estimation uncertainty include the estimates of price adjustments and returns under contractual stock rotation rights based on our analysis of expected value of actual price adjustment claims by distributors and product historical return rates. Any changes to such estimates, for example differences in actual sell-through activity versus our estimate of sell-through activity in our price adjustments, or actual vs. historical return rates, may impact our consolidated financial results in periods subsequent to recording those estimates, and such amounts are disclosed in our consolidated financial statements. Other than our estimates of sell-through activity and customer return rates, there are no assumptions inherent in our estimates in the valuation of price adjustments and returns that would result in 62Table of Contentssensitivity of reported amounts to such assumptions. During the years ended DecemberÂ 31, 2024, 2023 and 2022 we have not recorded any material adjustments to such estimates. Inventory ValuationEstimates in the valuation of inventory that involve a significant level of estimation uncertainty include our estimates of excess and obsolete inventory based on forecasts of future demand for our products in inventory. Any changes to such estimates, for example differences in actual sales versus our estimates of demand, or conversely, the ultimate sell-through of fully reserved inventory for which we did not anticipate any future demand, impact our consolidated financial results in periods subsequent to recording those estimates. Other than our forecasts of future demand, there are no assumptions inherent in our estimates in the valuation of inventory that would result in sensitivity of reported amounts to such assumptions. During the years ended DecemberÂ 31, 2024, 2023 and 2022, we have not recorded any material net adjustments for such changes in estimates. Impairment of Goodwill and Long-Lived AssetsEstimates in our assessment of impairment of goodwill and long-lived assets that involve a significant level of estimation uncertainty and management judgment include the comparison of our market capitalization as of the annual impairment assessment date to the carrying value of goodwill, use of forecasted financial information for our projects remaining in IPR&D, if any, including growth rates and margin percentages, and a discount rate as of the annual IPR&D impairment assessment date, and our quarterly assessment of whether indicators of impairment exist with respect to all of our goodwill and long-lived assets. For example, a decision to abandon a project involving the technology underlying developed technology and IPR&D, if any, may result in immediate impairment of such assets in the quarter such decision is made. As of the October 31 assessment date, we did not have any remaining IPR&D. Impairment of goodwill and long-lived assets impact our consolidated financial results in periods subsequent to their acquisition, and such amounts are disclosed in our consolidated financial statements. During the year ended December 31, 2024 and 2023, we recorded impairment of intangible assets of $1.2Â million and $2.4Â million, respectively, associated with certain acquired licensed technology. During the year ended December 31, 2022, we did not record any material adjustments to the valuation of such assets. Income TaxesEstimates in our assessment of realizability of deferred tax assets that involve a significant level of estimation uncertainty and management judgment include projected future taxable income. For example, we continue to have a valuation allowance against state deferred tax assets, certain federal deferred tax assets, and certain foreign deferred tax assets in jurisdictions where we have cumulative losses or otherwise are not expected to utilize certain tax attributes. If projected future taxable income in the U.S., for example, were to increase from what we assumed in our estimates, in periods subsequent to recording valuation allowances, it may be more likely than not that a proportional amount of the valuation against deferred tax assets will be released, resulting in an impact to our tax provision (benefit).Recently Adopted Accounting PronouncementsSee Note 1 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for recently adopted accounting pronouncements as of the date of this report, if any.Recently Issued Accounting PronouncementsSee Note 1 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for recently issued accounting pronouncements not yet adopted as of the date of this report, if any.Results of OperationsThe following describes the line items set forth in our consolidated statements of operations. A discussion of changes in our results of operations during the year ended DecemberÂ 31, 2023 compared to the year ended DecemberÂ 31, 2022 has been omitted from this Annual Report on Form 10-K, but may be found in â€œItem 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023, filed with the SEC on JanuaryÂ 31, 2024, which discussion is incorporated herein by reference and which is available free of charge on the SECâ€™s website at www.sec.gov.Net Revenue. Net revenue is generated from sales of radio-frequency, analog, digital, and mixed-signal integrated circuits for access and connectivity, wired and wireless infrastructure, and industrial and multi-market applications, as well as patent and intellectual property licenses. A significant portion of our sales are to distributors, who then resell our products. 63Table of ContentsCost of Net Revenue. Cost of net revenue includes the cost of finished silicon wafers processed by third-party foundries; costs associated with our outsourced packaging and assembly, test and shipping; costs of personnel, including salaries, benefits and stock-based compensation; equipment associated with manufacturing support, logistics and quality assurance; amortization of acquired developed technology and purchased licensed technology intangible assets; inventory fair value adjustments, if any; amortization of certain production mask costs and computer-aided design software license costs; cost of production load boards and sockets; and an allocated portion of our occupancy costs.Research and Development. Research and development expense includes personnel-related expenses, including benefits and stock-based compensation, new product engineering mask costs, prototype integrated circuit packaging and test costs, computer-aided design software license costs, intellectual property license costs, reference design development costs, development testing and evaluation costs, depreciation expense, and allocated occupancy costs, partially offset by income from joint R&D projects and/or governmental R&D grants, if any. Research and development activities include the design of new products, refinement of existing products and design of test methodologies to ensure compliance with required specifications. All research and development costs are expensed as incurred.Selling, General and Administrative. Selling, general and administrative expense includes personnel-related expenses, including salaries and benefits and stock-based compensation, amortization of certain acquired intangible assets, merger, acquisition and integration costs, third-party sales commissions, field application engineering support, travel costs, professional and consulting fees, legal fees, depreciation expense and allocated occupancy costs.Impairment Losses. Impairment losses consist of charges resulting from the impairment of intangible assets.Restructuring Charges. Restructuring charges consist of severance, lease and leasehold impairment charges, and other charges related to restructuring plans.Interest and Other Income (Expense), Net. Interest and other income (expense), net includes interest income, interest expense and other income (expense). Interest income consists of interest earned on our cash, cash equivalents and restricted cash balances. Interest expense consists of interest accrued on debt and amortization of discounts on debt and other liabilities. Other income (expense) generally consists of income (expense) generated from non-operating transactions, including a ticking fee paid to lenders following the termination of the Silicon Motion merger, net gains (losses) from sales or impairment of investments and/or income or losses from investments, if any, including unrealized holding gains (losses) from certain investments required to be marked to market value, if any, and a gain from partial curtailment of employee defined benefit obligations.Income tax provision. We make certain estimates and judgments in determining income taxes for financial statement purposes. These estimates and judgments occur in the calculation of certain tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expenses for tax and financial statement purposes and the realizability of assets in future years.64Table of ContentsThe following table sets forth our consolidated statement of operations data as a percentage of net revenue for the periods indicated:Year Ended December 31,20242023Net revenue100Â %100Â %Cost of net revenue46Â 44Â Gross profit54Â 56Â Operating expenses:Research and development62Â 39Â Selling, general and administrative38Â 19Â Impairment lossesâ€”Â â€”Â Restructuring charges15Â 3Â Total operating expenses116Â 61Â Loss from operations(62)(6)Interest income2Â 1Â Interest expense(3)(2)Other income (expense), net(3)(3)Total other income (expense), net(4)(4)Loss before income taxes(66)(9)Income tax provision2Â 1Â Net loss(68)%(11)%Net RevenueYear Ended December 31,20242023$ Change% Change(dollars in thousands)Broadband$116,819Â $203,519Â $(86,700)(43)%% of net revenue32Â %29Â %Connectivity55,769Â 138,228Â (82,459)(60)%% of net revenue15Â %20Â %Infrastructure113,907Â 177,083Â (63,176)(36)%% of net revenue32Â %26Â %Industrial and multi-market74,033Â 174,433Â (100,400)(58)%% of net revenue21Â %25Â %Total net revenue$360,528Â $693,263Â $(332,735)(48)%Net revenue decreased $332.7 million to $360.5 million for the year ended December 31, 2024, as compared to $0.7 billion for the year ended December 31, 2023, as a result of macroeconomic conditions impacting customer demand, including excess inventory in the channel built up following the supply shortages in 2022. Broadband net revenue decreased by $86.7 million, driven by decreases in the volume of broadband SOC shipments in this category, partially offset by revenue from certain intellectual property sale agreements and increases from reversals of unclaimed rebates due to expiration of rebate pricing. Connectivity revenue decreased $82.5 million due to decreased volume of shipments of certain products associated with residential broadband market decline, partially offset by revenue from certain intellectual property sale agreements. The decrease in infrastructure revenues of $63.2 million was driven by decreases in the volume of wireless backhaul shipments, and high performance analog shipments, partially offset by improvement in shipments of from high-speed interconnect products, and revenues from certain intellectual property sale agreements. Industrial and multi-market revenue decreased $100.4 million driven by a decreased volume of shipments of component and high-performance analog products. Price changes did not have a material impact to revenues period over period.65Table of ContentsCost of Net Revenue and Gross ProfitYear Ended December 31,20242023$ Change% Change(dollars in thousands)Cost of net revenue$165,746Â $307,600Â $(141,854)(46)%% of net revenue46Â %44Â %Gross profit $194,782Â $385,663Â $(190,881)(49)%% of net revenue54Â %56Â %Cost of net revenue decreased $141.9 million to $165.7 million for the year ended December 31, 2024, as compared to $307.6 million for the year ended December 31, 2023. The decrease was driven by a decreased volume of shipments of our products as a result of macroeconomic conditions impacting customer demand for such products as described above under â€œNet Revenueâ€. Gross profit percentage declined for the year ended December 31, 2024, as compared to the year ended December 31, 2023, due to reduced absorption of intangible amortization and fixed costs.Research and DevelopmentYear Ended December 31,20242023$ Change% Change(dollars in thousands)Research and development$225,189Â $269,504Â $(44,315)(16)%% of net revenue62Â %39Â %Research and development, or R&D, expense decreased $44.3 million to $225.2 million for the year ended December 31, 2024 from $269.5 million in the year ended December 31, 2023. The decrease was driven by decreases in payroll and benefits expense of $24.2 million, CAD design tools and other software license expense of $8.6 million, stock based compensation of $5.4 million, prototype expense of $5.0 million, bonuses of $4.5 million, consulting expense of $4.1 million, depreciation expense of $1.5 million and occupancy expenses of $1.0 million. These decreases were partially offset by a decrease in income from joint R&D and governmental grants of $10.9 million offset against R&D expense. The decrease in payroll and benefits expense, stock-based compensation, and bonuses are attributable to the Workforce Reductions and cost reduction measures. The decreases in CAD design tool, consulting and prototype expenses are due to timing of project completion. The decrease in depreciation expense is from acquired assets becoming fully amortized as they reached the end of their useful lives. The decrease in income from joint R&D projects and governmental grants is due to timing of governmental R&D grants and termination of certain programs during the first and third quarters of 2024 as a result of the Workforce Reductions. The amount of income from research and development funded by others also varies from period to period depending on availability of such funding, including governmental grants.We are reducing our research and development spending, including via our Workforce Reductions, to meet evolving demand; however, we expect our research and development expenses to increase in future years as we develop products to drive future growth.Selling, General and AdministrativeYear Ended December 31,20242023$ Change% Change(dollars in thousands)Selling, general and administrative$138,329Â $132,156Â $6,173Â 5Â %% of net revenue38Â %19Â %66Table of ContentsSelling, general and administrative expense increased $6.2 million to $138.3 million for the year ended December 31, 2024, as compared to $132.2 million for the year ended December 31, 2023. The increase was a result of increase in stock based compensation of $16.4 million, partially offset by decreases in payroll and other benefits expense of $6.2 million, bonuses of $1.7 million, commission expense of $1.1 million, and depreciation and amortization of $1.0 million. The increase in stock-based compensation expense is a result of incremental grants made to executives and employees for retention purposes. The decreases in payroll and other benefits and bonuses are attributable to the Workforce Reductions and other cost reduction measures. The decrease in commissions expense is due to decreased revenues. The decrease in depreciation and amortization is from assets becoming fully amortized as they reached the end of their useful lives.We are reducing our selling, general and administrative expenses, including via our Workforce Reductions; however, we expect selling, general and administrative expenses to increase in future years when we return to growing our sales and marketing organization to expand into existing and new markets.Impairment LossesYear Ended December 31,20242023$ Change% Change(dollarsÂ inÂ thousands)Impairment losses$1,237Â $2,438Â $(1,201)(49)%% of net revenueâ€”Â %â€”Â %Impairment losses in the year ended December 31, 2024 related to abandonment of certain intellectual property licenses. Impairment losses in the year ended December 31, 2023 also related to abandonment of certain intellectual property licenses. Restructuring ChargesYear Ended December 31,20242023$ Change% Change(dollarsÂ inÂ thousands)Restructuring charges$53,379Â $19,786Â $33,593Â 170%% of net revenue15Â %3Â %Restructuring charges increased $33.6 million to $53.4 million for the year ended December 31, 2024, compared to $19.8 million for the year ended December 31, 2023. Restructuring charges increased $17.5 million to $19.8 million for the year ended December 31, 2023, compared to $2.3 million for the year ended December 31, 2022. Restructuring charges for the year ended December 31, 2024 included $28.9 million in employee severance-related charges, $17.2 million in charges under contracts associated with cancelled projects and related impairment of assets, and $7.2 million in charges related to reduction of space leased for office facilities. A large portion of the employee severance-related charges are estimated statutory severance benefits payable in the jurisdictions in which the terminated employees were employed, with the remainder representing standard severance benefits.Restructuring charges in the year ended December 31, 2023 included $17.9 million in employee severance-related charges and $1.8 million in other charges driven by the abandonment of certain computer-assisted design software licenses used by the terminated workforce. Approximately two-thirds of the employee severance-related charges in 2023 were estimated statutory severance benefits payable in the jurisdictions in which the terminated employees were employed, with the remainder representing

standard severance benefits.67Table of ContentsInterest and Other Income (Expense)Year Ended December 31,20242023$ Change% Change(dollars in thousands)Interest and other income (expense), net$(15,365)$(25,589)$10,224Â (40)%% of net revenue(4)%(4)%Interest and other income (expense), net changed by $10.2 million to a net expense of $15.4 million in the year ended December 31, 2024 from a net expense of $25.6 million for the year ended December 31, 2023. Interest and other income (expense), net for the year ended December 31, 2023 included a loan ticking fee of approximately $18.3 million paid to lenders following the termination of the Silicon Motion merger, partially offset by $1.0 million gain related to partial curtailment of defined benefit pension obligations which did not recur in the 2024 period. Currency exchange yielded gains of $1.3 million in the 2024 period compared to $2.5 million of losses in the 2023 period, or a positive impact of $3.7 million, and investment gains were $0.5 million compared to investment losses of $0.6 million, or a positive impact of $1.2 million. The positive impacts pertaining to these items were partially offset by negative impacts from the impairment of privately held investments and notes receivable of $12.3 million. The investments were impaired due to insolvency of the underlying business.Income Tax Provision (Benefit) Â Year Ended December 31,Â 20242023$ Change% Change(dollars in thousands)Income tax provision$6,481Â $9,337Â $(2,856)(31)%% of pre-tax income (loss)(3)%(15)%The income tax provision for the year ended December 31, 2024 was $6.5 million compared to an income tax provision of $9.3 million for the year ended December 31, 2023.The difference between our effective tax rate and the 21.0% U.S. federal statutory rate for the year ended December 31, 2024 primarily related to the mix of pre-tax income among jurisdictions, permanent tax items including tax credits, stock based compensation, tax deficiencies related to stock-based compensation, release of uncertain tax positions under ASC 740-10, and the recognition of a valuation allowance on Singapore deferred tax assets.The difference between our effective tax rate and the 21.0% U.S. federal statutory rate for the year ended December 31, 2023 resulted primarily from the mix of pre-tax income among jurisdictions, permanent tax items including tax credits and a tax on global intangible low-taxed income, stock based compensation, excess tax benefits related to stock-based compensation, and release of uncertain tax positions under ASC 740-10. The permanent tax item related to global intangible low-taxed income, or GILTI, also reflects the then recent legislative changes requiring the capitalization of research and experimentation costs, as well as limitations on the creditability of certain foreign income taxes.We continue to maintain a valuation allowance to offset state and certain federal and foreign deferred tax assets, as realization of such assets does not meet the more-likely-than-not threshold required under accounting guidelines. In making such determination, we consider all available positive and negative evidence quarterly, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent financial performance. Based upon our review of all positive and negative evidence, we continue to have a valuation allowance on state deferred tax assets, certain federal deferred tax assets, and certain foreign deferred tax assets in jurisdictions where we have cumulative losses or otherwise are not expected to utilize certain tax attributes. We do not incur income tax expense or benefit in certain tax-free jurisdictions in which we operate.Our subsidiary in Singapore operates under certain tax incentives in Singapore, which are effective through March 2027. Under these incentives, qualifying income derived from certain sales of our integrated circuits is taxed at a concessionary rate over the incentive period. We also receive a reduced withholding tax rate on certain intercompany royalty payments made by our Singapore subsidiary during the incentive period. We recorded income taxes in the years ended December 31, 2024 and 2023 at the incentive rate. The incentives are conditional upon our meeting certain minimum employment and investment thresholds within Singapore over time, and we may be required to return certain tax benefits in the event we do not achieve 68Table of Contentscompliance related to that incentive period. We currently believe that we will be able to satisfy these conditions without material risk.Liquidity and Capital ResourcesAs of DecemberÂ 31, 2024, we had cash and cash equivalents of $118.6 million, restricted cash of $1.0 million and net accounts receivable of $85.5 million. Additionally, as of DecemberÂ 31, 2024, our working capital, which we define as current assets less current liabilities, was $141.2 million. Financial instruments, which potentially subject us to concentrations of credit risk, consist primarily of cash and cash equivalents and accounts receivable. Collateral is generally not required for customer receivables. We limit our exposure to credit loss by placing our cash with high credit quality financial institutions. At times, such deposits may be in excess of insured limits. We have not experienced any losses on our deposits of cash and cash equivalents.Our primary uses of cash are to fund operating expenses and purchases of inventory, property and equipment, and from time to time, the acquisition of businesses. In May 2022, we entered into the Merger Agreement to acquire Silicon Motion. However, on July 26, 2023, we terminated the Merger Agreement and were relieved of our obligations to close.From time to time, we may also use cash to pay down outstanding debt and/or make investments. As of DecemberÂ 31, 2024, $125.0 million of principal was outstanding under a senior secured term B loan facility, or the â€œInitial Term Loan under the June 23, 2021 Credit Agreement.â€ The Company also has available, subject to the terms and conditions of the agreement, a senior secured revolving credit facility in an aggregate principal amount of up to $100.0Â million, which remained undrawn as of DecemberÂ 31, 2024. The proceeds of the revolving facility may be used to finance the working capital needs and other general corporate purposes of the Company and its subsidiaries. Commencing on September 30, 2021, the Initial Term Loan under the June 23, 2021 Credit Agreement has amortized in equal quarterly installments equal to 0.25% of the original principal amount of the Initial Term Loan under the June 23, 2021 Credit Agreement, with the balance payable on June 23, 2028. We could be subject to substantial variable interest rate risk because our interest rate under term loans typically vary based on a fixed margin over an indexed rate or an adjusted base rate. While we had been mitigating the impact of high interest rates with large amounts of prepayments on our outstanding debt, if interest rates were to further increase substantially, it could have a material adverse effect on our operating results and affect our ability to service the indebtedness. Please refer to the Risk Factor entitled â€œAs of DecemberÂ 31, 2024, our aggregate indebtedness was $125.0 million, and we are subject to a variable amount of interest on the principal balance of our credit agreements and could continue to be adversely impacted by high interest rates in the future. Such indebtedness adversely affects our operating results and cash-flows as we satisfy our underlying interest and principal payment obligations and contains financial and operational covenants that could adversely affect our operational freedom or ability to pursue strategic transactions that we would otherwise consider to be in the best interests of stockholders, including obtaining additional indebtedness to finance such transactions. In addition, high interest rates may make it more difficult for us, our customers, and our distributors to obtain financing and service our respective interest and debt obligations, which in turn has an impact on customer demand for our products and our distributorsâ€™ businessâ€ for a discussion of how our indebtedness could have a material adverse effect on our liquidity and capital resources.Our future capital requirements will depend on many factors, including changes in revenue, the expansion or contraction of our engineering, sales and marketing activities, the timing and extent of our expansion into new territories, the timing of introductions of new products and enhancements to existing products, the continuing market acceptance of our products, any damages from legal proceedings related to the termination of the Merger Agreement with Silicon Motion or any alleged breaches of the Merger Agreement that we are required to pay, or any amounts we agree to pay in any settlement and any other potential material investments in, or acquisitions of, complementary businesses, services or technologies. Additional funds may not be available on terms favorable to us or at all. If we are unable to raise additional funds when needed, we may not be able to sustain our operations or execute our strategic plans.Our cash and cash equivalents are impacted by the timing of when we pay expenses as reflected in the change in our outstanding accounts payable and accrued expenses. Cash used to fund operating expenses in our consolidated statements of cash flows excludes the impact of non-cash items such as, but not limited to, amortization and depreciation of acquired intangible assets and leased right-of-use assets and property and equipment, stock-based compensation, impairment of assets, and gain on extinguishment of lease liabilities. Cash used to fund capital purchases and acquisitions of businesses and investments are included in investing activities in our consolidated statements of cash flows. Cash paid to satisfy minimum tax 69Table of Contentswithholdings on behalf of employees for restricted stock units and cash proceeds from issuance of common stock and debt and cash used to pay down outstanding debt, if any, are included in financing activities in our consolidated statements of cash flows.As of DecemberÂ 31, 2024, our material cash requirements include long-term debt, non-cancelable operating leases, inventory purchase obligations and other obligations, which primarily consist of contractual payments due for computer-aided design software, as follows:Payments dueTotalLess than 1 year1-3 years3-5 yearsMore than 5 years(in thousands)Long term debt obligations$125,000Â $â€”Â $â€”Â $125,000Â $â€”Â Operating lease obligations28,863Â 10,599Â 14,214Â 4,050Â â€”Â Purchase obligations51,262Â 39,872Â 11,390Â â€”Â â€”Â Other obligations55,286Â 32,131Â 23,155Â â€”Â â€”Â Total$260,411Â $82,602Â $48,759Â $129,050Â $â€”Â Our planned capital expenditures as of DecemberÂ 31, 2024 were not material. Our consolidated balance sheet at DecemberÂ 31, 2024 included in other long-term liabilities $4.4 million for uncertain tax positions, some of which may result in cash payment and $15.0Â million received from other parties for jointly funded research and development projects which will be recognized into income when the contingencies associated with the repayment conditions have been resolved. The future payments related to uncertain tax positions recorded as other long-term liabilities have not been presented in the table above due to the uncertainty of the amounts and timing of cash settlement with the taxing authorities.Our primary sources of cash are cash receipts on accounts receivable from our shipment of products to distributors and direct customers, and on occasion, proceeds that we receive under certain intellectual property sale agreements. Aside from the amounts billed to our customers, net cash collections of accounts receivable are impacted by the efficiency of our cash collections process, which can vary from period to period depending on the payment cycles of our major distributor customers, and relative linearity of shipments period-to-period. The June 23, 2021 Credit Agreement, under which we entered into a senior secured term B loan facility and a revolving credit facility, permits us to request incremental loans in an aggregate principal amount not to exceed the sum of an amount equal to the greater of (x) $175.0 million and (y) 100% of â€œConsolidated EBITDAâ€ (as defined in such agreement), plus the amount of certain voluntary prepayments, plus an unlimited amount that is subject to pro forma compliance with certain first lien net leverage ratio, secured net leverage ratio and total net leverage ratio tests.The following is a summary of our working capital, cash and cash equivalents, and restricted cash for the periods indicated:December 31,20242023(in thousands)Working capital$141,158Â $265,896Â Cash and cash equivalents$118,575Â $187,288Â Short-term restricted cash1,003Â 1,051Â Long-term restricted cash25Â 17Â Total cash, cash equivalents, and restricted cash$119,603Â $188,356Â We believe that our $118.6 million of cash and cash equivalents at DecemberÂ 31, 2024 will be sufficient to fund our projected operating requirements for at least the next twelve months. As of DecemberÂ 31, 2024, our indebtedness totaled $125.0 million, which consists of outstanding principal under the Initial Term Loan under the June 23, 2021 Credit Agreement. The June 23, 2021 Credit Agreement also provides the Company with the Revolving Facility in an aggregate principal amount of up to $100.0Â million, which remained undrawn as of DecemberÂ 31, 2024. The Initial Term Loan under the June 23, 2021 Credit Agreement has a seven-year term expiring in June 2028 and bears interest, at the Companyâ€™s option, at a per annum rate equal to either (i) a base rate equal to the highest of (x) the federal funds rate, plus 0.50%, (y) the prime rate then in effect and (z) an adjusted LIBOR rate determined on the basis of a one-month interest period plus 1.00%, in each case, plus an applicable margin 70Table of Contentsof 1.25% or (ii) an adjusted LIBOR rate, subject to a floor of 0.50%, plus an applicable margin of 2.25%. Loans under the Revolving Facility initially bear interest, at a per annum rate equal to either (i) a base rate (as calculated above) plus an applicable margin of 0.00%, or (ii) an adjusted LIBOR rate (as calculated above) plus an applicable margin of 1.00%. Following delivery of financial statements for the Companyâ€™s fiscal quarter ending June 30, 2021, the applicable margin for loans under the Revolving Facility will range from 0.00% to 0.75% in the case of base rate loans and 1.00% to 1.75% in the case of LIBOR rate loans, in each case, depending on the Companyâ€™s secured net leverage ratio as of the most recently ended fiscal quarter. The Company is required to pay commitment fees ranging from 0.175% to 0.25% per annum on the daily undrawn commitments under the Revolving Facility, depending on the Companyâ€™s secured net leverage ratio as of the most recently ended fiscal quarter. Commencing on September 30, 2021, the Initial Term Loan under the June 23, 2021 Credit Agreement amortizes in equal quarterly installments equal to 0.25% of the original principal amount, with the balance payable at maturity on June 23, 2028. The June 23, 2021 Credit Agreement was amended on June 29, 2023 to implement a benchmark replacement for LIBOR.The following is a summary of our cash flows provided by (used in) operating activities, investing activities and financing activities for the periods indicated:Year Ended December 31,20242023(in thousands)Net cash provided by (used in) operating activities$(45,295)$43,372Â Net cash used in investing activities(23,446)(15,935)Net cash provided by (used in) financing activities1,286Â (26,356)Effect of exchange rate changes on cash, cash equivalents and restricted cash(1,298)(1,082)Decrease in cash, cash equivalents and restricted cash$(68,753)$(1)Cash Flows from Operating ActivitiesIn the year ended December 31, 2024, net cash used in operating activities was $45.3 million, compared to net cash provided by operating activities of $43.4 million for the year ended December 31, 2023. The decline in operating cash flows was driven by a decline in revenue from decreased volume of shipments of our products as a result of macroeconomic conditions impacting customer demand for our products (as discussed under the heading, â€œResults of Operations,â€ above). Operating cash flows were also impacted by changes in our working capital, which increased $68.4 million, in particular, in 2024, we collected accounts receivable of $177.6 million, which was partially offset by payments against our price protection liability of $44.6 million and severance and other payments from the Workforce Reductions of $34.5 million.Cash Flows from Investing ActivitiesOur use of cash in investing activities increased, as we increased investments in property equipment, including production masks. Net cash used in investing activities was $23.4 million for the year ended December 31, 2024 and consisted of purchases of property and equipment of $17.7 million and purchases of intangible assets of $5.8 million.Net cash used in investing activities was $15.9 million for the year ended December 31, 2023.Cash Flows from Financing ActivitiesWe continued cash conservation in 2024 following the general slowdown in the market environment. Net cash provided by financing activities was $1.3 million for the year ended December 31, 2024. Net cash provided by financing activities consisted of net proceeds from the issuance of common stock upon exercise of stock options of $4.1 million partially offset by cash outflows of repayments of minimum tax withholding paid on behalf of employees for restricted stock units of $2.8 million.Net cash used in financing activities was $26.4 million for the year ended December 31, 2023.71Table of ContentsWarranties and IndemnificationsIn connection with the sale of products in the ordinary course of business, we often make representations affirming, among other things, that our products do not infringe on the intellectual property rights of others, and agree to indemnify customers against third-party claims for such infringement. Further, our certificate of incorporation and bylaws require us to indemnify our officers and directors against any action that may arise out of their services in that capacity, and we have also entered into indemnification agreements with respect to all of our directors and certain controlling persons.ITEM 7A.Â Â Â Â QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKMarket risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in foreign currency exchange rates and interest rates.Foreign Currency RiskTo date, our international customer and vendor agreements have been denominated mostly in United States dollars. Accordingly, we have limited exposure to foreign currency exchange rates and do not enter into foreign currency hedging transactions. The functional currency of certain foreign subsidiaries is the local currency. Accordingly, the effects of exchange rate fluctuations on the net assets of these foreign subsidiariesâ€™ operations are accounted for as translation gains or losses in accumulated other comprehensive income within stockholdersâ€™ equity. A hypothetical change of 100 basis points in such foreign currency exchange rates during the year ended December 31, 2024 would result in a change to translation gain in accumulated other comprehensive income of approximately $1.1 million.Interest Rate RiskWe are subject to a variable amount of interest on the principal balance of our credit agreements described above and could be adversely impacted by high interest rates in the future. If LIBOR interest rates had increased by 10% during the periods presented, the rate increase would have resulted in an immaterial increase to interest expense. We currently believe our operating cash held primarily for working capital purpose is sufficient to cover our interest obligations, but we are monitoring the impact of high interest rates on our ability to service our interest and debt obligations, obtain financing, and on our business in general.ITEM 8.Â Â Â Â FINANCIAL STATEMENTS AND SUPPLEMENTARY DATAThe financial statements and supplementary data required by this item are included in Part IV, Item 15 of this Report.ITEM 9.Â Â Â Â CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURENone.ITEM 9A.Â Â Â Â CONTROLS AND PROCEDURESEvaluation of Disclosure and ProceduresWe maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports filed with the SEC is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and no evaluation of controls and procedures can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, prior to filing this Form 10-K, we carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period

covered 72Table of Contentsby this Form 10-K. Based on their evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Form 10-K.Managementâ€™s Annual Report on Internal Controls over Financial Reporting Our management, including our principal executive officer and principal financial officer, 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. Our management, including our principal executive officer and principal financial officer, evaluated the effectiveness of our internal control over financial reporting based on criteria established in the Internal Control â€" Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based upon that evaluation, management concluded that our internal control over financial reporting was effective as of DecemberÂ 31, 2024. The effectiveness of our internal control over financial reporting as of DecemberÂ 31, 2024 has been audited by Grant Thornton LLP, an independent registered public accounting firm, and Grant Thornton LLP has issued a report on our internal control over financial reporting, which is included herein.Changes in Internal Control over Financial ReportingAn evaluation was performed under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, to determine whether any change in our internal control over financial reporting occurred during the fiscal quarter ended DecemberÂ 31, 2024 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 of the Exchange Act, as amended, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.73Table of ContentsREPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMBoard of Directors and StockholdersMaxLinear, Inc.Opinion on internal control over financial reportingWe have audited the internal control over financial reporting of MaxLinear, Inc. (a Delaware corporation) and subsidiaries (the â€œCompanyâ€) as of DecemberÂ 31, 2024, based on criteria established in the 2013 Internal Controlâ€"Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (â€œCOSOâ€). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of DecemberÂ 31, 2024, based on criteria established in the 2013 Internal Controlâ€"Integrated Framework issued by COSO.We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€), the consolidated financial statements of the Company as of and for the year ended DecemberÂ 31, 2024, and our report dated JanuaryÂ 29, 2025 expressed an unqualified opinion on those financial statements.Basis for opinionThe Companyâ€™s management is responsible 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 Managementâ€™s Annual Report on Internal Control over Financial Reporting (â€œManagementâ€™s Reportâ€). Our responsibility is to express an opinion on the Companyâ€™s internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.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 company; 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./s/ Grant Thornton LLPNewport Beach, CaliforniaJanuaryÂ 29, 2025 74Table of ContentsITEM 9B.Â Â Â Â OTHER INFORMATIONSecurities Trading Plans of Directors and Executive OfficersOn November 14, 2024, Dr. Theodore Tewksbury, a director of the Company, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 6,071 shares of our common stock. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until November 15, 2025, or earlier if all transactions under the trading arrangement are completed. During the last fiscal quarter, no other director or officer, as defined in Rule 16a-1(f), adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or a â€œnon-Rule 10b5-1 trading arrangement,â€ each as defined in Regulation S-K Item 408 during the last fiscal quarter.ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONNot applicable.75Table of ContentsPART IIIITEM 10.Â Â Â Â DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE The information required by Item 10 with respect to our directors and executive officers will be either (i) included in an amendment to this Annual Report on Form 10-K or (ii) incorporated by reference to our Definitive Proxy Statement to be filed in connection with our 2025 Annual Meeting of Stockholders, or the 2025 Proxy Statement. Such amendment in the 2025 Proxy Statement will be filed with the SEC no later than 120 days after DecemberÂ 31, 2024.Item 405 of Regulation S-K calls for disclosure of any known late filing or failure by an insider to file a report required by Section 16(a) of the Exchange Act. This information will be contained under the caption â€œRelated Person Transactions and Section 16(a) Beneficial Ownership Reporting Compliance†in either an amendment to this Annual Report on Form 10-K or the 2025 Proxy Statement and is incorporated herein by reference.Code of ConductWe have adopted a code of ethics and employee conduct that applies to our board of directors and all of our employees, including our chief executive officer and principal financial officer.Our code of conduct is available at our website by visiting www.maxlinear.com and clicking through â€œInvestors,â€ â€œCorporate Governance,â€ â€œGovernance,â€ â€œGovernance Documents,â€ and â€œCode of Conduct.â€ When required by the rules of the Nasdaq Stock Market LLC, or Nasdaq, or the SEC, we will disclose any future amendment to, or waiver of, any provision of the code of conduct for our chief executive officer and principal financial officer or any member or members of our board of directors on our website within four business days following the date of such amendment or waiver.The information required by Item 10 with respect to our audit committee is incorporated by reference from the information set forth under the caption â€œCorporate Governance and Board of Directors â€" Board Committeesâ€ in either an amendment to this Annual Report on Form 10-K or the 2025 Proxy Statement.ITEM 11.Â Â Â Â EXECUTIVE COMPENSATIONThe information required by Item 11 is incorporated by reference from the information set forth under the captions â€œCompensation of Non-Employee Directorsâ€ and â€œExecutive Compensationâ€ in either an amendment to this Annual Report on Form 10-K or our 2025 Proxy Statement.ITEM 12.Â Â Â Â SECURITY OWNERSHIP OF CERTAIN BENEFICAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERSThe information required by Item 12 is incorporated by reference from the information set forth under the captions â€œExecutive Compensation â€" Equity Compensation Plan Informationâ€ and â€œSecurity Ownershipâ€ in either an amendment to this Annual Report on Form 10-K or our 2025 Proxy Statement.ITEM 13.Â Â Â Â CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCEThe information required by Item 13 is incorporated by reference from the information set forth under the captions â€œCorporate Governance and Board of Directors â€" Director Independenceâ€ and â€œRelated Person Transactions and Section 16(a) Beneficial Ownership Reporting Compliance†in either an amendment to this Annual Report on Form 10-K or our 2025 Proxy Statement.ITEM 14.Â Â Â Â PRINCIPAL ACCOUNTANT FEES AND SERVICESThe information required by Item 14 is incorporated by reference from the information set forth under the caption â€œProposal Number 3 â€" Ratification of Appointment of Independent Registered Public Accounting Firmâ€ in either an amendment to this Annual Report on Form 10-K or our 2025 Proxy Statement.76Table of ContentsPART IV â€" FINANCIAL INFORMATIONITEM 15.Â Â Â Â EXHIBITS AND FINANCIAL STATEMENT SCHEDULESa) Documents filed as part of the report1. Financial StatementsOur consolidated financial statements are attached hereto and listed on the Index to Consolidated Financial Statements of this Annual Report on Form 10-K.2. Financial Statement SchedulesSchedule II. Valuation and Qualifying Accounts â€"Years ended DecemberÂ 31, 2024, 2023 and 2022 All other schedules are omitted as the required information is inapplicable, or the information is presented in the financial statements or related notes.SCHEDULE II â€" VALUATION AND QUALIFYING ACCOUNTS (in thousands):ClassificationBalance at beginning of yearAdditions (deductions) charged to expensesOther Additions(Deductions)Balance at end of yearAllowance for credit losses (previously, allowance for doubtful accounts)2024$â€"Â $â€"Â $â€"Â $â€"Â $â€"Â 2023â€"Â â€"Â â€"Â â€"Â â€"Â 2022â€"Â â€"Â â€"Â â€"Â â€"Â Warranty reserves2024$284Â $148Â $275Â (159)548Â 2023473Â 301Â â€"Â (490)284Â 2022774Â 358Â â€"Â (659)473Â Valuation allowance for deferred tax assets2024$74,292Â $25,839Â $â€"Â $â€"Â $100,131Â 202366,273Â 8,019Â â€"Â â€"Â 74,292Â 202268,151Â 4,169Â â€"Â (6,047)66,273Â 77Table of Contents3. Exhibits ExhibitÂ NumberExhibitÂ Title2.1Asset Purchase Agreement, dated as of April 5, 2020, by and among MaxLinear, Inc., a Delaware corporation, Intel Corporation, a Delaware corporation, and MaxLinear Asia Singapore Private Limited, a wholly-owned subsidiary of MaxLinear (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on April 6, 2020 (File No. 001-34666)).2.2Agreement and Plan of Merger, dated as of May 5, 2022, by and among MaxLinear, Inc., Silicon Motion Technology Corporation and Shark Merger Sub (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on May 5, 2022).3.1Registrantâ€™s Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on March 29, 2010 (incorporated by reference to Exhibit 3.5 of the Registrantâ€™s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).3.2Registrantâ€™s Certificate of Retirement (incorporated by reference to Exhibit 3.1 of Registrantâ€™s Form 8-A/A filed on July 30, 2017).3.3Registrantâ€™s Amended and Restated Bylaws, as amended to date (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed on November 17, 2022 (File No. 001-34666)).3.4Registrantâ€™s Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrantâ€™s Quarterly Report on Form 10-Q filed on July 27, 2023 (File No. 001-34666)).4.1Specimen common stock certificate of Registrant (incorporated by reference to Exhibit 4.1 of the Registrantâ€™s Amendment No. 1 on Form 8-A filed on March 30, 2017 (File No. 001-34666)).+4.2Description of the registrantâ€™s securities registered pursuant to Section 12 of the Securities Exchange Act of 1934.+10.1Form of Director and Executive Officer Indemnification Agreement (incorporated by reference to Exhibit 10.1 of the Registrantâ€™s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).+10.2Form of Director and Controlling Person Indemnification Agreement (incorporated by reference to Exhibit 10.2 of the Registrantâ€™s Registration Statement on Form S-1 and all amendments thereto (File No. 333-162947)).+10.32010 Equity Incentive Plan, as amended on December 13, 2018 (incorporated by reference to Exhibit 10.3 of the Registrantâ€™s Current Report on Form 8-K filed on December 19, 2018 (File No. 001-34666)).+10.4Form of Agreement under the 2010 Equity Incentive (incorporated by reference to Exhibit 10.7 of the Registrantâ€™s Quarterly Report on Form 10-Q filed on July 28, 2011 (File No. 001-34666)).+10.52010 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.8 of the Registrantâ€™s Current Report on Form 8-K filed on August 15, 2016 (File No. 001-34666)).+10.6Form of Change in Control Agreement for Executive Officers (incorporated herein by reference to Exhibit 10.13 of the Registrant's Annual Report on Form 10-K filed on February 17, 2016).â€ 10.7Intellectual Property License Agreement, dated June 18, 2009, between the Registrant and Intel Corporation (incorporated by reference to Exhibit 10.7 of the Registrantâ€™s Annual Report on Form 10-K filed on January 31, 2024 (File No. 001-34666)).+10.8Employment Offer Letter, dated November 9, 2012, between the Registrant and Will Torgerson (incorporated by reference to Exhibit 10.17 of the Registrantâ€™s Annual Report on Form 10-K filed on February 6, 2013 (File No. 001-34666)).10.9Lease Agreement, dated December 17, 2013, between Registrant and The Campus Carlsbad, LLC (incorporated by reference to Exhibit 10.26 of the Registrantâ€™s Annual Report on Form 10-K filed on February 7, 2014 (File No. 001-34666)).10.10First Amendment to Lease, dated May 6, 2015, between Registrant, on the one hand, and Brookwood CB I, LLC and Brookwood CB II, LLC, as tenants in common and successors-in-interest to The Campus Carlsbad, LLC, on the other hand (incorporated by reference to Exhibit 10.1 of Registrantâ€™s Quarterly Report on Form 10-Q filed on August 10, 2015 (File No. 333-34666)).10.11Lease Agreement, dated November 11, 2015, between Registrant and The Northwestern Mutual Life Insurance Company (incorporated herein by reference to Exhibit 10.33 of the Registrantâ€™s Annual Report on Form 10-K filed on February 17, 2016).+10.12Employment Promotion Letter, dated February 11, 2016, between the Registrant and Connie Kwong (incorporated herein by reference to Exhibit 10.2 of the Registrantâ€™s Current Report on Form 10-Q filed on May 9, 2016).78Table of ContentsExhibitÂ NumberExhibitÂ Title+10.13Employment Offer Letter, dated June 7, 2018, between the Registrant and Steven Litchfield (incorporated by reference to Exhibit 10.1 to the Registrants Current Report on Form 10-Q filed on August 7, 2018 (File No. 001-34666)).+10.14Form of Change in Control Agreement for Chief Executive Officer and Chief Financial Officer, as amended (incorporated herein by reference to Exhibit 10.1 of the Registrant's Form 8-K filed on December 19, 2018 (File No. 001-34666)). +10.15Form of Change in Control Agreement for Executive Officers, as amended (incorporated herein by reference to Exhibit 10.2 of the Registrant's Form 8-K filed on December 19, 2018 (File No. 001-34666)).+10.16Executive Incentive Bonus Plan, as amended on December 13, 2018 (incorporated by reference to Exhibit 10.4 of the Registrantâ€™s Current Report on Form 8-K filed on December 19, 2018 (File No. 001-34666)).Â +â€ 10.17Form of Restricted Stock Unit Award Agreement for Performance-Based Awards under the 2010 Equity Incentive Plan (incorporated by reference to Exhibit 10.17 to the Registrantâ€™s Annual Report on Form 10-K filed on January 31, 2024 (File No. 001-34666)).10.18Credit Agreement, dated as of June 23, 2021, by and among MaxLinear, Inc., the lenders from time to time party thereto, and Wells Fargo Bank, National Association, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on June 24, 2021).10.19Security Agreement, dated as of June 23, 2021, by and among MaxLinear, Inc., the subsidiary guarantors from time to time party thereto, and Wells Fargo Bank, National Association, as collateral agent (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Current Report on Form 8-K filed on June 24, 2021)+10.20Employment Offer Letter, dated April 26, 2022, between the Registrant and Michelle M. Sayer (incorporated by reference to Exhibit 10.3 to the Registrantâ€™s Current Report on Form 10-Q filed on July 27, 2022).10.21Commitment Letter, dated as of May 5, 2022, by and among MaxLinear, Inc., Wells Fargo Bank, N.A., and Wells Fargo Securities, LLC (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on May 5, 2022).10.22Amended and Restated Commitment Letter, dated as of June 17, 2022, by and among MaxLinear, Inc., Wells Fargo Bank, N.A., Wells Fargo Securities, LLC, Bank of Montreal, BMO Capital Markets Corp., Citizens Bank, N.A., Truist Bank and Truist Securities, Inc. (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on June 21, 2022)10.23Second Amended and Restated Commitment Letter by and among MaxLinear, Inc., Wells Fargo Bank, N.A., Wells Fargo Securities, LLC, Bank of Montreal, BMO Capital Markets Corp., Citizens Bank, N.A., Truist Bank, and Truist Securities, Inc. dated as of October 24, 2022 (incorporated by reference to Exhibit 10.32 to the Registrant's Annual Report on Form 10-K filed on February 1, 2023).10.24Amendment No. 1 to Credit Agreement, date as of June 29, 2023, by and among MaxLinear, Inc., the lenders from time to time party thereto, and Wells Fargo Bank, National Association, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Quarterly Report on Form 10-Q filed on July 27, 2023 (File No. 001-34666)). +10.25Employer Separation Agreement and Release between the Company and Michelle Sayer (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 10-Q filed on October 23, 2024 (File No. 001-34666)).+10.262024 Inducement Equity Incentive Plan and related form agreements (incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 29, 2024).+*10.27Separation Agreement and Release between the Company and William Torgerson.*^19.1Insider Trading Policy of MaxLinear, Inc.*21.1Subsidiaries of the Registrant.*23.1Consent of Independent Registered Public Accounting Firm.*24.1Power of Attorney (included on the signature page of this Form 10-K).*31.1Certification of Principal Executive Officer pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002.*31.2Certification of Principal Financial Officer pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002.#*32.1Certification pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002.+97.1Compensation Recovery Policy, as adopted on August 9, 2023 (incorporated by reference to Exhibit 97.1 to the Registrantâ€™s Annual Report on Form 10-K filed on January 31, 2024 (File No. 001-34666)).79Table of ContentsExhibitÂ NumberExhibitÂ Title101.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.SCHXBRL Taxonomy Extension Schema Document101.CALXBRL Taxonomy Extension Calculation Linkbase Document101.DEFXBRL Taxonomy Extension Definition

Linkbase Document101.LABXBRL Taxonomy Extension Label Linkbase Document101.PREXBRL Taxonomy Extension Presentation Linkbase Document104Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)*Filed herewith.#In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 33-8238 and 34-47986, Final Rule: Managementâ€™s Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished pursuant to this item will not be deemed â€œfiledâ€ for purposes of Section 18 of the Exchange Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.+Indicates a management contract or compensatory plan.â€ Certain portions of this exhibit have been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K. The Registrant agrees to furnish supplementally an unredacted copy of the exhibit to the Securities and Exchange Commission upon its request.^Portions of this exhibit have been redacted in compliance with Regulation S-K Item 601(a)(6).(b) Exhibits The exhibits filed as part of this report are listed in Item 15(a)(3) of this Form 10-K. (c) Schedules The financial statement schedule required by Regulation S-X and Item 8 of this form is listed in Item 15(a)(2) of this Form 10-K.80Table of ContentsSIGNATURESPursuant to the requirements of Section 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.MAXLINEAR, INC.(Registrant)By:/s/ KISHORE SEENDRIPU, Ph.D.Kishore Seendripu, Ph.D.President and Chief Executive OfficerDate:January 29, 2025(Principal Executive Officer)81Table of ContentsPOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kishore Seendripu, Ph.D. and Steven Litchfield, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to sign any and all amendments (including post-effective amendments) to this Annual Report on Form 10-K and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-facts and agents, or his substitute or substitutes, or any of them, shall do or cause to be done by virtue hereof. Pursuant 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/ KISHORE SEENDRIPU, Ph.D.President, Chief Executive Officer, and DirectorJanuary 29, 2025Kishore Seendripu, Ph.D.(Principal Executive Officer)/s/ STEVEN G. LITCHFIELDChief Financial Officer and Chief Corporate Strategy OfficerJanuary 29, 2025Steven G. Litchfield(Principal Financial Officer)/s/ CONNIE KWONGCorporate ControllerJanuary 29, 2025Connie Kwong(Principal Accounting Officer)/s/ THOMAS E. PARDUNLead DirectorJanuary 29, 2025Thomas E. Pardun/s/ DANIEL A. ARTUSIDirectorJanuary 29, 2025Daniel A. Artusi/s/ CAROLYN D. BEAVERDirectorJanuary 29, 2025Carolyn D. Beaver/s/ GREGORY P. DOUGHERTYDirectorJanuary 29, 2025Gregory P. Dougherty/s/ TSU-JAE KING LIU, Ph.D.DirectorJanuary 29, 2025Tsu-Jae King Liu, Ph.D./s/ ALBERT J. MOYERDirectorJanuary 29, 2025Albert J. Moyer/s/ THEODORE TEWKSBURY, Ph.D.DirectorJanuary 29, 2025Theodore Tewksbury, Ph.D.82Table of ContentsMaxLinear, Inc. Index to Consolidated Financial Statements Report of Independent Registered Public Accounting Firm (PCAOB ID Number 248)84Consolidated Balance Sheets86Consolidated Statements of Operations87Consolidated Statements of Comprehensive Income (Loss)88Consolidated Statements of Stockholdersâ€™ Equity89Consolidated Statements of Cash Flows90Notes to Consolidated Financial Statements9183Table of ContentsREPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Board of Directors and StockholdersMaxLinear, Inc.Opinion on the financial statementsWe have audited the accompanying consolidated balance sheets of MaxLinear, Inc. (a Delaware corporation) and subsidiaries (the "Company") as of DecemberÂ 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income (loss), changes in stockholdersâ€™ equity, and cash flows for each of the three years in the period ended DecemberÂ 31, 2024, and the related notes and financial statement schedule included under Item 15(a) (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of DecemberÂ 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended DecemberÂ 31, 2024, in conformity with accounting principles generally accepted in the United States of America.We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Companyâ€™s internal control over financial reporting as of DecemberÂ 31, 2024, based on criteria established in the 2013 Internal Controlâ€”Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated JanuaryÂ 29, 2025 expressed an unqualified opinion.Basis for opinionThese consolidated financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.Critical audit matterThe critical audit matter communicated below is a matter arising from the current period audit of the 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 financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the 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.Realizability of deferred tax assetsAs discussed in Note 1 to the financial statements, management records valuation allowances to reduce deferred tax assets when a judgment is made, that is considered more likely than not, that a tax benefit will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences will become deductible. The Company assesses the need for a valuation allowance by evaluating both positive and negative evidence that may exist.We identified the realizability of deferred tax assets as a critical audit matter. The principal consideration for our determination that the realizability of deferred tax assets as a critical audit matter is that the forecast of future taxable income is an accounting estimate subject to a high level of estimation. There is inherent uncertainty and subjectivity related to managementâ€™s judgments and assumptions regarding the Companyâ€™s international tax structure and transfer pricing agreements, determination of the taxable income by jurisdiction and the impacts of the Tax Act on future taxable income, which are complex in nature and require significant auditor judgment.84Table of ContentsAddressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the realizability of deferred tax assets. These procedures also included, among others, (i) evaluating the appropriateness of management's calculation used, (ii) testing the completeness, accuracy and relevance of the underlying data used in the calculation, and (iii) evaluating the reasonableness of significant assumptions used in the calculation of future taxable income, including transfer pricing between various foreign jurisdictions. Evaluating management's assumptions related to estimates of future taxable income involved evaluating whether the assumptions used were reasonable considering (i) current and past profitability, (ii) the consistency with external market and industry data, and (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating management's assumptions and calculation for assessing the realizability of deferred tax assets, including the mechanics and application of tax law to the projected tax calculation./s/ Grant Thornton LLP We have served as the Companyâ€™s auditor since 2016.Newport Beach, CaliforniaJanuaryÂ 29, 202585Table of Contents MAXLINEAR, INC.CONSOLIDATED BALANCE SHEETS(in thousands, except par value amounts)December 31,2024December 31,2023AssetsCurrent assets:Cash and cash equivalents$118,575Â $187,288Â Short-term restricted cash1,003Â 1,051Â Accounts receivable, net85,464Â 170,619Â Inventory90,343Â 99,908Â Prepaid expenses and other current assets28,057Â 29,159Â Total current assets323,442Â 488,025Â Long-term restricted cash25Â 17Â Property and equipment, net59,300Â 66,431Â Leased right-of-use assets18,184Â 31,264Â Intangible assets, net55,008Â 73,630Â Goodwill318,588Â 318,588Â Deferred tax assets68,662Â 69,493Â Other long-term assets21,430Â 32,809Â Total assets$864,639Â $1,080,257Â Liabilities and stockholdersâ€™ equityCurrent liabilities:Accounts payable$31,378Â $21,551Â Accrued price protection liability43,401Â 71,684Â Accrued expenses and other current liabilities87,408Â 98,468Â Accrued compensation20,097Â 30,426Â Total current liabilities182,284Â 222,129Â Long-term lease liabilities16,952Â 26,243Â Long-term debt122,996Â 122,375Â Other long-term liabilities26,124Â 23,245Â Total liabilities348,356Â 393,992Â Commitments and contingenciesStockholdersâ€™ equity:Preferred stock, $0.0001 par value; 25,000 shares authorized, no shares issued or outstandingâ€”Â â€”Â Common stock, $0.0001 par value; 550,000 shares authorized; 84,613 shares issued and outstanding at DecemberÂ 31, 2024 and 81,818 shares issued and outstanding DecemberÂ 31, 20238Â 8Â Additional paid-in capital886,823Â 808,575Â Accumulated other comprehensive loss(6,823) (3,791)Accumulated deficit(363,725)(118,527)Total stockholdersâ€™ equity516,283Â 686,265Â Total liabilities and stockholdersâ€™ equity$864,639Â $1,080,257Â See accompanying notes.86Table of ContentsMAXLINEAR, INC.CONSOLIDATED STATEMENTS OF OPERATIONS(in thousands, except per share data)Year Ended December 31,202420232022Net revenue$360,528Â $693,263Â $1,120,252Â Cost of net revenue165,746Â 307,600Â 470,483Â Gross profit194,782Â 385,663Â 649,769Â Operating expenses:Research and development225,189Â 269,504Â 296,442Â Selling, general and administrative138,329Â 132,156Â 168,008Â Impairment losses1,237Â 2,438Â 2,811Â Restructuring charges53,379Â 19,786Â 2,265Â Total operating expenses418,134Â 423,884Â 469,526Â Income (loss) from operations(223,352)(38,221)180,243Â Interest income6,386Â 6,053Â 245Â Interest expense(10,874)(10,702)(9,768)Other income (expense), net(10,877)(20,940)3,478Â Total other income (expense), net(15,365)(25,589)(6,045)Income (loss) before income taxes(238,717) (63,810)174,198Â Income tax provision6,481Â 9,337Â 49,158Â Net income (loss)$(245,198)$(73,147)$125,040Â Net income (loss) per share:Basic(2.93)(0.91)$1.60Â Diluted$(2.93)(0.91)1.55Â Shares used to compute net income (loss) per share:Basic83,600Â 80,719Â 78,039Â Diluted83,600Â 80,719Â 80,852Â See accompanying notes.87Table of ContentsMAXLINEAR, INC.CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)(in thousands)Year Ended December 31,202420232022Net income (loss)$(245,198)$(73,147)$125,040Â Other comprehensive loss, net of tax:Foreign currency translation adjustments, net of tax expense of $280 in 2024, benefit of $95 in 2023 and expense of $184 in 2022(3,030)121Â (5,201)Net actuarial gain (loss) on pension and other defined benefit plans, net of tax expense of $8 in 2024, benefit of $85 in 2023 and $0 in 2022(19) (206)2,055Â Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax benefit of $8 in 2024, $1,107 in 2023 and $0 in 202217Â (2,685)â€”Â Other comprehensive loss(3,032)(2,770)(3,146)Total comprehensive income (loss)$(248,230)$(75,917)$121,894Â See accompanying notes.88Table of ContentsMAXLINEAR, INC.CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY(in thousands)Common StockAdditionalPaid-InCapitalAccumulatedOtherComprehensiveIncome (Loss)AccumulatedDeficitTotal Stockholdersâ€™ Equity SharesAmountBalance at DecemberÂ 31, 202176,778Â $8Â $657,485Â $2,125Â $(170,420)$489,198Â Common stock issued pursuant to equity awards, net2,391Â â€”Â 10,252Â â€”Â â€”Â 10,252Â Repurchase of common stock(564)â€”Â (31,511)â€”Â â€”Â (31,511)Employee stock purchase plan140Â â€”Â 4,684Â â€”Â â€”Â 4,684Â Stock-based compensationâ€”Â â€”Â 81,868Â â€”Â â€”Â 81,868Â Other comprehensive lossâ€”Â â€”Â â€”Â (3,146)â€”Â (3,146)Net incomeâ€”Â â€”Â â€”Â â€”Â 125,040Â 125,040Â Balance at DecemberÂ 31, 202278,745Â 8Â 722,778Â (1,021)(45,380)676,385Â Common stock issued pursuant to equity awards, net2,841Â â€”Â 26,237Â â€”Â â€”Â 26,237Â Employee stock purchase plan232Â â€”Â 4,379Â â€”Â â€”Â 4,379Â Stock-based compensationâ€”Â â€”Â 55,181Â â€”Â â€”Â 55,181Â Other comprehensive lossâ€”Â â€”Â â€”Â (2,770)â€”Â (2,770)Net lossâ€”Â â€”Â â€”Â (73,147)(73,147)Balance at DecemberÂ 31, 202381,818Â 8Â 808,575Â (3,791)(118,527)686,265Â Common stock issued pursuant to equity awards, net2,502Â â€”Â 8,175Â â€”Â â€”Â 8,175Â Employee stock purchase plan293Â â€”Â 4,102Â â€”Â â€”Â 4,102Â Stock-based compensationâ€”Â â€”Â 65,971Â â€”Â â€”Â 65,971Â Other comprehensive lossâ€”Â â€”Â â€”Â (3,032)â€”Â (3,032)Net lossâ€”Â â€”Â â€”Â â€”Â (245,198)(245,198)Balance at DecemberÂ 31, 202484,613Â $8Â $886,823Â $(6,823)$(363,725)$516,283Â See accompanying notes.89Table of ContentsMAXLINEAR, INC.CONSOLIDATED STATEMENTS OF CASH FLOWS(in thousands)Year Ended December 31,202420232022Operating ActivitiesNet income (loss)$(245,198)$(73,147)$125,040Â Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:Amortization and depreciation54,140Â 71,516Â 80,731Â Impairment losses1,237Â 2,438Â 2,811Â Impairment of investments and other assets14,000Â â€”Â â€”Â Amortization of debt issuance costs and accretion of discounts2,538Â 2,561Â 1,975Â Stock-based compensation66,021Â 55,176Â 81,704Â Deferred income taxes826Â (4,452)23,454Â Loss on disposal of property and equipment1,068Â 2,057Â 170Â Gain on sale of investmentsâ€”Â (434)(3,375)Unrealized holding loss on investmentsâ€”Â 1,765Â 1,476Â Impairment of leased right-of-use assets5,555Â â€”Â 462Â Gain on settlement of pensionâ€”Â (1,008)â€”Â Gain on extinguishment of lease liabilities(555)â€”Â â€”Â (Gain) loss on foreign currency and other(1,253)2,475Â (1,829)Excess tax (benefits) deficiencies on stock-based awards3,250Â (253)(9,921)Changes in operating assets and liabilities, net of effects of acquisitions:Accounts receivable, net85,155Â 1,406Â (50,875)Inventory9,565Â 60,636Â (28,841)Prepaid expenses and other assets(1,873)(9,328)1,789Â Accounts payable, accrued expenses and other current liabilities(4,569)(29,431)65,815Â Accrued compensation919Â 9,708Â 42,003Â Accrued price protection liability(28,283)(41,562)73,574Â Lease liabilities(10,695)(11,671)(11,440)Other long-term liabilities2,857Â 4,920Â (5,997)Net cash provided by (used in) operating activities(45,295)43,372Â 388,726Â Investing ActivitiesPurchases of property and equipment(17,680)(13,454)(41,253)Purchases of intangible assets(5,766)(6,355)(11,184)Cash used in acquisition, net of cash acquiredâ€”Â (13,324)â€”Â Proceeds loaned under notes receivableâ€”Â â€”Â (10,000)Purchases of long-term investmentsâ€”Â â€”Â (29,325)Sale of trading securitiesâ€”Â 17,198Â â€”Â Net cash used in investing activities(23,446)(15,935) (91,762)Financing ActivitiesPayment of debt issuance costâ€”Â (18,325)â€”Â Repayment of debtâ€”Â â€”Â (185,000)Net proceeds from issuance of common stock4,091Â 4,559Â 5,006Â Minimum tax withholding paid on behalf of employees for restricted stock units(2,805)(12,590)(28,896)Repurchase of common stockâ€”Â â€”Â (31,511)Net cash provided by (used in) financing activities1,286Â (26,356)(240,401)Effect of exchange rate changes on cash and cash equivalents (1,298)(1,082)56Â Increase (decrease) in cash, cash equivalents and restricted cash(68,753)(1)56,619Â Cash, cash equivalents and restricted cash at beginning of period188,356Â 188,357Â 131,738Â Cash, cash equivalents and restricted cash at end of period$119,603Â $188,356Â $188,357Â Supplemental disclosures of cash flow information:Cash paid for interest$9,743Â $9,481Â $9,078Â Cash paid for income taxes$8,194Â $28,645Â $23,829Â Cash received for dividend income on investments$â€”Â $716Â $â€”Â Supplemental disclosures of non-cash activities:Issuance of shares for payment of bonuses$10,992Â $38,648Â $38,826Â See accompanying notes.90Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS1. Organization and Summary of Significant Accounting PoliciesDescription of BusinessMaxLinear, Inc. was incorporated in Delaware in September 2003. MaxLinear, Inc., together with its directly and indirectly wholly-owned subsidiaries, collectively referred to as MaxLinear, or the Company, is a provider of communications systems-on-chip, or SoC, solutions used in broadband, mobile and wireline infrastructure, data center, and industrial and multi-market applications. MaxLinear is a fabless integrated circuit design company whose products integrate all or substantial portions of a high-speed communication system, including radio frequency, or RF, high-performance analog, mixed-signal, digital signal processing, security engines, data compression and networking layers, and power management. MaxLinearâ€™s customers primarily include electronics distributors, module makers, original equipment manufacturers, or OEMs, and original design manufacturers, or ODMs, who incorporate the Companyâ€™s products in a wide range of electronic devices. Examples of such devices include broadband modems compliant with Data Over Cable Service Interface Specifications, or DOCSIS, Passive Optical Network, or PON, and DSL; Wi-Fi and wireline routers for home networking; radio transceivers and modems for 4G/5G base-station and backhaul infrastructure; optical transceivers targeting hyperscale data centers; as well as power management and interface products used in these and many other markets.Basis of Presentation and Principles of ConsolidationThe consolidated financial statements include the accounts of MaxLinear, Inc. and its directly and indirectly wholly- owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. All intercompany transactions and investments have been eliminated in consolidation.The functional currency of certain foreign subsidiaries is the local currency. Accordingly, assets and liabilities of these foreign subsidiaries are translated at the current exchange rate at the balance sheet date and historical rates for equity. Revenue and expense components are translated at weighted average exchange rates in effect during the period. Gains and losses resulting from

foreign currency translation are included as a component of stockholdersâ€™ equity. Foreign currency transaction gains and losses are included in the results of operations, and to date, have not been material.Use of Estimates and Significant Risks and UncertaintiesThe preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes to the consolidated financial statements. Actual results could differ from those estimates.Summary of Significant Accounting PoliciesBusiness CombinationsThe Company applies the provisions of ASC 805, Business Combinations, in accounting for its acquisitions. It requires the Company to recognize separately from goodwill the assets acquired and the liabilities assumed, at the acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the acquisition date fair values of the net assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, its estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations.Costs to exit or restructure certain activities of an acquired company or the Companyâ€™s internal operations are accounted for as termination and exit costs pursuant to ASC 420, Exit or Disposal Cost Obligations, and are accounted for separately from the business combination. A liability for costs associated with an exit or disposal activity is recognized and measured at its fair value in the consolidated statements of operations in the period in which the liability is incurred. For a given acquisition, the Company may identify certain pre-acquisition contingencies as of the acquisition date and may extend its review, evaluation, and adjustment of these pre-acquisition contingencies throughout the measurement period in 91Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSorder to obtain sufficient information to assess whether the Company includes these contingencies as a part of the fair value estimates of assets acquired and liabilities assumed and, if so, to determine their estimated amounts. A pre-acquisition contingency (non-income tax related) is only recognized as an asset or a liability if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Subsequent to the measurement period, changes in estimates of such contingencies will affect earnings and could have a material effect on the Company's results of operations and financial position.In addition, uncertain tax positions and tax-related valuation allowances assumed, if any, in connection with a business combination are initially estimated as of the acquisition date. The Company re-evaluates these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to the preliminary estimates being recorded to goodwill if identified within the measurement period. Subsequent to the end of the measurement period or final determination of the estimated value of the tax allowance or contingency, whichever comes first, changes to these uncertain tax positions and tax related valuation allowances will affect the income tax provision (benefit) in the consolidated statements of operations and could have a material impact on the results of operations and financial position.Cash and Cash EquivalentsThe Company considers all liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash equivalents are recorded at cost, which approximates market value. Accounts ReceivableThe Company performs ongoing credit evaluations of its customers and assesses each customerâ€™s credit worthiness. The Company monitors collections and payments from its customers and maintains an allowance for doubtful accounts, which is based upon applying an expected credit loss rate to receivables based on the historical loss rate from similar high risk customers adjusted for current conditions, including any specific customer collection issues identified, and forecasts of economic conditions. Delinquent account balances are written off after management has determined that the likelihood of collection is remote. The allowance for credit losses as of DecemberÂ 31, 2024 and 2023 and the activity in this account, including the current-period provision for expected credit losses for the years ended December 31, 2024, 2023, and 2022, were not material.InventoryThe Company assesses the recoverability of its inventory based on assumptions about demand and market conditions. Forecasted demand is determined based on historical sales and expected future sales. Inventory is stated at the lower of cost or net realizable value. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis and net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The Company reduces its inventory to the lower of its cost or net realizable value on a part-by-part basis to account for obsolescence or lack of marketability. Reductions are calculated as the difference between the cost of inventory and its net realizable value based upon assumptions about future demand, market conditions and costs. Once established, these adjustments are considered permanent and are not revised until the related inventory is sold or disposed of.Fair Value of Financial InstrumentsThe carrying amount of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses and compensation are considered to be representative of their respective fair values because of the short-term nature of these accounts.Property and EquipmentProperty and equipment is carried at cost and depreciated over the estimated useful lives of the assets, ranging from three to five years, using the straight-line method. Leasehold improvements are stated at cost and amortized over the shorter of the estimated useful lives of the assets or the lease term. Production MasksProduction masks with alternative future uses or discernible future benefits are capitalized and amortized over their estimated useful lives of five years. To determine if a production mask has alternative future uses or benefits, the Company evaluates risks associated with developing new technologies and capabilities, and the related risks associated with entering new markets. Production masks that do not meet the criteria for capitalization are expensed as research and development costs.92Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSGoodwill and Intangible AssetsGoodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations accounted for under the acquisition method. Intangible assets represent purchased intangible assets including developed technology, in-process research and development, or IPR&D, technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames. Purchased finite-lived intangible assets are capitalized and amortized over their estimated useful lives. Technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames are capitalized and amortized over the lesser of the terms of the agreement, or estimated useful life. The Company capitalizes IPR&D projects acquired as part of a business combination. On completion of each project, IPR&D assets are reclassified to developed technology and amortized over their estimated useful lives.Impairment of Goodwill and Long-Lived AssetsGoodwill is not amortized but is tested for impairment using either a qualitative assessment, and/or quantitative assessment, which is based on comparing the fair value of a reporting unit with its carrying amount. If the carrying amount of a reporting unit exceeds its fair value, a goodwill impairment loss is recorded. The Company tests by reporting unit, goodwill and other indefinite-lived intangible assets for impairment as of October 31 each year or more frequently if it believes indicators of impairment exist.The Company reviews indefinite-lived intangible assets for impairment using a qualitative assessment, followed by a quantitative assessment, as needed, each year as of OctoberÂ 31, the date of its annual goodwill impairment review, or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Recoverability of indefinite-lived intangible assets is measured by comparing the carrying amount of the asset to its fair value. In certain cases, the Company utilizes the relief-from-royalty method when appropriate, and a fair value will be obtained based on analysis over the costs saved by owning the right instead of leasing it.Â During development, IPR&D is not subject to amortization and is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Once an IPR&D project is complete, it becomes a finite-lived intangible asset and is evaluated for impairment both immediately prior to its change in classification and thereafter in accordance with the Companyâ€™s policy for long-lived assets.The Company regularly reviews the carrying amount of its long-lived assets subject to depreciation and amortization, as well as the useful lives, to determine whether indicators of impairment may exist which warrant adjustments to carrying values or estimated useful lives. An impairment loss would be recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss would be measured based on the excess of the carrying amount of the asset over the assetâ€™s fair value.During the years 2024, 2023, and 2022, the Company recorded impairment of intangible assets of $1.2 million, $2.4 million and $2.8 million, respectively. Refer to Goodwill and Intangible Assets, Note 5 for more information.Revenue RecognitionThe Companyâ€™s revenue is generated from sales of the Companyâ€™s integrated circuits and intellectual property, typically under individual customer purchase orders, some of which have underlying master sales agreements that specify terms governing the product or intellectual property sales. The Company recognizes such revenue at the point in time when control of the products or intellectual property is transferred to the customer at the estimated net consideration for which collection is probable, taking into account the customerâ€™s rights to price protection, other pricing credits, unit rebates, and rights to return unsold product. Transfer of control occurs either when products are shipped to or received by the distributor or direct customer, based on the terms of the specific agreement with the customer, if the Company has a present right to payment and transfer of legal title and the risks and rewards of ownership to the customer has occurred. For most of the Company's product sales, transfer of control occurs upon shipment to the distributor or direct customer. Under certain intellectual property sale agreements, we are entitled to fixed upfront consideration upon sale and variable consideration in the form of a portion of revenue generated by the recipient from the intellectual property. Fixed consideration is recognized when control of the functional intellectual property transfers; variable consideration may be constrained but is continuously monitored and recognized as revenue when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur and the uncertainty associated with the variable consideration is resolved. The Company recognized a material amount of variable consideration during the year ended December 31, 2024 as uncertainties related to such consideration were resolved. 93Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSIn assessing whether collection of consideration from a customer is probable, the Company considers the customerâ€™s ability and intention to pay that amount of consideration when it is due. Payment of invoices is due as specified in the underlying customer agreement, typically 30 days from the invoice date, which occurs on the date of transfer of control of the products to the customer. Since payment terms are less than a year, the Company has elected the practical expedient and does not assess whether a customer contract has a significant financing component.A five-step approach is applied in the recognition of revenue: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when the Company satisfies a performance obligation. Customer purchase orders plus the underlying master sales agreements are considered to be contracts with the customer for purposes of applying the five-step approach.Pricing adjustments and estimates of returns under contractual stock rotation rights are treated as variable consideration for purposes of determining the transaction price, and are estimated at the time control transfers using the expected value method based on the Companyâ€™s analysis of actual price adjustment claims by distributors and historical product return rates, and then reassessed at the end of each reporting period. The Company also considers whether any variable consideration is constrained, since such amounts for which it is probable that a significant reversal will occur when the contingency is subsequently resolved are required to be excluded from revenues. Price adjustments are finalized at the time the products are sold through to the end customer and the distributor or end customer submits a claim to reduce the sale price to a pre-approved net price. Stock rotation allowances are capped at a fixed percentage of the Companyâ€™s sales to a distributor for a period of time, up to six months, as specified in the individual distributor contract. If the Companyâ€™s current estimates of such credits and rights are materially inaccurate, it may result in adjustments that affect future revenues and gross profits. Returns under the Companyâ€™s general assurance warranty of products for a period of one to three years have not been material and warranty-related services are not considered a separate performance obligation under the customer contracts. Most of the Companyâ€™s customers resell the Companyâ€™s product as part of their product and thus are tax-exempt; however, to the extent the Company collects and remits taxes on product sales from customers, it has elected to exclude from the measurement of transaction price such taxes.Each distinct promise to transfer products is considered to be an identified performance obligation for which revenue is recognized upon transfer of control of the products to the customer. Although customers may place orders for products to be delivered on multiple dates that may be in different quarterly reporting periods, all of the orders are scheduled within one year from the order date. The Company has elected to record sales commissions when incurred, as the period over which the sales commission asset that would have been recognized is less than one year. Customer contract liabilities consist primarily of obligations to deliver rebates to customers in the form of units of products which are included in accrued expenses and other current liabilities in the consolidated balance sheets. Other obligations to customers, which are included in accrued price protection liability in the consolidated balance sheets, consist of estimates of price protection rights offered to the Companyâ€™s end customer on products sold by the Company to the end customerâ€™s contract manufacturer at a standard price that are later incorporated into the end customersâ€™ product. The Companyâ€™s price adjustments included in accrued expenses and other current liabilities are discounts and rebates expected to be claimed by the Companyâ€™s distributors upon sell-through of the products to their customers, which are initially sold by the Company to the distributors at a standard price. Also included in accrued expenses and other current liabilities are amounts expected to be returned by distributors under stock rotation rights. The Company also records a right of return asset, consisting of amounts representing the products the Company expects to receive from customers in returns, which is included in inventory in the consolidated balance sheets, and is typically settled within six months of transfer of control to the customer, or the period over which stock rotation rights are based. Upon lapse of the time period for stock rotations, or the contractual end to price protection and rebate programs, which is approximately one to two years, and when the Company believes unclaimed amounts are no longer subject to payment and will not be paid, any remaining asset or liability is derecognized by an offsetting entry to cost of net revenue and net revenue. For additional disclosures regarding contract liabilities and other obligations to customers, see Note 12. The Company assesses customer accounts receivable and contract assets for impairment in accordance with ASCÂ 310-10-35. Warranty The Company generally provides a warranty on its products for a period of one to three years. The Company makes estimates of product return rates and expected costs to replace the products under warranty at the time revenue is recognized 94Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSbased on historical warranty experience and any known product warranty issues. If actual return rates and/or replacement costs differ significantly from these estimates, adjustments to recognize additional warranty expenses in cost of net revenue may be required in future periods. As of DecemberÂ 31, 2024 and 2023, the Company has warranty reserves of $0.5Â million and $0.3Â million, respectively, based on the Companyâ€™s estimates. Segment InformationThe Company operates under one segment as it has developed, marketed and sold primarily only one class of similar products, communications system-on-chip solutions for the broadband, connectivity, wired and wireless infrastructure markets and industrial and multi-market applications. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Companyâ€™s chief operating decision maker is its Chief Executive Officer. The chief operating decision maker assesses performance of the segment and decides how to allocate resources based on revenue, gross profit, and net income (loss) presented on a consolidated basis, for purposes of allocating resources and evaluating financial performance, and to evaluate income generated from segment assets in deciding whether to reinvest profits into the segment or into other parts of the entity, such as for acquisitions or other investments. The Company has one business activity and there are no segment managers who are held accountable for operations, operating results and plans for products or components below the consolidated unit level. Accordingly, the Company reports under a single operating segment. The accounting policies of the segment are the same as those described in the summary of significant accounting policies (Note 1).Stock-based Compensation The Company measures the cost of employee services received in exchange for equity incentive awards, including restricted stock units, employee stock purchase rights and stock options based on the grant date fair value of the award. The Company calculates the fair value of restricted stock units and performance-based restricted stock units based on the fair market value of the Companyâ€™s common stock on the grant date. Stock-based compensation expense is then determined based on the number of restricted stock units that are expected to vest; for performance-based restricted stock units, this is the number of units that are expected to vest during the performance period if it is probable that the Company will achieve the performance metrics specified in the underlying award agreement. The Company uses the Black-Scholes valuation model to calculate the fair value of stock options and employee stock purchase rights granted to employees. Stock-based compensation expense is recognized over the period during which the employee is required to provide services in exchange for the award, which is usually the vesting period. The Company recognizes compensation expense over the vesting period using the straight-line method and classifies these amounts in the consolidated statements of operations based on the department to which the related employee reports.Research and DevelopmentCosts incurred in connection with the development of the Companyâ€™s technology and future products are charged to research and development expense as incurred. From time to time, the Company enters into contracts for jointly funded research and development projects to develop technology that may be commercialized into a product in the future. The Company also obtains research and development funding grants from governments in certain jurisdictions in which it operates.

Both of these types of income are reflected as a credit to research and development expense when such income has been earned and any contingencies associated with retaining such income have been resolved. During the years ended December 31, 2024, 2023, and 2022, the Company recognized aggregate income from jointly funded research and development projects and government grants of $3.3Â million, $0.0Â million, and $23.3Â million, respectively. While the Company retains ownership and rights to the underlying technology developed under the joint development projects, the Company may be required to repay all or a portion of the funds provided by the other parties under certain conditions, and defers such funds as liabilities until the repayment conditions have been resolved (Note 15). LeasesThe Companyâ€™s leases primarily consist of facility leases which are classified as operating leases. The Company assesses whether an arrangement contains a lease at inception. The Company recognizes a lease liability to make contractual payments under all leases with terms greater than twelve months and a corresponding right-of-use asset, representing its right to use the underlying asset for the lease term. The lease liability is initially measured at the present value of the lease payments over the lease term using the collateralized incremental borrowing rate when the implicit rate is unknown. Options to extend or terminate a lease are included in the lease term when it is reasonably certain that the Company will exercise such an option. The right-of-95Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSuse asset is initially measured as the contractual lease liability plus any initial direct costs and prepaid lease payments made, less any lease incentives. Lease expense is recognized on a straight-line basis over the lease term.Leased right-of-use assets are subject to impairment testing as a long-lived asset at the asset-group level. The Company monitors its long-lived assets for indicators of impairment. As the Companyâ€™s leased right-of-use assets primarily relate to facility leases, early abandonment of all or part of a facility as part of a restructuring plan is typically an indicator of impairment. If impairment indicators are present, the Company tests whether the carrying amount of the leased right-of-use asset is recoverable including consideration of sublease income, and if not recoverable, measures impairment loss for the right-of-use asset or asset group. Pension and Other Defined Benefit Retirement ObligationsThe costs of pension and certain other defined benefit employee retirement benefits are required to be recognized based upon actuarial valuations. The related net retirement benefit obligation is recognized as the excess of the projected benefit obligation over the fair value of the plan assets. In measuring the retirement benefit obligation, the discount rate, expected long-term rate of return on plan assets, and long-term rate of salary increase are the most significant assumptions. Retirement benefit costs primarily represent the increase in the actuarial present value of the retirement benefit obligation. Income TaxesThe Company provides for income taxes utilizing the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. Deferred taxes are presented net as noncurrent. The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from the differences between the financial and tax bases of the Companyâ€™s assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. The impact of an uncertain income tax position is recognized at the largest amount that is â€œmore likely than notâ€ to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result. The Company treats Global Intangible Low Taxed Income as a period cost.In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company continually assesses the need for a valuation allowance on the deferred tax asset by evaluating both positive and negative evidence that may exist. Valuation allowances are recorded to reduce deferred tax assets when a judgment is made that is considered more likely than not that a tax benefit will not be realized. A decision to record a valuation allowance results in an increase in income tax expense or a decrease in income tax benefit. Any adjustment to the net deferred tax asset valuation allowance would be recorded in the consolidated statement of operations for the period that the adjustment is determined to be required. If a valuation allowance is released in a future period, income tax expense will be reduced accordingly.Comprehensive Income (Loss)Comprehensive income (loss) is defined as the change in equity (net assets) of a business entity during a period from transactions and other events and circumstances from non-owner sources. Other comprehensive income (loss) includes certain changes in equity that are excluded from net income (loss), net of tax, such as foreign currency translation gains and losses and changes in fair value of projected benefit obligations for defined benefit plans. Litigation and Settlement CostsLegal costs are expensed as incurred. The Company is involved in disputes, litigation and other legal actions in the ordinary course of business. The Company continually evaluates uncertainties associated with litigation and records a charge equal to at least the minimum estimated liability for a loss contingency when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and (ii) the loss or range of loss can be reasonably estimated.96Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSRecently Adopted Accounting PronouncementsIn November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280) â€“ Improvements to Reportable Segment Disclosures, to require enhanced disclosures that include reportable segment expenses. The amendments in this update provide that a business entity disclose significant segment expenses, segment profit or loss (after significant segment expenses), and allows reporting of additional measures of a segments profit or loss if used in assessing segment performance. Such disclosures apply to entities with a single reportable segment. These amendments were effective for the Company in 2024 and retrospectively to all prior periods using the significant segment expense categories identified. The impact of the adoption of the amendments in this update was not material to the Companyâ€™s consolidated financial position and results of operations, as the requirements impact only segment reporting disclosures in the footnotes to the Companyâ€™s consolidated financial statements.Recently Issued Not Yet Adopted Accounting PronouncementsIn November 2024, the FASB issued ASU No. 2024-03, Disaggregation of Income Statement Expenses to improve the disclosures about a public business entityâ€™s expenses and address requests from investors for more detailed information about the types of expenses including purchases of inventory, employee compensation, depreciation and intangible asset amortization in commonly presented expense captions such as cost of sales, selling, general and administrative expense, and research and development. These amendments are effective for the Company for annual periods in 2027, applied prospectively, with early adoption permitted, and interim periods beginning in 2028. The Company intends to adopt the amendments in this update prospectively in 2027 for annual periods and in 2028 for interim periods. The impact of the adoption of the amendments in this update is not expected to be material to the Companyâ€™s consolidated financial position and results of operations, as the requirements only require more detailed disclosures in the footnotes to the Companyâ€™s consolidated financial statements.In March 2024, the FASB issued ASU No. 2024-02, Codification Improvements - Amendments to Remove References to the Concepts Statements to remove various references to concepts statements from the FASB Accounting Standards Codification. This guidance is to clarify guidance, simplify wording or structure of guidance, and other minor improvements. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Companyâ€™s consolidated financial position and results of operations.In March 2024, the FASB issued ASU No. 2024-01, Compensation - Stock Compensation (Topic 718) - Scope Application of Profits Interest and Similar Awards, to clarify whether profits interest and similar awards should be accounted for in accordance with Topic 718, Compensation - Stock Compensation. The guidance applies to all business entities that issue profits interest awards as compensation to employees or nonemployees in exchange for goods or services. These amendments are effective for the Company for annual and interim periods in 2025, applied prospectively, with early adoption and retrospective application permitted. As the Company does not issue profit interest awards, the impact of the adoption of the amendments in this update is not expected to be material to the Companyâ€™s consolidated financial position and results of operations.In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740) - Improvements to Income Tax Disclosures, to require enhanced income tax disclosures to provide information to assess how an entityâ€™s operations and related tax risks, tax planning, and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this update provide that a business entity disclose (1) a tabular income tax rate reconciliation, using both percentages and amounts, (2) separate disclosure of any individual reconciling items that are equal to or greater than 5% of the amount computed by multiplying the income (loss) from continuing operations before income taxes by the applicable statutory income tax rate, and disaggregation of certain items that are significant and (3) amount of income taxes paid (net of refunds received) disaggregated by federal, state and foreign jurisdictions, including separate disclosure of any individual jurisdictions greater than 5% of total income taxes paid. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Companyâ€™s consolidated financial position and results of operations, since the amendments require only enhancement of existing income tax disclosures in the footnotes to the Companyâ€™s consolidated financial statements. 2. Net Income (Loss) Per ShareBasic earnings per share, or EPS, is calculated by dividing net income (loss) by the weighted-average number of common shares outstanding for the period, without consideration for common stock equivalents. Diluted EPS is computed by dividing net income (loss) by the weighted-average number of common shares outstanding for the period and the weighted-97Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSaverage number of dilutive common stock equivalents outstanding for the period determined using the treasury-stock method. For purposes of this calculation, common stock options and restricted stock units are considered to be common stock equivalents and are only included in the calculation of diluted EPS when their effect is dilutive. In periods in which the Company has a net loss, dilutive common stock equivalents are excluded from the calculation of diluted EPS.The table below presents the computation of basic and diluted EPS:Year Ended December 31,202420232022(in thousands, except per share amounts)Numerator:Net income (loss)$(245,198)$(73,147)$125,040Â Denominator:Weighted average common shares outstandingâ€“basic83,600Â 80,719Â 78,039Â Dilutive common stock equivalentsâ€“Â â€“Â 2,813Â Weighted average common shares outstandingâ€“diluted83,600Â 80,719Â 80,852Â Net income (loss) per share:Basic(2.93)(0.91)$1.60Â Diluted$(2.93)(0.91)1.55Â For each of the years ended December 31, 2024, 2023, and 2022, the Company excluded common stock equivalents for outstanding stock-based awards, which represented potentially dilutive securities of 6.8 million for 2024, 4.9 million for 2023, and 1.8 million for 2022 from the calculation of diluted net loss per share due to their anti-dilutive nature.3. Business CombinationsTerminated Silicon Motion MergerOn MayÂ 5, 2022, MaxLinear entered into an Agreement and Plan of Merger, or the Merger Agreement, with Silicon Motion Technology Corporation, or Silicon Motion, an exempted company with limited liability incorporated under the laws of the Cayman Islands, pursuant to which, among other things and subject to the terms and conditions thereof, MaxLinear agreed to acquire Silicon Motion pursuant to a statutory merger, under the laws of the Cayman Islands, of Shark Merger Sub, a wholly-owned subsidiary of MaxLinear, with and into Silicon Motion, with Silicon Motion surviving the merger as a wholly-owned subsidiary of MaxLinear. Silicon Motion is a provider of NAND flash controllers for solid state drives, or SSDs, and other solid state storage devices.On July 26, 2023, MaxLinear terminated the Merger Agreement and notified Silicon Motion that MaxLinear was relieved of its obligations to close because, among other reasons, (i) certain conditions to closing set forth in the Merger Agreement were not satisfied and were incapable of being satisfied, (ii) Silicon Motion had suffered a Material Adverse Effect that was continuing, (iii) Silicon Motion was in material breach of representations, warranties, covenants, and agreements in the Merger Agreement that gave rise to the right of the Company to terminate, and (iv) in any event, the First Extended Outside Date had passed and was not automatically extended because certain conditions in Article 6 of the Merger Agreement were not satisfied or waived as of May 5, 2023. For these same reasons, under the terms of the Merger Agreement, MaxLinear was not required to pay a break-up fee or other fee to Silicon Motion as a result of the termination of the Merger Agreement. Undefined capitalized terms in this paragraph have the same meaning as in the Merger Agreement. On August 16, 2023, Silicon Motion delivered to MaxLinear a notice, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration to seek damages from MaxLinear arising from MaxLinear's alleged breaches of the Merger Agreement.On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that MaxLinear breached the Merger Agreement. See Note 15 for more information on legal matters related to the termination of the Merger Agreement.98Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe second amended and restated commitment letter dated October 24, 2022 with Wells Fargo Bank, N.A., or Wells Fargo Bank, and other lenders, and related financing commitments for the previously pending (now terminated) merger were also terminated upon termination of the Merger Agreement. As a result of the termination of the financing, in August 2023, the Company was required to pay to Wells Fargo Bank a ticking fee of $18.3Â million, which is included in other income (expense) in the consolidated statement of operations for the year ended December 31, 2023.Acquisition of Company YOn JanuaryÂ 17, 2023, the Company completed its acquisition of a business, or Company Y, pursuant to a Purchase and Sale Agreement, or the Purchase Agreement. The transaction consideration included $9.8Â million in cash. In addition, Company Y stockholders were eligible to receive up to $2.6Â million in consideration due to the acquired business satisfying certain personnel objectives by June 17, 2024.Company Y is headquartered in Bangalore, India and operates as a provider of engineering design services.Acquisition ConsiderationThe following table summarizes the fair value of purchase price consideration to acquire Company Y (in thousands):DescriptionAmountFair value of purchase consideration:Cash$9,824Â Contingent consideration(1)2,600Â Total purchase price$12,424Â _____(1) The fair value of contingent consideration is based on applying the Monte Carlo simulation method to forecast achievement under various contingent consideration events which may result in up to $2.6 million in payments due to the acquired businessâ€™s satisfying certain financial and personnel objectives by June 17, 2024 under the Purchase Agreement. Key inputs in the valuation include forecasted revenue, revenue volatility and discount rate. Underlying forecast mathematics were based on Geometric Brownian Motion in a risk-neutral framework and discounted back to the applicable period in which the accumulative thresholds were achieved at discount rates commensurate with the risk and expected payout term of the contingent consideration.Purchase Price AllocationThe final allocation of purchase price as of the JanuaryÂ 17, 2023 acquisition closing date based upon an estimate of the fair value of the assets acquired and the liabilities assumed by the Company in the acquisition primarily included $2.0Â million in net operating liabilities, with $11.8Â million in goodwill.Assumptions in the Allocations of Purchase PriceManagement prepared the purchase price allocations for Company Y and in doing so considered or relied in part upon reports of a third party valuation expert to calculate the fair value of certain acquired assets, which primarily included an acquired workforce and contingent consideration. Certain stockholders that are employees of Company Y were not required to remain employed in order to receive the contingent consideration; accordingly, the fair value of the contingent consideration was accounted for as a portion of the purchase consideration.Estimates of fair value require management to make significant estimates and assumptions. The goodwill recognized is attributable primarily to the acquired workforce. Certain liabilities included in the purchase price allocations are based on managementâ€™s best estimates of the amounts to be paid or settled and based on information available at the time the purchase price allocations were prepared. Goodwill recorded in connection with Company Y was $11.8Â million as of DecemberÂ 31, 2024. The Company does not expect to deduct any of the acquired goodwill for tax purposes.99Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS4. Restructuring ActivityFrom time to time, the Company approves and implements restructuring plans as a result of internal resource alignment and cost saving measures. Such restructuring plans may include terminating employees, vacating certain leased facilities, and cancellation of contracts.Restructuring costs during the year ended DecemberÂ 31, 2024 included costs pertaining to restructuring plans initiated in 2023 and 2024 as described below.In July 2024, the Company initiated a reduction of its workforce, or the 2024 Workforce Reduction. In the year ended DecemberÂ 31, 2024, the Company incurred $29.9Â million in restructuring costs pertaining to the 2024 Workforce Reduction, which included $16.5 million in charges under contracts associated with cancelled projects and related impairment of assets, $9.1 million in severance costs and related expenses, and $4.3 million from exiting facilities.During the year ended December 31, 2023, the Company entered into restructuring plans to reduce its workforce, or the 2023 Workforce Reductions. In the year ended DecemberÂ 31, 2024, the Company completed notification to remaining affected employees of the 2023 Workforce Reductions, and incurred $23.5 million in restructuring costs, including $19.8 million in severance and related costs, or a cumulative total of $43.3 million pertaining to the 2023 Workforce Reductions. Substantially all of the severance and related costs incurred in the year ended DecemberÂ 31, 2024 related to the 2023 Workforce Reductions pertained to statutory severance benefits in the jurisdictions in which the terminated employees were employed.The Company may also incur other charges or cash expenditures not currently contemplated due to events that may occur as a result of, or associated with, the 2023 Workforce Reductions and 2024 Workforce Reduction.The following table presents the activity related to the restructuring plans, which is included in restructuring charges in the consolidated statements of operations:Year

Ended December 31,202420232022(in thousands)Employee separation expenses$28,920Â $17,897Â $1,795Â Lease related charges7,213Â 42Â 462Â Other17,246Â 1,847Â 8Â $53,379Â $19,786Â $2,265Â The following table presents a roll-forward of the Companyâ€™s restructuring liability for the years ended DecemberÂ 31, 2024 and 2023. The restructuring liability is included in accrued expenses and other current liabilities and other long-term liabilities in the consolidated balance sheets.Employee Separation ExpensesLease Related ChargesOtherTotal(in thousands)Liability as of December 31, 2022$971Â $103Â $8Â $1,082Â Restructuring charges17,897Â 42Â 1,847Â 19,786Â Cash payments(11,388)(142)(265)(11,795)Non-cash charges and adjustments(97)(5)(670)(772)Liability as of December 31, 20237,383Â (2)920Â 8,301Â Restructuring charges28,920Â 7,213Â 17,246Â 53,379Â Cash payments(33,221)(183)(1,108)(34,512)Non-cash charges and adjustments976Â (5,731)(6,702)(11,457)Liability as of December 31, 20244,058Â 1,297Â 10,356Â 15,711Â Less: current portion as of December 31, 2024(4,058)(1,297)(5,667)(11,022)Long-term portion as of December 31, 2024$â€”Â $â€”Â $4,689Â $4,689Â 100Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS5. Goodwill and Intangible AssetsGoodwillGoodwill arises from the acquisition method of accounting for business combinations and represents the excess of the purchase price over the fair value of the net assets and other identifiable intangible assets acquired. The fair values of net tangible assets and intangible assets acquired are based upon preliminary valuations and the Companyâ€™s estimates and assumptions are subject to change within the measurement period (potentially up to one year from the acquisition date). The following table presents the changes in the carrying amount of goodwill for the periods indicated:Year Ended December 31,20242023(in thousands)Beginning balance$318,588Â $306,739Â Acquisitions (Note 3)â€”Â 11,849Â Ending balance$318,588Â $318,588Â The Company performs an annual goodwill impairment assessment on October 31st each year, using a quantitative assessment comparing the fair value of each reporting unit, which the Company has determined to be the entity itself, with its carrying amount, including goodwill. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recorded. As a result of the Companyâ€™s impairment assessment, no goodwill impairment was recognized as of OctoberÂ 31, 2024.In addition to its annual review, the Company performs a test of impairment when indicators of impairment are present. During the years ended December 31, 2024, 2023, and 2022, there were no indications of impairment of the Companyâ€™s goodwill balances. Acquired IntangiblesFinite-lived Intangible AssetsThe following table sets forth the Companyâ€™s finite-lived intangible assets resulting from business acquisitions and other purchases, which are amortized over their estimated useful lives:December 31, 2024December 31, 2023WeightedAverageUseful Life(inÂ Years)Gross Carrying AmountAccumulated AmortizationNet Carrying AmountGross Carrying AmountAccumulated AmortizationNet Carrying Amount(in thousands)Licensed technology6.9$24,661Â $(2,418)$22,243Â $20,133Â $(1,431)$18,702Â Developed technology7.0311,261Â (283,432)27,829Â 311,261Â (263,635)47,626Â Trademarks and trade names6.214,800Â (14,419)381Â 14,800Â (14,276)524Â Customer relationships5.0128,800Â (127,887)913Â 128,800Â (126,347)2,453Â Patents7.04,780Â (1,138)3,642Â 4,780Â (455)4,325Â 6.1$484,302Â $(429,294)$55,008Â $479,774Â $(406,144)$73,630Â 101 of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe following table sets forth amortization expense associated with finite-lived intangible assets, which is included in the consolidated statements of operations as follows:Year Ended December 31,202420232022(in thousands)Cost of net revenue$20,785Â $35,952Â $39,638Â Research and developmentâ€”Â 2Â 4Â Selling, general and administrative2,366Â 2,881Â 11,955Â $23,151Â $38,835Â $51,597Â Amortization of finite-lived intangible assets in cost of net revenue in the consolidated statements of operations results primarily from acquired developed technology.The following table sets forth the activity related to finite-lived intangible assets:Year Ended December 31,20242023(in thousands)Beginning balance$73,630Â $109,316Â Additions5,766Â 6,355Â Other disposalsâ€”Â (768)Amortization(23,151)(38,835)Impairment losses(1,237)(2,438)Ending balance$55,008Â $73,630Â The Company regularly reviews the carrying amount of its long-lived assets subject to depreciation and amortization, as well as the related useful lives, to determine whether indicators of impairment may exist that warrant adjustments to carrying values or estimated useful lives. An impairment loss is recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss is measured based on the excess of the carrying amount of the asset over the assetâ€™s fair value.During the year ended December 31, 2024, 2023, and 2022, the Company recognized impairment losses related to finite-lived intangible assets of $1.2Â million, $2.4 million, and $2.8 million respectively, which was attributable to certain acquired licensed technology.The following table presents future amortization of the Companyâ€™s finite-lived intangible assets at DecemberÂ 31, 2024:Amount(in thousands)2025$14,138Â 202613,974Â 202710,552Â 20285,096Â 20294,009Â Thereafter7,239Â Total$55,008Â 102Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS6. Financial Instruments The composition of financial instruments is as follows:December 31, 2024December 31, 2023(in thousands)LiabilitiesContingent consideration (Note 3)$2,600Â $2,462Â At DecemberÂ 31, 2024, the Company did not hold any marketable equity investments. The Company sold its marketable investment positions in December 2023. Prior to the sale, unrealized gains and losses on such investments representing stock price fluctuations in the underlying securities held were recorded to other income (expense), net in the consolidated statement of operations.The Company evaluated securities for other-than-temporary impairment on a quarterly basis. Impairment was evaluated considering numerous factors, and their relative significance varied depending on the situation. Factors considered include the length of time and extent to which fair value was less than the cost basis, the financial condition and near-term prospects of the issuer; including changes in the financial condition of any underlying collateral of the security; any downgrades of the security by analysts or rating agencies; nonpayment of any scheduled interest, or the reduction or elimination of dividends; as well as our intent and ability to hold the security in order to allow for an anticipated recovery in fair value.The fair value of the Companyâ€™s financial instruments is the amount that would be received in an asset sale or paid to transfer a liability in an orderly transaction between unaffiliated market participants and is recorded using a hierarchical disclosure framework based upon the level of subjectivity of the inputs used in measuring assets and liabilities. The levels are described below:Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities.Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.Level 3: Unobservable inputs are used when little or no market data is available.The Company classifies its financial instruments that are categorized within Level 1 or Level 2 of the fair value hierarchy on the basis of valuations using quoted market prices or alternate pricing sources and models utilizing market observable inputs, respectively. The marketable equity investments held by the Company were valued on the basis of quoted market prices and are therefore classified as Level 1. The contingent consideration liability as of DecemberÂ 31, 2024 is associated with the Companyâ€™s acquisition of Company Y in January 2023 (Note 3) and the contingent consideration liability as of DecemberÂ 31, 2023 is associated with the Companyâ€™s acquisition of Company X. The contingent consideration liability is classified as a LevelÂ 3 financial instrument. The contingent consideration as it relates to Company Y is subject to the acquired businessâ€™s satisfaction of certain personnel objectives by June 17, 2024. The fair value of the contingent consideration is based on (1) applying the Monte Carlo simulation method, with underlying forecast mathematics based on Geometric Brownian motion in a risk-neutral framework, to forecast achievement of the acquired businessâ€™ financial objectives under various possible contingent consideration events and (2) a probability based methodology using managementâ€™s inputs and assumptions to forecast achievement of the acquired businessâ€™ personnel objectives which included an assumption of total payments up to $2.6Â million to Company Y. Key inputs in the valuation include forecasted revenue, revenue volatility, discount rate and discount term as it relates to the financial objectives and probability of achievement, discount term and discount rate as it relates to the personnel objectives. 103Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe following summarizes the level in the fair value hierarchy for each financial instrument:Fair Value Measurements at December 31, 2024Balance at December 31, 2024QuotedÂ Pricesin ActiveMarkets forIdenticalÂ Assets(Level 1)SignificantOtherObservableInputs(Level 2)SignificantUnobservableInputs(LevelÂ 3)(in thousands)LiabilitiesContingent consideration$2,600Â $â€”Â $â€”Â $2,600Â Fair Value Measurements at December 31, 2023Balance at December 31, 2023QuotedÂ Pricesin ActiveMarkets forIdenticalÂ Assets(Level 1)SignificantOtherObservableInputs(Level 2)SignificantUnobservableInputs(LevelÂ 3)(in thousands)LiabilitiesContingent consideration$2,462Â $â€”Â $â€”Â $2,462Â The following summarizes the activity in Level 3 financial instruments: Year Ended December 31,20242023(in thousands)Contingent considerationBeginning balance$2,462Â $2,941Â Acquisitions(1)(Note 3)â€”Â 2,200Â Paymentsâ€”Â (3,000)Accretion of discount(1)138Â 321Â Ending balance$2,600Â $2,462Â _____(1) These changes to the balance associated with the estimated fair value of contingent consideration for the year ended December 31, 2024 were due to the addition of contingent consideration associated with the acquisition of Company Y in January 2023 and accretion of discounts on contingent consideration.There were no transfers between Level 1, Level 2 or Level 3 fair value hierarchy categories of financial instruments in the years ended December 31, 2024, 2023 and 2022.Financial Instruments Not Recorded at Fair Value on a Recurring BasisSome of the Companyâ€™s financial instruments are recorded at amounts that approximate fair value due to their liquid or short-term nature or by election on investments in privately-held entities as described below. Such financial assets and financial liabilities include cash and cash equivalents, restricted cash, net receivables, investments in privately-held entities, certain other assets, accounts payable, accrued price protection liability, accrued expenses, accrued compensation costs, and other current liabilities.The Companyâ€™s long-term debt is not recorded at fair value on a recurring basis, but is measured at fair value for disclosure purposes (Note 8). Included in other long-term assets as of DecemberÂ 31, 2023 were investments in privately held entity of $11.8 million which were impaired as of DecemberÂ 31, 2024. The Company does not have the ability to exercise significant influence or control over such entity and had accounted for the investments as financial instruments. Given that fair values for such investments were not readily determinable, the Company had elected to measure these investments at cost, less any impairment, 104Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSand adjust the carrying value to fair value if any observable price changes for similar investments in the same entity are identified. The impairment loss of $11.8Â million is included in other expense in the consolidated statement of operations for the year ended DecemberÂ 31, 2024.7. Balance Sheet DetailsCash, cash equivalents and restricted cash consist of the following:December 31, 2024December 31, 2023(in thousands)Cash and cash equivalents$118,575Â $187,288Â Short-term restricted cash1,003Â 1,051Â Long-term restricted cash25Â 17Â Total cash, cash equivalents and restricted cash$119,603Â $188,356Â As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, cash and cash equivalents included money market funds of approximately $59.1 million and $78.1 million, respectively. As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, the Company had restricted cash of approximately $1.0 million and $1.1 million, respectively. The cash is restricted in connection with guarantees for certain import duties and office leases. Inventory consists of the following:December 31, 2024December 31, 2023(in thousands)Work-in-process$53,979Â $60,368Â Finished goods36,364Â 39,540Â $90,343Â $99,908Â Inventory decreased $9.6 million from $99.9 million as of DecemberÂ 31, 2023 to $90.3 million as of DecemberÂ 31, 2024, as the Companyâ€™s management lowered inventory levels due to reduced supply chain constraints and decreased customer demand for certain products.Property and equipment, net consists of the following:UsefulÂ Life(in Years)December 31, 2024December 31, 2023(in thousands)Furniture and fixtures5$3,937Â $3,995Â Machinery and equipment3-580,804Â 76,732Â Masks and production equipment563,803Â 54,240Â Software311,178Â 11,427Â Leasehold improvements1-534,981Â 35,867Â Construction in progressN/A898Â 348Â 195,601Â 182,609Â Less: accumulated depreciation and amortization(136,301)(116,178)$59,300Â $66,431Â Depreciation expense for the years ended December 31, 2024, 2023, and 2022 was $23.0 million, $23.8 million and $20.3 million, respectively.In March 2022, the Company entered into a note receivable with a supplier for $10.0 million. In OctoberÂ 2024, the terms of this note receivable were renegotiated, and the first initial repayment of $0.5 million is due by MarchÂ 31, 2025, $1.5 million is due by MarchÂ 31, 2026, and annual repayments of $2.0 million per year are due annually thereafter by MarchÂ 31, from 2027 through 2030, provided that certain production utilization targets for the prior year are met. Previously, repayments of $2.0 million per year were due annually by March 31, in years 2024 through 2027.105Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSDuring the year ended DecemberÂ 31, 2024, a portion of the note receivable, or $0.5Â million, was written off to other expense in the consolidated statement of operations. The amount written off represents the portion of the payment associated with production utilization that is anticipated to be less than target. The balance of the note receivable has been classified as a long-term asset based on expected timing of receipt of repayment. The long-term portion of the note receivable is included in other long-term assets as of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, respectively.Accrued price protection liability consists of the following activity:Year Ended December 31,20242023(in thousands)Beginning balance$71,684Â $113,274Â Charged as a reduction of revenue34,070Â 62,644Â Reversal of unclaimed rebates(17,736)â€”Â Payments(44,617)(104,234)Ending balance$43,401Â $71,684Â The decrease in price protection liability from approximately $71.7 million as of DecemberÂ 31, 2023 to approximately $43.4 million as of DecemberÂ 31, 2024, was driven by payments of rebates as well as reversal of unclaimed rebates due to expiration of rebate pricing.Accrued expenses and other current liabilities consist of the following:December 31, 2024December 31, 2023(in thousands)Accrued technology license payments$4,336Â $3,843Â Accrued professional fees7,103Â 3,736Â Accrued engineering and production costs3,080Â 2,861Â Accrued restructuring11,022Â 8,301Â Accrued royalty438Â 603Â Short-term lease liabilities9,413Â 9,132Â Accrued customer credits1,011Â 3,984Â Income tax liability745Â 521Â Customer contract liabilities114Â 1,597Â Accrued obligations to customers for price adjustments42,954Â 54,837Â Accrued obligations to customers for stock rotation rights252Â 349Â Contingent consideration â€“ current portion2,600Â 2,462Â Other4,340Â 6,242Â $87,408Â $98,468Â 106Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe following table summarizes the change in balances of accumulated other comprehensive income (loss) by component:Cumulative Translation AdjustmentsPension and Other Defined Benefit Plan ObligationTotal(in thousands)Balance at December 31, 2022$(5,180)$4,159Â $(1,021)Other comprehensive income (loss) before reclassifications, net of tax121Â (206)(85)Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of taxâ€”Â (2,685)(2,685)Net current period other comprehensive income (loss)121Â (2,891)(2,770)Balance at December 31, 2023(5,059)1,268Â (3,791)Other comprehensive income (loss) before reclassifications, net of tax(3,030)(19)(3,049)Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of taxâ€”Â 17Â 17Â Net current period other comprehensive income (loss)(3,030)(2)(3,032)Balance at December 31, 2024$(8,089)$1,266Â $(6,823)8. Debt DebtThe carrying amount of the Companyâ€™s long-term debt consists of the following:December 31, 2024December 31, 2023(in thousands)Principal balance:Initial term loan under the June 23, 2021 credit agreement$125,000Â $125,000Â Total principal balance125,000Â 125,000Â Less:Â Â Â Â Â Unamortized debt discount(446)(571)Â Â Â Â Â Unamortized debt issuance costs(1,558)(2,054)Net carrying amount of long-term debt122,996Â 122,375Â Less: current portion of long-term debtâ€”Â â€”Â Long-term debt, non-current portion$122,996Â $122,375Â As ofÂ DecemberÂ 31, 2024 and DecemberÂ 31, 2023, the weighted average effective interest rate on aggregate debt wasÂ approximately 7.8% and 7.6%, respectively.During the years ended December 31, 2024, 2023 and 2022, the Company recognized total amortization of debt discount and debt issuance costs of $0.6 million, $0.6 million, and $1.3 million, respectively, to interest expense. The approximate aggregate fair value of the term loans outstanding as of DecemberÂ 31, 2024 and DecemberÂ 31, 2023 was $118.6 million and $114.5 million, respectively, which was estimated on the basis of inputs that are observable in the market and which is considered a Level 2 measurement method in the fair value hierarchy (Note 6).As of DecemberÂ 31, 2024, the outstanding principal balance of $125.0 million is due in full on June 23, 2028 upon maturity of the loan.107Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSInitial Term Loan and Revolving Facility under the June 23, 2021 Credit AgreementOn June 23, 2021, the Company entered into a Credit Agreement, or the June 23, 2021 Credit Agreement, by and among the Company, the lenders from time to time party thereto, and Wells Fargo Bank, National Association, as administrative agent and collateral agent, that provides for a senior secured term B loan facility, or the â€œInitial Term Loan under the June 23, 2021 Credit Agreement,â€ in an aggregate principal amount of $350.0 million and a senior secured revolving credit facility, or the â€œRevolving Facility,â€ in an aggregate principal amount of up to $100.0Â million. The proceeds of the Initial Term Loan under the June 23, 2021 Credit Agreement were used (i) to repay in full all outstanding indebtedness under that certain Credit Agreement dated May 12, 2017, by and among the Company, MUFG Bank Ltd., as administrative agent and MUFG Union Bank, N.A., as collateral agent and the lenders from time to time party thereto (as amended by Amendment No. 1, dated July 31, 2020) and (ii) to pay fees and expenses incurred in connection therewith. The remaining proceeds of the Initial Term Loan under the June 23, 2021 Credit Agreement are available for general corporate purposes and the proceeds of the Revolving Facility may be used to finance the working capital needs and other general corporate purposes of the Company and its subsidiaries. As of DecemberÂ 31, 2024, the Revolving Facility was undrawn. Under the terminated amended and restated commitment letter with Wells Fargo Bank and other lenders entered into in connection with the previously pending (now terminated) merger with Silicon Motion (Note 3), the Company had expected to repay the remaining outstanding term loans under this agreement upon closing of the merger.The June 23, 2021 Credit Agreement permits the Company to request incremental loans in an aggregate principal amount not to exceed the sum of an amount equal to the greater of (x) $175.0Â million and (y) 100% of consolidated EBITDA, plus the amount of certain voluntary prepayments, plus an unlimited amount that is subject to pro forma compliance with certain first lien net leverage ratio, secured net leverage ratio and total net leverage ratio tests. Incremental loans are subject to certain additional conditions, including obtaining additional

commitments from the lenders then party to the June 23, 2021 Credit Agreement or new lenders.Under the June 23, 2021 Credit Agreement, the Initial Term Loan bears interest, at the Companyâ€™s option, at a per annum rate equal to either (i) a base rate equal to the highest of (x) the federal funds rate, plus 0.50%, (y) the prime rate then in effect and (z) an adjusted Term SOFR rate determined on the basis of a one-month interest period plus 1.00%, in each case, plus an applicable margin of 1.25% or (ii) an adjusted Term SOFR rate, subject to a floor of 0.50%, plus an applicable margin of 2.25%. Loans under the Revolving Facility initially bear interest, at a per annum rate equal to either (i) a base rate (as calculated above) plus an applicable margin of 0.00%, or (ii) an adjusted Term SOFR rate (as calculated above) plus an applicable margin of 1.00%. Following delivery of financial statements for the Companyâ€™s fiscal quarter ending June 30, 2021, the applicable margin for loans under the Revolving Facility will range from 0.00% to 0.75% in the case of base rate loans and 1.00% to 1.75% in the case of Term SOFR rate loans, in each case, depending on the Companyâ€™s secured net leverage ratio as of the most recently ended fiscal quarter. The Company is required to pay commitment fees ranging from 0.175% to 0.25% per annum on the daily undrawn commitments under the Revolving Facility, depending on the Companyâ€™s secured net leverage ratio as of the most recently ended fiscal quarter. Commencing on September 30, 2021, the Initial Term Loan under the June 23, 2021 Credit Agreement will amortize in equal quarterly installments equal to 0.25% of the original principal amount of the Initial Term Loan under the June 23, 2021 Credit Agreement, with the balance payable on the maturity date. The June 23, 2021 Credit Agreement was amended on June 29, 2023 to implement a benchmark replacement.The Company is required to make mandatory prepayments of the outstanding principal amount of term loans under the June 23, 2021 Credit Agreement with the net cash proceeds from the disposition of certain assets and the receipt of insurance proceeds upon certain casualty and condemnation events, in each case, to the extent not reinvested within a specified time period, from excess cash flow beyond stated threshold amounts, and from the incurrence of certain indebtedness. The Company has the right to prepay its term loans under the June 23, 2021 Credit Agreement, in whole or in part, at any time without premium or penalty, subject to certain limitations and a 1.0% soft call premium applicable during the first six months following the closing date of the June 23, 2021 Credit Agreement. The Initial Term Loan under the June 23, 2021 Credit Agreement will mature on June 23, 2028, at which time all outstanding principal and accrued and unpaid interest on the Initial Term Loan under the June 23, 2021 Credit Agreement must be repaid. The Revolving Facility will mature on June 23, 2026, at which time all outstanding principal and accrued and unpaid interest under the Revolving Facility must be repaid. The Company is also obligated to pay fees customary for a credit facility of this size and type.The Companyâ€™s obligations under the June 23, 2021 Credit Agreement are required to be guaranteed by certain of its domestic subsidiaries meeting materiality thresholds set forth in the June 23, 2021 Credit Agreement. Such obligations, including the guaranties, are secured by substantially all of the assets of the Company and the subsidiary guarantors pursuant to a Security Agreement, dated as of June 23, 2021, by and among the Company, the subsidiary guarantors from time to time party thereto, and Wells Fargo Bank, National Association, as collateral agent. 108Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe June 23, 2021 Credit Agreement contains customary affirmative and negative covenants, including covenants limiting the ability of the Company and its restricted subsidiaries to, among other things, incur debt, grant liens, undergo certain fundamental changes, make investments, make certain restricted payments, and sell assets, in each case, subject to limitations and exceptions set forth in the June 23, 2021 Credit Agreement. The Revolving Facility also prohibits the Company from having a secured net leverage ratio in excess of 3.50:1.00 (subject to a temporary increase to 3.75:1.00 following the consummation of certain material permitted acquisitions) as of the last day of any fiscal quarter of the Company (commencing with the fiscal quarter ending September 30, 2021) if the aggregate borrowings under the Revolving Facility exceed 1% of the aggregate commitments thereunder (subject to certain exceptions set forth in the June 23, 2021 Credit Agreement) as of such date. As of DecemberÂ 31, 2024, the Company was in compliance with such covenants. The June 23, 2021 Credit Agreement also contains customary events of default that include, among other things, certain payment defaults, cross defaults to other indebtedness, covenant defaults, change in control defaults, judgment defaults, and bankruptcy and insolvency defaults. If an event of default exists, the lenders may require immediate payment of all obligations under the June 23, 2021 Credit Agreement and may exercise certain other rights and remedies provided for under the June 23, 2021 Credit Agreement, the other loan documents and applicable law.The debt is carried at its principal amount, net of unamortized debt discount and issuance costs, and is not adjusted to fair value each period. The issuance date fair value of the liability component of the debt in the amount of $350.2 million was determined using a discounted cash flow analysis, in which the projected interest and principal payments were discounted back to the issuance date of the term loan at a market interest rate for nonconvertible debt of 3.4%, which represents a Level 2 fair value measurement. The debt discount of $0.9 million and debt issuance costs of $2.9 million associated with the Initial Term Loan under the June 23, 2021 Credit Agreement are being amortized to interest expense using the effective interest method over its seven-year term. Debt issuance costs of $0.4 million associated with the Revolving Facility are being amortized to interest expense over its five-year term.9. Stock-Based CompensationCommon StockEach share of common stock is entitled to one vote per share and holders of the common stock vote as a single class of stock on any matter that is submitted to a vote of stockholders.Employee Stock-Based Compensation PlansAt DecemberÂ 31, 2024, the Company had stock-based compensation awards outstanding under the following plans: the 2010 Equity Incentive Plan, as amended, or 2010 Plan, the 2010 Employee Stock Purchase Plan, or ESPP and the 2024 Inducement Equity Incentive Plan, or the Inducement Plan.2010 Equity Incentive PlanThe 2010 Plan, as amended, provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights, performance-based stock awards, and other forms of equity compensation, or collectively, stock awards. The number of shares of common stock reserved for issuance will automatically increase on the first day of each fiscal year, equal to the lesser of: 2,583,311 shares of the Companyâ€™s common stock; four percent (4%) of the outstanding shares of the Companyâ€™s common stock on the last day of the immediately preceding fiscal year; or such lesser amount as the Companyâ€™s board of directors may determine. Options granted will generally vest over a period of four years and the term can be from seven to ten years. The plan expires in August 2026, unless terminated earlier by action of the board of directors. Awards granted under the 2010 Plan, as amended, are subject to a compensation recovery policy adopted by the Company on August 9, 2023, or the Policy, that applies to certain incentive-based compensation that is received on or after October 2, 2023. The Policy requires the Company to recover certain excess incentive-based compensation from current and former executive officers if the Company is required to prepare an accounting restatement due to a material noncompliance of the Company with any financial reporting requirement under the securities laws or as otherwise described in the Policy and paid during the three completed fiscal years immediately preceding the trigger date, as defined in the Policy. Recoverable compensation is defined in the Policy but generally includes any incentive-based compensation that was granted, earned or vested based wholly or in part upon attainment of any financial reporting measure, to the extent the amount actually received exceeds the amount that would have been received if the incentive-based compensation had been determined based on the restated financial statements. To date, there has been no recovery or repayment of compensation from executive officers pursuant to the Policy, or any prior compensation recovery policy of the Company which it replaced, including the executive 109Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTScompensation clawback policy adopted by the Company on December 13, 2018, which applies to compensation that was received prior to October 2, 2023.As of DecemberÂ 31, 2024, the number of shares of common stock available for future issuance under the 2010 Plan was 15,282,897 shares.2010 Employee Stock Purchase PlanThe ESPP authorizes the issuance of shares of the Companyâ€™s common stock pursuant to purchase rights granted to the Companyâ€™s employees. The number of shares of the Companyâ€™s common stock reserved for issuance will automatically increase on the first day of each fiscal year, equal to the least of: 968,741 shares of the Companyâ€™s common stock; one and a quarter percent (1.25%) of the outstanding shares of the Companyâ€™s common stock on the first day of the fiscal year; or such lesser amount as may be determined by the Companyâ€™s board of directors or a committee appointed by the Companyâ€™s board of directors to administer the ESPP. The ESPP is implemented through a series of offerings of purchase rights to eligible employees. Under the ESPP, the Company may specify offerings with a duration of not more than 27 months, and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which shares of the Companyâ€™s common stock will be purchased for employees participating in the offering. An offering may be terminated under certain circumstances. Generally, all eligible employees, including executive officers, employed by the Company may participate in the ESPP and may contribute up to 15% of their earnings for the purchase of the Companyâ€™s common stock under the ESPP. Unless otherwise determined by the Companyâ€™s board of directors, common stock will be purchased for accounts of employees participating in the ESPP at a price per share equal to the lower of (a)Â 85% of the fair market value of a share of the Companyâ€™s common stock on the first date of an offering or (b)Â 85% of the fair market value of a share of the Companyâ€™s common stock on the date of purchase. As of DecemberÂ 31, 2024, the number of shares of common stock available for future issuance under the ESPP was 6,334,688 shares.2024 Inducement Equity Incentive PlanOn May 22, 2024, the Board of Directors adopted the Inducement Plan pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules, and, subject to the adjustment provisions of the Inducement Plan, reserved 4,000,000 shares of the Company's common stock for issuance under equity awards granted under the Inducement Plan. The Inducement Plan provides for the grant of equity-based awards, including non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares, and its terms are substantially similar to the 2010 Plan, including with respect to treatment of equity awards in the event of a merger or â€œchange in controlâ€ as defined under the Inducement Plan, but with such other terms and conditions intended to comply with the Nasdaq inducement award exception. Awards under the Inducement Plan may only be made to individuals not previously employees or non-employee directors of the Company as an inducement material to the individualsâ€™ entry into employment with the Company. As of DecemberÂ 31, 2024, the number of shares of common stock available for future issuance under the Inducement Plan was 4,000,000 shares.Employee Incentive BonusThe Companyâ€™s Executive Incentive Bonus Plan permits the settlement of awards under the plan in any combination of cash or shares of its common stock. The Company settles a majority of bonus awards for its employees, including executives, in shares of common stock under the 2010 Equity Incentive Plan. When bonus awards are settled in common stock issued under the 2010 Equity Incentive Plan, the number of shares issuable to plan participants is determined based on the closing price of the Companyâ€™s common stock as determined in trading on the applicable stock exchange on a date approved by the Board of Directors. In connection with the Companyâ€™s bonus programs, in February 2024 and February 2023, the Company issued 0.4 million and 0.9Â million freely-tradable (subject to certain restrictions for affiliates) shares, respectively, of the Companyâ€™s common stock in settlement of bonus awards to employees, including executives, for the 2024 and 2023 performance periods. At DecemberÂ 31, 2024, the Company has an accrual of $4.9 million for bonus awards for employees for achievement in the 2024 performance period, which the Company intends to settle primarily in shares of its common stock, unless otherwise required to be settled in cash due to local laws or agreements. The Companyâ€™s compensation committee retains discretion to effect payment in cash, stock, or a combination of cash and stock.110Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSStock-Based CompensationThe Company recognizes stock-based compensation in the consolidated statements of operations, based on the department to which the related employee reports, as follows:Year Ended December 31,202420232022(in thousands)Cost of net revenue$621Â $763Â $734Â Research and development38,814Â 44,189Â 40,635Â Selling, general and administrative26,586Â 10,224Â 40,335Â $66,021Â $55,176Â $81,704Â The total unrecognized compensation cost related to unvested restricted stock units as of DecemberÂ 31, 2024 was $139.2 million, and the weighted average period over which these equity awards are expected to vest is 2.58 years. The total unrecognized compensation cost related to unvested performance-based restricted stock units as of DecemberÂ 31, 2024 was $1.7 million and the weighted average period over which these equity awards are expected to vest is 1.16 years. Actual levels of future performance for the unvested periods may differ from current estimates. The total unrecognized compensation cost related to unvested stock options as of DecemberÂ 31, 2024 was $26.6 million, and the weighted average period over which these equity awards are expected to vest is 3.14 years.Restricted Stock UnitsA summary of the Companyâ€™s restricted stock unit activity for all equity plans is as follows:Number of Shares(in thousands)Weighted-Average Grant-Date Fair Value per ShareOutstanding at DecemberÂ 31, 20235,632Â $36.72Â Â Â Granted16,075Â 18.36Â Â Â Vested(2,552)29.47Â Â Â Canceled2(1,236)36.56Â Outstanding at December 31, 20247,919Â $24.99Â (1) Includes approximately 341Â thousand shares granted under the Inducement Plan at a weighted-average grant-date fair value per share of $14.30.(2) Includes approximately 56Â thousand shares canceled under the Inducement Plan at a weighted-average grant-date fair value per share of $13.47.Performance-Based Restricted Stock UnitsPerformance-based restricted stock units are eligible to vest at the end of each year-long performance period, as defined in the underlying agreement, in a three-year performance period based on the Companyâ€™s annual growth rate in net sales and non-GAAP diluted earnings per share (subject to certain adjustments) over baseline results relative to the growth rates for a peer group of companies for the same metrics and periods. For the performance-based restricted stock units granted to date, 60% of each performance-based award is subject to the net sales metric for the performance period and 40% is subject to the non-GAAP diluted earnings per share metric for the performance period. The maximum percentage for a particular metric is 250% of the target number of units subject to the award related to that metric, however, vesting of the performance stock units is capped at 30% and 100%, respectively, of the target number of units subject to the award in years one and two, respectively, of the three-year performance period.As of DecemberÂ 31, 2024, achievement to date under the performance metrics specified in the respective award agreements are based on its expected revenue and non-GAAP diluted EPS results over the performance periods and calculated growth rates relative to its peersâ€™ expected results based on data available, as defined in the respective award agreements. To the 111Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSextent any prior achievement levels are no longer probable, any compensation expense recorded is adjusted to the revised achievement levels.A summary of the Companyâ€™s performance-based restricted stock unit activity is as follows:Number of Shares(in thousands)Weighted-Average Grant-Date Fair Value per ShareOutstanding at DecemberÂ 31, 20232,653Â $34.38Â Â Â Granted(1)1,634Â 17.87Â Â Â Vested(58)24.43Â Â Â Canceled(709)40.47Â Outstanding at December 31, 20243,520Â $25.66Â _____(1) Number of shares granted is based on the maximum percentage achievable in the performance-based restricted stock unit award.Employee Stock Purchase Rights and Stock OptionsEmployee Stock Purchase RightsDuring the year ended December 31, 2024, there were 292,614 shares of common stock purchased under the ESPP at a weighted average price of $14.02. During the year ended December 31, 2023, there were 231,794 shares of common stock purchased under the ESPP at a weighted average price of $18.89. The fair values of employee stock purchase rights were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:Year Ended December 31,202420232022Weighted-average grant date fair value per share$5.78 - 6.00$6.35 - 11.97$11.97 - 14.25Risk-free interest rate4.44 - 5.4%4.54 - 5.41%1.54% - 4.54%Dividend yieldâ€”Â %â€”Â %â€”Â %Expected life (in years)0.500.500.50Volatility49.76 - 95.74%59.78 - 70.46%59.78 - 69.74%The risk-free interest rate assumption was based on rates for United States (U.S.) Treasury zero-coupon bonds with maturities similar to those of the expected term of the award being valued. The assumed dividend yield was based on the Companyâ€™s expectation of not paying dividends in the foreseeable future. The expected term is the duration of the offering period for each grant date. In addition, the estimated volatility incorporates the historical volatility over the expected term based on the Companyâ€™s daily closing stock prices.112Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSStock OptionsA summary of the Companyâ€™s stock options activity is as follows:Number of Options(in thousands)Weighted-Average Exercise PriceWeighted-Average Contractual Term (in years)Aggregate Intrinsic Value (in thousands)Outstanding at DecemberÂ 31, 2023375Â $17.29Â Granted2,694Â 19.45Â Exercised(39)7.68Â Canceled(65)18.79Â Outstanding at December 31, 20242,965Â $19.35Â 8.2$2,138Â Vested and expected to vest at December 31, 20242,775Â $19.34Â 8.10$2,017Â Exercisable at December 31, 2024341Â $18.41Â 0.60$469Â The fair values of stock options were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:Year Ended December 31,20242023(1)Weighted-average grant date fair value per share10.84 - 11.24N/ARisk-free interest rate4.33Â %N/ADividend yieldâ€”Â %N/AExpected life (in years)6.50N/AVolatility57.50Â %N/A_____(1) No options were granted during the year ended December 31, 2023.The risk-free interest rate assumption was based on the United States Treasuryâ€™s rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the award being valued. The assumed dividend yield was based on the Companyâ€™s expectation of not paying dividends in the foreseeable future. The expected term of the options was calculated using the simplified method as prescribed by guidance provided by the SEC. This decision was based on the lack of historical data due to the Companyâ€™s limited number of stock option exercises under the 2010 Equity Incentive Plan. Estimated volatility incorporates historical volatility of the Company over the expected term based on the Company's daily closing stock prices. The intrinsic value of stock options exercised during 2024, 2023, and 2022 was $0.5 million, $0.2 million, and $0.9 million, respectively. Cash received from exercise of stock options was $0, $0.2 millionÂ and $0.3 million during the years ended December 31, 2024, 2023, and 2022, respectively. The tax benefit from stock options exercised was $0, $0.4 million and $1.2 million during the years ended December 31, 2024, 2023, and 2022, respectively.10. Income TaxesThe domestic and international

components of income (loss) before income taxes are presented as follows:Year Ended December 31,202420232022(in thousands)Domestic$(74,358)$(85,032)$19,228Â Foreign(164,359)21,222Â 154,970Â Income (loss) before income taxes$(238,717)$(63,810)$174,198Â 113Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe income tax provision consists of the following:Year Ended December 31,202420232022(in thousands)Current:Federal$893Â $3,827Â $12,002Â State16Â 65Â 237Â Foreign4,739Â 9,896Â 13,432Â Total current5,648Â 13,788Â 25,671Â Deferred:Federal(10,781)(371)32,317Â State(3,536)(4,942)(3,686)Foreign(10,889)(6,910)(3,490)Change in valuation allowance26,039Â 7,772Â (1,654)Total deferred833Â (4,451)23,487Â Total income tax provision$6,481Â $9,337Â $49,158Â The actual income tax provision differs from the amount computed using the federal statutory rate as follows:Year Ended December 31,202420232022(in thousands)Provision (benefit) at statutory rate$(50,135)$(13,288)$36,582Â State income taxes (net of federal benefit)10Â 7Â 187Â Research and development credits(7,720)(10,066)(10,146)Foreign rate differential28,939Â (375)(21,629)Stock compensation7,855Â 2,213Â 6,186Â Foreign income inclusion558Â 27,678Â 27,971Â Provision to return381Â (4,741)6,236Â Uncertain tax positions300Â 1,272Â 2,551Â Permanent and other812Â (377)1,101Â Foreign unremitted earnings(558)(758)(490)Transaction costsâ€”Â â€”Â 5Â Foreign tax creditsâ€”Â â€”Â 2,224Â Attribute expirationsâ€”Â â€”Â 34Â Valuation allowance26,039Â 7,772Â (1,654)Total income tax provision$6,481Â $9,337Â $49,158Â 114Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe components of the deferred income tax assets are as follows:December 31,20242023(in thousands)Deferred tax assets:Net operating loss carryforwards$39,258Â $29,860Â Research and development credits85,659Â 78,246Â Foreign tax credit carryforwards1,578Â 71Â Accrued expenses and other17,727Â 13,106Â Lease obligation2,446Â 2,942Â Accrued compensation2,991Â 3,447Â Stock-based compensation11,923Â 11,203Â Intangible assets9,698Â 8,967Â 171,280Â 147,842Â Less valuation allowance(100,131)(74,292)71,149Â 73,550Â Deferred tax liabilities:Fixed assets(497)(966)Leased right-of-use assets(1,749)(2,839)Pension liability(355)(371)Net deferred tax assets$68,548Â $69,374Â At DecemberÂ 31, 2024, the Company had federal, state and foreign tax net operating loss carryforwards of approximately $99.2 million, $78.1 million and $248.2 million, respectively. The federal and state tax loss carryforwards will begin to expire in 2028 and 2030, and foreign tax loss will not expire, unless previously utilized.At DecemberÂ 31, 2024, the Company had federal, state and foreign tax credit carryforwards of approximately $34.0 million, $111.1 million and $3.7 million, respectively. The federal, state and foreign tax credit carryforwards will begin to expire in 2025, 2030 and 2029, respectively, unless previously utilized. The Company also has foreign incentive deductions of approximately $10.0 million that do not expire. The Company utilizes the asset and liability method of accounting for income taxes, under which deferred taxes are determined based on temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the temporary differences reverse. The Company records a valuation allowance to reduce its deferred taxes to the amount it believes is more likely than not to be realized. In making such determination, the Company considers all available positive and negative evidence quarterly, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent financial performance. Forming a conclusion that a valuation allowance is not required is difficult when there is negative evidence such as cumulative losses in recent years. Based upon the Companyâ€™s review of all positive and negative evidence, the Company continues to have a valuation allowance on its state deferred tax assets, certain of its federal deferred tax assets, and certain foreign deferred tax assets in jurisdictions where the Company has cumulative losses or otherwise is not expected to utilize certain tax attributes. The Company does not incur expense or benefit in certain tax-free jurisdictions in which it operates.The Company recorded an income tax provision of $6.5 million in the year ended December 31, 2024, an income tax provision of $9.3 million in the year ended December 31, 2023, and an income tax provision of $49.2Â million in the year ended December 31, 2022. The difference between the Companyâ€™s effective tax rate and the 21.0% United States federal statutory rate for the year ended December 31, 2024 primarily related to the mix of pre-tax income among jurisdictions, permanent tax items including tax credits, stock based compensation, tax deficiencies related to stock-based compensation, release of uncertain tax positions under ASC 740-10 and the recognition of a valuation allowance on the Singapore deferred tax assets. 115Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe difference between our effective tax rate and the 21.0% U.S. federal statutory rate for the year ended December 31, 2023 primarily related to the mix of pre-tax income among jurisdictions, permanent tax items including a tax on global intangible low-taxed income, stock based compensation, excess tax benefits related to stock-based compensation, release of uncertain tax positions under ASC 740-10, and release of the valuation allowance on certain federal research and development credits. The permanent tax item related to global intangible low-taxed income, or GILTI, also reflects the then recent legislative changes requiring the capitalization of research and experimentation costs, as well as limitations on the creditability of certain foreign income taxes.The difference between our effective tax rate and the 21.0% U.S. federal statutory rate for the year ended year ended December 31, 2022 resulted primarily from a tax on GILTI, and non-deductible foreign stock-based compensation, offset by a benefit related to research and development tax credits, foreign earnings taxed at rates other than the federal statutory rate and the effect of a release of valuation allowance against certain Singapore deferred tax assets pertaining to usage of net operating losses. Income tax positions must meet a more-likely-than-not threshold to be recognized. Income tax positions that previously failed to meet the more-likely-than-not threshold are 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 threshold are de-recognized in the first financial reporting period in which that threshold is no longer met. The Company records potential penalties and interest accrued related to unrecognized tax benefits within the consolidated statements of operations as income tax expense. At DecemberÂ 31, 2024, the Companyâ€™s unrecognized tax benefits totaled $68.9 million, $58.7 million of which, if recognized at a time when the valuation allowance no longer exists, would affect the effective tax rate. The unrecognized tax benefits are not expected to materially change in next 12 months. At DecemberÂ 31, 2024, the Company had accrued approximately $0.1 million of interest and penalties. The total amounts of interest and penalties recognized for the years ended December 31, 2024, 2023 and 2022 were not material.The following table summarizes the changes to the unrecognized tax benefits during 2024, 2023 and 2022:(in thousands)Balance as of December 31, 2021$65,684Â Additions based on tax positions related to the current year3,431Â Decreases based on tax positions of prior year(1,981)Balance as of December 31, 202267,134Â Additions based on tax positions related to the current year3,032Â Decreases based on tax positions of prior year(1,528)Balance as of December 31, 202368,638Â Additions based on tax positions related to the current year2,277Â Decreases based on tax positions of prior year(2,032)Balance as of December 31, 2024$68,883Â The Company is subject to federal and state income tax in the United States and is also subject to income tax in certain other foreign tax jurisdictions. At DecemberÂ 31, 2024, the statutes of limitations for the assessment of federal, state, and foreign income taxes are closed for the years before 2021, 2020, and 2017, respectively. The Companyâ€™s subsidiary in Singapore operates under certain tax incentives in Singapore, which are generally effective through March 2027, and are conditional upon meeting certain employment and investment thresholds in Singapore. Under the incentives, qualifying income derived from certain sales of the Companyâ€™s integrated circuits is taxed at a concessionary rate over the incentive period, and there are reduced Singapore withholding taxes on certain intercompany royalties during the incentive period. The Company recorded a tax benefit in the years ended DecemberÂ 31, 2024, 2023 and 2022 at the incentive rate. 116Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS11. Concentration of Credit Risk, Significant Customers and Geographic InformationConcentration of Credit RiskFinancial instruments, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents and accounts receivable. Collateral is generally not required for customer receivables. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. At times, such deposits may be in excess of insured limits. The Company has not experienced any losses on its deposits of cash and cash equivalents.Significant CustomersThe Company markets its products and services to manufacturers of a wide range of electronic devices (Note 1). The Company sells its products both directly to end-customers and through third-party distributors, both of which are referred to as the Companyâ€™s customers (Note 12). Revenue is also generated from sales of intellectual property, and the recipients of such intellectual property are also referred to as the Companyâ€™s customers. The Company makes periodic evaluations of the credit worthiness of its customers.Customers comprising 10% or greater of net revenues for each of the periods presented are as follows:Year Ended December 31,202420232022Percentage of total net revenueCustomer A12Â %10Â %10Â %Customer B**21Â %_____*Â Â Â Â Represents less than 10% of the net revenues for the period presented.The following table presents balances that are 10% or greater of accounts receivable, based on the Companyâ€™s billings to its customers.December 31,20242023Percentage of gross accounts receivableCustomer C16Â %*Customer D*33Â %Customer E17Â %24Â %_____*Â Â Â Â Represents less than 10% of the gross accounts receivable as of the respective period end.Significant SuppliersSuppliers comprising greater than 10% or greater of total inventory purchases are as follows:Year Ended December 31,202420232022Vendor A36Â %23Â %26Â %Vendor B17Â %23Â %25Â %Vendor C11Â %10Â %12Â %117Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSGeographic InformationThe Companyâ€™s consolidated net revenues by geographic area based on ship-to location are as follows (in thousands):Year Ended December 31,202420232022Amount% of total net revenueAmount% of total net revenueAmount% of total net revenueAsia $269,079Â 75Â %$521,433Â 75Â %$915,024Â 82Â %Europe39,470Â 11Â %124,556Â 18Â %142,494Â 13Â %United States46,941Â 13Â %36,955Â 5Â %40,077Â 4Â %Rest of world5,038Â 1Â %10,319Â 2Â %22,657Â 2Â %Total$360,528Â 100Â %$693,263Â 100Â %$1,120,252Â 100Â %The products shipped to individual countries or territories representing greater than 10% of net revenue for each of the periods presented are as follows:Year Ended December 31,202420232022Percentage of total net revenueHong Kong41Â %37Â %43Â %China*11Â %16Â %_____*Â Â Â Â Represents less than 10% of total net revenue for the respective period.The determination of which country a particular sale is allocated to is based on the destination of the product shipment. No other individual country accounted for more than 10% of net revenue during these periods. Although a large percentage of the Companyâ€™s products is shipped to Asia, and in particular, Hong Kong, the Company believes that a significant number of the systems designed by customers and incorporating the Companyâ€™s semiconductor products are subsequently sold outside Asia to Europe, Middle East, and Africa markets and North American markets.Long-lived assets, which consists of property and equipment, net, leased right-of-use assets, intangible assets, net, and goodwill by geographic area are as follows (in thousands):December 31,20242023Amount% of totalAmount% of totalUnited States$323,130Â 72Â %$337,696Â 69Â %Singapore102,112Â 23Â %113,248Â 23Â %Rest of world25,838Â 6Â %38,969Â 8Â %Total$451,080Â 100Â %$489,913Â 100Â %118Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS12. Revenue from Contracts with CustomersRevenue by MarketThe table below presents disaggregated net revenues by market (in thousands):Year Ended December 31,202420232022Broadband$116,819Â $203,519Â $493,232Â % of net revenue32Â %29Â %44Â %Connectivity55,769Â 138,228Â 303,925Â % of net revenue15Â %20Â %27Â %Infrastructure113,907Â 177,083Â 136,274Â % of net revenue32Â %26Â %12Â %Industrial and multi-market74,033Â 174,433Â 186,821Â % of net revenue21Â %25Â %17Â %Total net revenue$360,528Â $693,263Â $1,120,252Â Revenues from sales through the Companyâ€™s distributors accounted for 44%, 50% and 46% of net revenue for the years ended December 31, 2024, 2023, and 2022, respectively. Revenue related to the sales of intellectual property recognized during the year ended December 31, 2024 has been allocated by market based upon the usage of such intellectual property.Contract LiabilitiesAs of DecemberÂ 31, 2024 and 2023, customer contract liabilities were approximately $0.1 million and $1.6 million, respectively, and consisted primarily of advanced payments received for which performance obligations have not been completed. Revenue recognized in each of the years ended December 31, 2024, 2023, and 2022 that was included in the contract liability balance as of the beginning of each of those respective periods was immaterial.There were no material changes in the contract liabilities balance during the years ended December 31, 2024, 2023, and 2022, respectively. Obligations to Customers for Price Adjustments and Returns and Assets for Right-of-ReturnsAs of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, obligations to customers consisting of estimates of price protection rights offered to the Companyâ€™s end customers totaled $43.4 million and $71.7 million, respectively, and are included in accrued price protection liability in the consolidated balance sheets. For activity in this account, including amounts included in net revenue, refer to Note 7. Other obligations to customers representing estimates of price adjustments to be claimed by distributors upon sell-through of their inventory to their end customer and estimates of stock rotation returns to be claimed by distributors on products sold as of DecemberÂ 31, 2024 were $43.0 million and $0.3 million, respectively, and as of DecemberÂ 31, 2023 were $54.8 million and $0.3 million, respectively, and are included in accrued expenses and other current liabilities in the consolidated balance sheets (Note 7). The reason for the significant decrease in accrued obligations to customers for price adjustments from approximately $54.8 million as of DecemberÂ 31, 2023 to approximately $43.0 million as of DecemberÂ 31, 2024, was due to a significant decrease in sales to distributors which decreased the corresponding accrued obligations to such customers. The increase or decrease in revenue in the years ended December 31, 2024, 2023, and 2022 from net changes in transaction prices for amounts included in obligations to customers for price adjustments as of the beginning of those respective periods was not material. As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, right of return assets under customer contracts representing the estimates of product inventory the Company expects to receive from customers in stock rotation returns were approximately $0.1 million and $0.1 million, respectively. Right of return assets are included in inventory in the consolidated balance sheets.As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, there were no impairment losses recorded on customer accounts receivable.119Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS13. LeasesOperating LeasesOperating lease arrangements primarily consist of office leases expiring in various years through 2029. These leases have original terms of approximately 2 to 8 years and some contain options to extend the lease up to 5 years or terminate the lease, which are included in right-of-use assets and lease liabilities when the Company is reasonably certain it will renew the underlying leases. Since the implicit rate of such leases is unknown and the Company is not reasonably certain to renew its leases, the Company has elected to apply a collateralized incremental borrowing rate to facility leases on the original lease term in calculating the present value of future lease payments. As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, the weighted average discount rate for operating leases was 5.0% and 4.6%, respectively, and the weighted average remaining lease term for operating leases was 3.2 years and 3.9 years, respectively, as of the end of each of these periods.The table below presents aggregate future minimum payments due under leases, reconciled to total lease liabilities included in the consolidated balance sheet as of DecemberÂ 31, 2024:Operating Leases(in thousands)2025$10,599Â 20268,265Â 20275,949Â 20282,454Â 20291,596Â Thereafterâ€”Â Total minimum payments28,863Â Less: imputed interest(2,496)Less: unrealized translation loss(2)Total lease liabilities26,365Â Less: short-term lease liabilities(9,413)Long-term lease liabilities$16,952Â Operating lease cost was $9.9 million, $10.8 million, and $10.4 millionÂ for the years ended December 31, 2024, 2023, and 2022, respectively. Short-term lease costs for each of the years ended December 31, 2024, 2023, and 2022, respectively, were not material. There were $1.2 million, $12.3 million, and $12.0 million of right-of-use assets obtained in exchange for new lease liabilities for the years ended December 31, 2024, 2023, and 2022, respectively.14. Employee Retirement PlansDefined Contribution PlanThe Company has a 401(k) defined contribution retirement plan (the 401(k) Plan) covering all eligible employees. Participants may voluntarily contribute on a pre-tax basis an amount not to exceed a maximum contribution amount pursuant to Section 401(k) of the Internal Revenue Code. The Company is not required to contribute, nor has it contributed, to the 401(k) Plan for any of the periods presented. Pension and Other Defined Benefit Retirement ObligationsThe Company maintains certain defined benefit retirement plans, including a pension plan, in foreign jurisdictions. During the year ended December 31, 2023, the Company paid approximately $3.2Â million to a third party life insurance and pension provider to fund and administer future benefit payments for substantially all of the employees in one of the Companyâ€™s defined benefit retirement plans and recorded a gain on partial settlement of such pension plan of approximately $1.0Â million. As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, the defined benefit obligation was $0.4 million and $1.4 million, respectively. The benefit is based on a formula applied to eligible employee earnings. Net periodic benefit costs were $0.3 120Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSmillion, $0.2 million, and $0.5 million respectively for the years ended December 31, 2024, 2023, and 2022 respectively, and were recorded to research and development expenses in the consolidated statements of operations. Benefit Obligation and Plan Assets for Pension Benefit PlansThe vested benefit obligation for a defined-benefit pension or other retirement plan is the actuarial present value of the vested benefits to which the employee is currently entitled based on the employeeâ€™s expected date of separation or retirement.December 31, 2024December 31, 2023(in thousands)Changes in projected benefit obligation:Projected benefit obligation, beginning of period$1,383Â $6,573Â Service costâ€”Â 233Â Interest cost16Â 247Â Actuarial (gain) loss29Â 284Â Benefits paid and settlements(951)(6,060)Currency exchange rate changes(47)106Â Projected benefit obligation, end of period430Â 1,383Â Changes in fair value of plan assets:Fair value of plan assets, beginning of periodâ€”Â 4,895Â Actual return on plan assetsâ€”Â (194)Employer contributionsâ€”Â 3,245Â Plan settlementsâ€”Â (8,162)Currency exchange rate changesâ€”Â 216Â Fair value of plan assets, end of periodâ€”Â â€”Â Net unfunded

status$430Â $1,383Â Amounts recognized in the Consolidated Balance SheetsOther long-term liabilities$430Â $1,383Â Accumulated other comprehensive (income) loss, before tax$1,266Â $4,083Â Changes in actuarial gains and losses in the projected benefit obligation are primarily driven by discount rate movement. The Company uses the corridor approach to amortize actuarial gains and losses. Under this approach, net actuarial gains or losses in excess of 10% of the larger of the projected benefit obligation or the fair value of plan assets are amortized on a straight-line basis.As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, all plans had accumulated benefit obligations and projected benefit obligations in excess of plan assets. As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, the accumulated benefit obligations were $0.4Â million and $1.1Â million for the pension plans.121Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSDecember 31, 2024December 31, 2023(in thousands)Plans with accumulated benefit obligation in excess of plan assetsAccumulated benefit obligation$430Â $1,145Â Plan assets$â€”Â $â€”Â Plans with projected benefit obligation in excess of plan assetsProjected benefit obligation$430Â $1,383Â Plan assets$â€”Â $â€”Â Assumptions for Pension Benefit PlansDecember 31, 2024December 31, 2023(in thousands)Weighted average actuarial assumptions used to determine benefit obligationsDiscount rate3.3%3.5% - 3.9%Rate of compensation increase3.8%3.0% - 3.8%Weighted average actuarial assumptions used to determine costsDiscount rate3.3%3.5%- 3.9%Expected long-term rate of return on plan assetsâ€”Â %â€”Â %Rate of compensation increase3.8%3.0% - 3.8%The Company establishes the discount rate for each pension plan by analyzing current market long-term bond rates and matching the bond maturity with the average duration of the pension liabilities. The Company establishes the long-term expected rate of return by developing a forward-looking, long-term return assumption for each pension fund asset class, taking into account factors such as the expected real return for the specific asset class and inflation. A single, long-term rate of return is then calculated as the weighted average of the target asset allocation percentages and the long-term return assumption for each asset class.Pension Plan AssetsThe plan assets were $0 as of DecemberÂ 31, 2024 and 2023, since all assets were transferred to the third party life insurance and pension provider that is funding and administering future benefit payments for substantially all of the employees in the plan. Prior to the transfer, pension assets were held in liquid cash and cash equivalents.Estimated Future Benefit Payments for Pension Benefit PlansAt DecemberÂ 31, 2024, the estimated benefit payments over the next five years and beyond are as follows:Estimated Future Benefit Payments(in thousands)2025$69Â 202643Â 202743Â 202843Â 202930Â Thereafter60Â $287Â 122Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS15. Commitments and ContingenciesInventory Purchase and Other Contractual ObligationsAs of DecemberÂ 31, 2024, future minimum payments under inventory purchase and other obligations are as follows:Inventory Purchase ObligationsOther ObligationsTotal2025$39,872Â $32,131Â $72,003Â 202611,390Â 19,482Â 30,872Â 2027â€”Â 3,673Â 3,673Â 2028â€”Â â€”Â â€”Â Total minimum payments$51,262Â $55,286Â $106,548Â Other obligations consist of contractual payments due for software licenses. Jointly Funded Research and DevelopmentFrom time to time, the Company enters into contracts for jointly funded research and development projects to develop technology that may be commercialized into a product in the future and receives payments as milestones under the contracts are met. If the Company is required to repay all or a portion of the funds provided by the other parties under certain conditions, the Company defers such funds in other-long term liabilities. As of DecemberÂ 31, 2024, funds of $15.0Â million received from the other parties have been deferred in other long-term liabilities. The Company de-recognizes the liabilities when the contingencies associated with the repayment conditions have been resolved.During the years ended December 31, 2024 and 2023, the Company recognized no amounts in previously deferred amounts from other parties due to resolution of such repayment conditions. Dispute with Silicon MotionAs previously disclosed, on July 26, 2023, MaxLinear terminated the Merger Agreement on multiple grounds (Note 3). On AugustÂ 16, 2023, Silicon Motion delivered to MaxLinear a notice, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration before the Singapore International Arbitration Centre to seek damages from MaxLinear arising from MaxLinearâ€™s alleged breaches of the Merger Agreement. Silicon Motionâ€™s position is that MaxLinearâ€™s Willful and Material Breaches (as such term is defined in the Merger Agreement) of the Merger Agreement prevented the Merger from being completed by August 7, 2023 and that MaxLinear is consequently liable for substantial monetary damages in excess of the termination fee as provided in the Merger Agreement.On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that MaxLinear breached the Merger Agreement. Silicon Motion seeks payment of the termination fee, additional damages, fees, and costs. The arbitration will be confidential.MaxLinear believes that it properly terminated the Merger Agreement. MaxLinear remains confident in its decision and will vigorously defend its right to terminate the Silicon Motion transaction without penalty.Silicon Motion Stockholder LitigationMaxLinear and certain of its officers have been named as defendants in two lawsuits brought by stockholders of Silicon Motion.On August 31, 2023, a Silicon Motion stockholder filed a putative class action complaint in the United States District Court for the Southern District of California captioned Water Island Event-Driven Fund v. MaxLinear, Inc., No. 23-cv-01607 (S.D. Cal.), against MaxLinear and certain of its current officers. The complaint included two claims: (1) an alleged violation of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder; and (2) an alleged violation of Section 20(a) of the Exchange Act. On December 20, 2023, the court appointed the lead plaintiffs, who filed the Consolidated Complaint on February 15, 2024. The Consolidated Complaint alleged that the defendants made false and misleading statements and/or omitted material facts that MaxLinear had a duty to disclose, concerning the Companyâ€™s intention to close the merger with Silicon Motion. On August 28, 2024, the court granted the defendants a motion to dismiss, holding that the plaintiffs lacked standing to sue MaxLinear and its officers. The case was dismissed without prejudice.123Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSOn September 18, 2024, the plaintiffs filed an Amended Consolidated Complaint, or the Amended Complaint. The Amended Complaint includes the same two claims as alleged in the Consolidated Complaint and makes similar factual allegations against the MaxLinear defendants, but adds Silicon Motion and certain of its officers as additional defendants. The Amended Complaint seeks compensatory damages, including interest, costs and expenses and such other relief that the court deems appropriate. On November 25, 2024, the MaxLinear defendants filed a motion to dismiss the Amended Complaint. MaxLinear intends to continue to vigorously defend its position.On June 13, 2024, HBK Master Fund L.P. and HBK Merger Strategies Master Fund L.P., stockholders of Silicon Motion (the "HBK Plaintiffs"), filed an additional complaint in the United States District Court for the Southern District of California captioned HBK Master Fund L.P. v. MaxLinear, Inc., No. 24-cv-01033 (S.D. Cal.), against MaxLinear and certain of its current officers, which also alleges violations of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and Section 20(a) of the Exchange Act, and other violations. The complaint alleges that the defendants concealed their intention to terminate the merger with Silicon Motion from Silicon Motionâ€™s shareholders. The complaint seeks compensatory damages, including interest, costs and expenses, punitive damages, and such other equitable or injunctive relief that the court deems appropriate. On January 2, 2025, the court granted the defendants a motion to dismiss holding that the plaintiffs lacked standing to sue MaxLinear and its officers. The case was dismissed without prejudice. On January 17, 2025, the HBK Plaintiffs filed an amended complaint, including the same two claims as alleged previously with similar factual allegations. The amended complaint seeks compensatory damages, including interest, costs and expenses, punitive damages, and such other relief that the court deems appropriate. MaxLinear intends to continue to vigorously defend its position.Comcast LitigationOn December 1, 2023, MaxLinear filed claims against Comcast Management, LLC and Comcast Cable Communications, LLC, or together, Comcast, in the United States District Court for the Southern District of New York. MaxLinear alleges that in 2020, MaxLinear shared its proprietary design and know-how for a full-duplex, or FDX, amplifier with Comcast in the hope of securing future business with Comcast. MaxLinear shared its design and know-how on several occasions, all pursuant to a non-disclosure agreement between MaxLinear and Comcast, with the expectation that Comcast would keep the information confidential. MaxLinear alleges that Comcast needed this technology in order to effectively compete with fiber-optic internet providers. Instead of engaging MaxLinear to develop the FDX amplifier, Comcast allegedly shared MaxLinearâ€™s proprietary designs with MaxLinearâ€™s direct competitor. Comcast allegedly then worked with MaxLinearâ€™s competitor to develop the FDX-amplifier technology. MaxLinear brought claims for trade secret misappropriation, unfair competition, and breach of the partiesâ€™ non-disclosure agreement, and it sought an unspecified amount of compensatory damages, punitive damages, pre-judgment and post-judgment interest, costs, expenses, and attorney fees as well as an injunction against Comcastâ€™s use or disclosure of MaxLinearâ€™s trade secrets.On March 19, 2024, Comcast amended its claims for declaratory judgments, indemnification, and breach of the implied covenant of good faith and fair dealing, and on April 3, 2024, MaxLinear moved to dismiss all claims against it. On September 19, 2024, the court granted the motion to dismiss with respect to certain claims for declaratory judgment claim and denied the motion to dismiss with respect to the remaining claims. On September 23, 2024, Comcast filed amended claims for declaratory judgment, indemnification, and breach of the implied covenant of good faith and fair dealing, and on October 14, 2024, MaxLinear amended and refiled its trade secret and related claims. MaxLinear intends to continue to vigorously defend its position.Dish LitigationOn February 10, 2023, Entropic Communications, LLC, or Entropic, filed claims for patent infringement against Dish Network Corporation, Dish Network LLC, Dish Network Service, LLC, and Dish Network California Service Corporation in the United States District Court for the Central District of California. At that time, MaxLinear was not a party to the action. On September 21, 2023, Dish Network California Service Corporation, or Dish California, filed four counterclaims against MaxLinear. The four claims are declaratory judgment, breach of contract, fraud and negligent misrepresentation, and civil conspiracy.On January 31, 2024, the Dish defendants, together with DISH Technologies L.L.C., or collectively, Dish, filed eight counterclaims (amended counterclaims for Dish California) against MaxLinear. The eight counterclaims are (1) breach of contract, (2) fraud and negligent misrepresentation, (3) fraud arising from a civil conspiracy, (4) quasi-contract for restitution/unjust enrichment, (5) combination in restraint of trade, (6) violation of the Cartwright Act (by Dish California only), (7) patent misuse, and (8) violation of Cal. Bus. & Prof. Code Â§ 17200 et seq. Dishâ€™s eight counterclaims revolve around a core allegation that MaxLinear is a member of the Multimedia over Coax Alliance (MoCA) and that MaxLinear violated its obligation under 124Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSMoCAâ€™s Intellectual Property Rights Policy, or IPR Policy, by acting with Entropic to rid the asserted patents of the RAND encumbrances. Dish seeks an unspecified amount of compensatory damages, disgorgement, attorneysâ€™ fees, expertsâ€™ fees, and costs. On February 21, 2024, MaxLinear moved to dismiss the Dish defendantsâ€™ counterclaim.On April 22, 2024, a Special Master issued a report and recommendation, or the R&R, which recommended granting the motion to dismiss with prejudice as to the following counterclaims: (1) quasi-contract for restitution/unjust enrichment, (2) combination in restraint of trade, (3) violation of the Cartwright Act, (4) patent misuse, and (5) violation of Cal. Bus. & Prof. Code Â§ 17200. MaxLinear submitted objections to the R&R as to the remaining claims that were not dismissed. Dish submitted objections to the R&Râ€™s recommended dismissal of the quasi-contract for restitution/unjust enrichment counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinearâ€™s pending motion to dismiss.On July 30, 2024, this case was stayed until September 17, 2024. There was a motion to stay this case pending resolution of Inter Partes Review (â€œIPRâ€). MaxLinear intends to continue to vigorously defend its position.Cox LitigationsOn February 10, 2023, Entropic sued Cox Communications, Inc., CoxCom, LLC, and Cox Communications California, LLC, or together, Cox, in two separate actions in the United States District Court for the Central District of California. On October 6, 2023, Cox filed counterclaims against MaxLinear in each of the two actions.In the first action, Cox alleges that when MaxLinear assigned certain patents to Entropic, MaxLinear violated its obligations under MoCAâ€™s IPR Policy by assigning these patents and by allegedly failing to ensure that Cox would be offered a FRAND license for these patents. Cox amended its counterclaims on January 9, 2024 and is asserting claims of breach of contract, unjust enrichment, and declaratory judgment against MaxLinear. Cox seeks an unspecified amount of compensatory damages, equitable relief, attorneysâ€™ fees, expenses, and costs. MaxLinear moved to dismiss Coxâ€™s amended counterclaims on February 6, 2024.On April 22, 2024, a Special Master issued the R&R, which recommended granting the motion to dismiss with prejudice as to the unjust enrichment counterclaim but denying the motion as to the breach of contract and declaratory judgment counterclaims. MaxLinear submitted objections to the R&Râ€™s denial-in-part. Cox submitted objections to the R&R as to the unjust enrichment counterclaim and as to certain findings related to the breach of contract counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinearâ€™s pending motion to dismiss.In the second action, in response to Entropic suing Cox for patent infringement, Cox filed counterclaims against MaxLinear. Cox alleges that MaxLinear granted CableLabs a non-exclusive, royalty-free license to all patents essential for compliance with DOCSIS specifications. It further alleges that MaxLinear breached this agreement when MaxLinear assigned certain patents to Entropic. Cox amended its counterclaims on January 9, 2024 and is asserting claims for breach of contract, unjust enrichment, and declaratory judgment. Cox seeks an unspecified amount of compensatory damages, equitable relief, attorneysâ€™ fees, expenses, and costs. MaxLinear moved to dismiss Coxâ€™s amended counterclaims on February 6, 2024.On April 22, 2024, a Special Master issued the R&R, which recommended dismissing all Cox counterclaims with prejudice. Cox submitted objections to the R&R as to the unjust enrichment counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinearâ€™s pending motion to dismiss.On July 30, 2024, these cases were stayed until September 17, 2024. There was a motion to stay pending resolution of IPR. MaxLinear intends to continue to vigorously defend its position.*Â Â Â Â *Â Â Â Â *The Company records a provision for contingent losses when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. As of DecemberÂ 31, 2024, no material loss contingencies have been accrued for litigation and other legal claims in the consolidated financial statements, since the Companyâ€™s management currently does not believe that the ultimate outcome of any of the matters described above is probable. An unfavorable outcome of these matters may be reasonably possible in excess of recorded amounts; however, a reasonable estimate of the amount or range of such loss cannot be made at this time.125Table of ContentsMAXLINEAR, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSOther MattersFrom time to time, the Company is subject to threats of litigation or actual litigation in the ordinary course of business as described in â€œItem 3 â€” Legal Proceedings,â€ some of which may be material. Results of litigation and claims are inherently unpredictable. Regardless of the outcome, litigation and claims can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors.16. Segment ReportingThe following table presents segment revenue, gross profit, and net income (loss) for the periods presented:Year Ended December 31,202420232022Net revenue$360,528Â $693,263Â $1,120,252Â Cost of net revenue165,746Â 307,600Â 470,483Â Gross profit194,782Â 385,663Â 649,769Â Less:Employee related243,231Â 268,231Â 328,264Â Depreciation and amortization17,555Â 20,109Â 27,935Â Design and prototype expenses60,497Â 69,804Â 71,089Â Professional fees23,531Â 23,409Â 17,787Â Occupancy18,704Â 20,107Â 19,375Â Restructuring53,379Â 19,786Â 2,265Â Impairment of intangibles1,237Â 2,438Â 2,811Â Impairment of investments11,769Â â€”Â â€”Â Interest and other (income) expense, net3,596Â 25,589Â 6,045Â Income tax expense6,481Â 9,337Â 49,158Â Â Â Â Segment net income (loss)$(245,198)$(73,147)$125,040Â 17. Stock RepurchasesOn February 23, 2021, the Companyâ€™s board of directors authorized a plan to repurchase up to $100.0 million of the Companyâ€™s common stock over a period which ended February 16, 2024. The amount and timing of repurchases were subject to a variety of factors including liquidity, share price, market conditions, and legal requirements. Any purchases were funded from available working capital and were effected through open market purchases, block transactions, and privately negotiated transactions. The share repurchase program did not obligate the Company to make any repurchases and was able to be modified, suspended, or terminated by the Company at any time without prior notice. The share repurchase program was suspended from July 2022 until its expiration due to the Companyâ€™s previously pending (now terminated) merger with Silicon Motion (Note 3). As a result, during the year ended December 31, 2024 and 2023, the Company did not repurchase any shares of its common stock under the repurchase program.During the year ended December 31, 2022, the Company repurchased 564,449 shares of its common stock at a weighted average price of $55.7972 per share at an aggregate value of approximately $31.5 million under the repurchase program.As of DecemberÂ 31, 2024, the aggregate value of common stock repurchased under the program was approximately $55.0 million and no shares remained available for repurchase under the program, as the plan expired on February 16, 2024.126 EX-10.27 2 a12312024ex1027-wtorgerson.htm EX-10.27 DocumentExhibit 10.27SEPARATION AGREEMENT AND RELEASEThis Separation Agreement and Release (â€œAgreementâ€) is made by and between William Torgerson (â€œEmployeeâ€) and MaxLinear, Inc. (â€œMaxLinearâ€ or the â€œCompanyâ€) (collectively referred to as the â€œPartiesâ€ or individually referred to as a â€œPartyâ€).RECITALSWHEREAS Employee was employed by the Company and voluntarily resigned on October 26, 2024, with an effective date of January 3, 2025;WHEREAS Employee signed an At-Will Employment, Confidential Information, Invention Assignment and Arbitration Agreement (or similarly titled agreement) with Maxlinear on or about November 12, 2012 (the â€œConfidentiality Agreementâ€);WHEREAS, the Company and Employee have entered into certain restricted stock unit agreements granting Employee the right to purchase Companyâ€™s restricted stock units (the â€œRSUsâ€) subject to the terms and conditions of the Companyâ€™s 2007 or 2010 Stock Plan (as applicable) and the applicable restricted stock unit agreements (collectively the â€œRestricted Stock Agreementsâ€) (together with the Assumed Stock Option Agreements, the â€œStock Agreementsâ€).WHEREAS Employee will be separating from employment with the Company effective as of January 3, 2025 (the â€œSeparation Dateâ€);WHEREAS, the Parties wish to resolve any and all disputes, claims, complaints, grievances, charges, actions, petitions, and demands that the Employee may have against the Company

and any of the Releasees as defined below, including, but not limited to, any and all claims arising out of or in any way related to Employeeâ€™s employment with or separation from the Company;NOW, THEREFORE, in consideration of the mutual promises made herein, the Company and Employee hereby agree as follows:COVENANTS1.Consideration. In consideration of Employeeâ€™s execution of this Agreement and Employeeâ€™s fulfillment of all of its terms and conditions, and provided that Employee does not revoke the Agreement under Section 6(c) below, the Company agrees to the following:(a)One-time special payment. The Company agrees to pay Employee a lump sum of $3,000.00, less applicable withholding. This payment will be made within fifteen (15) business days after the Effective Date (as defined below).(b)Acknowledgement. Employee acknowledges that without this Agreement, Employee is otherwise not entitled to the consideration listed in this Section 1.2.Stock Units. The Parties agree that for purposes of determining the portion of any Stock Agreement award that has vested, the Employee shall be considered to have vested only through the Separation Date. However, in special consideration MaxLinear agrees to vest a total of 63,814 RSU representing the February 2025 and May 2025 vesting periods for RSU. This special vesting will occur in the first open trading window after the Company Earnings call in JanuaryÂ 2025. 3.Employee acknowledges that any portion of any Stock Agreement award that is unvested after May 2025 shall automatically terminate and be cancelled as of the Separation Date. Additionally, all unvested Non-Qualified Options will cancel at termination date of JanuaryÂ 3,Â 2025.4.Bonus. In the event that the companyâ€™s 100% discretionary 2024 bonus is earned, Employee will be eligible to participate in payment of the bonus in accordance with the Employee target bonus % and the overall Company revenue and operating income performance, subject to the Companyâ€™s 2024 bonus plan metrics. This payment, if earned, will be made on or about FebruaryÂ 28, 2025. This payment will be made, at the Companyâ€™s sole discretion, in either a lump sum payment via payroll or in fully vested Restricted Stock Units of the company. All payments are minus applicable taxes and authorized deductions.5.Benefits. If Employee was enrolled and participating in the Companyâ€™s health benefit plans at the time of termination, Employeeâ€™s health insurance benefits shall cease on JanuaryÂ 31,Â 2025, subject to Employeeâ€™s right to continue Employeeâ€™s health insurance under COBRA. Employeeâ€™s participation in all other benefits and incidents of employment, including, but not limited to, vesting in any stock options and/or restricted stock units; participation in other group insurance programs; and the accrual of bonuses, vacation, or paid time off, ceased as of the Separation Date. 6.Payment of Salary and Receipt of All Benefits. Employee acknowledges and represents that, other than the consideration set forth in this Agreement, the Company has timely paid or provided all applicable salary, wages, bonuses, commissions, accrued vacation/paid time off, premiums, leaves, housing allowances, relocation costs, interest, severance, outplacement costs, fees, reimbursable expenses, commissions, stock, stock options, restricted stock units, vesting, and any and all other benefits and compensation due to Employee. No other benefits or payments of any kind are owed to Employee other than as expressly set forth in this Agreement.7.Release of Claims. Employee agrees that the foregoing consideration represents settlement in full of all outstanding obligations owed to Employee by the Company, its subsidiaries, parent companies, predecessors, successors or any direct or indirect related corporation or any current or former officers, directors, employees, agents, investors, attorneys, shareholders, administrators, affiliates, benefit plans, plan administrators, professional employer organization or co-employer, insurers, trustees, divisions or assigns of any of the foregoing (collectively, the â€œReleaseesâ€). Employee, on Employeeâ€™s own behalf and on behalf of Employeeâ€™s respective heirs, family members, executors, agents, and assigns, hereby and forever releases the Releasees from, and agrees not to sue concerning, or in any manner to institute, prosecute, or pursue, any claim, complaint, charge, duty, obligation, demand, or cause of action relating to any matters of any kind, whether presently known or unknown, suspected or unsuspected, that Employee may possess against any of the Releasees arising from any omissions, acts, facts, or damages that have occurred up until and including the Effective Date of this Agreement (the â€œReleased Claimsâ€). The Released Claims include without limitation: 2(a)any and all claims relating to or arising from Employeeâ€™s employment relationship with the Company and the termination of that relationship; (b)any and all claims relating to, or arising from, Employeeâ€™s right to purchase, or actual purchase of shares of stock of the Company, or restricted stock units, including, without limitation, any claims for fraud, misrepresentation, breach of fiduciary duty, breach of duty under applicable state corporate law, and securities fraud under any state or federal law;(c)any and all claims for wrongful discharge of employment; termination in violation of public policy; discrimination; harassment; retaliation; breach of contract, both express and implied; breach of covenant of good faith and fair dealing, both express and implied; promissory estoppel; negligent or intentional infliction of emotional distress; fraud; negligent or intentional misrepresentation; negligent or intentional interference with contract or prospective economic advantage; unfair business practices; defamation; libel; slander; negligence; personal injury; assault; battery; invasion of privacy; false imprisonment; conversion; and disability benefits;(d)any and all claims for violation of any federal, state, or municipal statute, including, but not limited to, TitleÂ VII of the Civil Rights Act of 1964; the Civil Rights Act of 1991; the Rehabilitation Act of 1973; the Americans with Disabilities Act of 1990; the Equal Pay Act; the Fair Labor Standards Act; the Fair Credit Reporting Act; the Age Discrimination in Employment Act of 1967; the Older Workers Benefit Protection Act; the Employee Retirement Income Security Act of 1974; the federal Worker Adjustment and Retraining Notification Act; the Family and Medical Leave Act; the Sarbanes-Oxley Act of 2002; the California Family Rights Act; the California Labor Code; California Labor Code sections 132a and 4553; the California Worker Adjustment and Retraining Notification Act; the California Fair Employment and Housing Act; , and any and all claims for violation of any other federal, state, or local law, rule, regulation, or ordinance that can be waived under applicable law;(e)any and all claims for violation of the federal or any state constitution;(f)any and all claims arising out of any other laws and regulations relating to employment or employment discrimination, whether under state, local or federal law, or the common law;(g)any claim for any loss, cost, damage, or expense arising out of any dispute over the non-withholding or other tax treatment of any of the proceeds received by Employee as a result of this Agreement; and(h)any and all claims for attorneysâ€™ fees and costs.Employee agrees that the release set forth in this section shall be and remain in effect in all respects as a complete general release as to the matters released. This release does not extend to any obligations incurred under this Agreement. This release does not release claims that cannot be released as a matter of law or waive the right to engage in any Protected Activity (as defined below). This release does not extend to any right Employee may have to unemployment or workersâ€™ compensation benefits.38.Acknowledgment of Waiver of Claims under ADEA. Employee understands and acknowledges that Employee is waiving and releasing any rights Employee may have under the Age Discrimination in Employment Act of 1967 (â€œADEAâ€), and that this waiver and release is knowing and voluntary. Employee understands and agrees that this waiver and release does not apply to any rights or claims that may arise under the ADEA after the Effective Date of this Agreement. Employee understands and acknowledges that the consideration given for this waiver and release is in addition to anything of value to which Employee was already entitled. Employee further understands and acknowledges that Employee has been advised by this writing that: (a) Employee should consult with an attorney prior to executing this Agreement; (b) Employee has Twenty-one (21) days within which to consider this Agreement; (c) as set forth in Exhibit A herein, Employee has been advised in writing by the Company of the class, unit, or group of individuals covered by the reduction in force, the eligibility factors for the reduction in force, and the job titles and ages of all individuals who were and were not selected; (d) Employee has seven (7) days following Employeeâ€™s execution of this Agreement to revoke this Agreement; (e) this Agreement shall not be effective until after the revocation period has expired; and (f) nothing in this Agreement prevents or precludes Employee from challenging or seeking a determination in good faith of the validity of this waiver under the ADEA, nor does it impose any condition precedent, penalties, or costs for doing so, unless specifically authorized by federal law. In the event Employee signs this Agreement and returns it to the Company in less than the 21-day period identified above, Employee hereby acknowledges that Employee has freely and voluntarily chosen to waive the time period allotted for considering this Agreement. Employee acknowledges and understands that revocation must be accomplished by a written notification to the person executing this Agreement on the Companyâ€™s behalf that is received prior to the eighth day after Employee signs this Agreement. The Parties agree that changes, whether material or immaterial, do not restart the running of the 21-day period.9.Release of Unknown Claims. Employee waives and relinquishes all rights and benefits afforded under the provisions of California Civil Code SectionÂ 1542 and any other state statutes that otherwise prohibit the release of unknown claims. California Civil Code Section 1542 provides as follows:A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR OR RELEASED PARTY.Employee has had the opportunity to have the consequences of the above Section 1542 waiver explained to Employee by counsel of Employeeâ€™s choosing. Being aware of said code section, Employee agrees to expressly waive any rights Employee may have thereunder, as well as under any other statute or common law principles of similar effect. Employee acknowledges that Employee may in the future discover facts different from, or in addition to, those which Employee now knows or believes to be true regarding the Released Claims and agrees that the releases contained in this Agreement will remain effective in all respects notwithstanding the discovery of such facts.410.No Pending or Future Lawsuits. Employee represents that Employee has no lawsuits, claims, or actions pending in Employeeâ€™s name, or on behalf of any other person or entity, against the Company or any of the other Releasees. Employee acknowledges and agrees that Employee has not suffered any injury or illness in connection with Employeeâ€™s employment with the Company that would be compensable under the California Workersâ€™ Compensation Act. Employee also represents that Employee does not intend to bring any claims on Employeeâ€™s own behalf or on behalf of any other person or entity against the Company or any of the other Releasees.11.Confidentiality. Subject to Section 12 below governing Protected Activity, Employee agrees to maintain in complete confidence the contents and terms of this Agreement (hereinafter referred to as â€œSeparation Informationâ€). Except as required by law, Employee may disclose Separation Information only to Employeeâ€™s immediate family members, the Court in any proceedings to enforce the terms of this Agreement, and Employeeâ€™s attorney(s), and must prevent disclosure of any Separation Information to all other third parties. Employee agrees that Employee will not publicize, directly or indirectly, any Separation Information. This Section 9 does not prevent Employee from disclosing the existence of or consideration provided for this Agreement.12.Trade Secrets and Confidential Information/Company Property. Employee reaffirms and agrees to observe and abide by the terms of the Confidentiality Agreement, specifically including the provisions therein regarding nondisclosure of the Companyâ€™s trade secrets and confidential and proprietary information. Employee acknowledges that, in connection with Employeeâ€™s employment with the Company, Employee sent, received, generated, or otherwise had access to, communications and information subject to a claim of attorney-client privilege belonging to the Company. Employee hereby affirms that Employee has returned all Company property in Employeeâ€™s possession, custody, and control, including but not limited to documents, correspondence, notes and any other hard copy and/or electronic documents and other items provided to Employee by the Company, developed or obtained by Employee in connection with Employeeâ€™s employment with the Company, or otherwise belonging to the Company. Employee further affirms that Employee has not retained any copies, duplicates, or backups of any aforementioned Company property. Employee further affirms and agrees to maintain the confidentiality of any privileged information in Employeeâ€™s possession and understands that nothing in this Agreement shall be construed as a waiver of the Companyâ€™s attorney-client or other applicable privilege. 13.No Cooperation. Subject to Section 12 below governing Protected Activity, Employee agrees that Employee will not knowingly encourage, counsel, or assist any attorneys or their clients in the presentation or prosecution of any disputes, differences, grievances, claims, charges, or complaints by any third party against any of the Releasees, unless under a subpoena or other court order to do so or as related directly to the ADEA waiver in this Agreement. Employee agrees both to immediately notify the Company upon receipt of any such subpoena or court order, and to furnish, within three (3) business days of its receipt, a copy of such subpoena or other court order. If approached by anyone for counsel or assistance in the presentation or prosecution of any disputes, differences, grievances, claims, charges, or complaints against any of the Releasees, Employee shall state no more than that Employee cannot provide counsel or assistance.14.Protected Activity Not Prohibited. Employee understands that nothing in this Agreement shall in any way limit or prohibit Employee from engaging in any Protected Activity. For purposes of this Agreement, â€œProtected Activityâ€ shall mean (i) filing a charge, complaint, or report with, or otherwise communicating, cooperating, or participating in any investigation or proceeding that may be conducted by, any federal, state or local government agency or commission, 5including the Securities and Exchange Commission, the Equal Employment Opportunity Commission, the Occupational Safety and Health Administration, and the National Labor Relations Board (each, a â€œGovernment Agencyâ€), (ii) exercising any rights Employee may have under Section 7 of the National Labor Relations Act to engage in protected, concerted activity with other employees (such as discussing wages, benefits, or other terms and conditions of employment or raising complaints about working conditions for Employeeâ€™s own and other employeesâ€™ mutual aid or protection), or (iii) discussing or disclosing information about unlawful acts in the workplace, such as harassment or discrimination or any other conduct that Employee has reason to believe is unlawful, including but not limited to retaliation, a wage-and-hour violation, or sexual assault, or other conduct that is recognized as unlawful under state, federal or common law, or that is recognized as against a clear mandate of public policy, whether occurring in the workplace, at work-related events coordinated by or through the Company, or between employees, or between the Company and an employee, whether on or off the employment premises. Employee understands that in connection with such Protected Activity, Employee is permitted to disclose documents or other information as permitted by law, and without giving notice to, or receiving authorization from, the Company. Notwithstanding the foregoing, Employee agrees to take all reasonable precautions to prevent any unauthorized use or disclosure of any information that may constitute Company confidential information under the Confidentiality Agreement to any parties other than a Government Agency. Employee further understands that â€œProtected Activityâ€ does not include the disclosure of any Company documents or communications subject to a claim of attorney-client privilege. Any language in the Confidentiality Agreement regarding Employeeâ€™s right to engage in Protected Activity that conflicts with, or is contrary to, this paragraph is superseded by this Agreement. If Employee files any charge or complaint with any Government Agency and if the Government Agency pursues any claim on Employeeâ€™s behalf, or if any other third party pursues any claim on Employeeâ€™s behalf, Employee waives any right to monetary or other individualized relief (either individually, or as part of any collective or class action); provided that nothing in this Agreement limits any right Employee may have to receive a whistleblower award or bounty for information provided to the Securities and Exchange Commission. Pursuant to the Defend Trade Secrets Act of 2016, Employee is notified that an individual will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that (i) is made in confidence to a federal, state, or local government official (directly or indirectly) or to an attorney solely for the purpose of reporting or investigating a suspected violation of law, or (ii) is made in a complaint or other document filed in a lawsuit or other proceeding, if (and only if) such filing is made under seal. In addition, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the individualâ€™s attorney and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to court order.15.Non-Disparagement. Subject to Section 12 above governing Protected Activity, Employee agrees to refrain from any disparagement, defamation, libel, or slander of any of the Releasees, and agrees to refrain from any tortious interference with the contracts and relationships of any of the Releasees. Employee shall direct any inquiries by potential future employers to the Companyâ€™s human resources department, which shall use its best efforts to provide only the Employeeâ€™s last position and dates of employment.16.No Admission of Liability. Employee understands and acknowledges that this Agreement constitutes a compromise and settlement of any and all actual or potential disputed claims by Employee. No action taken by the Company hereto, either previously or in connection with this Agreement, shall be deemed or construed to be (a)Â an admission of the truth or falsity of 6any actual or potential claims or (b)Â an acknowledgment or admission by the Company of any fault or liability whatsoever to Employee or to any third party.17.Costs. The Parties shall each bear their own costs, attorneysâ€™ fees, and other fees incurred in connection with the preparation of this Agreement.18.Breach. In addition to the rights provided in the â€œAttorneysâ€™ Feesâ€ section below, Employee acknowledges and agrees that any material breach of this Agreement, unless such breach constitutes a legal action by Employee challenging or seeking a determination in good faith of the validity of the waiver herein under the ADEA, or of any provision of the Confidentiality Agreement, shall entitle the Company immediately to recover and/or cease providing the consideration provided to Employee under this Agreement and to obtain damages, except as provided by law.19.ARBITRATION. THE PARTIES AGREE THAT ANY AND ALL DISPUTES ARISING OUT OF OR RELATING TO THE TERMS OF THIS AGREEMENT, THEIR INTERPRETATION, AND ANY OF THE MATTERS HEREIN RELEASED, SHALL BE SUBJECT TO ARBITRATION BEFORE JUDICIAL ARBITRATION & MEDIATION SERVICES, INC. (â€œJAMSâ€), PURSUANT TO ITS EMPLOYMENT ARBITRATION RULES & PROCEDURES (â€œJAMS RULESâ€). THE ARBITRATOR MAY GRANT INJUNCTIONS AND OTHER RELIEF IN SUCH DISPUTES. THE ARBITRATOR SHALL ADMINISTER AND CONDUCT ANY ARBITRATION IN ACCORDANCE WITH THE LAW OF THE STATE IN WHICH EMPLOYEE WAS LAST EMPLOYED BY THE COMPANY, INCLUDING THE RULES OF CIVIL PROCEDURE OF SUCH STATE, AND THE ARBITRATOR SHALL APPLY THE SUBSTANTIVE AND PROCEDURAL LAW OF SUCH TO ANY DISPUTE OR CLAIM, WITHOUT REFERENCE TO ANY CONFLICT-OF-LAW PROVISIONS OF ANY JURISDICTION. TO THE EXTENT THAT THE JAMS RULES CONFLICT WITH APPLICABLE STATE LAW, STATE LAW SHALL TAKE PRECEDENCE. THE DECISION OF THE ARBITRATOR SHALL BE FINAL, CONCLUSIVE, AND BINDING ON THE PARTIES TO THE

ARBITRATION. THE PARTIES AGREE THAT THE PREVAILING PARTY IN ANY ARBITRATION SHALL BE ENTITLED TO INJUNCTIVE RELIEF IN ANY COURT OF COMPETENT JURISDICTION TO ENFORCE THE ARBITRATION AWARD. THE PARTIES TO THE ARBITRATION SHALL EACH PAY AN EQUAL SHARE OF THE COSTS AND EXPENSES OF SUCH ARBITRATION, AND EACH PARTY SHALL SEPARATELY PAY FOR ITS RESPECTIVE COUNSEL FEES AND EXPENSES; PROVIDED, HOWEVER, THAT THE ARBITRATOR SHALL AWARD ATTORNEYSâ€™ FEES AND COSTS TO THE PREVAILING PARTY, EXCEPT AS PROHIBITED BY LAW. THE PARTIES HEREBY AGREE TO WAIVE THEIR RIGHT TO HAVE ANY DISPUTE BETWEEN THEM RESOLVED IN A COURT OF LAW BY A JUDGE OR JURY. NOTWITHSTANDING THE FOREGOING, THIS SECTION WILL NOT PREVENT EITHER PARTY FROM SEEKING INJUNCTIVE RELIEF (OR ANY OTHER PROVISIONAL REMEDY) FROM ANY COURT HAVING JURISDICTION OVER THE PARTIES AND THE SUBJECT MATTER OF THEIR DISPUTE RELATING TO THIS AGREEMENT AND THE AGREEMENTS INCORPORATED HEREIN BY REFERENCE. SHOULD ANY PART OF THE ARBITRATION AGREEMENT CONTAINED IN THIS PARAGRAPH CONFLICT WITH ANY OTHER ARBITRATION AGREEMENT BETWEEN THE PARTIES, THE PARTIES AGREE THAT THIS ARBITRATION AGREEMENT SHALL GOVERN.20.Tax Consequences. The Company makes no representations or warranties with respect to the tax consequences of the payments and any other consideration provided to Employee 7or made on Employeeâ€™s behalf under the terms of this Agreement. Employee agrees and understands that Employee is responsible for payment, if any, of local, state, and/or federal taxes on the payments and any other consideration provided hereunder by the Company and any penalties or assessments thereon. Employee further agrees to indemnify and hold the Releasees harmless from any claims, demands, deficiencies, penalties, interest, assessments, executions, judgments, or recoveries by any government agency against the Company for any amounts claimed due on account of (a) Employeeâ€™s failure to pay or delayed payment of, federal or state taxes, or (b) damages sustained by the Company by reason of any such claims, including attorneysâ€™ fees and costs.21.Section 409A. It is intended that this Agreement comply with, or be exempt from, Code Section 409A and the final regulations and official guidance thereunder (â€œSection 409Aâ€) and any ambiguities herein will be interpreted to so comply and/or be exempt from Section 409A. Each payment and benefit to be paid or provided under this Agreement is intended to constitute a series of separate payments for purposes of Section 1.409A-2(b)(2) of the Treasury Regulations.Â The Company and Employee will work together in good faith to consider either (i) amendments to this Agreement; or (ii) revisions to this Agreement with respect to the payment of any awards, which are necessary or appropriate to avoid imposition of any additional tax or income recognition prior to the actual payment to Employee under Section 409A. In no event will the Releasees reimburse Employee for any taxes that may be imposed on Employee as a result of Section 409A.22.Authority. The Company represents and warrants that the undersigned has the authority to act on behalf of the Company and to bind the Company and all who may claim through it to the terms and conditions of this Agreement. Employee represents and warrants that Employee has the capacity to act on Employeeâ€™s own behalf and on behalf of all who might claim through Employee to bind them to the terms and conditions of this Agreement. Each Party warrants and represents that there are no liens or claims of lien or assignments in law or equity or otherwise of or against any of the claims or causes of action released herein.23.No Representations. Employee represents that Employee has had an opportunity to consult with an attorney and has carefully read and understands the scope and effect of the provisions of this Agreement. Employee has not relied upon any representations or statements made by the Company that are not specifically set forth in this Agreement.24.Severability. In the event that any provision or any portion of any provision hereof or any surviving agreement made a part hereof becomes or is declared by a court of competent jurisdiction or arbitrator to be illegal, unenforceable, or void, this Agreement shall continue in full force and effect without said provision or portion of provision.25.Attorneysâ€™ Fees. Except with regard to a legal action challenging or seeking a determination in good faith of the validity of the waiver herein under the ADEA, in the event that either Party brings an action to enforce or effect its rights under this Agreement, the prevailing Party shall be entitled to recover its costs and expenses, including the costs of mediation, arbitration, litigation, court fees, and reasonable attorneysâ€™ fees incurred in connection with such an action.26.Entire Agreement. This Agreement represents the entire agreement and understanding between the Company and Employee concerning the subject matter of this Agreement and Employeeâ€™s employment with and separation from the Company and the events leading thereto and associated therewith, and supersedes and replaces any and all prior agreements 8and understandings concerning the subject matter of this Agreement and Employeeâ€™s relationship with the Company, with the exception of the Confidentiality Agreement and the Stock Agreements.27.No Oral Modification. This Agreement may only be amended in a writing signed by Employee and the Companyâ€™s Chief Executive Officer.28.Governing Law. This Agreement shall be governed by the laws of the state in which Employee last worked for the Company, without regard for choice-of-law provisions. Employee agrees to submit to the personal jurisdiction of the State of California and agrees that any dispute relating to this Agreement must be brought in the State of California or in the state in which Employee last worked for the Company.29.Effective Date. Employee understands that this Agreement shall be null and void if not executed by Employee within the twenty-one (21) day period set forth under Section 6 above. Each Party has seven (7) days after that Party signs this Agreement to revoke it. This Agreement will become effective on the eighth (8th) day after Employee signed this Agreement, so long as it has been signed by the Parties and has not been revoked by either Party before that date (the â€œEffective Dateâ€).30.Counterparts. This Agreement may be executed in counterparts and by facsimile, and each counterpart and facsimile shall have the same force and effect as an original and shall constitute an effective, binding agreement on the part of each of the undersigned.31.Voluntary Execution of Agreement. Employee understands and agrees that Employee executed this Agreement voluntarily, without any duress or undue influence on the part or behalf of the Company or any third party, with the full intent of releasing all of Employeeâ€™s claims against the Company and any of the other Releasees. Employee acknowledges that:(a)Employee has read this Agreement;(b)Employee has been represented in the preparation, negotiation, and execution of this Agreement by legal counsel of Employeeâ€™s own choice or has elected not to retain legal counsel;(c)Employee understands the terms and consequences of this Agreement and of the releases it contains; (d)Employee is fully aware of the legal and binding effect of this Agreement; and(e)Employee has not relied upon any representations or statements made by the Company that are not specifically set forth in this Agreement.9IN WITNESS WHEREOF, the Parties have executed this Agreement on the respective dates set forth below.Â Â Â Â Â Â Â Â William Torgerson an individualDated: _____Â Â Â Â /s/ William TorgersonÂ Â Â Â Â Â Â Â Â Â Â William TorgersonÂ Â Â Â Â Â Â Â MAXLINEAR, INC.Dated: _____Â Â Â Â By: Â Â Â Â /s/ Connie Kwong Â Â Â Â Connie Kwong Principal Accounting Officer10 EX-19.1 3 a12312024ex191-insidertrad.htm EX-19.1 DocumentEXHIBIT 19.1MAXLINEAR INSIDER TRADING POLICY(Effective as of March 23, 2010, as amended, on August 7, 2019, November 4, 2020, May 26, 2022, February 15, 2023 and March 25, 2023)A.Â Â Â Â Policy Overview2B.Â Â Â Â Policy Statement2C.Â Â Â Â Persons Covered by this Policy4D.Â Â Â Â Trading Covered by this Policy5E.Â Â Â Â Trading Restrictions5F.Â Â Â Â Prohibited Transactions7G.Â Â Â Â Pre-Clearance of Trades7H.Â Â Â Â Exceptions to Trading Restrictions8I.Â Â Â Â 10b5-1 Trading Plans9J.Â Â Â Â Section 16 Compliance9K.Â Â Â Â Violations of this Policy9L.Â Â Â Â Protected Activity Not Prohibited10M.Â Â Â Â Reporting10N.Â Â Â Â Amendments10A.Policy OverviewMaxLinear, Inc. (together with any subsidiaries, collectively the â€œCompanyâ€) has adopted this Insider Trading Policy (the â€œPolicyâ€) to help you comply with the federal and state securities laws and regulations that govern trading in securities and to help the Company minimize its own legal and reputational risk.It is your responsibility to understand and follow this Policy. Insider trading is illegal and a violation of this Policy. In addition to your own liability for insider trading, the Company, as well as individual directors, officers and other supervisory personnel, could face liability. Even the appearance of insider trading can lead to government investigations or lawsuits that are time-consuming, expensive and can lead to criminal and civil liability, including damages and fines, imprisonment and bars on serving as an officer or director of a public company, not to mention irreparable damage to both your and the Companyâ€™s reputation.For purposes of this Policy, the Companyâ€™s Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer and Controller serve as the Compliance Officers. The Compliance Officers may designate others, from time to time, to assist with the execution of his or her duties under this Policy.B.Policy Statement1.No Trading on Material Nonpublic Information. It is illegal for anyone to trade in securities on the basis of material nonpublic information. If you are in possession of material nonpublic information about the Company, you are prohibited from:INSIDER TRADING POLICYa.using it to transact in securities of the Company;b.disclosing it to other directors, officers, employees, consultants, contractors or advisors whose roles do not require them to have the information;c.disclosing it to anyone outside of the Company, including family, friends, business associates, investors or consulting firms, without prior written authorization from one of the Compliance Officers; ord.using it to express an opinion or make a recommendation about trading in the Companyâ€™s securities.In addition, material nonpublic information about another company that you learn through your service with the Company is subject to these same restrictions around disclosure and trading and you cannot use that information to trade securities. Any such action will be deemed a violation of this Policy.2.No Disclosure of Confidential Information. You may not at any time disclose material nonpublic information about the Company or about another company that you obtained in connection with your service with the Company to friends, family members or any other person or entity that the Company has not authorized to know such information. In addition, you must handle the confidential information of others in accordance with any related non-disclosure agreements and other obligations that the Company has with them and limit your use of the confidential information to the purpose for which it was disclosed.If you receive an inquiry for information from someone outside of the Company, such as a stock analyst, or a request for sensitive information outside the ordinary course of business from someone outside of the Company, such as a business partner, vendor, supplier or salesperson, then you should refer the inquiry to the Chief Financial Officer. Responding to a request yourself may violate this Policy and, in some circumstances, the law. Please consult the Companyâ€™s External Communications Policy for more details.3.Definition of Material Nonpublic Information. â€œMaterial informationâ€ means information that a reasonable investor would be substantially likely to consider important in deciding whether to buy, hold or sell securities of the Company or view as significantly altering the total mix of information available in the marketplace about the Company as an issuer of the securities. In general, any information that could reasonably be expected to affect the market price of a security is likely to be material. Either positive or negative information may be material.It is not possible to define all categories of â€œmaterialâ€ information. However, some examples of information that could be regarded as material include, but are not limited to:1.financial results, key metrics, financial condition, earnings pre-announcements, guidance, projections or forecasts, particularly if inconsistent with the Companyâ€™s guidance or the expectations of the investment community;2.restatements of financial results, or material impairments, write-offs or restructurings;3.changes in independent auditors, or notification that the Company may no longer rely on an audit report;Page | 3INSIDER TRADING POLICY4.business plans or budgets;5.creation of significant financial obligations, or any significant default under or acceleration of any financial obligation;6.impending bankruptcy or financial liquidity problems;7.significant developments involving business relationships, including execution, modification or termination of significant agreements or orders with customers, suppliers, distributors, manufacturers or other business partners;8.significant information relating to the operation of product or service, such as new products or services, major modifications or performance issues, defects or recalls, significant pricing changes or other announcements of a significant nature; 9.significant developments in research and development or relating to intellectual property;10.significant legal or regulatory developments, whether positive or negative, actual or threatened, including litigation or resolving litigation;11.major events involving the Companyâ€™s securities, including calls of securities for redemption, adoption of stock repurchase programs, option repricings, stock splits, changes in dividend policies, public or private securities offerings, modification to the rights of security holders or notice of delisting;12.significant corporate events, such as a pending or proposed merger, joint venture or tender offer, a significant investment, the acquisition or disposition of a significant business or asset or a change in control of the Company;13.major personnel changes, such as changes in senior management or employee layoffs;14.data breaches or other cybersecurity events;15.updates regarding any prior material disclosure that has materially changed; and16.the existence of a special blackout period.â€œMaterial nonpublic informationâ€ means material information that is not generally known or made available to the public. Even if information is widely known throughout the Company, it may still be nonpublic. Generally, in order for information to be considered public, it must be made generally available through media outlets or SEC filings.After the release of information, a reasonable period of time must elapse in order to provide the public an opportunity to absorb and evaluate the information provided. As a general rule, at least two full trading days must pass after the dissemination of information before such information is considered public.As a rule of thumb, if you think something might be material nonpublic information, it probably is. You can always reach out to a Compliance Officer if you have questions.C.Persons Covered by this PolicyThis Policy applies to you if you are a director, officer, employee, consultant, contractor or advisor of the Company, both inside and outside of the United States. To the extent applicable to you, this Policy also covers your immediate family members, persons with whom you share a household, persons who are your economic dependents and any entity whose transactions in Page | 4INSIDER TRADING POLICYsecurities you influence, direct or control. You are responsible for making sure that these other individuals and entities comply with this Policy.This Policy continues to apply even if you leave the Company or are otherwise no longer affiliated with or providing services to the Company, for as long as you remain in possession of material nonpublic information. In addition, if you are subject to a trading blackout under this Policy at the time you leave the Company, you must abide by the applicable trading restrictions until at least the end of the relevant blackout period.D.Trading Covered by this PolicyExcept as discussed in Section H (Exceptions to Trading Restrictions), this Policy applies to all transactions involving the Companyâ€™s securities or other companiesâ€™ securities for which you possess material nonpublic information obtained in connection with your service with the Company. This Policy therefore applies to:1.any purchase, sale, loan or other transfer or disposition of any equity securities (including common stock, options, restricted stock units, warrants and preferred stock) and debt securities (including debentures, bonds and notes) of the Company and such other companies, whether direct or indirect (including transactions made on your behalf by money managers), and any offer to engage in the foregoing transactions;2.any disposition in the form of a gift of any securities of the Company;3.any distribution to holders of interests in an entity if the entity is subject to this Policy; and4.any other arrangement that generates gains or losses from or based on changes in the prices of such securities including derivative securities (for example, exchange traded put or call options, swaps, caps and collars), hedging and pledging transactions, short sales and certain arrangements regarding participation in benefit plans, and any offer to engage in the foregoing transactions.There are no exceptions from insider trading laws or this Policy based on the size of the transaction or the type of consideration received. E.Trading RestrictionsSubject to the exceptions set forth below, this Policy restricts trading during certain periods and by certain people as follows:1.Quarterly Blackout Periods. Except as discussed in Section H (Exceptions to Trading Restrictions), all directors and officers of the Company, and those employees, consultants, contractors and advisors identified by the Company, must refrain from conducting transactions involving the Companyâ€™s securities during quarterly blackout periods. Individuals subject to quarterly blackout periods will be informed by a Compliance Officer that they are listed on the covered persons list maintained by a Compliance Officer (the â€œCovered Persons Listâ€). To the extent applicable to you, quarterly blackout periods also cover your immediate family members, persons with whom you share a household, persons who are your economic dependents and any entity whose transactions in securities you influence, direct or control. Even if you are not specifically identified as being subject to quarterly blackout periods, you should Page | 5INSIDER TRADING POLICYexercise caution when engaging in transactions during quarterly blackout periods because of the heightened risk of insider trading exposure.Quarterly blackout periods will start at the end of the fifteenth day of the third month of each fiscal quarter and will end at the start of the second full trading day following the Companyâ€™s earnings release.The prohibition against trading during the blackout period also means that brokers cannot fulfill open orders on your behalf or on behalf of your immediate family members, persons with whom you share a household, persons who are your economic dependents or any entity whose transactions in securities you influence, direct or control, during the blackout period, including â€œlimit ordersâ€ to buy or sell stock at a specific price or better and â€œstop ordersâ€ to buy or sell stock once the price of the stock reaches a specified price. If you are subject to blackout periods or pre-clearance requirements, you should so inform any broker with whom such an open order is placed at the time it is placed.From time to time, the Company may identify other persons who should be subject to quarterly blackout periods, and one of the Compliance Officers may update and revise the Covered Persons List as appropriate.2.Special Blackout Periods. The Company always retains the right to impose additional or longer trading blackout periods at any time on any or all of its directors, officers, employees, consultants, contractors and advisors. A Compliance Officer will notify you if you are subject to a special blackout period by providing to you a notice in writing or via email substantially in the form of Exhibit B. If you are notified that you are subject to a special blackout period, you may not engage in any transaction involving Companyâ€™s securities until the special blackout period has ended other than the transactions that are covered by the exceptions below. You also may not disclose to anyone else that the Company has imposed a special blackout period. To the extent applicable to you, special blackout periods also cover your immediate family members, persons with whom you share a household, persons who are your economic dependents and any entity whose transactions in securities you influence, direct or control. 3.Regulation BTR Blackouts. Directors and officers may also be subject to trading blackouts pursuant to Regulation Blackout Trading Restriction, or Regulation BTR, under U.S. federal securities laws. In general, Regulation BTR prohibits any director or officer from engaging in certain transactions involving Company securities during periods when 401(k) plan participants are prevented from purchasing, selling or otherwise acquiring or transferring an interest in certain

securities held in individual account plans. Any profits realized from a transaction that violates Regulation BTR are recoverable by the Company, regardless of the intentions of the director or officer effecting the transaction. In addition, individuals who engage in such transactions are subject to sanction by the SEC as well as potential criminal liability. The Company will notify directors and officers if they are subject to a blackout trading restriction under Regulation BTR. Failure to comply with an applicable trading blackout in accordance with Regulation BTR is a violation of law and this Policy.Page | 6INSIDER TRADING POLICYF.Prohibited TransactionsYou may not engage in any of the following types of transactions other than as noted below, regardless of whether you have material nonpublic information or not.1.Short Sales. You may not engage in short sales (meaning the sale of a security that must be borrowed to make delivery) or â€œsell short against the boxâ€ (meaning the sale of a security with a delayed delivery) if such sales involve the Companyâ€™s securities.2.Derivative Securities and Hedging Transactions. You may not, directly or indirectly, (a) trade in publicly-traded options, such as puts and calls, and other derivative securities with respect to the Companyâ€™s securities (other than stock options, restricted stock units and other compensatory awards issued to you by the Company) or (b) purchase financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds), or otherwise engage in transactions, that hedge or offset, or are designed to hedge or offset, any decrease in the market value of Company equity securities either (i) granted to you by the Company as part of your compensation or (ii) held, directly or indirectly, by you.3.Pledging Transactions. You may not pledge the Companyâ€™s securities as collateral for any loan or as part of any other pledging transaction.4.Margin Accounts. You may not hold the Companyâ€™s common stock in margin accounts.G.Pre-Clearance of TradesThe Companyâ€™s directors and officers and any other persons identified on the Covered Persons List of this Policy as being subject to pre-clearance requirements must obtain pre-clearance prior to trading the Companyâ€™s securities. If you are subject to pre-clearance requirements, you should submit a pre-clearance request in the form attached as Exhibit A to the Compliance Officers below prior to your desired trade date: â€¢Kishore Seendripu, Ph.D. â€¢Steven Litchfield â€¢Connie Kwong The person requesting pre-clearance will be asked to certify that he or she is not in possession of material nonpublic information about the Company. The Compliance Officers are under no obligation to approve a transaction submitted for pre-clearance and may determine not to permit the transaction.If a Compliance Officer is the requester, then another Compliance Officer must pre-clear or deny any trade. All trades must be executed within five business days of any pre-clearance.Even after preclearance, a person may not trade the Companyâ€™s securities if they become subject to a blackout period or aware of material nonpublic information prior to the trade being executed.From time to time, the Company may identify other persons who should be subject to the pre-clearance requirements set forth above, and a Compliance Officer may update and revise the Covered Persons List as appropriate.Page | 7INSIDER TRADING POLICYH.Exceptions to Trading RestrictionsThere are no unconditional â€œsafe harborsâ€ for trades made at particular times, and all persons subject to this Policy should exercise good judgment at all times. Even when a quarterly blackout period is not in effect, you may be prohibited from engaging in transactions involving the Companyâ€™s securities because you possess material nonpublic information, are subject to a special blackout period or are otherwise restricted under this Policy.The following are certain limited exceptions to the quarterly and special blackout period restrictions and pre-clearance requirements imposed by the Company under this Policy:1.stock option exercises where the purchase price of such stock options is paid in cash and there is no other associated market activity;2.purchases pursuant to the employee stock purchase plan; however, this exception does not apply to subsequent sales of the shares; 3.receipt and vesting of stock options, restricted stock units, restricted stock or other equity compensation awards from the Company; 4.net share withholding with respect to equity awards where shares are withheld by the Company in order to satisfy tax withholding requirements, (x) as required by either the Companyâ€™s board of directors (or a committee thereof) or the award agreement governing such equity award or (y) as you elect, if permitted by the Company, so long as the election is irrevocable and made in writing at a time when a trading blackout is not in place and you are not in possession of material nonpublic information; 5.sell to cover transactions where shares are sold on your behalf upon vesting of equity awards and sold in order to satisfy tax withholding requirements, (x) as required by either the Companyâ€™s board of directors (or a committee thereof) or the award agreement governing such equity award or (y) as you elect, if permitted by the Company, so long as the election is irrevocable and made in writing at a time when a trading blackout is not in place and you are not in possession of material nonpublic information; however, this exception does not apply to any other market sale for the purposes of paying required withholding; 6.transactions made pursuant to a valid 10b5 1 trading plan approved by the Company (see Section I (10b5-1 Trading Plans) below); 7.purchases of the Companyâ€™s stock in the 401(k) plan resulting from periodic contributions to the plan based on your payroll contribution election; provided, however, that the blackout period restrictions and pre-clearance requirements do apply to elections you make under the 401(k) plan to (a) increase or decrease the amount of your contributions under the 401(k) plan if such increase or decrease will increase or decrease the amount of your contributions that will be allocated to a Company stock fund, (b) increase or decrease the percentage of your contributions that will be allocated to a Company stock fund, (c) move balances into or out of a Company stock fund, (d) borrow money against your 401(k) plan account if the loan will result in liquidation of some or all of your Company stock fund balance and (e) prepay a plan loan if the pre-payment will result in the allocation of loan proceeds to a Company stock fund; 8.transfers by will or the laws of descent or distribution and, provided that prior written notice is provided to a Compliance Officer, distributions or transfers (such as certain tax Page | 8INSIDER TRADING POLICYplanning or estate planning transfers) that effect only a change in the form of beneficial interest without changing your pecuniary interest in the Companyâ€™s securities; and9.changes in the number of the Companyâ€™s securities you hold due to a stock split or a stock dividend that applies equally to all securities of a class, or similar transactions. If there is a Regulation BTR blackout (and no quarterly or special blackout period), then the limited exceptions set forth in Regulation BTR will apply. Please be aware that even if a transaction is subject to an exception to this Policy, you will need to separately assess whether the transaction complies with applicable law. Any other Policy exceptions must be approved by a Compliance Officer, in consultation with the Companyâ€™s board of directors or an independent committee of the board of directors. I.10b5-1 Trading PlansThe Company permits its directors, officers and employees to adopt written 10b5 1 trading plans in order to mitigate the risk of trading on material nonpublic information. These plans allow for individuals to enter into a prearranged trading plan as long as the plan is not established or modified during a blackout period or when the individual is otherwise in possession of material nonpublic information. To be approved by the Company and qualify for the exception to this Policy, any 10b5 1 trading plan adopted by a director, officer or employee must be submitted to a Compliance Officer for approval and comply with the requirements set forth in the Requirements for Trading Plans attached as Exhibit C. If a Compliance Officer is the requester, then another Compliance Officer must approve the written 10b5-1 trading plan.J.Section 16 ComplianceAll of the Companyâ€™s officers and directors and certain other individuals are required to comply with Section 16 of the Securities and Exchange Act of 1934 and related rules and regulations which set forth reporting obligations, limitations on â€œshort swingâ€ transactions, which are certain matching purchases and sales of the Companyâ€™s securities within a six-month period, and limitations on short sales.To ensure transactions subject to Section 16 requirements are reported on time, each person subject to these requirements must provide the Company with detailed information (for example, trade date, number of shares, exact price, etc.) about his or her transactions involving the Companyâ€™s securities.The Company is available to assist in filing Section 16 reports, but the obligation to comply with Section 16 is personal. If you have any questions, you should check with a Compliance Officer.K.Violations of this PolicyCompany directors, officers, employees, consultants, contractors and advisors who violate this Policy will be subject to disciplinary action by the Company, including ineligibility for future Company equity or incentive programs or termination of employment or an ongoing relationship with the Company. The Company has full discretion to determine whether this Policy has been violated based on the information available.There are also serious legal consequences for individuals who violate insider trading laws, including large criminal and civil fines, significant imprisonment terms and disgorgement of any Page | 9INSIDER TRADING POLICYprofits gained or losses avoided. You may also be liable for improper securities trading by any person (commonly referred to as a â€œtippeeâ€) to whom you have disclosed material nonpublic information that you have learned through your position at the Company or made recommendations or expressed opinions about securities trading on the basis of such information.Please consult with your personal legal and financial advisors as needed. Note that the Companyâ€™s legal counsel, both internal and external, represent the Company and not you personally. There may be instances where you suffer financial harm or other hardship or are otherwise required to forego a planned transaction because of the restrictions imposed by this Policy or under securities laws. If you were aware of the material nonpublic information at the time of the trade, it is not a defense that you did not â€œuseâ€ the information for the trade. Personal financial emergency or other personal circumstances are not mitigating factors under securities laws and will not excuse your failure to comply with this Policy. In addition, a blackout or trading-restricted period will not extend the term of your options. As a consequence, you may be prevented from exercising your options by this Policy or as a result of a blackout or other restriction on your trading, and as a result your options may expire by their term. It is your responsibility to manage your economic interests and to consider potential trading restrictions when determining whether to exercise your options. In such instances, the Company cannot extend the term of your options and has no obligation or liability to replace the economic value or lost benefit to you.L.Protected Activity Not ProhibitedNothing in this Policy, or any related guidelines or other documents or information provided in connection with this Policy, shall in any way limit or prohibit you from engaging in any of the protected activities set forth in the Companyâ€™s Whistleblower Policy, as amended from time to time.M.ReportingIf you believe someone is violating this Policy or otherwise using material nonpublic information that they learned through their position at the Company to trade securities, you should report it to a Compliance Officer, or if a Compliance Officer is implicated in your report, then you should report it in accordance with the Companyâ€™s Whistleblower Policy. N.AmendmentsThe Company reserves the right to amend this Policy at any time, for any reason, subject to applicable laws, rules and regulations, and with or without notice, although it will attempt to provide notice in advance of any change. Unless otherwise permitted by this Policy, any amendments must be approved by the Board of Directors of the Company. Page | 10EXHIBIT APRE-CLEARANCE CHECKLISTPerson proposing to trade:Proposed trade (type and amount):Manner of trade:Proposed trade date:Affiliate of the Company:â˜ YesÂ Â Â Â â˜ Noâ˜Â Â Â Â No blackout period. The proposed trade will not be made during a quarterly or special blackout period.â˜Â Â Â Â No pension fund blackout under Regulation BTR.* There is no pension fund blackout period in effect.â˜Â Â Â Â No prohibition under Insider Trading Policy. The person confirmed that the proposed transaction is not prohibited under the Insider Trading Policy.â˜Â Â Â Â SectionÂ 16 compliance.* The person confirmed that the proposed trade will not give rise to any potential liability under SectionÂ 16 as a result of matched past (or intended future) transactions.â˜Â Â Â Â FormÂ 4 filing.* A FormÂ 4 has been or will be completed and will be timely filed with the SEC, if applicable.â˜Â Â Â Â RuleÂ 144 compliance (Response required only from affiliates of the Company).â˜Â Â Â Â The â€œcurrent public informationâ€ requirement has been met (i.e., all 10-Ks, 10-Qs and other relevant reports during the last 12 months have been filed);â˜Â Â Â Â The shares that the person proposes to trade are not restricted or, if restricted, the applicable holding period has been met;â˜Â Â Â Â Volume limitations (greater of 1% of outstanding securities of the same class or the average weekly trading volume during the last four weeks) are not exceeded, and the person is not part of an aggregated group;â˜Â Â Â Â The manner of sale requirements will be met (a â€œbrokersâ€™ transactionâ€ or directly with a market maker or a â€œriskless principal transactionâ€); andâ˜Â Â Â Â A FormÂ 144, if applicable, has been completed and will be timely filed with the SEC.â˜Â Â Â Â RuleÂ 10b-5 concerns. The person has been reminded that trading is prohibited when in possession of any material nonpublic information regarding the Company that has not been adequately disclosed to the public. The individual has discussed with a Compliance Officer any information known to the individual or a Compliance Officer that the individual believes may be material.* Applies if the individual is a director or an officer subject to SectionÂ 16 of the Securities Exchange Act of 1934.Date:Â Â Â Â

Inc.Date:Â Â Â Â [_____]Re:Â Â Â Â Insider Trading PolicyÂ Â Â Â Attached is a copy of our Insider Trading Policy, which governs transactions involving trading in securities by directors, officers, employees, consultants, contractors and advisors of MaxLinear, Inc. (together with any subsidiaries, collectively the â€œCompanyâ€). As described in the Insider Trading Policy, violations of insider trading laws can result in significant civil and criminal liability. Accordingly, please carefully review the materials provided.After reading the Insider Trading Policy, please sign the receipt and acknowledgment at the bottom of this memorandum and return it to a Compliance Officer. The Insider Trading Policy applies to you regardless of whether you sign the receipt and acknowledgment at the bottom of this memorandum and return it to a Compliance Officer.If you have any questions about the Insider Trading Policy or insider trading laws generally or about any transaction involving the securities of the Company, please contact the Compliance Officers below: â€¢Kishore Seendripu, Ph.D.â€¢Steven Litchfield â€¢Connie Kwong. Attachment(s)Receipt and Acknowledgmentâ€¢I have received and read the Insider Trading Policy.â€¢I have received satisfactory answers to any questions that I had regarding the Insider Trading Policy and insider trading in general.â€¢I understand and acknowledge that the Insider Trading Policy applies to me.â€¢I understand and agree to comply with the Insider Trading Policy.â€¢I understand that my failure to comply in all respects with the Insider Trading Policy is a basis for termination of my employment or other service relationship with the Company as well as any other appropriate discipline.â€¢I understand and agree that the Company may give stop transfer and other instructions to the Companyâ€™s transfer agent with respect to transactions that the Company considers to be in contravention of the Insider Trading Policy.Â Â Â Â Â Â Â Â Â Â Â Â Â Â SignatureÂ Â Â Â Â Â Â Â Â DateÂ Â Â Â Print name EX-21.1 4 a12312024exhibit211.htm EX-21.1 DocumentEXHIBIT 21.1SIGNIFICANT SUBSIDIARIES OF MAXLINEAR, INC.NameJurisdictionMaxLinear Asia Singapore Pte. Ltd.Singapore EX-23.1 5 a12312024exhibit231.htm EX-23.1 DocumentEXHIBIT 23.1Consent of Independent Registered Public Accounting FirmWe have issued our reports dated JanuaryÂ 29, 2025, with respect to the consolidated financial statements, financial statement schedule, and internal control over financial reporting included in the Annual Report of MaxLinear, Inc. on Form 10-K for the year ended DecemberÂ 31, 2024. We consent to the incorporation by reference of said reports in the Registration Statements of MaxLinear, Inc. on Form S-3 (File No. 333-248697), and on Forms S-8 (File No. 333-217021, File No. 333-218022, File No. 333-223847, File No. 333-230606, File No. 333-237274, File No. 333-254961, File No. 333-263824, File No. 333-269507, File No. 333-276784, and File 333-280003). /s/ Grant Thornton LLPNewport Beach, CaliforniaJanuaryÂ 29, 2025 EX-31.1 6 a12312024exhibit311.htm EX-31.1 DocumentEXHIBIT 31.1Certification of Principal Executive Officer Pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002I, Kishore Seendripu, Ph.D., certify that:Â 1.I have reviewed this FormÂ 10-K of MaxLinear,Â Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;Â 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;Â 4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f)Â and 15d-15(f))Â for the registrant and have:Â a)Â Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andÂ 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 registrant's internal control over financial reporting; andÂ 5.The registrant'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 registrant's board of directors (or persons performing the equivalent functions):Â a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: January 29, 2025Â Â /s/ Kishore Seendripu, Ph.D.Â Â Kishore Seendripu, Ph.D.Â Â President and Chief Executive OfficerÂ Â (Principal Executive Officer) EX-31.2 7 a12312024exhibit312.htm EX-31.2 DocumentEXHIBIT 31.2Certification of Principal Financial Officer Pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002I, Steven G. Litchfield, certify that:Â 1.I have reviewed this FormÂ 10-K of MaxLinear,Â Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;Â 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;Â 4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f)Â and 15d-15(f))Â for the registrant and have:Â a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andÂ d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrant'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 registrant's internal control over financial reporting; andÂ 5.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 registrant's board of directors (or persons performing the equivalent functions):Â a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: January 29, 2025/s/ Steven G. LitchfieldSteven G. LitchfieldÂ Â Chief Financial Officer and Chief Corporate Strategy OfficerÂ Â (Principal Financial Officer) EX-32.1 8 a12312024exhibit321.htm EX-32.1 DocumentEXHIBIT 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTIONÂ 1350,AS ADOPTED PURSUANT TO SECTIONÂ 906 OFTHE SARBANES-OXLEY ACT OF 2002I, Kishore Seendripu, Ph.D., certify, pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of MaxLinear,Â Inc. on FormÂ 10-K for the fiscal year ended DecemberÂ 31, 2024 fully complies with the requirements of SectionÂ 13(a)Â or 15(d)Â of the Securities Exchange Act of 1934 and that information contained in such Annual Report on FormÂ 10-K fairly presents in all material respects the financial condition and results of operations of MaxLinear,Â Inc.Date: January 29, 2025Â By:Â Â Â /s/ Kishore Seendripu, Ph.D.Â Name:Kishore Seendripu, Ph.D.Â Title:President and Chief Executive OfficerI, Steven G. Litchfield, certify, pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of MaxLinear,Â Inc. on FormÂ 10-K for the fiscal year ended DecemberÂ 31, 2024 fully complies with the requirements of SectionÂ 13(a)Â or 15(d)Â of the Securities Exchange Act of 1934 and that information contained in such Annual Report on FormÂ 10-K fairly presents in all material respects the financial condition and results of operations of MaxLinear,Â Inc.Date: January 29, 2025Â By:Â Â Â /s/ Steven G. LitchfieldÂ Name:Steven G. LitchfieldÂ Title:Chief Financial Officer and Chief Corporate Strategy Officer EX-101.SCH 9 mxl-20241231.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 0000002 - Document - Audit Information link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Consolidated Statements of Operations link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Consolidated Statements of Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Consolidated Statements of Comprehensive Income (Loss) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Consolidated Statements of Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 9952157 - Statement - Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Organization and Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Net Income (Loss) Per Share link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Business Combinations link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Restructuring Activity link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Goodwill and Intangible Assets link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Financial Instruments link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Balance Sheet Details link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Concentration of Credit Risk, Significant Customers and Geographic Information link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Revenue from Contracts with Customers link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Employee Retirement Plans link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - Segment Reporting link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - Stock Repurchases link:presentationLink link:calculationLink link:definitionLink 9955511 - Disclosure - Organization and Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9955512 - Disclosure - Net Income (Loss) Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9955513 - Disclosure - Business Combinations (Tables) link:presentationLink link:calculationLink link:definitionLink 9955514 - Disclosure - Restructuring Activity (Tables) link:presentationLink link:calculationLink link:definitionLink 9955515 - Disclosure - Goodwill and Intangible Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 9955516 - Disclosure - Financial Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 9955517 - Disclosure - Balance Sheet Details (Tables) link:presentationLink link:calculationLink link:definitionLink 9955518 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9955519 - 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Disclosure - Balance Sheet Details - Summary of Inventory (Details) link:presentationLink link:calculationLink link:definitionLink 9955547 - Disclosure - Balance Sheet Details - Summary of Property and Equipment, Net (Details) link:presentationLink link:calculationLink link:definitionLink 9955548 - Disclosure - Balance Sheet Details - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955549 - Disclosure - Balance Sheet Details - Summary of Accrued Price Protection Liability (Details) link:presentationLink link:calculationLink link:definitionLink 9955550 - Disclosure - Balance Sheet Details - Summary of Accrued Expenses and Other Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9955551 - Disclosure - Balance Sheet Details - Summary of Accumulated Other Comprehensive Income (Loss) by Component (Details) link:presentationLink link:calculationLink link:definitionLink 9955552 - Disclosure - Debt - Summary of Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9955552 - Disclosure - Debt - Summary of Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9955553 - Disclosure - Debt - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955554 - Disclosure - Stock-Based Compensation - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955555 - Disclosure - Stock-Based Compensation - Summary of Stock-Based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9955556 - Disclosure - Stock-Based Compensation - Summary of Restricted Stock Unit and Performance-Based Restricted Stock Unit Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9955557 - Disclosure - Stock-Based Compensation - Summary of Employee Stock Purchase Plan, Valuation Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 9955558 - Disclosure - Stock-Based Compensation - Summary of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9955559 - 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link:definitionLink 9955562 - Disclosure - Income Taxes - Summary of Effective Income Tax Rate Reconciliation (Details) link:presentationLink link:calculationLink link:definitionLink 9955563 - Disclosure - Income Taxes - Summary of Components of Deferred Income Tax Asset (Details) link:presentationLink link:calculationLink link:definitionLink 9955564 - Disclosure - Income Taxes - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955565 - Disclosure - Income Taxes - Summary of Unrecognized Tax Benefits Roll Forward (Details) link:presentationLink link:calculationLink link:definitionLink 9955566 - Disclosure - Concentration of Credit Risk, Significant Customers and Geographic Information - Summary of Concentration of Risk, by Risk Factor (Details) link:presentationLink link:calculationLink link:definitionLink 9955567 - Disclosure - Concentration of Credit Risk, Significant Customers and Geographic Information - Summary of Revenue from External Customers by Geographic Areas (Details) link:presentationLink link:calculationLink link:definitionLink 9955568 - Disclosure - Concentration of Credit Risk, Significant Customers and Geographic Information - Summary of Long-Lived Assets by Geographic Areas (Details) link:presentationLink link:calculationLink link:definitionLink 9955569 - Disclosure - Revenue from Contracts with Customers - Summary of Revenues from External Customers by Products and Services (Details) link:presentationLink link:calculationLink link:definitionLink 9955570 - Disclosure - Revenue from Contracts with Customers - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955571 - Disclosure - Leases - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955572 - Disclosure - Leases - Summary of Aggregate Future Minimum Payments Due (Details) link:presentationLink link:calculationLink link:definitionLink 9955572 - Disclosure - Leases - Summary of Aggregate Future Minimum Payments Due (Details) link:presentationLink link:calculationLink link:definitionLink 9955573 - 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Summary of Future Minimum Payments Under Inventory Purchase Obligations and Other Obligations (Details) link:presentationLink link:calculationLink link:definitionLink 9955579 - Disclosure - Commitments and Contingencies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955580 - Disclosure - Segment Reporting (Details) link:presentationLink link:calculationLink link:definitionLink 9955581 - Disclosure - Stock Repurchases (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 10 mxl-20241231_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 11 mxl-20241231_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 12 mxl-20241231_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Transaction costs Effective Income Tax Reconciliation, Other, Transaction Costs Effective Income Tax Reconciliation, Other, Transaction Costs Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] 2026 Defined Benefit Plan, Expected Future Benefit Payment, Year Two Weighted Average Contractual Term, Vested and expected to vest (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual Term Stock-based compensation arrangement, maximum employee subscription rate Share-Based Compensation Arrangement by Share-Based Payment Award, Maximum Employee Subscription Rate Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Provision (benefit) at statutory rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Cover page. Cover [Abstract] Silicon Motion Stockholder Litigation Silicon Motion Stockholder Litigation [Member] Silicon Motion Stockholder Litigation Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Increase (decrease) in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Summary of Aggregate Future Minimum Payments Due Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Income Tax Jurisdiction [Domain] Income Tax Jurisdiction [Domain] Litigation and Settlement Costs Legal Costs, Policy [Policy Text Block] Trading Symbol Trading Symbol Warranty reserves Standard Product Warranty Accrual, Current Non-NEOs Non-NEOs [Member] Excess tax (benefits) deficiencies on stock-based awards Share-Based Payment Arrangement, Expense, Tax Benefit Employee Stock Purchase Plan Employee Stock Purchase Plan [Member] Employee stock purchase plan. 2027 Defined Benefit Plan, Expected Future Benefit Payment, Year Three Second initial repayments of notes receivable due to the company annually Second Initial Repayments Of Notes Receivable Due To The Company Annually Second Initial Repayments Of Notes Receivable Due To The Company Annually Accounts receivable, net Increase (Decrease) in Accounts Receivable Organization and Summary of Significant Accounting Policies Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Inventory Inventory, Policy [Policy Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] 2026 Other Commitment, to be Paid, Year Two Cash received from exercise of stock options Proceeds from Stock Options Exercised Financial Instruments Fair Value Disclosures [Text Block] Award Timing Disclosures [Line Items] Design and prototype expenses Design And Prototype Expense Design And Prototype Expense 2024 Workforce Reduction 2024 Workforce Reduction [Member] 2024 Workforce Reduction Sale of trading securities Proceeds from Sale and Maturity of Marketable Securities Loss contingency, number of pending claims Loss Contingency, Pending Claims, Number Segment Information Segment Reporting, Policy [Policy Text Block] Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Plan Name [Domain] Plan Name [Domain] United States United States UNITED STATES Dilutive common stock equivalents (shares) Weighted Average Number of Shares Outstanding, Diluted, Adjustment Other long-term assets Other Assets, Noncurrent Accrued engineering and production costs Accrued Engineering And Production Costs Accrued Engineering And Production Costs Leases [Abstract] Leases [Abstract] Gross Carrying Amount Finite-Lived Intangible Assets, Gross Broadband Broadband [Member] Broadband Research and development credits Deferred Tax Assets, Tax Credit Carryforwards, Research Net cash provided by (used in) operating activities Net Cash Provided by (Used in) Operating Activities Operating Activities Net Cash Provided by (Used in) Operating Activities [Abstract] Capitalized Contract Cost [Line Items] Capitalized Contract Cost [Line Items] Summary of Performance-Based Restricted Stock Unit Activity Share-Based Payment Arrangement, Performance Shares, Outstanding Activity [Table Text Block] Summary of Accumulated Other Comprehensive Income (Loss) by Component Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Dr. Theodore Tewksbury [Member] Dr. Theodore Tewksbury Award Timing Method Award Timing Method [Text Block] Net periodic benefit cost Defined Benefit Plan, Net Periodic Benefit Cost (Credit) Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding (in shares) Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Plan assets Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Plan Assets Use of Estimates and Significant Risks and Uncertainties Use of Estimates, Policy [Policy Text Block] Stock-based compensation arrangement, discount from market price, offering date Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Offering Date Adjustment to Compensation, Amount Adjustment to Compensation Amount Additional paid-in capital Additional Paid in Capital, Common Stock Compensation Amount Outstanding Recovery Compensation Amount Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Payment of debt issuance cost Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] Vendor C Vendor C [Member] Vendor C Significant Unobservable Inputs (LevelÂ 3) Fair Value, Inputs, Level 3 [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Expected long-term rate of return on plan assets Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Expected Long-Term Rate of Return on Plan Assets Additions Finite-Lived Intangible Assets Acquired Stock compensation Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, Amount Accrued expenses and other current liabilities Total Accrued Liabilities, Current Common stock equivalents excluded from the calculation of diluted net income (shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount 2023 Workforce Reduction 2023 Workforce Reduction [Member] 2023 Workforce Reduction Share-based payment arrangement, tranche one Share-Based Payment Arrangement, Tranche One [Member] Credit Facility [Domain] Credit Facility [Domain] Goodwill Goodwill Beginning balance Ending balance Goodwill Minimum tax withholding paid on behalf of employees for restricted stock units Payment, Tax Withholding, Share-Based Payment Arrangement Stock repurchase program, authorized amount Share Repurchase Program, Authorized, Amount Stock Options Share-Based Payment Arrangement, Option [Member] Depreciation Depreciation 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Capitalized Contract Cost [Table] Capitalized Contract Cost [Table] Total comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Income tax liability Accrued Income Taxes, Current Award Type [Axis] Award Type [Axis] Net income (loss) per share: Earnings Per Share, Basic [Abstract] Accrued Price Protection Rebate Activity [Roll Forward] Accrued Price Protection Rebate Activity [Roll Forward] Accrued price protection rebate activity Property and equipment, net Property and equipment, net Property, Plant and Equipment, Net ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Proceeds received from other party, deferred in other long-term liabilities Research And Development Arrangement, Contract For A Jointly Funded Project, Cumulative Proceeds Received From Other Party, Deferred In Liabilities Research And Development Arrangement, Contract For A Jointly Funded Project, Cumulative Proceeds Received From Other Party, Deferred In Liabilities Total liabilities Liabilities Summary of Cash and Cash Equivalents Schedule of Cash and Cash Equivalents [Table Text Block] Accrued price protection liability Increase (Decrease) In Accrued Price Protection Liability Increase (Decrease) In Accrued Price Protection Liability Other comprehensive loss, net of tax: Comprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract] Common stock, par value (in usd per share) Common Stock, Par or Stated Value Per Share HBK Master Fund L.P. v. MaxLinear, Inc HBK Master Fund L.P. v. MaxLinear, Inc [Member] HBK Master Fund L.P. v. MaxLinear, Inc Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Industrial and multi-market Industrial and multi-market [Member] Industrial and multi-market [Member] Revolving Credit Facility Revolving Credit Facility [Member] Cash received for dividend income on investments Proceeds from Dividends Received Expiration Date Trading Arrangement Expiration Date Investing Activities Net Cash Provided by (Used in) Investing Activities [Abstract] Short-term lease liabilities Less: short-term lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Net operating loss carryforwards Deferred Tax Assets, Operating Loss Carryforwards Property and equipment, gross Property, Plant and Equipment, Gross Employee stock purchase plan (in shares) Stock Issued During Period, Shares, Employee Stock Ownership Plan Retirement Plan Name [Axis] Retirement Plan Name [Axis] Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Asia Asia [Member] Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted-Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Research and development Research and Development Expense [Member] Goodwill and Intangible Assets Goodwill and Intangible Assets, Policy [Policy Text Block] Diluted (in shares) Weighted average common shares outstanding-diluted (shares) Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] AOCI Attributable to Parent, Net of Tax [Roll Forward] AOCI Attributable to Parent, Net of Tax [Roll Forward] Stock rotation allowance, term (up to) Contract with Customer, Stock Rotation Allowance, Term Contract with Customer, Stock Rotation Allowance, Term Total stockholdersâ€™ equity Balance at beginning of period Balance at end of period Equity, Attributable to Parent Deferred tax assets, gross Deferred Tax Assets, Gross Long-term portion as of December 31, 2024 Restructuring Reserve, Noncurrent Litigation Case [Axis] Litigation Case [Axis] Summary of Goodwill Schedule of Goodwill [Table Text Block] Software Software and Software Development Costs [Member] Concentration Risk Type [Domain] Concentration Risk Type [Domain] Licensed technology Licensed Technology [Member] Licensed technology. Significant Accounting Policies Accounting Standards Update and Change in Accounting Principle [Table] 2028 Other Commitment, to be Paid, Year Four Selling, general and administrative Selling, General and Administrative Expense Plans with projected benefit obligation in excess of plan assets Defined Benefit Plan, Pension Plan with Project Benefit Obligation in Excess of Plan Assets [Abstract] Cost of net revenue Cost of Sales [Member] Foreign currency translation adjustments, net of tax expense of $280 in 2024, benefit of $95 in 2023 and expense of $184 in 2022 Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Gain (Loss) Arising During Period, Net of Tax Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Accrued obligations to customers for stock rotation rights Sales Returns and Allowances [Member] Summary of Restructuring Reserve by Type of Cost Schedule of Restructuring Reserve by Type of Cost [Table Text Block] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Weighted Average Contractual Term, Outstanding (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Expected tax deductible amount of acquired goodwill Business Acquisition, Goodwill, Expected Tax Deductible Amount Assets Assets [Abstract] Dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Outstanding beginning balance (in shares) Outstanding ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number Document Type Document Type Effective interest rate Debt Instrument, Interest Rate, Effective Percentage Actuarial (gain) loss Defined Benefit Plan, Benefit Obligation, Actuarial Gain (Loss) Schedule of Segment Reporting Information, by Segment Schedule of Segment Reporting Information, by Segment [Table Text Block] Audit Information [Abstract] Audit Information Recorded Unconditional Purchase Obligation by Category of Item Purchased [Axis] Recorded Unconditional Purchase Obligation by Category of Item Purchased [Axis] Revenue from Distributors Revenue From Distributors [Member] Revenue from Distributors [Member] Summary of Finite-Lived Intangible Assets, Future Amortization Expense Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Maximum Maximum Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Uncertain tax positions Effective Income Tax Rate Reconciliation, Tax Contingency, Amount Furniture and fixtures Furniture and Fixtures [Member] Net Carrying Amount Beginning balance Ending balance Finite-Lived Intangible Assets, Net Accounts payable Accounts Payable, Current Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Summary of Stock Options, Valuation Assumptions Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Stock-based compensation arrangement, discount from market price, purchase date Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Purchase Date Statistical Measurement [Axis] Statistical Measurement [Axis] Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Issuance of shares for payment of bonuses Other Significant Noncash Transaction, Value of Consideration Given Name Outstanding Recovery, Individual Name Goodwill impairment Goodwill, Impairment Loss Money market funds Money Market Funds, at Carrying Value Right of return assets Contract with Customer, Right to Recover Product Award Timing Predetermined Award Timing Predetermined [Flag] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Customer relationships Customer Relationships [Member] Canceled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested Options Forfeited, Number of Shares Diluted (in usd per share) Earnings Per Share, Diluted Less: unrealized translation loss Unrealized Gain (Loss) On Translation To Reporting Currency Unrealized Gain (Loss) On Translation To Reporting Currency Summary of Finite-lived Intangible Assets Amortization Expense Finite-Lived Intangible Assets Amortization Expense [Table Text Block] State and Local Jurisdiction State and Local Jurisdiction [Member] Domestic Income (Loss) from Continuing Operations before Income Taxes, Domestic Total current Current Income Tax Expense (Benefit) Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Vesting percentage relative to net sales Vesting Percentage Relative To net sales Vesting Percentage Relative To net sales Retirement Benefits [Abstract] Foreign income inclusion Income Tax Reconciliation Foreign Dividends Income Tax Reconciliation Foreign Dividends Deferred tax liabilities: Deferred Tax Liabilities, Gross [Abstract] (Gain) loss on foreign currency and other Gain (Loss), Foreign Currency Transaction, before Tax Preferred stock, shares issued (in shares) Preferred Stock, Shares Issued Customer [Axis] Customer [Axis] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Interest period Debt Instrument,

Interest Period Debt Instrument, Interest Period Research and development credits Effective Income Tax Rate Reconciliation, Tax Credit, Research, Amount Foreign unremitted earnings Effective Income Tax Rate Reconciliation, Foreign Unremitted Earnings, Amount Effective Income Tax Rate Reconciliation, Foreign Unremitted Earnings, Amount Income tax provision Total income tax provision Income tax expense Income Tax Expense (Benefit) Interest cost Defined Benefit Plan, Interest Cost Total minimum payments Recorded Unconditional Purchase Obligation Contingent Consideration, Liability Contingent Consideration, Liability [Member] Contingent Consideration, Liability Unrecognized compensation costs, period for recognition Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Net revenue Revenue from Contract with Customer, Excluding Assessed Tax Purchases of intangible assets Payments to Acquire Intangible Assets Other long-term liabilities Increase (Decrease) in Other Noncurrent Liabilities Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Debt instrument, basis spread on variable rate, additional applicable margin Debt Instrument, Basis Spread On Variable Rate, Additional Applicable Margin Debt Instrument, Basis Spread On Variable Rate, Additional Applicable Margin Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Axis] Business Acquisition [Line Items] Business Acquisition [Line Items] All Adjustments to Compensation All Adjustments to Compensation [Member] Accrued compensation Employee-related Liabilities, Current Customer A Customer A [Member] Customer A Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Restructuring charges Restructuring charges Restructuring Restructuring Charges Accumulated Other Comprehensive Income (Loss) [Line Items] Accumulated Other Comprehensive Income (Loss) [Line Items] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Defined Benefit Plan Net Periodic Benefit Cost Credit Settlement Gain Loss Statement Of Income Or Comprehensive Income Extensible List Not Disclosed Flag Defined Benefit Plan Net Periodic Benefit Cost Credit Settlement Gain Loss Statement Of Income Or Comprehensive Income Extensible List Not Disclosed Flag Defined Benefit Plan Net Periodic Benefit Cost Credit Settlement Gain Loss Statement Of Income Or Comprehensive Income Extensible List Not Disclosed Flag Other Obligations Other Commitments [Abstract] Research and development arrangement, recognized income Research and Development Arrangement, Contract to Perform for Others, Compensation Earned Customer B Customer B [Member] Customer B Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Weighted average price of stock purchased under the ESPP (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Per Share Weighted Average Price of Shares Purchased Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Summary of Future Minimum Payments Under Inventory Purchase Obligations Recorded Unconditional Purchase Obligations [Table Text Block] Call premium, period Call Premium, Period Call Premium, Period Vesting [Domain] Vesting [Domain] Revenue Stream [Domain] Revenue Stream [Domain] Revenue Stream [Domain] Outstanding beginning balance (in dollars per share) Outstanding ending balance (in dollars per share) Weighted-average grant date fair value per share (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and stockholdersâ€™ equity Liabilities and Equity [Abstract] Terminated Silicon Motion Merger Terminated Silicon Motion Merger [Member] Terminated Silicon Motion Merger Loss contingency, number of claims filed Loss Contingency, New Claims Filed, Number Risks and Uncertainties [Abstract] Risks and Uncertainties [Abstract] Customer C Customer C [Member] Customer C Restatement Determination Date Restatement Determination Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Reclassification adjustments of unrealized gain (loss) on pension and other defined, benefit plans tax benefit (expense) Other Comprehensive (Income) Loss, Defined Benefit Plan, Reclassification Adjustment from AOCI, Tax Schedule of Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Concentration Risk [Table] Concentration Risk [Table] Leased right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Distributors Distributors [Member] Distributors Outstanding beginning balance (in shares) Outstanding ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Summary of Fair Value, Liabilities Measured on Recurring Basis Fair Value, Liabilities Measured on Recurring Basis [Table Text Block] 2025 Other Commitment, to be Paid, Year One Net Income (Loss) Per Share Earnings Per Share [Text Block] Payment term Contract with Customer, Payment Term Contract with Customer, Payment Term Employee stock purchase plan Stock Issued During Period, Value, Employee Stock Purchase Plan Subsequent Event Subsequent Event [Member] Summary of Employee Stock Purchase Plan, Valuation Assumptions Schedule of Share-Based Payment Award, Employee Stock Purchase Plan, Valuation Assumptions [Table Text Block] Short-term restricted cash Restricted Cash and Cash Equivalents, Current Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Income Taxes Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Segments [Domain] Segments [Domain] Restructuring Plan [Axis] Restructuring Plan [Axis] Unrecognized Tax Benefits [Roll Forward] Unrecognized Tax Benefits [Roll Forward] Exercisable (in dollars per share) 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] Name Trading Arrangement, Individual Name Net unfunded status Defined Benefit Plan, Funded (Unfunded) Status of Plan Summary of Future Minimum Payments Under Other Obligations Other Commitments [Table Text Block] Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Accumulated other comprehensive (income) loss, before tax Defined Benefit Plan, Accumulated Other Comprehensive (Income) Loss, before Tax Entity Public Float Entity Public Float Vested and expected to vest (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number Commitment fee percentage Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Projected benefit obligation, beginning of period Projected benefit obligation, end of period Defined Benefit Plan, Benefit Obligation Summary of Concentration of Risk, by Risk Factor Schedules of Concentration of Risk, by Risk Factor [Table Text Block] Accrued customer credits Accrued Customer Credits Accrued Customer Credits Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Share-based payment arrangement, tranche three Share-Based Payment Arrangement, Tranche Three [Member] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Less valuation allowance Deferred Tax Assets, Valuation Allowance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Other Other Restructuring [Member] Share-based Compensation Arrangement by Share-based Payment Award, Options, Additional Disclosures [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Changes in operating assets and liabilities, net of effects of acquisitions: Increase (Decrease) in Operating Capital [Abstract] Other Obligations Other Obligations [Member] Other Obligations Secured Overnight Financing Rate (SOFR) Secured Overnight Financing Rate (SOFR) [Member] PEO Total Compensation Amount PEO Total Compensation Amount Contingent consideration Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Occupancy Occupancy, Net Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Statement of Income Location, Balance [Axis] Statement of Income Location, Balance [Axis] Vested and expected to vest (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Summary of Long-lived Assets by Geographic Areas Long-Lived Assets by Geographic Areas [Table Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Impairment of Goodwill and Long-Lived Assets Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block] 2027 Contractual Obligation, to be Paid, Year Three 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] Summary of Level 3 Financial Instrument Activity Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Accrued price protection liability Beginning balance Ending balance Accrued Price Protection Liability Accrued price protection liability. Credit facility, incremental borrowing capacity, percent of consolidated EBITDA Line Of Credit Facility, Incremental Borrowing Capacity, Percent Of Consolidated EBITDA Line Of Credit Facility, Incremental Borrowing Capacity, Percent Of Consolidated EBITDA Line of credit Line of Credit [Member] Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key Summary of Inventory Schedule of Inventory, Current [Table Text Block] Cumulative Translation Adjustments Accumulated Foreign Currency Adjustment Attributable to Parent [Member] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Stock Repurchases Equity [Text Block] Accounts payable, accrued expenses and other current liabilities Increase (Decrease) in Accounts Payable and Accrued Liabilities 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 Reporting Segment Reporting Disclosure [Text Block] Pension and Other Defined Benefit Plan Obligation Accumulated Defined Benefit Plans Adjustment, Net Gain (Loss) Attributable to Parent [Member] Accretion of discount Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Professional fees Professional Fees Title Trading Arrangement, Individual Title Summary of Accrued Price Protection Liability Price Protection Liability [Table Text Block] Tabular disclosure of price protection liability Summary of Income Before Income Tax, Domestic and Foreign Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block] Geographic Concentration Risk Geographic Concentration Risk [Member] Unrecognized tax benefits Beginning balance Ending balance Unrecognized Tax Benefits City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Auditor Location Auditor Location Contingent consideration (up to) Contingent consideration (Note 3) Contingent consideration Business Combination, Contingent Consideration, Liability Revenue Recognition Revenue [Policy Text Block] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Lease obligation Deferred Tax Asset, Lease Obligation Deferred Tax Asset, Lease Obligation Portion of note receivable written off Note Receivable, Write-Off Note Receivable, Write-Off Company Y Company Y [Member] Company Y Reversal of unclaimed rebates Reversal Of Unclaimed Rebates Reversal Of Unclaimed Rebates Repurchase of common stock Payments for repurchase of common stock Payments for Repurchase of Common Stock Long-term debt Long-Term Debt, Excluding Current Maturities Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Weighted-Average Grant-Date Fair Value per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Net income (loss) per share: Earnings Per Share [Abstract] Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Canceled (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Delivery term Revenue, Performance Obligation, Delivery Term Revenue, Performance Obligation, Delivery Term Inventory Decrease in inventories Increase (Decrease) in Inventories Debt issuance costs Debt Issuance Costs, Gross Summary of Debt Schedule of Debt [Table Text Block] Deferred income taxes Deferred Income Taxes and Tax Credits Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Total lease liabilities Operating Lease, Liability Underlying Securities Award Underlying Securities Amount Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Table] Defined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Table] Performance-based restricted stock units (PRSUs) Performance Shares [Member] Weighted average actuarial assumptions used to determine costs Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost [Abstract] Amendment Flag Amendment Flag Loss on disposal of property and equipment Gain (Loss) on Disposition of Property Plant Equipment Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Impairment of investments and other assets Other Asset Impairment Charges Summary of Restricted Cash Restrictions on Cash and Cash Equivalents [Table Text Block] Machinery and equipment Machinery and Equipment [Member] Connectivity Connectivity [Member] Connectivity Actual return on plan assets Defined Benefit Plan, Plan Assets, Increase (Decrease) for Actual Return (Loss) Unamortized debt issuance costs Debt Issuance Costs, Net Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Inventory Purchase Obligations Other Commitment, Fiscal Year Maturity [Abstract] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Payments Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Settlements Entity Address, Postal Zip Code Entity Address, Postal Zip Code Impairment loss Equity Securities, FV-NI, Unrealized Loss Long-term Purchase Commitment [Table] Long-Term Purchase Commitment [Table] Other disposals Finite-Lived Intangible Asset Disposals Finite-Lived Intangible Asset Disposals One Defined Benefit Retirement Plan One Defined Benefit Retirement Plan [Member] One Defined Benefit Retirement Plan Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Auditor Name Auditor Name Cancelled (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Current: Current Income Tax Expense (Benefit), Continuing Operations [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Performance period Share-based Compensation Arrangement By Share-based Payment Award, Performance Period Share-based Compensation Arrangement By Share-based Payment Award, Performance Period Useful life UsefulÂ Life (in Years) Property, Plant and Equipment, Useful Life Number of Options (in thousands) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Employee Stock Employee Stock [Member] Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Debt instrument, covenant, leverage ratio, maximum, potential temporary increase Debt Instrument, Covenant, Leverage Ratio, Maximum, Potential Temporary Increase Debt Instrument, Covenant, Leverage Ratio, Maximum, Potential Temporary Increase 2025 Contractual Obligation, to be Paid, Year One Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Currency exchange rate changes Defined Benefit Plan, Benefit Obligation, Foreign Currency Translation Gain (Loss) 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] Shares used to compute net income (loss) per share: Denominator: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Total assets Assets Equity Incentive Plan Equity Incentive Plan [Member] Equity incentive plan. Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other long-term liabilities Other Liabilities, Noncurrent Percent of the outstanding shares of common stock Share-Based Compensation Arrangement by Share-Based Payment Award, Percentage of Outstanding Stock Maximum Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies Commitments and Contingencies Stock-based Compensation Share-Based Payment Arrangement [Policy Text Block] Accrued royalty Accrued Royalties, Current Summary of Effective Income Tax Rate Reconciliation Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Termination Date Trading Arrangement Termination Date Interest and other (income) expense, net Interest And Other Income (Expense), Net Interest And Other Income (Expense), Net Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Summary of Revenue from External Customers by Geographic Areas Revenue from External Customers by Geographic Areas [Table Text Block] Deferred tax assets: Deferred Tax Assets, Gross [Abstract] Net income (loss) Net income (loss) Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Summary of Composition of Financial Instruments Fair Value, by Balance Sheet Grouping [Table Text Block] Thereafter 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] Other Other Restructuring, Netting [Member] Other Restructuring, Netting Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Common stock purchased under the ESPP (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Purchased for Award Entity File Number Entity File Number Operating Leases Operating Leases, Future Minimum Payments Due, Fiscal Year Maturity [Abstract] Summary of Defined Benefit Plan, Assumptions Defined Benefit Plan, Assumptions [Table Text Block] Plan assets Defined Benefit Plan, Pension Plan with Projected Benefit Obligation in Excess of Plan Assets, Plan Assets Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Federal Current Federal Tax Expense (Benefit) Effect of exchange rate changes on cash and cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Restructuring Plan [Domain] Restructuring Plan [Domain] Operating lease, term (greater than) Original operating lease terms Lessee, Operating Lease, Term of Contract Name

Forgone Recovery, Individual Name Aggregate Intrinsic Value, Exercisable (in thousands) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Operating lease, weighted average remaining lease term Operating Lease, Weighted Average Remaining Lease Term Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Summary of Expected Benefit Payments Schedule of Expected Benefit Payments [Table Text Block] Wells Fargo Bank, National Association Wells Fargo Bank, National Association [Member] Wells Fargo Bank, National Association Decreases based on tax positions of prior year Unrecognized Tax Benefits, Decrease Resulting from Prior Period Tax Positions Amortization of debt issuance costs and accretion of discounts Amortization Of Debt Issuance Cost And Accretion Of Discounts Amortization of Debt Issuance Costs and Discount on Debt and Leases Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Cost of net revenue Cost of Revenue Adjustment to Compensation: Adjustment to Compensation [Axis] Accounts Receivable Accounts Receivable [Member] Long-term restricted cash Restricted Cash and Cash Equivalents, Noncurrent Attribute expirations Attribute Expirations Attribute Expirations Cox Litigation Cox Litigation [Member] Cox Litigation Litigation Case [Domain] Litigation Case [Domain] Net actuarial gain (loss) on pension and other defined benefit plans, net of tax expense of $8 in 2024, benefit of $85 in 2023 and $0 in 2022 Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Restricted cash Restricted Cash and Cash Equivalents Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Basic (in shares) Weighted average common shares outstandingâ€"basic (shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Amortization of debt issuance costs and accretion of discount on debt and leases Amortization of Debt Issuance Costs and Discounts 2027 Other Commitment, to be Paid, Year Three Accrued professional fees Accrued Professional Fees, Current Name Awards Close in Time to MNPI Disclosures, Individual Name Construction in progress Construction in Progress [Member] Revenue Benchmark Revenue Benchmark [Member] First initial repayments of notes receivable due to the company annually First Initial Repayments Of Notes Receivable Due To The Company Annually First Initial Repayments Of Notes Receivable Due To The Company Annually Masks and production equipment Masks And Production Equipment [Member] Masks and production equipment. Entity Filer Category Entity Filer Category Loss Contingencies [Line Items] Loss Contingencies [Line Items] Less: current portion as of December 31, 2024 Accrued restructuring Restructuring Reserve, Current Federal funds rate Fed Funds Effective Rate Overnight Index Swap Rate [Member] Dish Litigation Dish Litigation [Member] Dish Litigation Exercisable (in shares) Share-Based Payment Arrangement, Option, Exercise Price Range, Shares Exercisable Accrued obligations to customers for price adjustments Accrued obligations to customers for price adjustments Customer Refund Liability, Current Acquisitions (Note 3) Goodwill, Acquired During Period Work-in-process Inventory, Work in Process, Gross Statistical Measurement [Domain] Statistical Measurement [Domain] Unrecognized tax benefits that would impact effective tax rate Unrecognized Tax Benefits that Would Impact Effective Tax Rate Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Summary of Basic and Diluted Earnings Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Performance period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Tax credit carryforwards, amount Tax Credit Carryforward, Amount 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] Accrued obligations to customers for price adjustments Reduction in Transaction Price [Member] Reduction in Transaction Price [Member] Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Lease liabilities Increase (Decrease) in Operating Lease Liability Secured Overnight Financing Rate (SOFR) Subject To Floor Secured Overnight Financing Rate (SOFR) Subject To Floor [Member] Secured Overnight Financing Rate (SOFR) Subject To Floor Deferred: Deferred Income Tax Expense (Benefit), Continuing Operations [Abstract] Restructuring and Related Activities [Abstract] Restructuring and Related Activities [Abstract] Other Performance Measure, Amount Other Performance Measure, Amount Rate of compensation increase Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Rate of Compensation Increase 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Shares issued upon settlement of employee bonus plan (in shares) Shares Issued Upon Settlement Of Executive Bonus Plan Shares Issued Upon Settlement Of Executive Bonus Plan Leases Lessee, Operating Leases [Text Block] Common stock, shares outstanding (in shares) Balance at beginning of period (in shares) Balance at end of period (in shares) Common Stock, Shares, Outstanding Documents Incorporated by Reference Documents Incorporated by Reference [Text Block] Operating lease cost Operating Lease, Cost Number of shares available for grant (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Long-term lease liabilities Operating Lease, Liability, Noncurrent Defined benefit plan, benefit obligation, benefit paid Benefits paid and settlements Defined Benefit Plan, Benefit Obligation, Benefits Paid Service cost Defined Benefit Plan, Service Cost Entity Tax Identification Number Entity Tax Identification Number Intangible Asset, Finite-Lived [Table] Intangible Asset, Finite-Lived [Table] Production Masks Production Masks [Member] Production Masks Foreign Deferred Foreign Income Tax Expense (Benefit) Provision to return Tax Adjustments, Settlements, and Unusual Provisions Selling, general and administrative Selling, General and Administrative Expenses [Member] Rate of compensation increase Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Rate of Compensation Increase 2028 Contractual Obligation, to be Paid, Year Four Patents Patents [Member] Accrued technology license payments Accrued Technology License Payments Current Accrued technology license payments current. Plan Name [Axis] Plan Name [Axis] Equity Components [Axis] Equity Components [Axis] Rest of world Rest of world Rest Of World [Member] Rest of World [Member] Lease related charges Facility Closing [Member] Research and Development Research and Development Expense, Policy [Policy Text Block] Non-cash charges and adjustments Restructuring Reserve, Non-Cash Charges and Adjustments Restructuring Reserve, Non-Cash Charges and Adjustments Accounts Receivable Accounts Receivable [Policy Text Block] Outstanding beginning balance (in dollars per share) Outstanding ending balance (in dollars per share) Share-Based Payment Arrangement, Option, Exercise Price Range, Outstanding, Weighted Average Exercise Price Pension and Other Defined Benefit Retirement Obligations Pension and Other Postretirement Plans, Pensions, Policy [Policy Text Block] Vendor A Vendor A [Member] Vendor A [Member] Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Aggregate Intrinsic Value, Outstanding (in thousands) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Less: Segment Reconciliation [Abstract] Supplemental disclosures of non-cash activities: Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Developed technology Developed Technology Rights [Member] Geographical [Axis] Geographical [Axis] Summary of Restructuring and Related Costs Restructuring and Related Costs [Table Text Block] Net deferred tax assets Deferred Tax Assets, Net 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Change in valuation allowance Valuation Allowance, Deferred Tax Asset, Increase (Decrease), Amount Fair value of purchase consideration: Business Combination, Consideration Transferred [Abstract] Repurchase of common stock Stock repurchased during period Stock Repurchased During Period, Value Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Contingent consideration â€" current portion Business Combination, Contingent Consideration, Liability, Current Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Cash payments Payments for Restructuring Cash, cash equivalents and restricted cash at beginning of period Cash, cash equivalents and restricted cash at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax benefit of $8 in 2024, $1,107 in 2023 and $0 in 2022 Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax Other Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss), Reclassification Adjustment from AOCI, after Tax Total Contractual Obligation, Fiscal Year Maturity [Abstract] Unrecognized compensation cost Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Foreign Current Foreign Tax Expense (Benefit) Current assets: Assets, Current [Abstract] Net operating liabilities Net Operating Liabilities Net Operating Liabilities Fair Value of Financial Instruments Fair Value of Financial Instruments, Policy [Policy Text Block] Common stock reserved for issuance (in shares) Common Stock Capital Shares Reserved For Future Issuance Period Increase Decrease Common Stock Capital Shares Reserved For Future Issuance Period Increase Decrease Unrecognized tax benefits, accrued interest Unrecognized Tax Benefits, Interest on Income Taxes Accrued Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount 2026 Recorded Unconditional Purchase Obligation, to be Paid, Year Two Product and Service [Domain] Product and Service [Domain] Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Goodwill [Roll Forward] Goodwill [Roll Forward] Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Recorded Unconditional Purchase Obligation, Category [Domain] Recorded Unconditional Purchase Obligation, Category [Domain] Security Exchange Name Security Exchange Name Debt instrument, basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate Exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Repayments of notes receivable due to the company annually Repayments of Notes Receivable Due to the Company Annually Repayments of Notes Receivable Due to the Company Annually Number of Shares (in thousands) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] State Current State and Local Tax Expense (Benefit) Employee related Labor and Related Expense Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Total minimum payments Other Commitment Product warranty, period Standard Product Warranty, Period Standard Product Warranty, Period Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Common stock, shares issued (in shares) Common Stock, Shares, Issued Retirement Plan Name [Domain] Retirement Plan Name [Domain] Concentration risk percentage Concentration Risk, Percentage Credit facility, maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Foreign tax credit carryforwards Deferred Tax Assets, Tax Credit Carryforwards, Foreign Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Proceeds received from other party recognized Research and Development Arrangement, Contract For A Jointly Funded Project, Cumulative Proceeds Received From Other Party, Recognized Research and Development Arrangement, Contract For A Jointly Funded Project, Cumulative Proceeds Received From Other Party, Recognized Less: accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Summary of Defined Benefit Plan, Plan with Projected Benefit Obligation in Excess of Plan Assets Defined Benefit Plan, Plan with Projected Benefit Obligation in Excess of Plan Assets [Table Text Block] Europe Europe [Member] Common stock, shares authorized (in shares) Common Stock, Shares Authorized Plans with accumulated benefit obligation in excess of plan assets Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets [Abstract] Cash used in acquisition, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Total cash, cash equivalents and restricted cash Cash, Cash Equivalents And Restricted Cash Cash, Cash Equivalents And Restricted Cash Intangible assets Deferred Tax Assets, Goodwill and Intangible Assets Number of votes per share of common stock Number of Votes per Share of Common Stock Number of Votes per Share of Common Stock Plan settlements Defined Benefit Plan, Plan Assets, Payment for Settlement Proceeds loaned under notes receivable Proceeds loaned under notes receivable Proceeds Loaned Under Notes Receivable Proceeds Loaned Under Notes Receivable Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Entity Voluntary Filers Entity Voluntary Filers Operating lease renewal term Lessee, Operating Lease, Renewal Term Interest expense Interest Expense, Nonoperating Total deferred Deferred Income Tax Expense (Benefit) Discount rate Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Discount Rate Gain on settlement of pension Gain on partial settlement of pension plan Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due to Settlement Tax benefit from stock options exercised Share-Based Payment Arrangement, Exercise of Option, Tax Benefit Other comprehensive loss Other comprehensive loss Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Fair Value, Recurring Fair Value, Recurring [Member] Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss, Current Number of options granted in (shares) Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Revenues from External Customers and Long-Lived Assets [Line Items] Revenues from External Customers and Long-Lived Assets [Line Items] Impairment losses Asset Impairment Charges Net carrying amount of long-term debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Impairment of investments Investments Impairment Investments Impairment Plan assets Fair value of plan assets, beginning of period Fair value of plan assets, end of period Defined Benefit Plan, Plan Assets, Amount Credit facility, incremental borrowing capacity Line of Credit Facility, Incremental Borrowing Capacity Line of Credit Facility, Incremental Borrowing Capacity Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Average cost per share (in dollars per share) Shares Acquired, Average Cost Per Share Document Annual Report Document Annual Report Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Inducement Plan Inducement Plan [Member] Inducement Plan Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Interest Cost, Statement of Income or Comprehensive Income [Extensible Enumeration] Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Interest Cost, Statement of Income or Comprehensive Income [Extensible Enumeration] Amortization Amortization Amortization of Intangible Assets 2028 Recorded Unconditional Purchase Obligation, to be Paid, Year Four Customer contract liabilities Contract with Customer, Liability Unamortized debt discount Unamortized debt discount Debt Instrument, Unamortized Discount Leasehold improvements Leasehold Improvements [Member] Accrued obligations to customers for stock rotation rights Accrued Obligations To Customers For Stock Rotation Rights Accrued Obligations To Customers For Stock Rotation Rights Business Combinations Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Debt instrument, quarterly amortization rate Debt Instrument, Quarterly Amortization Rate Debt Instrument, Quarterly Amortization Rate PEO Name PEO Name Vesting [Axis] Vesting [Axis] Award Type [Domain] Award Type [Domain] Rebate and price protection program, term Contract With Customer, Rebate And Price Protection Program Term Contract With Customer, Rebate And Price Protection Program Term Common stock issued pursuant to equity awards, net (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Stock-based compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Customer E Customer E [Member] Customer E Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Supplier Concentration Risk Supplier Concentration Risk [Member] Deferred tax assets Deferred Income Tax Assets, Net Non-PEO NEO Non-PEO NEO [Member] Weighted Average Useful Life (inÂ Years) Finite-Lived Intangible Asset, Useful Life Other comprehensive income (loss) before reclassifications, net of tax OCI, before Reclassifications, Net of Tax, Attributable to Parent Additional Paid-In Capital Additional Paid-in Capital [Member] Employee Retirement Plans Retirement Benefits [Text Block] Concentration of Credit Risk, Significant Customers and Geographic Information Concentration Risk Disclosure [Text Block] Recently Adopted Accounting Pronouncements and Recently Issued Not Yet Adopted Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Warranty Standard Product Warranty, Policy [Policy Text Block] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] Maximum duration of employee stock purchase plan Maximum Duration of Employee Stock Purchase Plan Maximum Duration of Employee Stock Purchase Plan Number of operating segments Number of Operating Segments Cash paid for income taxes Income Taxes Paid Stock available for purchase (in shares) Share Repurchase Program, Remaining Authorized, Number of Shares New Accounting Pronouncements or Change in Accounting Principle [Line Items] New Accounting Pronouncements or Change in Accounting Principle [Line Items] Employee separation expenses Employee Severance [Member] China CHINA Restructuring Activity Restructuring and Related Activities Disclosure [Text Block] Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Deferred tax assets, net of valuation allowance Deferred Tax Assets, Net of Valuation Allowance Share-based payment arrangement, tranche two Share-Based Payment Arrangement, Tranche Two [Member] Repayment of debt Repayments of Secured Debt Customer D Customer D [Member] Customer D Acquisitions (Note 3) Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Purchases Reportable Segment Reportable Segment [Member] Reportable Segment Supplemental disclosures of cash flow information: Supplemental Cash Flow Information [Abstract] Net actuarial gain on pension and other defined benefit plans, tax benefit (expense) Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, Tax, Attributable to Parent Total other income (expense), net Nonoperating Income (Expense) Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Auditor Firm ID

Auditor Firm ID Long lived assets Long Lived Assets Long Lived Assets Income (loss) from operations Operating Income (Loss) Inventory Purchase Obligations Inventories [Member] Projected benefit obligation Defined Benefit Plan, Pension Plan with Projected Benefit Obligation in Excess of Plan Assets, Projected Benefit Obligation Call premium, percentage Call Premium, Percentage Call Premium, Percentage Variable Rate [Domain] Variable Rate [Domain] Valuation allowance Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Research and development Research and Development Expense (Excluding Acquired in Process Cost) Total liabilities and stockholdersâ€™ equity Liabilities and Equity Payments Price Protection Payments Price Protection Payments Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Weighted Average Contractual Term, Exercisable (in years) Share-Based Payment Arrangement, Option, Exercise Price Range, Exercisable, Weighted Average Remaining Contractual Term Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Impairment of leased right-of-use assets Operating Lease, Impairment Loss Interest income Investment Income, Interest Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Summary of Restricted Stock Unit Activity Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] Right-of-use asset obtained in exchange for operating lease liability Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Accumulated Other Comprehensive Income (Loss) AOCI Attributable to Parent [Member] Contingent consideration Business Combination, Consideration Transferred, Liabilities Incurred Expected life (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Balance Sheet Related Disclosures [Abstract] Balance Sheet Related Disclosures [Abstract] Inventory Inventory Inventory, Net Product and Service [Axis] Product and Service [Axis] Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] 2026 Contractual Obligation, to be Paid, Year Two 2025 Recorded Unconditional Purchase Obligation, to be Paid, Year One Operating expenses: Operating Expenses [Abstract] Summary of Property and Equipment, Net Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Total purchase price Business Combination, Consideration Transferred Water Island Event-Driven Fund v. MaxLinear, Inc. Water Island Event-Driven Fund v. MaxLinear, Inc. [Member] Water Island Event-Driven Fund v. MaxLinear, Inc. Beginning balance Ending balance Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Significant Supplier [Axis] Significant Supplier [Axis] Significant Supplier [Axis] Minimum Minimum Minimum [Member] Adoption Date Trading Arrangement Adoption Date Accrued bonuses Accrued Bonuses Lease Related Charges Facility Closing, Netting [Member] Facility Closing, Netting Foreign currency translation adjustment, tax expense (benefit) Other Comprehensive Income (Loss), Foreign Currency Translation Adjustment, Tax Summary of Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets [Table Text Block] Segments [Axis] Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Aggregate principal amount of long-term debt Long-Term Debt, Gross Exercise Price Award Exercise Price Summary of Components of Deferred Income Tax Asset Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Vendor B Vendor B [Member] Vendor B Long lived assets Long Lived Assets [Member] Long Lived Assets [Member] Accrued compensation Increase (Decrease) in Employee Related Liabilities Arrangement Duration Trading Arrangement Duration Operating loss carryforwards Operating Loss Carryforwards Goodwill and Intangible Assets Goodwill and Intangible Assets Disclosure [Text Block] Stockholdersâ€™ equity: Equity, Attributable to Parent [Abstract] Gain on extinguishment of lease liabilities Gain (Loss) on Termination of Lease Domestic Tax Jurisdiction Domestic Tax Jurisdiction [Member] Initial term loan under the June 23, 2021 credit agreement Initial Term Loan - TLB June 2021 [Member] Initial Term Loan - TLB June 2021 Fixed assets Deferred Tax Liabilities, Other Finite-Lived Assets Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Debt instrument, term Debt Instrument, Term 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Currency exchange rate changes Defined Benefit Plan, Plan Assets, Foreign Currency Translation Gain (Loss) Other income (expense), net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Employee Separation Expenses One-time Termination Benefits [Member] Changes in fair value of plan assets: Defined Benefit Plan, Change in Fair Value of Plan Assets [Roll Forward] Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Lender Name [Axis] Lender Name [Axis] Transaction costs Business Acquisition, Transaction Costs Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Depreciation and amortization Cost, Depreciation and Amortization Charged as a reduction of revenue Price Protection Rebate Charges Price protection rebate charges as a reduction of revenue Long-term Purchase Commitment [Line Items] Long-Term Purchase Commitment [Line Items] Liability Class [Axis] Liability Class [Axis] Unrealized holding loss on investments Unrealized Gain (Loss) on Investments Volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Risk free interest rate, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum Repurchase of common stock (in shares) Repurchase of common stock (in shares) Stock Repurchased During Period, Shares Gain on sale of investments Gain (Loss) on Sale of Investments Debt instrument, covenant, leverage ratio, maximum Debt Instrument, Covenant, Leverage Ratio, Maximum Debt Instrument, Covenant, Leverage Ratio, Maximum Federal Deferred Federal Income Tax Expense (Benefit) Summary of Accrued Expenses and Other Current Liabilities Schedule of Accrued Liabilities [Table Text Block] Cash and Cash Equivalents Cash and Cash Equivalents, Policy [Policy Text Block] Impairment losses Impairment of Intangible Assets, Finite-Lived Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Thereafter Finite-Lived Intangible Asset, Expected Amortization, after Year Five Changes in projected benefit obligation: Defined Benefit Plan, Change in Benefit Obligation [Roll Forward] Measure: Measure [Axis] Common stock issued pursuant to equity awards, net Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Additions based on tax positions related to the current year Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Operating Loss Carryforwards [Table] Operating Loss Carryforwards [Table] Preferred stock, shares authorized (in shares) Preferred Stock, Shares Authorized 2025 Defined Benefit Plan, Expected Future Benefit Payment, Year One Entity Emerging Growth Company Entity Emerging Growth Company 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 Volatility, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Minimum Equity Component [Domain] Equity Component [Domain] Preferred stock, par value (in usd per share) Preferred Stock, Par or Stated Value Per Share Defined benefit obligation Other long-term liabilities Defined Benefit Plan, Amounts for Asset (Liability) Recognized in Statement of Financial Position Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Entity Shell Company Entity Shell Company 2027 Recorded Unconditional Purchase Obligation, to be Paid, Year Three Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Comprehensive Income (Loss) Comprehensive Income, Policy [Policy Text Block] 2028 Defined Benefit Plan, Expected Future Benefit Payment, Year Four Statement [Table] Statement [Table] Measurement Frequency [Domain] Measurement Frequency [Domain] Contract Termination Contract Termination [Member] Finite-lived Intangible Assets [Roll Forward] Finite-Lived Intangible Assets [Roll Forward] Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] QuotedÂ Prices in Active Markets for IdenticalÂ Assets (Level 1) Fair Value, Inputs, Level 1 [Member] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Accrued compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Employee Compensation Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Employer contributions Defined Benefit Plan, Plan Assets, Contributions by Employer Weighted-average grant date fair value per share (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Hong Kong HONG KONG Accumulated Other Comprehensive Income (Loss) [Table] Accumulated Other Comprehensive Income (Loss) [Table] Investments in privately held entities Equity Securities without Readily Determinable Fair Value, Amount Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Income Taxes Income Tax Disclosure [Text Block] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Permanent and other Effective Income Tax Rate Reconciliation, Nondeductible Expense, Amount Numerator: Net Income (Loss) Attributable to Parent [Abstract] Summary of Revenue from External Customers by Products and Services Revenue from External Customers by Products and Services [Table Text Block] Production Masks Production Masks, Policy [Policy Text Block] Production Masks, Policy Other tax carryforwards Deferred Tax Assets, Other Tax Carryforwards Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Operating lease, weighted average discount rate, percent Operating Lease, Weighted Average Discount Rate, Percent Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Operating Loss Carryforwards [Line Items] Operating Loss Carryforwards [Line Items] Credit Facility [Axis] Credit Facility [Axis] Fair value of term loans outstanding Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Cash consideration Cash Payments to Acquire Businesses, Gross Foreign tax credits Effective Income Tax Rate Reconciliation, Foreign Tax Transaction, Amount Effective Income Tax Rate Reconciliation, Foreign Tax Transaction, Amount Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Amortization and depreciation Depreciation, Depletion and Amortization Gross profit Gross Profit 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] Foreign rate differential Effective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, Amount Aggregate Intrinsic Value, Vested and expected to vest (in thousands) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Significant Other Observable Inputs (Level 2) Fair Value, Inputs, Level 2 [Member] Shares awarded as a percentage of grants, peer group based Performance Based Compensation, Shares Awarded As A Percentage Of Grants, Peer Group Based Performance Based Compensation, Shares Awarded As A Percentage Of Grants, Peer Group Based Geographical [Domain] Geographical [Domain] Summary of Stock-Based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Basis of Presentation and Principles of Consolidation Consolidation, Policy [Policy Text Block] Restructuring Cost [Table] Restructuring Cost [Table] 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, $0.0001 par value; 550,000 shares authorized; 84,613 shares issued and outstanding at DecemberÂ 31, 2024 and 81,818 shares issued and outstanding DecemberÂ 31, 2023 Common Stock, Value, Issued Document Financial Statement Error Correction [Flag] Document Financial Statement Error Correction [Flag] Accrued expenses and other Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Other Amounts recognized in the Consolidated Balance Sheets Defined Benefit Plan, Amounts for Asset (Liability) Recognized in Statement of Financial Position [Abstract] Share-based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Sales commission assets recognized, term (less than) Sales Commission Assets Recognized, Term Sales Commission Assets Recognized, Term Impairment losses Impairment of intangible assets Impairment of intangibles Impairment of Intangible Assets (Excluding Goodwill) Fair Value by Liability Class [Domain] Fair Value by Liability Class [Domain] Financing Activities Net Cash Provided by (Used in) Financing Activities [Abstract] 2029 Defined Benefit Plan, Expected Future Benefit Payment, Year Five Concentration Risk [Line Items] Concentration Risk [Line Items] Preferred stock, $0.0001 par value; 25,000 shares authorized, no shares issued or outstanding Preferred Stock, Value, Issued State income taxes (net of federal benefit) 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] Finished goods Inventory, Finished Goods, Gross Basic (in usd per share) Earnings Per Share, Basic Net proceeds from issuance of common stock Proceeds from Issuance of Common Stock Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Total minimum payments Contractual Obligation Vesting percentage relative to earnings per share Vesting Percentage Relative To EPS Vesting Percentage Relative To EPS Stock-based compensation, vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Revenue Stream [Axis] Revenue Stream [Axis] Revenue Stream Property and Equipment Property, Plant and Equipment, Policy [Policy Text Block] Right of return, term Contract with Customer, Right of Return, Term Contract with Customer, Right of Return, Term Total current liabilities Liabilities, Current Pension liability Deferred Tax Liabilities, Pension Liability Deferred Tax Liabilities, Pension Liability 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Contingent consideration (up to) Business Combination, Contingent Consideration Arrangements, Range of Outcomes, Value, High Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Summary of Acquired Finite-Lived Intangible Assets by Major Class Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block] Risk-free interest rate, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum Business Combinations Business Combinations Policy [Policy Text Block] Volatility, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Maximum Aggregate commitments percentage Aggregate Commitments, Percentage Aggregate Commitments, Percentage Discount rate Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Discount Rate Singapore SINGAPORE Stock-Based Compensation Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Leases Lessee, Leases [Policy Text Block] Summary of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Intrinsic value of stock options exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Stock-based compensation expense Share-Based Payment Arrangement, Expense Granted (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Loss Contingencies [Table] Loss Contingencies [Table] Cancelled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Weighted average actuarial assumptions used to determine benefit obligations Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Benefit Obligation [Abstract] Business Acquisition [Axis] Business Acquisition [Axis] Summary of Finite-Lived Intangible Assets Schedule of Finite-Lived Intangible Assets [Table Text Block] Leased right-of-use assets Deferred Tax Liability, Leased right-of-use asset Deferred Tax Liability, Leased right-of-use asset 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] Right of return under the general assurance warranty, term Contract with Customer, Right of Return Under General Assurance Warranty, Term Contract with Customer, Right of Return Under General Assurance Warranty, Term Liabilities Liabilities, Fair Value Disclosure [Abstract] Revenue from Contracts with Customers Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Product Concentration Risk Product Concentration Risk [Member] Infrastructure Infrastructure [Member] Infrastructure [Member] Other Other Accrued Liabilities, Current 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 Number of business activities Number of Business Activities Number of Business Activities Base rate Base Rate [Member] Total minimum payments Lessee, Operating Lease, Liability, to be Paid Line of Credit Facility, Lender [Domain] Line of Credit Facility, Lender [Domain] Insider Trading Arrangements [Line Items] Balance Sheet Details Supplemental Balance Sheet Disclosures [Text Block] Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items] Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items] 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three Accumulated benefit obligations Defined Benefit Plan, Accumulated Benefit Obligation Summary of Business Acquisitions, by Acquisition Schedule of Business Acquisitions, by Acquisition [Table Text Block] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Document Transition Report Document Transition Report Summary of Unrecognized Tax Benefits Roll Forward Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block] Customer [Domain] Customer [Domain] Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Schedule of Revenues from External Customers and Long-Lived Assets [Table] Schedule of Revenues from External Customers and Long-Lived Assets [Table] Restricted Stock Units (RSUs) Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Term Debt Medium-Term Note [Member] Purchases of long-term investments Payments to Acquire Investments Summary of Income Taxes

Components of Income Tax Provision (Benefit) Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Summary of Changes in Projected Benefit Obligations, Fair Value of Plan Assets, and Funded Status of Plan Changes in Projected Benefit Obligations, Fair Value of Plan Assets, and Funded Status of Plan [Table Text Block] Defined benefit plan expected future benefits payments total Defined Benefit Plan Expected Future Benefits Payments Total Defined Benefit Plan Expected Future Benefits Payments Total Liability beginning balance Liability ending balance Restructuring Reserve Impairment, Intangible Asset, Finite-Lived, Statement of Income or Comprehensive Income [Extensible Enumeration] Impairment, Intangible Asset, Finite-Lived, Statement of Income or Comprehensive Income [Extensible Enumeration] Statement of Income Location, Balance [Domain] Statement of Income Location, Balance [Domain] Company Selected Measure Name Company Selected Measure Name Significant Supplier [Domain] Significant Supplier [Domain] [Domain] for Significant Supplier [Axis] EX-101.PRE 13 mxl-20241231_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 14 mxl-20241231_g1.jpg STOCK PERFORMANCE GRAPH begin 644 mxl-20241231_g1.jpg
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^?&' OT*/[.T_P#Y\8?^ 0H I_\ "8^&/^@U! WU_M1_PF/AC_*#4' ?57/[.T_\Y\8?^_0H_L[3_P#GQA_[]"@"G_PF/AC_*#4 M' ?5' "8^&/^@U! WU5S^SM/_P"?&' OT*/[.T_)\8?^_0H I_\)CX8_Z#
M4' ?5' "8^&/^@U! P!]5<_L[3_^?&' +]"OAC]O7_@I)\1KOXTM_P3<_X) M<>"]*\<_M!:C;@WS>NW<0DT'X8V+X#:CJLH5E,X# QVN"Q8J65LI%,_=' P4_M9_X*RZ-S)KNE?LK?
LF^"H_BM^T9XVBV^#OAY8S?N-,B8?\ (4U:4$"TLHQ\ MYW,K2;< HNZ5*_\ P3D_X)T^&/V8O%>K_M>?M9_%^#XK?M)^.(!_PF/Q'OTS M#I<+#C2M(B*@6EE&/D&U5:3;DA%VQIV__!:,_ @F!\(//
?"6JZY/KMYX^^W MC6?[;\3OBWXG02ZKXBO2=$C_ (),<''!?\ #5__ 7&_;"_N #[^/C+PN!DZW . MI+5\Q?M-?\%PO^"77[*%\_AKXB_M9:#JOB3S)A\(>"5DUS599\K$)@LED,3 MD]!*4'O7D$7_
0H^(7[23C5/"'I7_!2?XK?&6.;YKOP'X5G3P?X5<'K%)9: M>=\P4?*)/,1B,DC)KZL_9B_X)[?L/ L9:6FF?LO?LL^"O!K+%Y\E0CY@Z/C&..13/\ AU]^V;^U7_IO_!2W_@L)XUU'3+CF
MX^&WP&M4)\:,%/6WEN45KF^A//\ K C=.1@5^C']G:?_ ,^,/_?H4?V=I_\ MSXP_]^A0!\T?LG?\$Q?^"7G[$;P:C^SC^S%X+T?6("&7Q/?VAU'5R_4M]NO# M+<+D\D*X7/88%?1?_"8^&/\ H-
0?]]5<_L[3_P#GQA_[]"C^SM/_.?&' OT M* *?_"8^&/\ H-0?]]5\G_M>_P#!'#_@DU^WG\99_P!H#]K/X#GQ?XMGT^"Q M;5)O'^O6BI;0@B.*."UOHH8E&6.$1Q75(?'^O7:O;3
"2*2"ZOI895.%.'1L,BL,,JD?6 M'_"8^&/^@U! WU5S^SM/_P"?&' OT*/[.T__)\8?^_0H \G_:;_ &9?V+/V MS?!Q\! M3_!KPAXYTU49;==?TM)9K3=U:WGP);=_)N)U;WKXZ;_@D[^T)^QH MQUC
()! P#!2[Q%X'TNW.ZW^#7Q@>3Q/X291TMX'ES=:=:'TR\9DD..M?H$[_M &=I P#SXP_]^A1_9VG_ //C# WZ% 'YT6/_6T :/_ &1)ET'_(*X?L > M(O!>G0';/\8Q@\$\ ^,J.MQ/"F]TZ/KA)+!(<=*^Q?
V$XEMV_V9%5O:O46TS374H^GP$$8(,0P M1^5?'[3G_1"3_@GI^T5XM@=\)?#W4OA!\1XF:ZR^)/P4U9O#FJPRGDR-]G M'D3,3@EI(F!/VR_A_9]-*\11Q>%?&T$(Z)'=+NLL[JN2?Z+-&S<(QD5I,@
MA.: /M#_(3'PQ_T&H/^^J/^$Q\,?]!J#_OJI[!=!U6QAU/2Q:7-M<1+);W$ M&UTE1AE65APP(((((X-2_V=I_/C# P!^A0!3_P"$Q\,?]!J#_OJC_A,?#' 0 M:@_[ZJY_9VG_ //C# WZ%'JG:?\ \^,/_?H4
4 ^$Q\,?]!J# OJC_A,?#' M $&H/^^JN?V=I \ SXP_]^A1_9VG_P#/C# WZ% %/_A,?#' _$&H/^^J/^$Q M\,?]!J# +ZJY_9VG_\/C# _-^A1_9VG_\/C# _-^A0!3_ .$Q\,?]!J# M
+ZH_P"$Q\,?]!J# _OJKG]G:?_SXP_\ ?H4?V=I__/C# P!^A0!3_P"$Q\,? M]!J# _OJC_A,?#' 0:@ [ZJY_9VG_ //C# WZ%'|G:?\ \^,/_?H4 4 ^$Q\,M?!J# _OJLGQU;?"7XG^4-4^7Q%L-*US0=12LD4D; A
MU92001WKHO[.T_\Y\8?^_0H_L[3_P#GQA_[]"@#\L/#/CSQK_P;S_%2#P+X ME\1:KXS_ &(O%NL>7H6M2O+>ZC\&;^XDXMISS)/I$DC?*_+1D_W_ /CY_3C0 M?B?V//%.AV?B;PSXRT[4=-
U&UCN=/U"QN5EAN89%#)+&ZY5T92"&!((((I_C M7X<^ /B1X0U/X?\ Q \%Z7K6AZU8RV6K:3]=BDUO>6\BE9(I8.K*2""_]? MF9IMQ\1^2^#=KXH1>&?
%QU;QA^P_XMUH1Z1K4Z27NH_!B_N)>+>=OFDFTB21L M* +1LV/]9_Q\@'Z=_P#"8^&/^@U! WU1XEZG9QW>FZEI\D.6.1,JZ,I#!@2""""*N?V=I\ SXP_
M]^A0!3_X3'PQ_P!!J# _OJC_A,?#' 0:@_P"^JN?V=I__ #XP_P#?H4?V=I__M #XP_P#?H4 4_P#A,?#' 0:@_P"^J/\ A,?#' 0:@_[ZJY_9VG_\^,/_ 'Z% M']G:?_SXP_\ ?H4 4 \ A,?
#' 0:@_[ZH_X3'PQ_T&H/^^JN?V=I_P#SXP_]^A1_9VG_//C# WZ% %/_A,?#' 0:@_[ZH_X3'PQ_P!!J# _OJKG]G:?_ ,^,/_M/_?H4?V=I \ SXP_]^A0!3_X3'PQ_P!!J# _OJC_A,?#' 0:@_P"^JN?V=I__ #XP_P#?H4 4_P#A,?#' 0:@_P"^ MJ/\ A,?
#' 0:@_[ZJY_9VG_\^,/_ 'Z%'|G:?_SXP_\ ?H4 4 \ A,?#' 0: M@_[ZH_X3'PQ_T&H/^^J_:^;_L_8I_8+\&#QS^UI\<_#/@VVEC9[&ROI1)? MW^.HMK.(-/<'/!\M&QWQ7R1_PW- P52_X***?\2S_()]?
L86_P &_%WPOQS M_:'T_P BYN(3_P MM,T--TDA(^:.6;=*X(#!#0!]P?&?]J;]G]7P+=?$WX M[_&SPWX1T"S'[_5O$&J1VL.[!(12Y&JSCA%RS'@ FOA_6_\@ME\)^/VR=1F\ M$?\ !&S]CN_\=V32M
QQ^+"3Z!X,M"#@RPJX6[U(*>&CC6-QD':PKL@5_P M03_9KT[Q];?M ?MZ?$7Q+^T_\3X3O3Q#\5Y%ETG3W)!*6&C*3:6T60"(V$NT MC*E:^X+'0="TRRATW3=%M+>WMXEC@MX+942-
%&%55 P !P* /SO\ "W_! M&F'I]?Q0%9_%7 @L?^VKK_P*7#K%O.MU9?#G3Y7T/P/I,HY41Z=;%6NF3@>;* M5,BC$B-FONWX'],B\K3M#\/Z;%9VEJ]V.& M)51!]74?V=I_P#SXP_]^A1_9VG
//C# WZ% %/_A,?#' 0:@_[ZH_X3'PQ_M_P!!J#_OJKG]G:?_ ,^,/_?H4?V=I\ SXP_]^A0!3_X3'PQ_P!!J#_OJC_A M,?#' 0:@_P"^JN?V=I__ #XP_P#?H4?V=I__ #XP_P#?H4 4_P#A,?#' 0:@ M_P"^J/\
A,?#' 0:@_[ZJY_9VG_\^,/_ 'Z%']G:?_SXP_\ ?H4 4 \ A,?# M' 0:@_[ZH_X3'PQ_T&H/^^JN?V=I_P#SXP_]^A1_9VG_//C# WZ% %/_A,?# M#' 0:@_[ZK_X3'PQ_P!!J#_OJKG]G:?_ ,^,/_?H4?V=I \
SXP_]^A0!3_X M3'PQ_P!!J# _OJC_A,?#' 0:@_P"^JN?V=I__ #XP_P#?H4?V=I__ #XP_P#? MH4 4_P#A,?#' 0:@_P"^J/\ A,?#' 0:@_[ZJY_9VG_\^,/_ 'Z%']G:?_SX MP_\ ?H4 4 \ A,?
#' 0:@_[ZH_X3'PQ_T&H/^^JN?V=I_P#SXP_]^A1_9VG_M //C# WZ% %/_A,?#' 0:@_[ZH_X3'PQ_P!!J# _OJC_A,?#' 0:@_P"^JN?V=I__
#XP_P#? MH4?V=I__ #XP_P#?H4 4_P#A,?#' 0:@_P"^J/\ A,?#' 0:@_[ZKG_BY\:O MV??@!X?/BSX[_%CP=X*TL G^T?%FN6NG0<=?GN'13^=?'_CW_@XB_P""7FE> M(Y? 7P%U_P
7 '+Q3%T_ !'X>7NNW$AZ#9*$CMWR>!ME- 'W!_PF/AC_H-0 M?]]4?\)CX8_Z#4' _'U7P+_PW9_P6A_:/ =?LE?\$=-*^'6F3 \ 'KXN_:-\ M=0V>W/3S=(L0;M,=3ASZ=11_P[@_X+%_M'?OOVO?^"OL?
@73)\ CY\(?LX^ M (-+\O/7RM7N\W8]!E#Z]: /M[Q]\?/@C*- D\5_%+XM>'?#6EQ?ZW4M?U> M*SMT[\R3,JC\Z^2OBM_P<6_\$HOA[KK>"? 7Q[O_(J^)CG[/X:^$'A>\\07 M%SCC]W+!']F;G
_UPSFH?AM_P;F \$N_" B&/QW\8_AKXG^-'BA,;_$_Q[\ M7NO7$W<^9$[I;/D\G,-?7WPO^ _P.^"\]^2"?P7^#7A3PAI2XVZ;X8\.VUA; MC'3]W BK^E !PG)_P5<_X*C_ +0S?9_V, \ @CQK7AO39_
4>+OVB?&EKX> M6 'IDTJ$O=,.YV/QCWI/^&5O^"V7[27[W]J'_@KGX+^$VF3\W?A3]G;X>AF M(/\ #'JNIG[5*1ZJIS^ K]$O[.T__GQA_P"_0H_L[3_^?&' +]"@#__"'' M ;]?\$PYM?@\
(/B)^T!XD@;>NO?&[XE7^KR;SU/DQM# P/]UXV&*^O M?@K\&?V3?V;=%_X1S]GKX0>!_ UB4"O:^$O#=MIR.! >$$:[CW).23R>:]#_ M +.T_P#Y\8?^_0H_L[3_/GQA_[]"@"G_P)CX8_Z#4' _?
5' "8^&/\ H-0? M]]5<_L[3_P#GQA_[]"C^SM/_.?&' OT* *?_"8^&/\ H-0?]]4?\)CX8_Z M4' ?57/[.T__GQA_P" 0H_E1UD02(V589!'<4M P! M@#H!10 4444 %%%% !1110 4444 %%%% !1110!5UO6M(\-Z-=^(O$&IP65A M86LES?7ES*$C@A12SR.QX554$DG@ 5X?^Q+_ ,%$_@?
,%"_@AXC^/W[+OA MSQ9JN@Z%XAO-'LFU;11ISZY+!#*%*);+[0ZJ\,@E0(\C1_-N#A,&O5/C5\+](M^-WP;\6_!?Q!>S6UAXO\,W^B7MQ;?ZR*&ZMY('=<_P 060D>XKX=\; \%./V M_P#]DGPU;_
_Q=_P1<'*'COQ9HEE'1^EZ[\)]H+OPIK2Q((X[F.=%:;3HI H M;R)H2T.=F7P&8]Y_P""?2@S]A:+5_BS\9?V1/AFWA;Q5XR^(MU)\;=-U:[A M=3@\31%FGBO(999$@<&=N!EB ?K^OY O^#'7_E.O\#/^YF_]1C5J_K]H **** "BBB@ KB?CS^S;
M^S]^U'X'E^&W[1OP7\,^-]"ER?[,\3Z-#>1QL1C?'YBDQN.SH0P(!!!%=M10 M!^>=_P#\$./B!^RQ?3>+?^"0'[>7COX&MYK3?*S\27#>)_!ERQ.2@LKUFDM M2Y)#3([LHQM48]'_(>G?\%&/V(?
^)9_P54_X)Q:GJ/AVU^6X^-/[+.R:]NN MP<&>YTV4B\LK8A:1R<[L*G&*_1*B@#QK]D?_(*&?L4?MW>'?^$D_9,_:\, M>,U2$2W6FV%]Y>H6BGO/93!+B#KC]Y&N>U>RUI_M'[8VB+_A9/
MC/X)KX3\?1S&>R^)?PUO6T#7[:X_Y[_:;?:)Y!GAITEQZ5XS_P *"_X+P?L# M_O\)G']I'PS^UEX$M.8_!'QD*Z-XMBA'2*WUF+]S=2'',MWCK@)0!^B5%?" M/PH_X+__ +*4/C6U^"W[>'P[\;PEO
<[$T7XQZ.UKI=XX(#/::L@-K-",C M][(8@>PK[@\-^)O#?C+0;3Q5X0\06.JZ7?PB:QU+3;M)[>XC/1XY$)5U/J"1 M0!>HHHH **** "BBB@ HHHH *R_&O@KPA\2?"&I_#_X@>&++#6M#UJPELM7TC
M5+59[:\MI%*2121N"KHRD@@C!!K4HH _+?3M1^*/_!NK\3HO#WB*ZUOQ?^P[MXLUH)IFIR&6]U#X+W]Q+Q#*?FZT5>21_E;EHV;O(?]* 3OPWXD\,^,O#MAXN M\
(Z[9ZII6J6<5WIFIZ?.6.1"5=&4A@P)!!!%0^,_!GA'XC>$=3 M\ ^/O#-CK6AZU8RV6KZ1]=JL]O>6\BE)(I8W!5T9205(P0:_,JRO?BC_,&Z MGQ.CT76I];\7_L>+=:VV%_(9;W4?@MJ%Q+Q%(?
FDGT>21^&Y:-F[R' _$H M_4BBJ/AGQ-X<\:^'+#QAX/U^SU72=5LXKO3-3TZY6:WN[>10\DJ//)D](YL@'KQS1_MPZ. X*"?M"?O_P!N[_@M?\5KVSGY(*_S2+/P79QKW@-Q"LDUQ&>A+A6(./
M>@#[)^.'[4_[,]VD?V[^T5^T'X+\"VAC+I-XL\36NG^8/]@3NI<](@%!)/ MKY&\3,\!QM2[U37)_!?[%@?%3]H3Q# _EOH_P4^&=_J>R0] T\RPPE>A M+H[# GG&*ZWX'?\ ! #_ ()*_
W5_P#A*X/V0]&\9>('D$MWXA^)MW/XDNKF M7_GZJUI'Y8@_3E(UY&>M?7/ACPIX6\$:'!X8\%^&M/TC3;5-MKI^EV:6\$*^B MQQ@*H]@*
/@G_ALC_@O7^TI^Z_9J_P"''77@3X.:7/Q:^)_V@_B*;F5E/\;:9 MI2_:(&_AGSID?C7Z#44 ?$OPC_P"#>/\ X)1?#/Q /'/C#]G63XG^)W(- MWXF^+^OW?B.YNR.ADBNW:W;G)XA'6OL#P#\-OAW*?
#L7@_X7> =%\-Z3!_J M-+T#2M\.VC[?+"]J/P%;5% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 '-&F8A+^_CMW>WMV///(#RA$."/O=:_-
K]F?]C?_(+4?MDR6NAM<1+(; /)+&[/ 28GWHK! MXV##<"3^CVHW?@KW^%/%_PXL/$5VL<;77A[7IM+NWMKJFRDMD+B.5<-%*(K MB-U=2"-RL#TK\Z/A/_P;)>$O#?P\TNP\=_\
!5/]KV/Q%);"X\32>$_C'':: M=/]/?B;HW[5/[: MUU\=-;UR/1;[3O$^IZ/!IEU9686\C%F;.&618HQ*DTB.-JN99,#N00((XM1W+/B#XZ\,_"[P#KGQ,\:7_P!ET;P[H]SJ>K76TMY-M;Q-+*^!R<(C''M7YK^ M]
<_X.1/VD+/2OBG^S3X-_9Y^%:VD7_""?&^Q&VEW>:N=*"#[*+X6D,B6[M-$$S%&T+1 A"F5)(!]#_/!,;]LGX,_MQ>./BKX\"#O[*WB_X5IHTFBZ7]JC
MX*+HFJZC<*YE$TEHDCJ(UCE1$D.';:P)*K&%^N:\' 8K^,OQA^(MUXH\ M_M8 ''PUX1^,OA"+3[?Q?_PA]^]YI6LZ?,WL-1L9I56?[+(XO46&<"2*6&= M3N!#0[Q0 4444 %%%% !1110 4444 %>%_M8?\EL^! _&/Z5X7^U MA_R6SX' /8]R \ I,U 'NE%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 445YI^TW^V3^RM^QEX+/Q _:G^/OACP-I95C;R:
M_JB13797JMO!DRW+_P"Q$CM[4 >EU'=75K8VLE[>W,<,,,9>::5PJHH&2Q)X M Y)-?GBW_!8/]L/M9CHW_!(#_@GIK_(HT:X^6#XV?&U9?#?A15/2XM%&Q M>:E'R,B(1N.?EXI]I_P10^-
W[7EU%%XG_."Q/[?/B[XM6[NLK?"+P!*_ACP9 M "2G%?'_!;#]BC_@M7_P5F_9-N?CW M\8_V8/AW\-M)^%L=QKO@WX1Z/K4NN>,-0201K=*:ZA M7[??CG4?C1X6DUCX3>.M M6F>?
5M5\&1Q/I^J7#'+3W-A(-AD)Y+0O"78LS[V)-?+?PJ_X,@/@%HGBN._^ M-7[>GBSQ)HJ2[GTSPWX*MM'N'7/W3/-.?^"CO
M_!0OP;X4MO#DTO@7P7K%IXA>)&K/"3;V^GV\HD6U9NGF73Q^0BC+89WP5BK4 %%%% !117A/[5W_4X_8! 8?MIF :Q\&^%+R%-Y MT.?5!WM+=+6U@2**) D<<:A510, #@
#M0!^>_ #.O_!?W]L7][^T%^V;\ M._V:/"]SR_A;X)^'VUK77A/_ "RFU.^(2WE_Z:VV1P..377?!G@WR_X)O\ MP^\6I\4_C7X(\1?'?QQP;CQI\>?$T_B2ZG(.?F@GQ:D9Y&821ZU]NT4 4?#7
MACPUX,T*U\+^# #UCI.F640BL].TVT2""!!T5(T 51[5>HHH **** "BBB M@ HKDOB=\?O@3\$[3[?\9OC7X2\(P!-QF\3^)+6P3;ZYGD48]Z^9?BM_P<# _M /!&OX.2/!XG_;]\$ZC*IVK%X0-
SKQD;L%.FQ3Q/Y3G'O0!]CT5^?O\ Q&)? M"/Q _^Y_96_X)]M4?%SZ_H^H^%/@Y/#IQ]&>YNY(O+4^I0T#]OW_@N%\6_D M^!__ 1)L?"-G(/W&N_%KXV:?#UZ;[&UOSKCJ?F]NU 'Z!45^?O_
JS_@Y5 M^,//C']JG]F+X.6TH^3_(0#P/J?B"[A4_W_.TV6)G^^S\M_X(W?M2/%#! M_:H_X+O?M#ZWO'^DQ?"VWT[P3')Z@+:)+M4^GIO!]\:QK>C>'=.EUCQ!]]K8 MVD*YFNKRX6*.,>K,Q
'XUX%\6O\ @K;_,$PO@;YD?Q._;Y^$]A<19\VP@\; MV=W=KCUM[=WE_P#'\:\T;_@VK_X)7W>HQ:]\; WCSXLZI"=R:G\3OBCJ^H2 M;N[6O\@%+R^C*2=IEUOQ?^PYXMUK;
M:W3F6]U'X+:A0_Z5^G/A?Q1X:\;^&M/\9>#?$%EJ MVD:M917FEZIIURLU=\BAXY8Y$5T92&# D$$$5!X]\>!_%G@?6/#'Q,TC M3-0\.:AID]KMCK4,P>;S7BA$@8 MQNIDR[R9
/[!J*_@A_X6I\3_/A*?^$Y_P""%CZ]_;?F>9_;']L3_ &K?G.[S M=V_.>X@D#I+&P!5U8<,I!!!'!!J6@ HHHH **** "BBN5^,OQR^#7[.W@*[^*7QY M^*>@>#O#E@/]*UKQ)JT5G;(<$A=\K %C@X499CP
30!U54_$/B+P_P"$=#N_M$_BO7/;3-L(&GOM1U"Z2&"WB499Y)(5% Y)) %?GWJG_!:/X[_+96I?@ M7_@9K/Q3A$S6\WQJ^(T,WA_P/8L#@0&O&H2YU':1AHHEC?!!7<*DV?\ M!$/Q_P#M5:Y:?
$O_(+,_MC>(OCG>PSK@#4^*_!>/X8^/?&][\"?^"6WP \5?M29>/K23RJ?P0!:^%M)D M/:JUR]&Z;U-<^/^"8'_!1+_@H_P 3G_@K?^VQ+H'@Z[^9_P!G M][G>72M0>)<_\L-1U1\W5\",IXA\@99*
[M[UZ7110 4444 %%%% ! M1110 4444 %%%% !1110!^ /_!\Y_P VN_\<[?^X"OP!K]ZO^#X;QOX+U_Q M!^S?X2T+Q?I=[JNC+XQ;6-,M-0CDN+$2_P!A^49HU8M%O\N3;N W>6V,[3C\ M%:
"BBB@#^Y;]HO_(*)_(_LD),G[2/[7'P_P#"%U "7TK5O$UN+]L==MHK M&=_HJ&OF*^X.'/@%\5YWTK@/]D3X]_M#W!X^]=_$QQC/XJUF*,I'BBTU5MA)T.R48'(/-'_#F#]K#X^?
MZ3^W_P#\%FOC?XSAFYNO#'PL6U\$:1*I_P"6$L5FL3QCID6.3@U^@U%'MR3^S]_P0H_X),_LV7B:UX$_8F\(ZIJXD\U]<\;PR>(+QYLY,WF:D!VQR>SM+:,.1V]K:0K'"$@Z*JJ %'L*L44 %%%%
!111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 ?G'\?O^#;S]E?]L'IJKXG?M8?M!?%WXHZ M?K/CKQ)!"?
%T6GV<%!!IUI:1[D^SNS2DP.S,6QAE P2>=_XA-/^"X\9:K'>:A;WD<,L$\)D2*/=$$6!D)0&[YV4D[03]85X9X3_X*4_L M2>.OV@-;_9A\)_'2VO?%_AS7ET/7(8M&OAI]JS$A=-;4C ++[865E%L)S,6
M4J$W BO_#/Q4^'^N_#*QI8FZT;Q)HUUI>K6P.#\%,?\)F/!^I_P#")9"G_B9_M99/LOWN/]=Y?7CUKY#_X)IWG_!*C]BS]BO4K3X??MFZ)J^@>>)]2N/$/Q%USX MK_$*VDU&?
5Y[>*&^&HQ73(;6;]QLEMW165PX<%B20#U'_@FQ^RM^U%\$]%\8 M?'+]NOXS:9XU^,WQ/OK2X\4R^&[4P:/H=C:1O'8Z38(54F&'SKAS(P#/)<.3 MN.7?Z;K\]/\ @@W^TTG[1WB+]I/_ (4C+?"
[/7A[XMK:_R_NX9@2W>U#Z MA:6OD *6,=P$E@AP!$ET$54 "+^A= !117YR?M0ZA\7_).P<._LI>&(_VB M`&H>$O&?A3QM>7G@:\U6./2+:>UTJX\TMWS.)9"!-@/-YL@V#Y^N0#]&Z* M\
_X*@?MK:/_ ,$^_P!A_P =?M-WH$FHZ3IOX;PW;&U><3:I<'RK;=&@+-&C MMYL@'/E12$=*^*_^"1'P&_8,_:C^(.D?M1?LP_\ !:CJ]3XS:GX.NUOO$7@' MQQ\6Y8K(W+HR@WND-:0S"W\UBZ

_P ^,/\ WZ%'}G:?_P ^,/\ WZ%344 0 M_P!G:?\ \^,/_?H4?V=I_P#SXP_]^A4U% $/]G:?_P ^,/\ WZ%'}G:?_P ^ M,/\ WZ%344 0_P!G:?\ \^,/_?H4?V=I_P#SXP_]^A4U% $/]G:?_P ^,/\ MWZ%'}G:?_P ^,/\ WZ%344 0_P!G:?\ \^,/_?H4?V=I_P#SXP_]^A4U% $/ M]G:?_P ^,/\ WZ%'}G:?_P ^,/\ WZ%344 0_P!G:?\ \^,/_?H4?V=I_P#S MXP_]^A4U% $/]G:?_P ^,/\ WZ%'}G:?_P ^,/\ WZ%344 0_P!G:?\ \^,/ M_?H4?V=I_P#SXP_]^A4U% 'SY_P4=_X)I_LT?\%.?V,_+(N5;L1^8G_!&7_@U!'[,'[1NK?M"?\%#+SP_ MXQ'A#Q \?
PT\,Z>WGV&H>6P,6KWB./H8[5L[6!9\X4']OJ* (?[.T_\ Y\8? M^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^&'_ +]" MIJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^ M?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_ M0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T_ M_GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ M* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ MY\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* M(?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ M +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L M[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA M_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (? M[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8? ^_0H_L[3_P#GQA_[M]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3 M_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8? M^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[. MT_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]" MIJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^ M?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_ M0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ M* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ MY\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L M[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA M_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L M[3_^?&'_ +]"IJ* (?[.T_\ MY\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* M(?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ M +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA M_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L M[3_^?&'_ +]"IJ* (?[.T_\ MY\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* M(?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ M +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA M_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L M[3_^?&'_ +]"IJ* (?[.T_\ MY\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ +]"IJ* M(?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA_P"_0H_L[3_^?&'_ M +]"IJ* (?[.T_\ Y\8?^_0H_L[3_P#GQA_[]"IJ* (?[.T__GQA M_P"_0H_L[3_^?&'_ +]"IJ* (?[.T_\ Y\8?^_0K'\5_"SX8^.X/LOCCXW;Y>JZ/#<+CTQ(IXK>HH *\:?\$O?^":_P 10Y\;_P#!/_X+ZE(X(-Q< M_##+2S,,^D@@WK^!%>1>-O^#=K_@BQ\0-_P#;O[/A*#S!AO[$O\ 4-,Q]/L=
MS%C*^TJ* /S];_@^X2K^_P D>U+XP?#O;_J?^$*^,>KP^3[KY\TN/QS4 M?_#AGQ;X2_>?!O\ X++_ +8NB;?]1:ZY\4(=9M8?98I[5?E]B3S7Z#44 ?GS M_P .P?\ @K_X,^;X4?\ !?
+7'BC'R67C;X :#JWF#T:=G5Q_O 9[4?\ "@_^ M#C_P-_R*O[9O[+_CO9PG_";?#'4=+\WW;^SF.W*.0:B@#^.S_@XH^**7[;'C MW_@I7K7@S]O:+P!#XY\#^&<-*T?[-
\+OMO]A+:R6XOXVMOMW[XEOMK%R_\>5Z M***^%]_=3_@\L_P""_CG2?C!X=_X*7_#OPY->>&=9T>V\/?$*:UA+?V9?P,5 ML[J8CD1SQ.D ;&U7MD4G,J _A70 5^F'_!I/\5?%?@#_
(+/^#O!F@W$JV/C MGPGK^CZY&F2KV\5A+]"%O3$UC#@^^.]?F??[I?\ !FI_P3@\')K/PSHNCW/A[X>574)7^T]0G8)>74)/6.%7@+8VL]RZ@YB< _HJHHH MH **** "BBB@ HHHH
**** "BBB@#E_C=X:UOQG\%_%_@_PU")-1U;POJ%GI M\9D"!IY;:1$&XD!,OVD/$7B/XN?'#Q%:6\ MGB;XU>*-?NGUNRNXPI0Z3=>9YVG")E&R2-_.(4!W9<(/K[]I:Z^)EE^SE\0+
MWX+12R>,H?!.JOX22% SMJ8LY3:A0>I\[R\#N:_%?1?V$O\ @A9XR\,>&OVK MO^&HOB?X\^&"7LWAOXS>/=;^(FL07GA_Q)Y?_29JJTKPO\ M:P_Y+9\#_P#L>Y?_ $F:@#W2BBB@
HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#+\;^!_! MGQ,\'ZG\/OB)X5T[7-
"UFRDL]6T?5K-+BVO+=U*O%+&X*NC D$$$&OR"_:S_ M .#,/]AWXP>+[KQ?^S!\>O%?PE2]E:230)M/37M-MB?X;=998;A%SSAYY/08 M& /V1HH
_&W]DW_@S"_8>^$'B^U\7_M/_'SQ7\64LIEDCT"#3TT'3;DC^&X6 M*6:X=<\X2>/T.1D']?? _@;P9\,O!^F?#WX=>%-.T+0=&LH[/2-'TFS2WMK. MW10J111H J* *U:* "BBB@ HHHH
**** "BBB@ HHHH **** /S6_:%_ MX.1_@3^Q]^V;\2OV)_C'^R[\:?%OB;PAK$$FES?#+PE9ZC% M02 K)/(A(1EX7YLG XRZ_P"#E/\ 8,OM UKPI>_\$I_VHIM+\2/,_B+39?@9 MI;6^J-
*NV5KF,ZCMG+J &+@[@,'-?HC^T3^Q[^S=^U99V4?QR^%EE]M_I+E] M!\16TLMEK&C2<_O++4+9H[JS?G[T,B$]\U\E_M=?M5_$W_@C%X+'Q"^*[:? MA'XE> 51FLO WQ@U9-
/\;21+U33-0LX6_M9ESQ'SLF:* M(.K0*!N)/E%B?FP/MBOQ[@_GG^V3^SK_,%_A2_[8G[/_@?Q=HT8*VMK#4 M3XP\,W.FSRK;^:\2H7S;W2I]IE'G6SRJ=VTOE J_0- !1110 4444
%%%% ! M1110 4444 %%%% !7A?[6'_);/@?_P!CW+_Z3-7NE>%_M8?\EL^!_P#V/=%^&NI^*KZXFEL;:[DBLHH+=H(I52Z5=ARPVA_/B+ 5C_LB?L$ M_P#!.OX!^-_^%^?M(?LH?M6?
M$?%JYD6?4?B#\8_@GK6IDSC^."SEC>) " 5 M,OG2(1\L@K]?-,T/1]%DNY=)TR"V:^NC@2:CI M.F_9O#=L;5YQ-JEP?*MMT: LT:.WFR <^5%(1TKXK_X)$? ;]@S]J/X@Z1^U
M%^S#_P %J/VI/C-J?@Z[6^\1> ?"'Q;EBLCZ0UI#,+?S6+H YA9HPN MZ1593^]=?G1^VQ^Q-\/_ (-_%:/V6/VQOV2?"]GX6^(7C#Q[]7ASXEZ?X>M MUMH?$GAPZ3=75W>WD2
([0&"-?-89:2XMPQ9DAP :>H_%W4?^"@?_!:#Q[^P MWXBUW5(_A'^SW\/+"_\ $_AW2M5GM(_$OB?4_*E@^VR0.C3VMO:NVVV)V&<% MW#;%"Z__ 3[_:&\8?"W_@I?
^T!_P2@\9>*]3US0O!6EZ9XW^$5]K>HRWE[9 MZ%?1P"[TR2>9FDEAM;N=$@9V=Q')L+81 //?^"?WA+4/@M_P<4?MI^"/%D+1
M3_$3P9X3\8^%9)1@WNQF1&VGD3/58[J4PDCC='1^RYX3U?XA_P#!T-^TM\:= M$B>30_'P'T#P?JMV@_=C4;\Z?J$<6[H6$5M+D=N^* /TOHHHH *\+_:P_Y+ M9\#_ /L>Y?\
TF:ND^*WA3]K/5_%SWGP?^*_A?2-%,"!++5M">XF$@'SL7!' M!/05XE\7?#'[46D_'+X/-\7?B?X:U>.3QH1IRZ5HC6YAD$)+E\D[@5R /6@# MZ]HK'^Q>-_\ H-V7_@,?\:/L7C?_
#=E_X#'_&@##8HK'^Q>-_\ H-V7_@,? M\:/L7C?_#=E_X#'_&@##8HK'^Q>-_\ H-V7_@,?\:/L7C?_*#=E_X#'_&@ M#8HK'^Q>-_\ H-V7_@,?\:/L7C?_

\ V:?^ MC>/ O_A)6?\ \:H_X9?_ &:?^C>/ O\ X25G_P#&J /+/^'MW_!.C_HZ31?_ M O/_C-'_#V[_@G1_T=)HO_ (7G_QFO4_^&7_V:?\ HWCP+_X25G_\:H_X M9?\ V:?^C>/ O_A)6?\ \:H \L_X>W?\$Z/^CI-%_P# "_^,T?\/;O^"='_ M $=)HO\ X 7G_P 9KU/_ (9?_9I_Z-X\"_\ A)6?_P :H_X9?_9I_P"C>/ O M_A)6?_QJ@#RS_A[=_P $Z/\ HZ31?_ "_\ C-'_]N_P""='_1TFB_^ %Y M_P#&:]3_ .&7_P!FG_HWCP+_ .$E9_\ QJC_ (9?_9I_Z-X\"_\ A)6?_P :MH \JC_X*Y?\ !.:5=R_M1Z..W?\$Z/^CI-%_\ +S_ .,U MD?L(L__ &\1_![5+[Q#\$O"-_.GC75XDFO? #=K*ZQK<$*@+1DA0. .@KVK M_AE_]FG_ *-X\" _^$E9_ &J /+/^'MW_ 3H_P"CI-%_\ +S_P",T?\ #V[_ M ()T?]'2:+_X 7G_ ,9KU/\ X9?_ &:?^C>/ O\ X25G_P#&J/\ AE_]FG_H MWCP+_P"$E9__ !J@#RS_ (>W?\$Z/^CI-%_\ +S_ .,T?\/;O^"='_1TFB_^ M %Y_\9KU/_AE_P#9I_Z-X\"_^$E9_P#QJ@#RS_A[=_P3H_Z.DT7_ M , +S_XS1_P]N_X)T?\ 1TFB_P#@!>?_ !FO4_\ AE_]FG_HWCP+_P"$E9__ M !JC_AE_]FG_ *-X\"_^$E9__&J /+/^'MW_ 3H_P"CI-%_\ +S_P",T?\ M#V[_ ()T?]'2:+_X 7G_ ,9KU/\ X9?_ &:?^C>/ O\ X25G_P#&J/\ AE_] MFG_HWCP+_P"$E9__ !J@#RS_ (>W?\$Z/^CI-%_\ +S_ .,T?\/;O^"='_1T MFB_^ %Y_\9KU/_AE_P#9I_Z-X\"_^$E9_P#QJC_AE_\ 9I_Z-X\"_P#A)6?_ M ,:H \L_X>W?\$Z/^CI-%_\ "_^,T? \/;O^"='_1TFB_\ @!>?_&:]3_X9 M?_9I_P"C>/ O_A)6?_QJC_AE_P#9I_Z-X\"_^$E9_P#QJ@#RS_A[=_P3H_Z. MDT7_ , +S_XS1_P]N_X)T?\ 1TFB_P#@!>?_ !FO4_\ AE_]FG_HWCP+_P"$ ME9__ !JC_AE_]FG_ *-X\"_^$E9__&J /+/^'MW_ 3H_P"CI-%_\ +S_" MT?\ #V[_ ()T?]'2:+_X 7G_ ,9KU/\ X9?_ &:?^C>/ O\ X25G_P#&J/\ MAE_]FG_HWCP+_P"$E9__ !J@#RS_ (>W? \$Z/^CI-%_\ +S_ .,T?\/;O^"= M'_1TFB_^ %Y_\9KU/_AE_P#9I_Z-X\"_^$E9_P#QJC_AE_\ 9I_Z-X\"_P#A M)6?_ ,:H \L_X>W?\$Z/^CI-%_\ "_^,T?\/;O^"= M'_1TFB_^ %Y_\9KU/_AE_P#9I_Z-X\"_^$E9_P#QJ@#RS_A[=_P3 MH_Z.DT7_ , +S_XS1_P]N_X)T?\ 1TFB_P#@!>?_ !FO4_\ AE_]FG_HWCP+_P"$E9__ !JC_AE_]FG_ *-X\"_^$E9__&J /+/^'MW_ 3H_P"CI-%_\ +S_P",T?\ #V[_ ()T?]'2:+_X 7G_ ,9KU/\ X9?_ &:?^C>/ O\ X25G_P#& MJ/\ AE_]FG_HWCP+_P"$E9__ !J@#RS_ (>W?\$Z/^CI-%_\ +S_ .,T?\/; MO^"='_1TFB_^ %Y_\9KU/_AE_P#9I_Z-X\"_^$E9_P#QJC_AE_\ 9I_Z-X\" M_P#A)6?_ ,:H W/AQ\3? 7Q=\+Q>-?AMXGM]7TN9V2.]M<[2R]1\P!!&?2MV MO"/^">,$%K\#=3MK:% (XX_'&L+'&B@*JBY('0 5[O0 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !17SK_P %+?\ @I3\ M)\ @F#^SY?_ +0GQ=^"'C? Q'869B06_A+P[)/&DDL@BB\^[?;;6RM*R)EY- MQWC:CD@'W/6_'7A?PIX"O/B9XPUBWTK1=-TB34]4U"]E"16=K'$9999&Z!40 M,Q/8 T :]%?G;\1?^#AWP)\$->T?QG^T'_P3\^/W@/X->(-5BL=*^,_B7PBL M%A^].(;F>UW_&BW@&77>!*RTNK: M4/'-$ZAE=6'#*0001P0:)Z*^8;W_@_\'^ .@_%WP+^S1XO\;^(' J:P/AS MX"\#R175[K>CV=[D!#K,LT_D065I-#]EN"\K[4%[!&&DD=5-?_@GG_P51^'G M[>?C?Q_\"]7^"OC^X5_%/X7W4$?C3X<^.[6-+NVAG!,-S#)$S)/"P ^88^\A MP4>-V /J:N;\;_"GPC\0?$7ASQ1XCAG: [\+:DU]I)AG**LQ0H2P_B&#TKQ+_ M (*$_P#!3;X0_P#!.G1_"]_\3?AKXXUZ7Q?XJT_0-*D\/>'9&L8;J\E9(OM% M]+LMXN$D;8K/+A/]7A@3](T %%>%? $[]O'X??"#Q;\4X/&OAT_X1GX4:%H< MNKZWI8DN[O4-;U2280:'64<9>:Z*&P90'S(VJ6Z!>K5\^?#_P#X+R^#K3]I MSP? ^S5^V!^P_\8O@%+\2K\6/PX\2_$C2;==/U>Z9U2.VD>&1Q;SLSQ+LR^UI M%#E 0Q /OBBO'_VJ_P!LOP!^RU?^#/ EWX=U3Q3X[^)6N/I'P\\!>'S#]NUJ MYCB,UQ)NF= (X+:WB!EGN)&"QIC[S,B-6_9Z_;0\-?&7XP^+/V8_'7@;4/ WQ M2\$V%KJ6L^#=6O(;C[5I=SD0:E8W$+%+NU9U:)F 5XY4*2(A*%@#VFBOF[]L M'_@IM\(?V-_CC*/V?O&GPU\ <:KK7Q=^(&F^$]"U+3O#LD>DVES=S1('FOIM MD3[5D+^7"97^0@A<$CV'X_\ QZ^%'[+WP8\2?M!?"Q=!H7A/PGICW^MZI.I M811+@!5506D=F*HB**SNZJH)8"@#L**^6/$? _!3+_A=X M+^)NM6VC^&?&6NZE87$>G:E9VTUYL%5;,L:.-LKQ&OJ>@ HHHH M **** "BBB@ HHHH **** "BBB@ HHJ.\NHK&TEO9ED9(8V=UAA:1R ,G:B MLQ] 2>@!-$E%?.7[)7_!2SX3?MC?M0?&']ESX??#?QIHNJ?!<:0OB*\\8: M&VFF[DU!;EXO)MY3YZH(X%<-*D982J0N,$S?MJ?\% HOV5->TSX7_#+]F;XA M_&;XA:MIS:E#X)^'&EI+)8ZYU%AL;S56=K&VV?+\]_&2P"D$]#HKX)_:0X+P>%OV9#!\6O"["GQHF M^!+ZM!8R_':VTBV_LLI+((X[Z.U,WVIK%V9-EPZ()@RF)9-\>_[B3QGX=N/! M:_$'3;R34-)ETT:A;W&E6DMVUS;M'YBO#'"K23%E(*JBLS9).* -2N;TSX M4^$=(^*.J?&"SAG&M:OIL%C>NTY,9AB)*)V.3U[UXY^PM_P4?\ A9^WWXP^ M+'A3X8_#KQ?X?;X1^,5\-:V/&6EBQN+B\",TA6W+&2)%*E2W@5SU*K7I/[47 MQUL_V:/V?O%7QPN?#DFM3Z#IA?2M!@N1#)J^H2,L-G8)(58(JQ)/"]E!/X^3X9:4LVG^' M9)8%G2T>ZFV>? =F)XY1;Q1L_ERQLP3>JGT3_ ()Y?\%$/V>/^"F'[/D?[0O[M/-[J4-I'J4NF>(- UZT%OJ.AZC$JM):7,:LRJX5T8%6965P0)/VJ/!/P*\6^(?@-X0UJXT[7OB]I\U*SLO,^T M7NG6TH=9;A%#$0RM%',B;CZK^T[^V]\,OV;_ (/Z%\4)\+^(OB/>>,YX;?X M?>$_AMIPU/4O%$TL#7"&U56">2(%:9[AV6)(U+%LE0P![-17Q=^QA_P6A^'? M[2_[4MU^PW\&Y? $5YX//!NO)&FH^'M6MR/,MIA$[QNI4K)'-$[QRQNK*QY]6H **** M "BBB@ HHHH **** "BBB@ HHHH ***YKXN_%'1?@S\/=2^(VO\ A_Q!JMMI MMN\KZ? X7\/W.IWL^U2VR."W1F)./,9.%&1N8#F@#I:*\3_P""">7[\2WVI0Z98:^L2W8CM+^>SWR+$[HI)? MM9_\%EY/V??%GBC3/@\U^P%\:_C)X=\ 7,MOX_P#''@/08SI.ESP\W5O#+*X: M]EM\,)Q$NR)E*,X97' 'VS17EO[&7[8WP)_;V_9S\/?M1_LX^)9-2\+^(X7, M'V]#R;FTGC6Y\IM.90')D;4X4"C!8@'M5%?$OP MD_X+0Z7K'[8_A;]BW]J7]BGXI_ [Q!\18+B7X9ZGX[BLI;+7VA7>]OYMG/*D M-QLVGRMS89E5F5GC#_3/[4/[2/@O]DSX:]\>?B!X9\4ZOI/AW39[Z]LO"'A MR?4[MHH8GFD8)$-L:A(V)DE69(QC! <$C(!TWQ(^'WASXJ^!=3^'?BZ*5]-U:V M,%XL$I1RA(/##H>*TM&TJTT'1[30]/5A!96T<$ =LD(BA5R>YP!7G'[%O[4O MA7]MG]EGP5^U;X(\-ZAH^D>.- '&I:=INJLAN8(C(ZJLGEDKN^7)"D@9QD]:N M_%GXI\-_BW\-O@YI7A<:MJ?Q U>_CF)O_(&DZ796,MS^C)8 &@#T.BOSS^./_ <'>#/@E;R?&5?_ (_?'G6?@5;WR6_P ==.\, M1+I,T+2>6M_;Q22+++8LQ79<,(UD# H&W)O^N?'O[:G[,OPW_9'G_;I\3_%6 MQ3X71>%H?$,7BB$,\=S8S(C0-$@&]Y)3)&B1@;V>14QN.* /4Z*^;/"G_!12 M&P^(WP]\!?M(_LZ^*? A1%\7I6M_AKJ?B>_LIX[R^$7GII=Z+:5_[/OY(=SQP MN71S&\8D\Q?+-?\ ;._X*0W7[,WCI/@\U\$_V0_B=\' M0[&1W2&2]NYF6.&28Q2^5 N^5Q$S;57#$ ^FZ*^,M.%IJ_AV^^<".> (,PVL8Y K \F)U8*Z,BM^ M-?\ P4W^$/P3_;?^%7[!FL?#7QQ<>*/BQ?7\&C:Z_AV2UT:%;.T:YG(NKC9] MJ91Y0(MUD4>(=>GN- M0ATWP]X4\ (:0U_J_B#4IMQBL;*V4@RS,$=^2JHD06_V+0F:%9A:^?.D_P""FWPA?_@HGHG_ 3:M/AKXXC\6ZOX5OM?&OZKX=DL-+^RVS,A M\E[C;)=;I$=0\:&+Y,/^"JFB>&? @7X=^*7AG]FSQMXY\2>/];UR'X8_#SX> MVXU+4M?TBPO7MUUIV<116=G)%]FN#)(Q$:WL"9=W"T ?6-%?(?\ P3_ ."P M/PH_;?\ C3XL_92\8_!#QS\'OC%X*LA?ZS\- OB+IZ0W4UB60"[MI$8K-&/-B MR<*<2HRAD.ZN_P#B+^W9:VO[1FL_LE_L[?!K5_B=X\\)Z#;:SXYL]+U6TL++ MPY;7.XVD-S=7+JOVNY5'>*W4E+R-$A5F /?:*\4^$G_!0']FKXO? LI:M^V M)I_BFYTCPKX5OI/&-KK=F8M0\.WM@S)>Z?=VR%V6ZB=2AB3>7)0QEQ(A;Y@ MU3_@X+\$?"CXK>%_#W[7W[!'QS^"G@/QSK":9X4^)_Q"\.PV^GM<2:2+K4;^.W"&XNI&=ECMK6$RPB2>1@%:>-0&9U4^8_\$__ /@L#*/VW_C M3XL_92\8_!#QS\'OC%X*LA?ZS\- OB+IZ0W4UB60"[MI$8K-&/-BR<*<2HRAD M.Z@#Z\HHHH **** "BBB@ HHHH **** "BBB@ HHHH **CO+J*QM);V99&2& M-G=886D<@#)VH@+,?0 $GH 37SM^R5_P4L^$W[8W[4'QA_9<^'WPW\::+JGP M7&D+XBO/&&AMIINY-06Y>+R;>4^>P".!7#2I&6$B+D!C!(!&T5\\?MJ?\% H MOV5- >TSX7_#+]F;XA_&;XA:MIS:E#X)^'&EI+)8Z_$?X/M.% MIJNDNY8))M!(DB8HR[N&4CYD7YU%AL;S56=K&VV?+\]_&2P"D'Y,_:0_X+P>%OV9#! M\6O'"[QGHF^!+ZM!8R_':VTBV_LLI+((X[Z.U,WVIK%V9-EPZ()@RF)9-\> M\ ^]J*RT\9^';CP6OQ!TV\DU#29=-&H6]QI5I+=M+_#[?"/QBOAK6QXRTL6-Q<7@ M1FD*VY8R1(I4K^\"N>I5: /8_A;*?"/P>\.S^%_!<,Z6EQJ5Q??XG,C>=, M^]SD]L!VKI*X'LJ+XZV?[-'[/WBKXX7/AR36I]!TPOI6@P7(ADU?4)&6&SL M$D*L$>XN9(8%8J0&E!P>E>!_M:_\%4?$'[/GCK4?A1\$/V$_BS\R@G M\?)\,M*6;3_#LDL"SI:/=3;//NS$\$_P#!/+_@ MHA^SQ_P4P_9\C_:%_9YO=2AM(-2ETSQ!H&O6@M]1T/48E5I+2YC5F57"NC J MS*RN"#G('G5W_P %>/AW=?##Q)^U1X)^!7BWQ#\!O"&M7&G:]\7M+FM6@=+: M? [/>:E9V7F?:+WK8-4.LMPBAB(96BCF1-Q /KNBO&?VG?VWOAE^S?\]"^> MD^%_$7Q'O/&<\-O\/O"?PVTX:GJ7BB:6!KA#:JK!/)$%?B:E8VH;Q M3]C#@_@M#\._VE_VI;K]AOXY?LT?$3X%_%X:0VK:+X/\ B/8Q(NNV*JS/+9SQ M,5F*JDC%< ;8Y"K-Y<@0 ^T:*^8/VP_^"C7BW]G;Q#JO@_X#_L/?%+XXZEX8 MM%%N?&;> ;2W2UT16B$RV[37$BFXO&B>.46MNDL@CDC9MOF1[^_8_;D^!W_ M 46_9DT']JG]GZZO_["UMIH9;#5[80WNFW<+F.:UN$5F59$8?PLRLI5E)# MT >QT444 %%%% !1110 4444 %%%% !1110 4444 %%^18G=%+F OM#-@ M,!DXH]LHKXF_:S_ .'R\G[/OBSQ1IGP:_8"^-?QD\.^ +F6W\?^./ >@QG2 M=+GAYNK>&65PU[+;X83B)=D3*49PRN$^A_V,OVQO@3^WM^SGX>_:C_9Q\2R: MEX7\1PN8/M4'DW-I/&YCFMKB+)\N:-U*L,D' 96965B >I45XKXN_;6\(>!O M'_Q0T+7_ I? 2Z#\+=(T3^TM8TH27=WJ.N:D96BT2ULHXR\MSY3:5(;C9M/E;FPS*K,K/&' /MJBO/OVH?VD?!?[)GP2U[X_$#PSXI MU?2?#NFSWU[9>$/#D^IW;10Q/- (P2(;8U"1L3)*R1C&"X)&:'[%O[4OA7]MG M]EGP5^U;X(\-ZAH^D>.-'&I:=INJLAN8(C(ZJLGEDKN^7)"D@9QD]: .L^%O MP\(_![P[X7\%PSI:7&I7%](+B*2199;%F* M[+AA&L@8% VY-X!^AE%>6>/?VU/V9?AO^R//^W3XG^*MBGPNB\+0^(8O%$(9 MX[FQF1&@:) -[R2F2-$C WL\BIC<<5Y_X4_X**0V'Q&^'O@+]I']G7Q3*(O MB]*UO\-=3\3W]E/'>7PB\]- +O1;2O_9[_)#N>.%RZ.8WC$GF+Y9 /I.BOF3] ML[_@I#=?LS>.D^#7P3_9#^)WQR\? /\ X*:?#OQ!XG^%&A>(O#/B3P5K)TCQ M]X \9:<+35_#M]\X$<\09AM8QR!6!Y,3JP5T9% /H^BO!/\ @I'_ ,%#O@G_ M ,$R/V7M6_:;^-D=W?0VLR6FB>'=,9?MFLWKY*V\(;@819)7<\)'$[' .#[) M\\ Q=;?$#P%HGCRSLWMX=;TBVOXK>5@6B6:)9 I(X) ;'X4 :]%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110!^?G_!TH ?\ @A;\;21TD_X_P" METNON1?"WAWQO\-(?"/B[1H-1TO4=(C@O["Z3?%<1-&-T;]>&4C@J>""0<@U M\9?\'&7PU^+G[1_ 2P^('[+?[/WP=\4^-/&OC2?1O['TSP]HTDT:I:ZS8W MDSS3X40<#X#.&8D;0>2/I^;XY7WAQ)EZ7XT:)\%/'&LW^EZ LL?@2V\/O! MK5W=*JK]D2"XV#>7^7>6\0O67WE1F@#P? _@N-X=N?CI^PWJG[#?@C2(-6\=_' M;5++PQX-TJ9-ZPE;J&YN]3F R4M[*VADN7EQ@,D2#YY$![C]JFWU3]F;]@&S M_9^^#&NW$7B'4=&T;X9_#[4'YGBO;WR=*@O2!U-O& [7C^B6TAZ"OCKX+_P#! M03_@H1X5\9ZU\>_C!_P0R^.?B+XC:[UFM[;ZEIT=EH>EB3?#I-@.K.6CA!"O M-,1YES,/,<*B00P_5_@BV_:%_:2^//P1\6_M _!V;PE#X\#7GCK7M)C$DMI M8>)=21]/T_3!<, ES<65A-JRW!7 \R:"0+&LB"@#W71O"6@_ 3X/:=X3^%7P MVN]2L]_ANVTOP]X=T=[:.YDM;:)(H;:)F6&<(B@;Y$7CK7Y[_ /!*G]JO MPA\4O^"M'[2'A[]IG]E[Q5\ (/VC?$FFZ;=6GAWQ)-OV7?B3X1\,6G[%?Q:^(WASQ)%/_:GB MWX::%%JB:%*A4(EQ:K()RK EMZJ0 .-YR!Y]\+OV>?%/[0G_ 4HM?\ @I-X MW^%.I^"=)\)_"B7P3X(TOQ)'%%]^KO=7OVJYU"XAC=_LL$:@0PPRL)F::X=T MC CW@'DG_!S ?V)OAJ2.G[2/@O'_@5+7Z$:YK>D>&M%O/$>OZC%9V&GVLES M>W<[[8X(8U+. [$]%"@DGT%?_P#P<+?#_P",OQR_9M\ _"3X ? GQEXZU_3_M (Q>'$^H6OAO0I)8K?3;*:9YI&G?;#OX $0\-Z4MPC2.XYBFO+B5;2 =7*W# %8)"OT-^VS\=_BK^R[^S=]?CK] MG7]F'Q!\4_%L2+9>%O!'A>!%#SLC;'G?&[Q!\1_&-ZEUXH\;^+-;TVRAU74F41QO,T1D-I8P+A(H M$#*'&%,#1P"_XVUK5?B#_P=@^"_"GB"5CIW@#]E:]U'P_;.?D2ZN[^6&>= M0>C- '*(R1U$0'-G_ +8OB+4? G_!SY^R-<^&7.7QI\O%>@^]!$<&XT^"WO M[Z%&QU5;B-9,'C*^M>K?MC?LJ?%CP'_P4,^"'_!57X:>#;GQ;>>$?"]YX&^, MGA[PS9EKV\T*Z622&_L8&W4O-)$^(PS)AD^%G[-'CO]JK_(*W M)_P4X^(7P^UKPMX*^&_PQ/@WX2Z5XHT7I^G@\SR8V;J50RRE5Z R.>K'/Y_?L">'?BWX:_P""T/[77Q]\ M:?L^? $#0O!/QCA\&1> ?$VK^$[F&VO6TG26M+GS 5WVH+G*&94# ;[4V.M/;S3ZA]D@5+31-)L;$',SY!7JH2 QJA:12ON MO['7PO\ &O[/7['N@:'XPT635/&\FEW?B'QE9V4B*^H> (]0EEU'44C:1E4;[MVXG5"[!0NP$@#@ ^3O\ @XD^//CKX??L(/"UA?>%&@A,:KI\D"- FP\QE4*J4/*E2IY!KY'-1\.OHWQ0\/PZ?HEF;J"2V:[GU$RF.>T0.79 M85>=U4JD3$@U]"? LC_L^>&_V(OV// G[.&D:I=ZI8?#CP3::7)J$5C))/?-; M0 2SK!$'#%NO?M%_&;]!'Q_P"&;[3)=6UVS\(^#H-2M7BD M_P"$?T>-\3JK@$)/J5YJLJ.!B2$V[@L-IH]2OG^&WPQ4[2]XUU.;3? #^C6O MVS7/$>J7#K##'P9;BZGD;L%4DLQX50. H _,+X>_"SX@_LM?\$B?VX?V[M,\ M/7WA77?CU=^-OB%X6T26!K>ZT32;JVFCTV2:/@Q731,;QUX*&948!D85WW[< MG[87[8? BC]J*;X40?\$EOC1\1/QUX-O8YE71196UOXTU:&7U_ 3XJ_'_P#X*5_#;XK?"#]K/]@WQ)\%/ &L^$Y/#BV/ MC#5(9]5U[[?!/%=O&L/[N"&&(HH)WL[S9^01D. >;_\ !/;X=>%%;?_@VX\'^ M!+JSB;2]6_9GOI-0A*C:XO=.N)I\CW:>3/U-2?\ !MEJLOQ5_P"'"-G[/GQ0\ MOZ%XPKA?A'X-`;_4_9Y_ MX).ZW_P2;C_9^\4:]\7-,\-ZQX!\$>,+'3&3PSJ.E733PV6O2:D28+2."TG1 MI+61OM7F6S*D4F]2>U^)]G^T7_P21_X]"_G]BC]@G]ESQS\5O$6F:'#I%_X MF\)Z7;-%HZ!A)?ZGLN7$;74LTLSP0-NC#MNEW+'YOZY;1PVFB[_P"-[>T+WL@!(C%W &YF MQ7EW_!(36]5^)_\ P6L_X*'_ !*\82M+J.C>*?"?AO2_,.3;V$$&HQ*BC^%6 M%K"V!P2*>2(M;6:WM(9)3<:CJ5V\3-->7L_[YM[,#)<3*S,1D'HM/^ 'C?\ 8$_X*K?%+]L[MPQ\-O$? B7X5_M#>$]+'C-?!NB3:G?>'O$^E*T5O(]E;JT\MK'/%?QV\06$'AO MPIJ$L;WFA^&=,MEM;%;KRF9([JX5%FEA5G$>R)2V\.!]FT %%%% !1110 44 444 %%%% !1110 4444 %1W@#6QRREG=#_ ,>D! 6#F=MT[1?9 M@#V[_@BU^RCJ_P#P3Y_X)RVUC\;=/M_"VK:[J^L>//&&C.X$'AO[;(9Q9$CA M?LUJD*28X#QR8R,&O3O^"=/AC4KW]FRW^- _CC1G@\0_%W7[OX@ZO;WD6)K7^ MT6#V%LX/22UTU+"T/.?&.N_%'0$TBZMQIC/+'IEI:M(TT MMS/(RQ/,%$$<)F(E=RB-]#?MYWNK)^QS\2O#_AKP7KWB'6-?\#ZOI&B:-X=T MB6\N+N\N+&.&/$:D1J6(!DD*QKD989&0#QO_@@+_P H;/V>_P#L0(O_ $=+ M79?"_1]-_:_;7+^OQ/UZT6\)>'!M!M_A?H,;D[))YHXM3UV1'.2LAGTJU;& M,2:9(,Y'' _\$>?^%VN? MM!? &;]I+X@>&;_3)]<16OA3PA;ZG:O%*/#VBQNB2A7 .R?4KK5KA' Q)#+; ML"PP:YW6/^"@_CGPI^T1XI^ OBG_ ()[?=[71Y4'ASQOX?*PZEHWB%&C5L MQW$+?CE\5]1\;ZSX:LK MI)TT**94BMK%Y8_W>4(SHJNW@_QXT/XL7__ 7]^$_[3&C_ M +/?Q"OOASX/^$6L>%?$/C.S\(73VMOJ5Q<3.BJ@7SIH^$!FBC>/]X"&*@D M'U5_P4#^(OBSP#^RSK^D_#74FM/&/C6>T\'>";B/E[?5M%7Y"O0&A<$C5L MQWP<'%ZUX.;/I MJ_2.V+?BS^W#\,]/OO#-\O@WX9Z%]7BZUX.6O4MUX@N4; M2]/@20C9(\-I-J\LB DH9;5B!N4UY=_P54_:L_;#^$%CH7P=_9%_8V^*CZ3 MQ(/,\7^,O ,5LCZ%IN65XK.6X<*+^7;M5RK+_J_FX=MB$ YOX%/@S*/^%91:W&N%UWQ)+>RW5]'&XXEAL895MY#T%S-)&#N@ MD4>7_P#!NQK6J_$KXN_MO_&_Q9*TFMZY^U3J^G732G+QVMD"MM!D\[8DF,:C ML%KT_P#8H_;&_:N\4>._ W[+G@[_ (([>.?@E\/K"*1-4\5>.-7MFL]+L887 MD$<44#-)<7,\VQ-[N#NE>9S(058 ^Z**** "BBB@ HHHH **** "BBB@ HHHH **** "OSL_X)W@ M#_@OW_P4*&/]$^%_P#ZCSU^B,\R6\+SR!BJ*68(A9B ,\ DGV')K\\?VI/ M#OQ;\-?\H?VNOC[XT_9\^(&A>"?C'#X,B\ ^)M7\)W,-M>M1.DM:7/F KOM 007.4,RH& YP2 0#] ;+PMX=T[Q%? ^+K+1H(]4U.""#4+]4_>SQ0>9Y,;-U*H M992]] 9'/5CGXG_8'^"ME\7/^"GO[1?_ 5"\.V2V_A/Q18:7X \"WT:;1XC MCTM$34=5!'$D!NH5M8)02)$M':#BXN4 =(]T4)61S-!I_LQ_MZ_ MM;^-=0NO"E]_P2*\>?![X?\ @+P#?:FQUI[>:?4/LD"I::)I-C8@YF?(*]5" M0&-4+2*5 /4_@BB?&S]N7XL?'&Y03Z1X TVS^&OA=F&4-QMCU36YDSU626?3 M;5NPDTEQVKYP_P"#B3X\^.OA]^QS?_"O6_V(?'OC3X-:S?::PB\LS20QPQ*Q;S,[2/K']CKX7^-?V>OV/= T/QAHLF MJ>-Y-+N_$/C*SLI$5]0\1ZA++J.HI&TC*HWWMQ.J%V"A=@) ''AFM?MF?&[] MMG]EOQI\$?#_ /P37^,7A'QUXN\:CX=?1OBAX?AT_1+,W4$ELUW/J)E,<]H M@&_P!B+]CSP)^SAI&J7>J6'PX\$VFER:A%8R23WS6T $LZP1+W+2.'<1(& M.6"]" <5\C_\ !'SPE\8/AS^V-^UQX@^+'[/_ ([\)Z7\5?C(_B3P%JNO^&IH MK?4M/$4B;VJ7#K##'P9;BZGD;L%4DLQX50. H \M_9J\&>+=>_:+^,W[2/C_PS?:9 M+JVNV?

A'P=!J5J\4G_"/Z/&^)U5P"$GU*\U65' Q)";=P6&TU\I?MR?MA?MA M^*/VHIOA1!_P26^-'Q$^#7@V]CF5=%%E;6_C35H9=R2W FDR^FP.BR1PX_TB M0*\F(XQ'(<#\/?A9\0?
V6O^"1/['K[PKKOQZN_&WQ"\+:)+ UO=: M)I-U;31Z;)-'P8KIHF-XZ\%#,J, R,*]A_X)[?#KPK;_ /!MQX/\"75G$VEZ MM^S/?2:A"5&UQ>Z=<33Y'NT\F?J:](^ GQ5^/_\
P4K^&WQ6^$'[6?[!OB3X M*> -9\)R>'%L?&&J0SZKKWV^">*[>-8?W<$,,1103O9WFS\@C(?P'X1^#?VU M/V>?^"3NM_\ !)N/]G[Q1KWQ9;,J12;U) .Z_X-LM5E^*O_
1L_9\^*'CFP6[U_0O#FN^' M]*U2X7=+#IT.MW%LL*$]$\JPM%(_Z8+V%:/Q4^"MC^V!_P %P/A9\7_"5DO] MB_LJ>#M;_P"$M\10I\EWK^N6T<-IHN_^-[>T+WL@!(C%W
&YFQ63\3[/]HO_ M ()(_P#!.GX4_L4?L$_LN>.?BMXBTS0X=(O_ !-X3TNV:+1T#"2_U/9(;6:WM(9)3<:CJ5V\3-->7L_[YM[,#)<3*S,1D$ ^L_P!L/XP_&W]G M_P"!>N>/_P!FS]E/6?
BSXLBM9I=.\+Z'JMA8B28)D//)=31LR<=(4EE;&U4R M0:^8_P#@W.^+G[.'Q(_X)W6WAGX%>%->\/:]X5\6ZE9?%GP_XJMEAU*U\52R M_:;]I44 "-GE_=C V1HL3 /$X'L&N_\
!0;QQX0_:,\4? /Q3_P3X^.TEGI# MQ_\ ".>.?#WA6'4M&\0*T:M\EQ%.%MFW$KB?:!@EVC/%0?\ !-S]D'Q-^SM) M\7OCC\2?#EMH7BWXZ?
%2]\9ZOX9L[J.=="@D1(;6RDEB)CFN!'&99Y(R4,UQ M(J,Z(LC 'TU1110 4444 %%%% !1110 4444 %%%% !1110!'> -9R@C(,;9 M!^E?GK_P:L_\H./A%_V$/$G_
?]0K[Q^)/C2V^'_@J_\57.@:SJOV: ^7IV M@:1->W=PY&%2.)222<#)PJYRQ4 FOB?_@V_^%WQA_9P_P""7?@O]EW]H7X- M>*?!7C/PA?ZP^J:;XAT:2&.2U2ZNH7AG ,4H*3+E5;>,-
&=P(/#?VV0SBR)'"_ M9K5(4DQP'CDQD8->(_&[]N?]MKQC^U?/KWB7_@C/=/&/PZ\!:JLOPVTNU-A M:P:CJ$>1_;E['+*6=T/_ !Z0$!8.9VW3M%]F]6UKXP?ME_MZ?LKZY\._BA^Q M-
XF^$-I\1_'VF^!QH.L7'VO4H?#4@6?7=4O)(!Y5K#+8B[LX!U$^S+L9HT ! M[-_P3I\,E>_LV6_QO\ '&C/!XA^+NOW?Q!U>WO(L36O]HL'L+9P>DEKIJ6% MH>X^RU\9_ML_MC:)H?\
P64_9PT;]NS]B_QUX)^'N@ZS?V/P<^(U_?:?:=:?J M7B[4EBM8I+L6(_P#! 7_E#9^S MW_V($6_HZ6O9/V\]V\7A_PUX+U[Q#K&O\ @?5](T3T2O#ND2WEQ=WEQ
M8SQPQXC4B-2Q ,DA6-?^%C?LY?\$C? GP]^+?P-\:Z/XQ^% MW@.:+7O!]YX58K0*K+=M(J@((2YW.JD!B!0!WWPOT?3?VBOVVU_B M[\3]>M%O/#W@;0;0;?
X7Z#&Y.R2>:.+4]=D0CDK(9]*M6QC$FF2#.1PS_@J=XA MT+P7_P $]_'_ ,)?#_@J+6-9^('A6Z\!?#WP79P(#JVK:E:R6=I:1Q\ 1IN,
MLAX6*"WED.U8R1TO[(G@/Q5^S3^Q=I$GQ&\/WVI>,#I-[XJ\=V&BVWGW5[K] M_+-J>I10)D&1C=W$T<2DC@1KP ,?#OA#_@H%^W]<_';4_P!H?XR?\$./COKN
MM6CW.G_#^PM[[34L_#&DNP#>4K2$O>W(5&N+@X.T)!&%C1FE /.?^"OO[/VJ M_LA_\$T/V&_^"=$GB W^EO\ ';P1X9\9WT9(AU+R8Y6F7#?\L7N6,JJ>@B3T MKV/_ (.OM=O_ +_
,$NM-^+?AVX-OK_ ()^,?AG7?#-XA(>VOX991'(A'(8 M!WY'/)KM_P!MC]F'']J3_ (*R?\$P-,U[Q3\';7X6?&G0/&5OX\^&?@K6-1$S M:3J&FW,HL[2]N!M4RW%L9 S*$2)KI
=PB+/2_;=^%OQ._P""P]E\%_V;KC]G MGQMX$\%:'\1-,\:?"]\=:*UBMM%812E= M2_&HRSSRX-S;>9;)'"7\TEE1@ M#[QTG0_"WAM]5\5VFDVVG3:S.FH:[=, AFE2WB@$DK'NL,$29/
6,5\1_P#! M,/X9>&-'^.O[5?\ P5BUN>V\-^"/C;XGL;GPI/?,+XGL;\-\:Z/XQ^% MO9#%? MLEK'XNF(5DTM7FD##3@"?M. &N2/(XA\WS^]_9]^-/QS_P""C=KXS_9O_:K_ M
."8/B;X1_"&Z\#3:;K<'CO6D6XU][IEA6RM5L74PPI MP9'#[LO"%V\D@'S M)_P65\+>(?V@/^"2?[0G[?'Q9T.ZLCJG@JTTWX/>&^3V&I=GMMMW,XV1)=MI$D MB\ Q7VHM'%/*" T4$=K;D*\
<^_\ 2_\ 9L_Y-T\ _P#8E:5_Z215^8O_ 5+ M_P"#:_\ X)Y^'_V!/B1K'[!W[!9D^+<&EVQ\%II/BC5[FX,YO(!)LBN;UHG/ MDF7AE(QD]0*^_?\ @G9^Q=\#?
V$OV6M!^#/P(^%8\'VEW!#JWB#21J%S<$ZM M-:P)Y4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%%
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%%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
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4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%%
!1110 4444 %%%% !117B'[;WCO]OGP)X5T.[_ &!_@-X'\>:O M/J$B:_:>./%,FEQ6ML$RCQ.BG>Q?@CL.: /;Z*^ ?^&A_P#@XX_Z1U?L_P#_ M (=VX_\ C='_ T/_P '''_2.K]G_P#\.
[S7#R3DGU,C-0 [Q?\9_C#\0?%K^/_'OQ7\2ZYKTDIEDU MO5]=N+F[9SU8S2.7)]\YK]%?^".?_!RO^UU^PG\4=&^'?[47Q-U[XE_!N]NH M[;6+#Q#>/?:EH$+$*;JPN)"92(QR;9F,;*"J"-
B''YBT4 ?WV^%O%'AWQQX8 MTWQIX0UJVU+2=8L(;W2]1LY0\-U;2H)(Y48<,K(RL".H(J_7XR?\$9_VE/\ M@NY>?\$P_@_#\!/V-?
A'XP\%V/AR73_#'B'Q;\1YK'4+JRMKN>WB$D"H1&$6 M(1I@\I&A[U]._P##0_\ P<D0:?&^@7? M@?QI+JDMU$K:6#PAJB6_PU_:$2TC)632+I0;2_D51ES$5))/5K2TC_BQ0!L? M\'/_
.UC\??AO^R'K?P:_91^)>L>$]?T?P_;^-OB!XF\.ZE-9WFF:&FJ6VGV MEM'/"R/%+>7UR"I5OFATZ[4@@FOKS]ECXA?"#]EO_@G'\._B_P^M7:D;5-_
Y:_^'MQ,D67G;_5:D(X[A[=U5I$ALFF+1BVAW@'Z,^%/BW^SC^WS^SYJ?B7 MX.?$:[\0^$K^.XMH?$/AR]O]-+2HK*S6]U'Y,A*,2-\385E(SE2!\4?\&K5] MXR^+G_!-#3?
VC/C)\5_&_C3QEK/BW6+:[UGQCXWU+5"L$,RQ1Q1QW,[QQJ F M?E4$EF)/-?=G[-WC/X _$']E+PCXR_97FTMOAQ?>#;=_!::+"(K:'3Q %AB2 M,8\K8HV&,@,C(58 @BOA/_@T<(/_
1B\+X/3QMK_P#Z5T ?HM\4O&_PU^" MP]U?QG\8?'&E>&_#-E9L=9US6]72PM;2%OD+27#NBQ#++
!MPY(P&_%7P+_:;T+3/@/IU]JD7A_QAXK\6.\5Y"=9UK6O@W)=QW>K0^%CJ6J:=Y>\06<[2PP MM+V42O#> MX901[@4 ?I;=_P#!6C_@F_8_$WP;\&[W]K_PA%XF\?VEA<>%=*DNI
]TM]%' M-9K(Q3;;231RQ,D4YCD82IA3N&?6_C!\=_A-\!=&M-;^*OC&+3%U*\^R:39Q MV\MS>:E<[&?R+6U@1Y[J78COY<2.VU&;&%)'Y.?\%5_ ?@KP=_P:Q_"V\\)^ M%-
/TV73/#WPUUBPDLK1(FAU"9K#SKM2H!\Y_/F+2?>8RN23DU[C^T3\0=5U' M_@XN\%_ SQA^T)XB^'-KJ?[+LY^&5_HMOI4OV[5I=<=]0M8_[4LKN)9I+:SA M8^6BR%;11NPVU@#
[5_9Y_;%_9E_:L\.ZWXG^ 7QATO7[?PSJ$ECXF@ DMKK1 MKE,[H;RVN%CFM7 5CB5%R%)'0UR7AC_@IM^PQXP\6^&?!VA_'^R:3QMJDFF^ M"=6NM)OK?2?$EXC%3;Z=J/;_ /X)??L?
^+?"?@S0O 'PCM?CA\-Y/A;X$:6; M5-=M]-9)38WE]J32B))FMF#/;112;&D(-S)@B@#]3OBC_P %#?V'/@K\56^! MWQ3_ &J?!.B^HM)O-3O?
#]WKL7VFQL[6V>ZGN+I5)^RQK"C.&FV!@/EW'BN MF_9H_:B^ '[8OPDLOCK^S-\4-7\7$]0GF@M=9TT.J-+"YCD1ED571E8=&4' M!!Z$$_"_[=O@CPAXM_X.+?@_
V+H_$WAVTOEB\!^-;I$N80R^=;6IFMW(/#&.7] MXF<[7 88(!K]#?!/@'X?_"_04\)?#CP7HWAW3/M,LT>F:)IT5I!YTKM+*XCB M55WNY9V.,L22X?BW\1$\ WW[/$GBZ[\$I\
M2M8&E2:L+RZMO.-L+KRPNQ$/E@>7N7=MSS7ZI5^8'C+_)6W_"?_ &:!)_Z= MKR@#[.\3?\%+?V O!_CWQ7\,?$7[7?@2WUSP+H,K :]'(=%MDN(K9OM+
MH2D4OGSPQB!B)F:10J'-='^RI^V9^R]^V_\ #ZX^*?[*7QGTCQIH=GJ4FGWU MWIAD5[6Z0!FAFBE5)(GVLK .HRK C((-?$WA/P+X,US_ (.J/&&KZUX5T^[N M=-_9%L-
0T^>YM$=K:[_MN* 7"$CY91$S1AQ\P5BN<$UY-X"\1>/_ (1?M(?\ M%A];^ :RV&O:)X1T+6O#B::I5X-4D\+:I./VAM*TY1X@&A3:[-9W1T6WU7<4-A-JJQ&QAN0P*M"\Z MNK
JP!XKW0$$9!R#T-?!/_!/WX0?L,_MX?\ ! 7X2?"#XJ:#I6M_"V[^%6D1 M^-+5M6DLXX-3T\1RZA++<021R0R)J%O-*\F]23N+?*QS]M?#&X\(7?PU\/7?
MP^BDCT"70[1]$26.5'6S,*&$,LO[Q3Y>W(?YA_%SF@#^)/A:Z\& M^*?M_P!AO$VS'3-7N;"<>Z3VLD(_P!H;XDQM)'@ M7%A<+XHU PWENY!\N>)\.K8(X*L&5F4@'9?
\%*_A[8>)/B#^SOJ=KXS\7:0V MK?'K2])U@>&&VI:9%J>G'3-4N&M9TM)XTEB:2"%B&!)V8S@D'ZDGN=#\&^& MWN[^^CLM,TJQ+SW-
W<'9!!$F2[R.>BJI)9CV))K\4/V;_P!H#]JC]ES]K/X% M_P#!$'\/B:(&-OXK\(1Z7JT$8D8DE98#)'&,EL!7B8 MYA#R_HG_ ,%6]5^('Q*^%&@_L)?!.2Q/C#X[:G-
HTXU&\E@@MO#=M%]IUN>: M2%6DCC>V"V&] 6674X<"@#Y+_P""9'_!0_\ :-U?_@KQXX^%W[4XN=.\'_M1 M^"K;XC_L[6-Y(X6UTRTT62V@M@C "*XN--MUNYH_X6AR>9.?
M/_@KA\>?C?\ MLP_\$U_C)\?/V/<-/:?QIX9\&3W6BR):B M6U)[J72&E M@BN[(QS6L:?9MJ0O(-WRQ12@ [B*_1Y/VS_@%K7[' A[]LV;5UF^'OBS2M%O M([V01E8;35)
[:W1YPS!56,W0,P)RH208)&T@'Q[^Q_\ LV_L0?\ !0;]@^P^ M+7[#_P"U[\0K;XE7?A>-;WXLZ;\6-7;Q)IWB!X-TG]KPM=%9,S;B]K+'Y)0Y MA"KY;B7_ (*M^'?
BG*/^#>N[\97_C;QCX3^)GP]$^$/ALC6] \7WVGZA9:E& M=/BN0\MK,AE)/F(V\L#N;OS7F'_!0[@_@@@I[/E]XF_XF_^H*W_OM9 ...
(53%&"9!H_MG_ +7/C/\ M;O\ ^#47Q5^UC\10.DZ_XO^&=O+K5G;1LD+74&LQ6LLT2L25BE: RHI)PL MBC)QD@'N7[)/_!.OX9_&[]@7X4^/+K]H7]H'0?&?BKX6Z%%JVH>--$_:)\5&\
M6_NM.@GEG$5SJ$MJP,DC-Y3PM%T&S '#_\ !*?]O+]JGPM^WI\5_P#@C9_P M4"\>0>,_'7PZT]-=^'OQ,33X[27Q3H#B%E^TQQ@)]I2.Y@;*Y)Q.K%FB\Q_K M?_@FU_RCK^^ ?
_9%?"W_IHM:_/']C^*+]N'_@Z#^'[8_P<<:A\-_@Q\.8O!= MUXLM#NM-2UMHXXWMHI!\LFPM>9() %NAZ2(2 ?=O_!4+XL?%/P)^RU>?"_\ M9UNHH_BK\6=1C\#?
#)I9C&+;4KZ.3S;YF4$JEG9Q7=ZS ' M.ASBO+/^#?C] ML[Q/^U__ ,$Y?#NF\F:X3XD_"F^G\!?$SFWS=1ZCIVV-))LG<7DMS"SL>L MOFC)VFG^+[K]I_\ :7_ZX*+ZO\5_V;M%\
ZGX7^ .EW'@VP;QSJE[!#)XGU&* MVN]4N;?[D)!YC6]F;*SW-C8UQ>(.2X'R]^S]=_&S_@F%P_P _A ^H>&OVA-5-ZV`_P ^ MZ+X,_;:T2^L4\'W]S+I=OXOL.6 >YBC<2S>9(7&T[I=3BP?EP #Z
_X*G?M MQ_&.)?"?CKXUR3:IXR\=VD,&X#Q2*64J 1CXX_X*$^'M2_9J_X.=/V3_P!LWQ^K M6_@#QWX,O/A_'KSMY+R\ MN$BBB0O++(X544#)8D\ %Y(XM02, "+S3!.C(
%\RWD90JLJ+VG_ 6;_P"" MD%M_P2V_83\0?M)Z;H5F]OJ_BF0H-!\!/=AC#>:S_X.XO@W\0/''_!.'PO\:O NA3:I!\)OBQ7B?:/ CQU+1 M'8PJ6_XEWDW-L\Q SPDL\&3C"H[L,O&?PV\5>%/#/\
P@5OXS\1S:G<>')[2?5Q>Z>D M\[---&1'?C5\+/$,&K>'/%6C6^J: M)J-NX9)[:>,2(W!X.&P1U!!!Y%> ?\%>/CAXL^'G_!/#]H&V^!&O3#X@:%\' MM1U6*+3-YN=,M)
(Y8C>;D'[E@B7,D9)#,;:1E!\MB #K?$O_ 4S_84\':U' MI7B?]HK2;*TEUTZ(OB::TNAH*ZD',;63:OY7V!9U<%&B,X=7!4@,"*ZGXZ?M MF_LI_LS>(?#?@_X\?'WPQX9UKQAJ=MI_A;0]1U-
?MVJW%Q,L$0@MES+(ID8* M7"[%)^9@*^*3_ (,> ?@#\>/^#:;P_P" _P"S=-F\':C^RA$EVH13';7D&B[Y MIB>@GAO8GD+]1-&6SD9KXA^+J^/?B;_P02_X)R7?
[1M@VIZM>_M+^!;60ZM' MYCW.DF;5H;(.7R75[6W7.X$$YH _6'P+_P5$_X)[_$SX[:C^S1X&_:V\'':A MXUTNSN;JZT>/4=JO#;JS7#Q3N!#.(ECD:3RG578L >
30!]%>,O^"OO_!,;P'X5\4>./$?[;G@ :1X-U6UTOQ#J-AK(O(H M+ZX65XK6-K+ MO".I*YM-=T>[$D)*'#H^<&-T((9'"LIX(%?G_P#\$E_A+\+/$G_!5S_@H!XG M\0^ -'U#4;/XH:3:VES?
6$]\5Z)X33]HC2HO\ A)]4.F^%]@?&']H?X1? =])M/B1XDN(K_ %^>6+0M M$TC1KO5-2U)HD#RFWLK**6XF6-2&=DC*H&4L1D9^./\ @I1X#^ ?QI_X-T_&
M*Z+I^G/X/LOV>K37_!+0JHCMFLM.BN].:$C[A#10J-N.&*]"17D]S\$/^"DG MQ7^ /[]W[;/!)?QL\.)^TKX _9ZLT\7_ Y^)*N;7QEI&I064DRSR AH+EI[M.,LVY,R;=TD6T;@#[B\0_M=?
L-_'#]F+QUXV\2?M"Z!:?#>V-]X6\;>(-3UA M]&CTZX:W5+BTDFG\E[>X5)U7 Q(CMMX=2!\^?$#]N[]A7_@DI_P1LT'XP_>(K[Q7X"TCPPE+9_!Z#=(?-ED4-';B=_GE?
8B)A4&3%&W._LN?ME M>%OVTOV!_P!K2Q\:_LNWGPE^*WAZSU^T-_@+4.)A<1#66\/BW%W#)@*\,UO: MQC@#)C8YD#"63YD^*W_*E':_]DST);U/@Y^VE\ /B3^SC_P -
%W/Q M7TNV\/Z39P+XFUS4HY+"VL[HPPNZ$W*IU:9 N,ABX4$GBE^"_P"W?^RA^T!\ M4M4^!WPS^+<4GC71[!;^_P#!^M:3>:3JBVC$ 7*VE_##-+!D@>:BLGS+\W(S
M\4_\%"2YC\D7,I&\"-%E-56-5#2N"VV,$MQFOU1K\P/^#?<*W[M87_!0M2 0?VK]7R/^WN^H ^I_$/_ 61_"""7?ACX8ZA\9M3_;:\#R>&--\3 M3^'YM8T^_>
[CGU&&"">:*W$".UT(XKF!WDA#QJ)5RPKW'P9\:OA'\0_A)9?' MOP5\2=%U'P5J&C?VM:>*K?48_L+V.PR&X,Q(58PH)8L1MVG=C!K_\ @WV^ M%GPVU.']MJ[O_
NE2S:C^V7X\T.^FDL4+S::/LI%FQQDPYED/E_=^<\5\%^& MOC%XB\ _\&G/[..BZIJMQ'X,\4_M!Q^'OB7,'8*GAD^(=7NKF-V'*Q-);PQL M.A60H>&((!]6_P#!P#!P#^UC^RS\?/@A\&)_A-
\9=>DUVZ^./A6?0H%?6=-TSQ' MI)O"L\]JDRQ66KPJ[0MY\(FV90APK<_J-\9?VA_@[\ +.PN?BIXQ%C/JTLD6 MC:79V-Q?:AJ3QKOD6VL[6.2XN"B_,_EQML7EL#FOA+_@Y7T;PO>_L5?!
[5(- M-LI$TW]I/P5)I$\4:E;=6EFCS$1PJF-BO'>L^.=:\7_\ !Q7XW^ _B[]I M+Q/\.=3G_9YT5OA7_8=KH[G5+07MQ-J447]J6%VI=I@KL(0CNMD2VY8!L /K M_P &_P#!0K]C3XB? C6?
VF/ OQXTS5O!7AN[EM?$VKV%K M?:,@^9Q-&A12&; .:SM/_P""FW[">K_L^I^U;I7[1&EW/PXDU-&C\96]C=O M8O?,P181((>$?V@?'7B[X@ M?+#6?B)HGB>73#9A(Y)H;>]^SZ?
I]K' \K?:4!8GS=DY"DHY'Y[?LX6/P MD_84_P""GFA>"=8AUQ?V+_BE\6=2U#]G^YO6B'A[2_B&D<43%1RS6)E^UQV# M.4B,J+/&D@B2Z
!^U>AZQ8^(M%L_$&EF8VU]:QW%N;BVDAD\MU#++NCD57C;! M&58!@>" 1BK5%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !7\GO_!RO_P $<_BC^PE^UUXF_:A^'?@VZO?
@W\2]?FU:PUBR M@+PZ!J5TYDN-.N"HQ"#,SO 3A6C94!+1N!_6%5#Q1X5\,>./#M[X/\:^'+#6 M-)U*V:WU'2]4LTN+:ZA88:.2*0%74C@JP(- '\"5>Z?\$_^">?[1O\ P4L_ M:-
TG]G;]G;PI/+ M_P#@W)_X(H>-_%S^-=9_8%\-0WCRF1H=(UG5-'M 3V%I:W4< '^R(\>U?4/[M/_[,7P_9+\+^(_!OP@>IZ]J/Q&\;>6U&!!T=9'1RF&:)\.1\)@@@_[]!C&"L(#M%T
(1P9'(+L M>[,Q[UW-%% !1110!YO^U7^S)X3_'X3_ &OO@OK7[/\ \1O&?B33/"_B73IM/\26 M?AJ^BM9-2LY5VR6[S-$\B(RY!\MD+!BI)!(K,^(?[?[WP?^-G[[++ _^QY^T%%<:
MO\0/!NIV<%I>Q^*+F)[J6&"2*2*--!'$69'AC82,QKUNB@#Q3]J$C]FKXU\#[C?2 M8M/\A#^WK\#[C]FKXU\#[C?2 M8M/\A#^WK\#[C]FKXU"&^$$6T^NC?36R6SS1M);[0/)BA1865
MH8U@14C505/L%% 'S%^RO_P2I^"G[%7[/^L?LP_@J\&3XH>'O!NL2S2'33XH MANVL&F!$YM)+BW=[3S,DMY17#$NNUR6/(_L\?\$0?V;OV3/ #?"K]FW]H?X]
M>#/#;7LEW_8FA_%BZBMEGD #R*FW"EMHSC&2,]:^RZ* /!/@;_P3Q^%'[7@ M[X@^'_ /Q2^(]QK/Q.O([CQ7XY\1^,'U;79O+A$$<:7=XDA1$BWJBA?W?FN4 M*G:5XCP7_P
$17^LJ* /EOXR_P#!)+]GGX_?L<>'OV"_BK\2/B'B'J M7PR\-065OI^C\+K]O#-)!9K&ME#++(+0PR0K#/>.0Z1QI+((TB\M8R[.H#LS'RV7_ (-V\/V#%"WVTO\ 9?\)?\?+\6 M>)?BQ@K^B>'-7M+[P;?
ZY\3[ZXO/"PMI"\4&EDGRK"+DJ?)C5V7:":Y,<93[EH MH ^9/%__2G_9_M%^ /VID^(OQ$TWQ;\+=,ET[P#0S2W1FDE9R78\8XW_@J[_P3W\-_MP>*?9$TJXX>>*%U
M#P1KWA[59+/2M#1[JS:\O[YRI21XXH/W,*,)I9&"X\KS7C^S:* "OE_5/^"4 M?P4U;]L^#_@H)N2WU)DH^%^NSU_!F1KCM&T[C. 9TCMY@TW0_U78O?C#NA?^&]?
$N1N\PL68G[/O_!.'X.?LX?M%_$+$]J/P;\0/&^H^*?BP MUNWQ&.OZM;W%IKK6\WLI#>PK M%+]HA _>851C!7/1]Z_+7L]% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !7\@7_!T=_RG7^.?_%2@_?IOAD\LRE)OK#"1?D"4,-\OG%W'&U):5)-JJQE''(... &%1 M7]?O_$/^O&$X_ HQG_
,R;XG_^6='_!"X_P#!!Q!<AA!!" M_ZW_:N$ ...
'[*7P/^OQ#^'6)'.JEL'L_WM$=--'*T%ZWS$"DR[V5OE)KU_^<>UA)2#HOH&0ZSM+=T/'QWVO/"1$>VHJB(^M@V#)M&)$2^*/-^V@K^FBP^\I;E%EH>?
54CV^B@#@_VF/V??"O[5/P0\1?L^^/_ M !%K>G^'?%FF3Z9XA70+N.WGO+&>)XI[8R-&Y1)$*7N$MX5O%NY8()@BSP132+\Z) M(.'7X8368L;OX;2_$,2V=S
M88VFQDOY+=M5:W9,QF/[;@H=A^7BNN_:<_X)V_ #]J;]F&W_ &+_ !3<:YX; M^%L.F6VG2>#/!-W#IUM-:6S1-;P%UA:5(XS"F$C=%.,,&XQ[O10!\LZ-_P $ MEO@CIWPHPL?@]J?
[07QUU+P)I^E1:7#X2F^+VHVULUA'&(DM&DM&AG,(C 3R_ M,VE?E(QQ7LOPA_9<^"/[.7P03]GK]FGP-8_#KPU!:RQ6-MX1M(H'M9)%PUPI M='#SGAC+('9F +%C7H-%
'CO['G[%/P_8E\+ZSX*^%GQ \::MI>N:[=ZU>V MWB_75U%_[1NIFFNKH3/&)B\LC%W#.REB2 "23Q7[='_!*K]G+_@H=XS\'>-_ MVA?%OCM+GX?7_P!O\&0^&/$W]FII-
[NC8W<;0QB0S;HHB'9SM*#;MYS]+T4 M>;?%[]DWX)?M&_ 1_P!F_P#:7\,#XA^&YX8UNO\ A)]K7,LL9S'??LT^+?V?-9^%NE^ M%/V<+73]*T#P_IUO:6OA2UTA]+FT*$*1%;3:?
D6O[)'[2WQM^$GA:^O)+J7X>^#/'$,N@PRR,6E-O;:E:W M1M-[$D^0\?7C&!CZ&^%GP"^&'P@\'WW@SPQHT]W#K$SS^(;_ %^_FU]UJ=X MQ&\MY<7+/)4NX2*T>-
RJBJQ4N^(W_!.7X0_$/] MKKPI^W=XN^*_CQ/'W@+2YK#PU?P:S:PV=A92HZW$)MA;>5(LH>3>T@9OF&&7 M8FWZ&I'1)$,\(Z]- M\2=(BLKCP#XBTV7^V+%;2<2@VU[;W5O.
(Y8W G2+S8BT@610[_I-\(?V-_V M=O@K\"M5_9S\+?#Z"]\,>(Y-0G\70>()6U";Q)']!L)Q._ WC;PKH%SHND:UX)U>WB7[#/*DLL$UK= M6\]M=(7BC;;-$X4QJ5
(!KV>B@#PG1_^"?'P8T'X,_$+X0:O;J M[^)OC3^TH3K?B*:X@%M*99_)V0C[.%A1+>.)(44")8SDG'\(_P#!+3+3]ESPQ^ MP9J/_!-?4Z\Z "6_TJ33H-
$UW6!+/8VSRF<)#)OV-;W]ACXJ>&/$'COP9J*P&\O?"BN\U+5FE@C6.VF M2]E?S8&@1$2)8BB(H*A<.X;&_8/_ ."7)[)7_!Z!>(,:%$@(JW9/)/$1K&A!0H[>0@M!>;&K3\=@U@:VQ@!:?$<Y8^;=@:5=&EA@/Y8HQ?$_
MOA_4_B1XQEU=O#]BY7S+;3XRJ0VB,%169$WE5VEMI(/U;10!3\0:7>:UHMSI M6G^(;S29IXBD>HZ>D+3VY_O()HY(R?\ >1A[5\X?LG?\$J_@?Q*^^Q1\0/'OQ,^ M 'Q8^)%AJOQ.U6?
5?'4FJ>(+?4$U7493,QO62YMG"3"2=Y R;0S8#ATRA^FZ M* /G#]F?_@F5>_?$)?V0]"^(>@? ?XQ?$C2HOB?K]WKWBN:XUVVNII-8NFC-QJ, M3S6K&&>18]A*X7#9"AUC=,SX0?\
!'_]C'X1?L5:Y_P3P@/A[6O$_P>UT2%_! M_BS51=)9/),T[O;SJB3Q.9B)0WF$QR(&CV$L6^HJ* /A?4?#?C]C?Q7\$M" M_9V^*7KF6F^*G...
P4.H\]%4)'* MBEE;T/\ ;E_X([_L6_\ !0]/#(?M>AE%/=6(!UQ:5%2IE\$0N($GOIM (#I9+@>%M... ;YS+)."P#9G\PALL"&))^I:* /G#X6-7[X:!/RSXH_9_*]K(4X'$&$T%&WQ?)BKQ8V_C MD'_A-?'$GC&:?
Q/K9,8B)FU*4-*O[H>6HCV"-2VP(68F3]I+_@F#^Q@[=*%@B9A9#2UK MWG.T M;IUL4V6H::. %/+4 QA"0,,6R<_1=%
M'._";X=CX3_#S2_AU'XVU_Q#%I%JMO;ZMXHOUNK^6->%$TP13,P&!O<%VQEF M8DD]]%110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110

4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%>(? MMO>._P!OGP)X5T.[_8'^ W@?
QYJ\^H2)K]IXX\4R:7%:VP3*/$Z*=[%^".PY MH]OHKX!_P"&A_\ @XX_Z1U?L_\ _AW;C_XW1_PT/_P<&]'MY(]/L;ZV^)-S?7#7UP2D"Q6P0&=@)/V:O^"WGPT\# _"7Q'<77PY^!6H-
8_%#3K"4E-;N;]5CU M*(J#B1K2W*+$#]RY27/2OW>\)^*_#?COPKIGCCP=K5OJ6D:SI\-]I6HVD@>* MZMID$D4J,/O*R,K]P17\$?BSQ7XD\=^*M3\<>,=:N-2U?6=0FOM5U&
[D+RW M5S,YDEE=C]YF=F8GN2:_=;_@W?\ ^"M7_!5?XK_LXQ_L-?LK? KX5_$2Z^$F MEJUM/X[\;7&EZB-(EG<0HJA66:*!B(=PQL1H$(^Z2 ?T+45\ _\ #0__ << M?](ZOV?_
/P[MQ_\;H_X:'_X../^D=7[/_\ X=VX_P#C= 'W]17P#_PT/_P<' MT_XQ_&:/X6:A^S7)XFO/"A^/WBYEEU5=1O81TW6_".G>(?BWVHW.AWL4HAN[82W-R[SV4B>0XBZUH
M>2;*C:AKZ)_9:_X*6_L&> /!OP1_8\\8_M2>%;#XDZQ\/_#ME8>%Y;QC(UW) MIML8[5Y IBBN'#IMA=UD;S$PIWKF#_&X(_Y0R_M!_P#8C'_TI@KY1_X*]^!_ M!W@?
_@@U^SO<>#0"VGZ6^A>,/AOJ.D-8VB1&UNY!&9)TV@8D8R,22 M230!^H?QC^/ ,(?@%IMCJ/Q5\8II[ZK<-;Z/IUM9S7E_J.UM+9)+BZ M=4!=EBC1GY[:ZMYE2:VE']R5%;'.,5\0?
$OQYK'B/_ (.,I_@/XP_:-\2_#BXO/V9; M1OA9-HEMI#_VFS:M-+J4$7]J6-VGFR>1&[")4=DT\;B1&!7N_P"RG^>P)\ OV M2_VZ_B=\=O#?[1GC_P 4_$SXP>';/4/&^C>
(IM+6R>"T=+>"^^SZ;IUJD$I/ MF(K,?WI-R55BLC* =+_P5AT5[K_@F_\ ''Q9IGB37M%UCPO\)/$FM>']9\-^ M(;O3;NQOK73+B>"9);62-_EDC0[22IQ@@@D5^=?PU^"'C[4_^#=K2/\
@HQX M# _;/^-WA;XT^'?A-?>-7\8S_ !KUZ^MM5N;,SS-:76GWUY-92Q3)"(@@A&'* M$9Y5OTA_X*H_\HP?VC_^R"^,/_3+=U\8_P#!*+_@FY\%/VTO^"+'P(\'_M$_
M$7XD:UX+U+PK#=Z%\K;QO<6>CWS1W$.BOY7F[RA@ 0#0!X9^ MUO\ M&?$']8N)Z-_%/[3?@[2?$5GIVLW'Q]_P<-?"GX:^$_V4OV5?@KX
M9\"Z78>$;']KKP#H]GXV ,F@# MWS2G_P""<_CG_@JR?'?ACXXV&K_M%Z%\++KP_?>%=(\6R7 T_1(KZ.6;[3:1 M,T4$RSSH,2[7(<':=H9?GO\
8[\+6W@K_@ Y#:9T#3=WMT1Y_P!AZ5YF M10"[#Q3.,GU. !GT]*E_9J(_P"(EO\ :5Y_YH'X4_\ 1D= 'TY\1O\ @IK^ MPS\)M5UK3_'OQ^LK*U\,Z['HOBCQ!'I-]/HNAZDY519WVJ0P-
964X+J#%-,C M*6 8#->I_$KXQ?"KX.?#F]^+WQ3^(6D:!X7T^W2:[UW4[Y(K9$')PQ=F M5449+LZJH)8 _D'\9]8\#?%S_@A9^TYXR_8"\'Z3X1_9[O9_%>IP:KXIFNM8 MUOQK?
_;";R\@1YD32[8W$>V)I3<2ND63# 2&/0_'+XM7EI\;?^"2OP>^)^H> M7\.M?T6#6-16\?\ T>_\16OAZQCTCS">#)'=72M&#U>8$:I=6=@"RF]G M@L89I+>VW(Z^?(JQY1ANR"!\9_\
!4[1](B_X+8_\$[O$:Z?"M]+X@\'6TMX M$ D>)='M62,MU*AG<@"^^2P^:!+!]BC]G;6+[2/C M'\>;#1ETG4(;#7=4.G7=QIVC7_OH(7MK"5A(C!+B2-MKJV,$&MGXH? MMQ_L?_!?QAX-^'GQ,_:\
(Z7X@^(=]96G@C0GUF.6\U[N58K=X(8RSO$[LH M$V/*&>7 K_^",/P7T#_@I1_P $9(/ASXR_;8^)"P>*+?Q%H/QA\(:,8^&/ M,M=3O+VZ>^\U[G1I;I)YA<"Y$CRM(#.K!@0 O/?
\%#_V=2V>_A3\#/\ @G3^ MSM*O%FI?$#P'X<_:Y\/>&]*UCQB\-Y<:CIZ7-U#)!(Z0113P#R_*4I&(WBC MC(WJ0S 'Z"?#7_@J?_P3M^+_ ,4]>^"_PZ_:_P#!6H^(O#6E3ZGJ]H-4\])+ M&
%IKJ.XE"PW$,.@L\D3NJJH8 $UJ?LN_\ !17]B3]M/O%+0[1F@ M>,-9\+HDFN:98-+'/!$YPLZI,B&6$D@"./=&=R_\5\ !?X\ M@MY_P3NM];\$Z5>17EU\1+:[BN;&-
TFAM=LYK;-E(PRQ2NSHIX5F)'6M3XC M6EKI'_!TK\,[_2[=+>;5OV0]1CU.6%0K72QZW*4$A'W\%5QG^Z/04 >[?LEO M_P $YO%_[=']QR^,7I*?QQL/%_P
4O$%CH47Q8@T3Q;)J5E8);12VUFJJC-;P MR8BD5D5BRE#D)N.[MOC'_P %&/V+?@#K.J:-\6/CK9:8- NX;7Q-J,6FWEUI M^@3R[/+BU&]MX7M].=A)&0MS)&=LBMC# GXZ_9"?
7/#O_!=' _@HZ- M7A\%?#ZXTJU2(;9KS_&ART8VCKNDQGU)K5W_@@;I/[0[=/_!"C1_A-\4;6 M'Q5#WMG<07.-!,11M))/ M9(PDT:JCY=&*Y5AG([J\<_VV?V8OV<-5N- ^+/Q-
^RZC8Z2=5U/3-)T:]U6 MZT[3_F'VVZAL89GM;8E' GF"1DQN QVG'Q_^U_-!_P 1(/[($(E3S!*?')* M9&[!M'QQZ<-^1J/_ ((3_%31?B_\0_VT_"7Q8GANOB9;_M3>(8O&%AJ&&N/[
M$$<5GI<6&Y-HD5M<0Q+RH$;8^]D@'J'_ 4J_P""Q?[._P"Q7^P,W[7OPV\: M:=XUE\7Z:T?PLDT$-?66IW#_B?H]G)\.I75Y';Z@VO6D M]W&L]S)(TA668HP#L(W5X^&C91ZI_P
%J/B7JWA;_@HA^P#X&\9N4^&VL_&V M_N=>_\ X]I-=@@MHM%$F>-RS74SH#_$N1@IF@#[(^$7[<7[+?QP^)MW\%/ M/Q35?
&=EIRZC+X0\0:/>Z/JDED3@7<5IJ$,,TT&>/.C5DR1\W(KD_B'_,%7 MO^";WPKU;QAH7CC]LWP):W?@#3TO/&4,&LK=;=8Y3'' G,K*@MQF8D_ M!M*U81_LV:'MAU*R2>/\ M?
2QVTI*_"I+0%H22"?+=TSM=@0#]$/A9\4?A]\;?AOH?Q>^$_BRTUWPUXETN M'4=''UBP6LJ!XY%R -<%2_" 0>" 017YF?'#0-;MO^#GGX6_ "Q^+GQ$MO M /B#X!7?BK6?!-
M\2=8CTJZU5+G58%G:V6Z$8&V&$^6H$9:,';DG/ZB>&?#/ MAOP7X=L?"'@[P_8Z3I.F6D=KINEZ9:)!;VD"*%2**- %C15 50 *_[X MZD?\1:?P5&?^;3[_/\ 3AK%
'VEXI_X*0=]_B3XE^#OB?]K;P+:>(_!7 MA^?6O%^EMK\3-HET!/#;R-=LI*6\@N?O(Q#(PE9I5"H# M/$'_ =+=P7^N^%=)/ M/Q5+#WDJ(3N74C:I,28AYL=I$DK26P,RM'8:W:VLT=O=
[<9:)I47S4R<;TRN0PSE6 [6N3^_BOX/^.?@GX2 M\7_L^7NE7'@74?#MG-X0ET.-4L_[-,*_9Q"B@!$$>T!,#;C;@8Q764 %%%C^(O"%MIY?PUHFOZBUI97ESD82:903&N,\@=J
M.PHKX!_X.'_X../^D=7[/_\ X=VX_P#C='_#0_\ P<7EW,L<4$2*6>1W8@*JJ"2Q(>- M?!/_ T/_P '"_2.K]G_P#\.[ZAHOPNT74%_MWQMI-R]M=>++J%PR^3(I#Q6*.H9 M<$-
,RASA0JGG_X-T\@XOTK]M?2M*_8F_)%56]E\7[*K%'A;Q3=NL<7C. M)%XC<\!=051RO G ++\'Y3_,35C2=6U70-5MM=T+4[BROK*X2>SO+29HY8)4 M8,DB.I!5E8 A@000"*
/[]**_'_ ()3?\%$/^#C+]HG]C#PO%0M,_8E^&_C M/3$M_LFE>\ Q]XMET2^\2P1_*+LP+N\SIM,X5%E(+*"=S'Z0_X:'_X../\ MI'5^S_\^'=N/_C= 'W]17P#_P -#_\ !QQ_TCJ_9_\
_#NW'_QNNO\ @#\; MO^"YOB'XR>'M$_:,_8>^"_AWP/)=;\/_$N>\O;.VP@ M#ZW\>>!?#WQ)\+77@WQ3]O\ L-XFV8Z9]JS83CW2>UDCEC/NC@^]?C)^O!_P M4#_:(_X)7?MI^)?
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Cover - USD ($) $ in Billions	12 Months Ended Dec. 31, 2024	Jan. 22, 2025	Jun. 30, 2024
Cover [Abstract]			
Document Type	10-K		
Document Annual Report	true		
Document Period End Date	Dec. 31, 2024		
Current Fiscal Year End Date	--12-31		
Document Transition Report	false		
Entity File Number	001-34666		
Entity Registrant Name	MaxLinear, Inc.		
Entity Incorporation, State or Country Code	DE		
Entity Tax Identification Number	14-1896129		
Entity Address, Address Line One	5966 La Place Court, Suite 100,		
Entity Address, City or Town	Carlsbad		
Entity Address, State or Province	CA		
Entity Address, Postal Zip Code	92008		
City Area Code	760		
Local Phone Number	692-0711		
Title of 12(b) Security	Common stock		
Trading Symbol	MXL		
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 Emerging Growth Company	false		
Entity Small Business	false		
ICFR Auditor Attestation Flag	true		
Document Financial Statement Error Correction [Flag]	false		
Entity Shell Company	false		
Entity Public Float			$ 1.5
Entity Common Stock, Shares Outstanding (in shares)		84,633,566	
Documents Incorporated by Reference	Information required by Part III of this Form 10-K is incorporated by reference to the registrant's proxy statement or the Proxy Statement, for the 2025 annual meeting of stockholders, which proxy statement will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.		
Entity Central Index Key	0001288469		
Document Fiscal Year Focus	2024		
Document Fiscal Period Focus	FY		
Amendment Flag	false		

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Audit Information	12 Months Ended Dec. 31, 2024
Audit Information [Abstract]	
Auditor Firm ID	248
Auditor Name	Grant Thornton LLP
Auditor Location	Newport Beach, California

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Consolidated Balance Sheets - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 118,575	$ 187,288
Short-term restricted cash	1,003	1,051
Accounts receivable, net	85,464	170,619
Inventory	90,343	99,908
Prepaid expenses and other current assets	28,057	29,159
Total current assets	323,442	488,025
Long-term restricted cash	25	17
Property and equipment, net	59,300	66,431
Leased right-of-use assets	18,184	31,264
Intangible assets, net	55,008	73,630

Goodwill	318,588	318,588
Deferred tax assets	68,662	69,493
Other long-term assets	21,430	32,809
Total assets	864,639	1,080,257
Current liabilities:		
Accounts payable	31,378	21,551
Accrued price protection liability	43,401	71,684
Accrued expenses and other current liabilities	87,408	98,468
Accrued compensation	20,097	30,426
Total current liabilities	182,284	222,129
Long-term lease liabilities	16,952	26,243
Long-term debt	122,996	122,375
Other long-term liabilities	26,124	23,245
Total liabilities	348,356	393,992
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.0001 par value; 25,000 shares authorized, no shares issued or outstanding	0	0
Common stock, $0.0001 par value; 550,000 shares authorized; 84,613 shares issued and outstanding at December 31, 2024 and 81,818 shares issued and outstanding December 31, 2023	8	8
Additional paid-in capital	886,823	808,575
Accumulated other comprehensive loss	(6,823)	(3,791)
Accumulated deficit	(363,725)	(118,527)
Total stockholders' equity	516,283	686,265
Total liabilities and stockholders' equity	$ 864,639	$ 1,080,257

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Consolidated Balance Sheets (Parenthetical) - $ / shares

	Dec. 31, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Preferred stock, par value (in usd per share)	$ 0.0001	$ 0.0001
Preferred stock, shares authorized (in shares)	25,000,000	25,000,000
Preferred stock, shares issued (in shares)	0	0
Preferred stock, shares outstanding (in shares)	0	0
Common stock, par value (in usd per share)	$ 0.0001	$ 0.0001
Common stock, shares authorized (in shares)	550,000,000	550,000,000
Common stock, shares issued (in shares)	84,613,000	81,818,000
Common stock, shares outstanding (in shares)	84,613,000	81,818,000

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Consolidated Statements of Operations - USD ($) shares in Thousands, $ in Thousands

	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Statement [Abstract]			
Net revenue	$ 360,528	$ 693,263	$ 1,120,252
Cost of net revenue	165,746	307,600	470,483
Gross profit	194,782	385,663	649,769
Operating expenses:			
Research and development	225,189	269,504	296,442
Selling, general and administrative	138,329	132,156	168,008
Impairment losses	1,237	2,438	2,811
Restructuring charges	53,379	19,786	2,265
Total operating expenses	418,134	423,884	469,526
Income (loss) from operations	(223,352)	(38,221)	180,243
Interest income	6,386	6,053	245
Interest expense	(10,874)	(10,702)	(9,768)
Other income (expense), net	(10,877)	(20,940)	3,478
Total other income (expense), net	(15,365)	(25,589)	(6,045)
Income (loss) before income taxes	(238,717)	(63,810)	174,198
Income tax provision	6,481	9,337	49,158
Net income (loss)	$ (245,198)	$ (73,147)	$ 125,040
Net income (loss) per share:			
Basic (in usd per share)	$ (2.93)	$ (0.91)	$ 1.60
Diluted (in usd per share)	$ (2.93)	$ (0.91)	$ 1.55
Shares used to compute net income (loss) per share:			
Basic (in shares)	83,600	80,719	78,039
Diluted (in shares)	83,600	80,719	80,852

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Consolidated Statements of Comprehensive Income (Loss) - USD ($) $ in Thousands

	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Statement of Comprehensive Income [Abstract]			
Net income (loss)	$ (245,198)	$ (73,147)	$ 125,040
Other comprehensive loss, net of tax:			
Foreign currency translation adjustments, net of tax expense of $280 in 2024, benefit of $95 in 2023 and expense of $184 in 2022	(3,030)	121	(5,201)
Net actuarial gain (loss) on pension and other defined benefit plans, net of tax expense of $8 in 2024, benefit of $85 in 2023 and $0 in 2022	(19)	(206)	2,055
Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax benefit of $8 in 2024, $1,107 in 2023 and $0 in 2022	17	(2,685)	0
Other comprehensive loss	(3,032)	(2,770)	(3,146)
Total comprehensive income (loss)	$ (248,230)	$ (75,917)	$ 121,894

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Consolidated Statements of Comprehensive Income (Loss) (Parenthetical) - USD ($) $ in Thousands

	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Statement of Comprehensive Income [Abstract]			
Foreign currency translation adjustment, tax expense (benefit)	$ 280	$ (95)	$ 184
Net actuarial gain on pension and other defined benefit plans, tax benefit (expense)	(8)	85	0
Reclassification adjustments of unrealized gain (loss) on pension and other defined, benefit plans tax benefit (expense)	$ 8	$ 1,107	$ 0

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Consolidated Statements of Stockholders' Equity - USD ($) $ in Thousands

	Total	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit

Balance at beginning of period (in shares) at Dec. 31, 2021		76,778,000			
Balance at beginning of period at Dec. 31, 2021	$ 489,198	$ 8	$ 657,485	$ 2,125	$ (170,420)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Common stock issued pursuant to equity awards, net (in shares)		2,391,000			
Common stock issued pursuant to equity awards, net	$ 10,252		10,252		
Repurchase of common stock (in shares)	(564,449)	(564,000)			
Repurchase of common stock	$ (31,511)		(31,511)		
Employee stock purchase plan (in shares)		140,000			
Employee stock purchase plan	4,684		4,684		
Stock-based compensation	81,868		81,868		
Other comprehensive loss	(3,146)			(3,146)	
Net income (loss)	125,040				125,040
Balance at end of period (in shares) at Dec. 31, 2022		78,745,000			
Balance at end of period at Dec. 31, 2022	676,385	$ 8	722,778	(1,021)	(45,380)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Common stock issued pursuant to equity awards, net (in shares)		2,841,000			
Common stock issued pursuant to equity awards, net	$ 26,237		26,237		
Repurchase of common stock (in shares)	0				
Employee stock purchase plan (in shares)		232,000			
Employee stock purchase plan	$ 4,379		4,379		
Stock-based compensation	55,181		55,181		
Other comprehensive loss	(2,770)			(2,770)	
Net income (loss)	$ (73,147)				(73,147)
Balance at end of period (in shares) at Dec. 31, 2023	81,818,000	81,818,000			
Balance at end of period at Dec. 31, 2023	$ 686,265	$ 8	808,575	(3,791)	(118,527)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Common stock issued pursuant to equity awards, net (in shares)		2,502,000			
Common stock issued pursuant to equity awards, net	$ 8,175		8,175		
Repurchase of common stock (in shares)	0				
Employee stock purchase plan (in shares)		293,000			
Employee stock purchase plan	$ 4,102		4,102		
Stock-based compensation	65,971		65,971		
Other comprehensive loss	(3,032)			(3,032)	
Net income (loss)	$ (245,198)				(245,198)
Balance at end of period (in shares) at Dec. 31, 2024	84,613,000	84,613,000			
Balance at end of period at Dec. 31, 2024	$ 516,283	$ 8	$ 886,823	$ (6,823)	$ (363,725)

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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 (loss)	$ (245,198)	$ (73,147)	$ 125,040
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:			
Amortization and depreciation	54,140	71,516	80,731
Impairment losses	1,237	2,438	2,811
Impairment of investments and other assets	14,000	0	0
Amortization of debt issuance costs and accretion of discounts	2,538	2,561	1,975
Stock-based compensation	66,021	55,176	81,704
Deferred income taxes	826	(4,452)	23,454
Loss on disposal of property and equipment	1,068	2,057	170
Gain on sale of investments	0	(434)	(3,375)
Unrealized holding loss on investments	0	1,765	1,476
Impairment of leased right-of-use assets	5,555	0	462
Gain on settlement of pension	0	(1,008)	0
Gain on extinguishment of lease liabilities	(555)	0	0
(Gain) loss on foreign currency and other	(1,253)	2,475	(1,829)
Excess tax (benefits) deficiencies on stock-based awards	3,250	(253)	(9,921)
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable, net	85,155	1,406	(50,875)
Inventory	9,565	60,636	(28,841)
Prepaid expenses and other assets	(1,873)	(9,328)	1,789
Accounts payable, accrued expenses and other current liabilities	(4,569)	(29,431)	65,815
Accrued compensation	919	9,708	42,003
Accrued price protection liability	(28,283)	(41,562)	73,574
Lease liabilities	(10,695)	(11,671)	(11,440)
Other long-term liabilities	2,857	4,920	(5,997)
Net cash provided by (used in) operating activities	(45,295)	43,372	388,726
Investing Activities			
Purchases of property and equipment	(17,680)	(13,454)	(41,253)
Purchases of intangible assets	(5,766)	(6,355)	(11,184)
Cash used in acquisition, net of cash acquired	0	(13,324)	0
Proceeds loaned under notes receivable	0	0	(10,000)
Purchases of long-term investments	0	0	(29,325)
Sale of trading securities	0	17,198	0
Net cash used in investing activities	(23,446)	(15,935)	(91,762)
Financing Activities			
Payment of debt issuance cost	0	(18,325)	0
Repayment of debt	0	0	(185,000)
Net proceeds from issuance of common stock	4,091	4,559	5,006
Minimum tax withholding paid on behalf of employees for restricted stock units	(2,805)	(12,590)	(28,896)
Repurchase of common stock	0	0	(31,511)
Net cash provided by (used in) financing activities	1,286	(26,356)	(240,401)
Effect of exchange rate changes on cash and cash equivalents	(1,298)	(1,082)	56
Increase (decrease) in cash, cash equivalents and restricted cash	(68,753)	(1)	56,619
Cash, cash equivalents and restricted cash at beginning of period	188,356	188,357	131,738
Cash, cash equivalents and restricted cash at end of period	119,603	188,356	188,357
Supplemental disclosures of cash flow information:			
Cash paid for interest	9,743	9,481	9,078
Cash paid for income taxes	8,194	28,645	23,829
Cash received for dividend income on investments	0	716	0
Supplemental disclosures of non-cash activities:			

Issuance of shares for payment of bonuses	$ 10,992	$ 38,648	$ 38,826

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Organization and Summary of Significant Accounting Policies

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Organization and Summary of Significant Accounting Policies

	12 Months Ended
	Dec. 31, 2024

Organization and Summary of Significant Accounting Policies

Description of Business

MaxLinear, Inc. was incorporated in Delaware in September 2003. MaxLinear, Inc., together with its directly and indirectly wholly-owned subsidiaries, collectively referred to as MaxLinear, or the Company, is a provider of communications systems-on-chip, or SoC, solutions used in broadband, mobile and wireline infrastructure, data center, and industrial and multi-market applications. MaxLinear is a fabless integrated circuit design company whose products integrate all or substantial portions of a high-speed communication system, including radio frequency, or RF, high-performance analog, mixed-signal, digital signal processing, security engines, data compression and networking layers, and power management. MaxLinear's customers primarily include electronics distributors, module makers, original equipment manufacturers, or OEMs, and original design manufacturers, or ODMs, who incorporate the Company's products in a wide range of electronic devices. Examples of such devices include broadband modems compliant with Data Over Cable Service Interface Specifications, or DOCSIS, Passive Optical Network, or PON, and DSL; Wi-Fi and wireline routers for home networking; radio transceivers and modems for 4G/5G base-station and backhaul infrastructure; optical transceivers targeting hyperscale data centers; as well as power management and interface products used in these and many other markets.

Basis of Presentation and Principles of Consolidation

The consolidated financial statements include the accounts of MaxLinear, Inc. and its directly and indirectly wholly- owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. All intercompany transactions and investments have been eliminated in consolidation.

The functional currency of certain foreign subsidiaries is the local currency. Accordingly, assets and liabilities of these foreign subsidiaries are translated at the current exchange rate at the balance sheet date and historical rates for equity. Revenue and expense components are translated at weighted average exchange rates in effect during the period. Gains and losses resulting from foreign currency translation are included as a component of stockholders' equity. Foreign currency transaction gains and losses are included in the results of operations, and to date, have not been material.

Use of Estimates and Significant Risks and Uncertainties

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes to the consolidated financial statements. Actual results could differ from those estimates.

Summary of Significant Accounting Policies

Business Combinations

The Company applies the provisions of ASC 805, *Business Combinations*, in accounting for its acquisitions. It requires the Company to recognize separately from goodwill the assets acquired and the liabilities assumed, at the acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the acquisition date fair values of the net assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, its estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations.

Costs to exit or restructure certain activities of an acquired company or the Company's internal operations are accounted for as termination and exit costs pursuant to ASC 420, *Exit or Disposal Cost Obligations*, and are accounted for separately from the business combination. A liability for costs associated with an exit or disposal activity is recognized and measured at its fair value in the consolidated statements of operations in the period in which the liability is incurred.

For a given acquisition, the Company may identify certain pre-acquisition contingencies as of the acquisition date and may extend its review, evaluation, and adjustment of these pre-acquisition contingencies throughout the measurement period in
order to obtain sufficient information to assess whether the Company includes these contingencies as a part of the fair value estimates of assets acquired and liabilities assumed and, if so, to determine their estimated amounts. A pre-acquisition contingency (non-income tax related) is only recognized as an asset or a liability if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Subsequent to the measurement period, changes in estimates of such contingencies will affect earnings and could have a material effect on the Company's results of operations and financial position.

In addition, uncertain tax positions and tax-related valuation allowances assumed, if any, in connection with a business combination are initially estimated as of the acquisition date. The Company re-evaluates these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to the preliminary estimates being recorded to goodwill if identified within the measurement period. Subsequent to the end of the measurement period or final determination of the estimated value of the tax allowance or contingency, whichever comes first, changes to these uncertain tax positions and tax related valuation allowances will affect the income tax provision (benefit) in the consolidated statements of operations and could have a material impact on the results of operations and financial position.

Cash and Cash Equivalents

The Company considers all liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash equivalents are recorded at cost, which approximates market value.

Accounts Receivable

The Company performs ongoing credit evaluations of its customers and assesses each customer's credit worthiness. The Company monitors collections and payments from its customers and maintains an allowance for doubtful accounts, which is based upon applying an expected credit loss rate to receivables based on the historical loss rate from similar high risk customers adjusted for current conditions, including any specific customer collection issues identified, and forecasts of economic conditions. Delinquent account balances are written off after management has determined that the likelihood of collection is remote. The allowance for credit losses as of December 31, 2024 and 2023 and the activity in this account, including the current-period provision for expected credit losses for the years ended December 31, 2024, 2023, and 2022, were not material.

Inventory

The Company assesses the recoverability of its inventory based on assumptions about demand and market conditions. Forecasted demand is determined based on historical sales and expected future sales. Inventory is stated at the lower of cost or net realizable value. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis and net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The Company reduces its inventory to the lower of its cost or net realizable value on a part-by-part basis to account for obsolescence or lack of marketability. Reductions are calculated as the difference between the cost of inventory and its net realizable value based upon assumptions about future demand, market conditions and costs. Once established, these adjustments are considered permanent and are not revised until the related inventory is sold or disposed of.

Fair Value of Financial Instruments

The carrying amount of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses and compensation are considered to be representative of their respective fair values because of the short-term nature of these accounts.

Property and Equipment

Property and equipment is carried at cost and depreciated over the estimated useful lives of the assets, ranging from three to five years, using the straight-line method. Leasehold improvements are stated at cost and amortized over the shorter of the estimated useful lives of the assets or the lease term.

Production Masks

Production masks with alternative future uses or discernible future benefits are capitalized and amortized over their estimated useful lives of five years. To determine if a production mask has alternative future uses or benefits, the Company evaluates risks associated with developing new technologies and capabilities, and the related risks associated with entering new markets. Production masks that do not meet the criteria for capitalization are expensed as research and development costs.

Goodwill and Intangible Assets

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations accounted for under the acquisition method. Intangible assets represent purchased intangible assets including developed technology, in-process research and development, or IPR&D, technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames. Purchased finite-lived intangible assets are capitalized and amortized over their estimated useful lives. Technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames are capitalized and amortized over the lesser of the terms of the agreement, or estimated useful life. The Company capitalizes IPR&D projects acquired as part of a business combination. On completion of each project, IPR&D assets are reclassified to developed technology and amortized over their estimated useful lives.

Impairment of Goodwill and Long-Lived Assets

Goodwill is not amortized but is tested for impairment using either a qualitative assessment, and/or quantitative assessment, which is based on comparing the fair value of a reporting unit with its carrying amount. If the carrying amount of a reporting unit exceeds its fair value, a goodwill impairment loss is recorded. The Company tests by reporting unit, goodwill and other indefinite-lived intangible assets for impairment as of October 31 each year or more frequently if it believes indicators of impairment exist.

The Company reviews indefinite-lived intangible assets for impairment using a qualitative assessment, followed by a quantitative assessment, as needed, each year as of October 31, the date of its annual goodwill impairment review, or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Recoverability of indefinite-lived intangible assets is measured by comparing the carrying amount of the asset to its fair value. In certain cases, the Company utilizes the relief-from-royalty method when appropriate, and a fair value will be obtained based on analysis over the costs saved by owning the right instead of leasing it.

During development, IPR&D is not subject to amortization and is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Once an IPR&D project is complete, it becomes a finite-lived intangible asset and is evaluated for impairment both immediately prior to its change in classification and thereafter in accordance with the Company's policy for long-lived assets.

The Company regularly reviews the carrying amount of its long-lived assets subject to depreciation and amortization, as well as the useful lives, to determine whether indicators of impairment may exist which warrant adjustments to carrying values or estimated useful lives. An impairment loss would be recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss would be measured based on the excess of the carrying amount of the asset over the asset's fair value.

During the years 2024, 2023, and 2022, the Company recorded impairment of intangible assets of $1.2 million, $2.4 million and $2.8 million, respectively. Refer to *Goodwill and Intangible Assets*, Note 5 for more information.

Revenue Recognition

The Company's revenue is generated from sales of the Company's integrated circuits and intellectual property, typically under individual customer purchase orders, some of which have underlying master sales agreements that specify terms governing the product or intellectual property sales. The Company recognizes such revenue at the point in time when control of the products or intellectual property is transferred to the customer at the estimated net consideration for which collection is probable, taking into account the customer's rights to price protection, other pricing credits, unit rebates, and rights to return unsold product. Transfer of control occurs either when products are shipped to or received by the distributor or direct customer, based on the terms of the specific agreement with the customer, if the Company has a present right to payment and transfer of legal title and the risks and rewards of ownership to the customer has occurred. For most of the Company's product sales, transfer of control occurs upon shipment to the distributor or direct customer. Under certain intellectual property sale agreements, we are entitled to fixed upfront consideration upon sale and variable consideration in the form of a portion of revenue generated by the recipient from the intellectual property. Fixed consideration is recognized when control of the functional intellectual property transfers; variable consideration may be constrained but is continuously monitored and recognized as revenue when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur and the uncertainty associated with the variable consideration is resolved. The Company recognized a material amount of variable consideration during the year ended December 31, 2024 as uncertainties related to such consideration were resolved.

In assessing whether collection of consideration from a customer is probable, the Company considers the customer's ability and intention to pay that amount of consideration when it is due. Payment of invoices is due as specified in the underlying customer agreement, typically 30 days from the invoice date, which occurs on the date of transfer of control of the products to the customer. Since payment terms

are less than a year, the Company has elected the practical expedient and does not assess whether a customer contract has a significant financing component.

A five-step approach is applied in the recognition of revenue: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when the Company satisfies a performance obligation. Customer purchase orders plus the underlying master sales agreements are considered to be contracts with the customer for purposes of applying the five-step approach.

Pricing adjustments and estimates of returns under contractual stock rotation rights are treated as variable consideration for purposes of determining the transaction price, and are estimated at the time control transfers using the expected value method based on the Company's analysis of actual price adjustment claims by distributors and historical product return rates, and then reassessed at the end of each reporting period. The Company also considers whether any variable consideration is constrained, since such amounts for which it is probable that a significant reversal will occur when the contingency is subsequently resolved are required to be excluded from revenues. Price adjustments are finalized at the time the products are sold through to the end customer and the distributor or end customer submits a claim to reduce the sale price to a pre-approved net price. Stock rotation allowances are capped at a fixed percentage of the Company's sales to a distributor for a period of time, up to six months, as specified in the individual distributor contract. If the Company's current estimates of such credits and rights are materially inaccurate, it may result in adjustments that affect future revenues and gross profits. Returns under the Company's general assurance warranty of products for a period of one to three years have not been material and warranty-related services are not considered a separate performance obligation under the customer contracts. Most of the Company's customers resell the Company's product as part of their product and thus are tax-exempt; however, to the extent the Company collects and remits taxes on product sales from customers, it has elected to exclude from the measurement of transaction price such taxes.

Each distinct promise to transfer products is considered to be an identified performance obligation for which revenue is recognized upon transfer of control of the products to the customer. Although customers may place orders for products to be delivered on multiple dates that may be in different quarterly reporting periods, all of the orders are scheduled within one year from the order date. The Company has elected to record sales commissions when incurred, as the period over which the sales commission asset that would have been recognized is less than one year.

Customer contract liabilities consist primarily of obligations to deliver rebates to customers in the form of units of products which are included in accrued expenses and other current liabilities in the consolidated balance sheets. Other obligations to customers, which are included in accrued price protection liability in the consolidated balance sheets, consist of estimates of price protection rights offered to the Company's end customer on products sold by the Company to the end customer's contract manufacturer at a standard price that are later incorporated into the end customers' product. The Company's price adjustments included in accrued expenses and other current liabilities are discounts and rebates expected to be claimed by the Company's distributors upon sell-through of the products to their customers, which are initially sold by the Company to the distributors at a standard price. Also included in accrued expenses and other current liabilities are amounts expected to be returned by distributors under stock rotation rights. The Company also records a right of return asset, consisting of amounts representing the products the Company expects to receive from customers in returns, which is included in inventory in the consolidated balance sheets, and is typically settled within six months of transfer of control to the customer, or the period over which stock rotation rights are based. Upon lapse of the time period for stock rotations, or the contractual end to price protection and rebate programs, which is approximately one to two years, and when the Company believes unclaimed amounts are no longer subject to payment and will not be paid, any remaining asset or liability is derecognized by an offsetting entry to cost of net revenue and net revenue. For additional disclosures regarding contract liabilities and other obligations to customers, see Note 12.

The Company assesses customer accounts receivable and contract assets for impairment in accordance with ASC 310-10-35.

Warranty

The Company generally provides a warranty on its products for a period of one to three years. The Company makes estimates of product return rates and expected costs to replace the products under warranty at the time revenue is recognized

based on historical warranty experience and any known product warranty issues. If actual return rates and/or replacement costs differ significantly from these estimates, adjustments to recognize additional warranty expenses in cost of net revenue may be required in future periods. As of December 31, 2024 and 2023, the Company has warranty reserves of $0.5 million and $0.3 million, respectively, based on the Company's estimates.

Segment Information

The Company operates under one segment as it has developed, marketed and sold primarily only one class of similar products, communications system-on-chip solutions for the broadband, connectivity, wired and wireless infrastructure markets and industrial and multi-market applications. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer.

The chief operating decision maker assesses performance of the segment and decides how to allocate resources based on revenue, gross profit, and net income (loss) presented on a consolidated basis, for purposes of allocating resources and evaluating financial performance, and to evaluate income generated from segment assets in deciding whether to reinvest profits into the segment or into other parts of the entity, such as for acquisitions or other investments. The Company has one business activity and there are no segment managers who are held accountable for operations, operating results and plans for products or components below the consolidated unit level. Accordingly, the Company reports under a single operating segment. The accounting policies of the segment are the same as those described in the summary of significant accounting policies (Note 1).

Stock-based Compensation

The Company measures the cost of employee services received in exchange for equity incentive awards, including restricted stock units, employee stock purchase rights and stock options based on the grant date fair value of the award. The Company calculates the fair value of restricted stock units and performance-based restricted stock units based on the fair market value of the Company's common stock on the grant date. Stock-based compensation expense is then determined based on the number of restricted stock units that are expected to vest; for performance-based restricted stock units, this is the number of units that are expected to vest during the performance period if it is probable that the Company will achieve the performance metrics specified in the underlying award agreement. The Company uses the Black-Scholes valuation model to calculate the fair value of stock options and employee stock purchase rights granted to employees. Stock-based compensation expense is recognized over the period during which the employee is required to provide services in exchange for the award, which is usually the vesting period. The Company recognizes compensation expense over the vesting period using the straight-line method and classifies these amounts in the consolidated statements of operations based on the department to which the related employee reports.

Research and Development

Costs incurred in connection with the development of the Company's technology and future products are charged to research and development expense as incurred. From time to time, the Company enters into contracts for jointly funded research and development projects to develop technology that may be commercialized into a product in the future. The Company also obtains research and development funding grants from governments in certain jurisdictions in which it operates. Both of these types of income are reflected as a credit to research and development expense when such income has been earned and any contingencies associated with retaining such income have been resolved. During the years ended December 31, 2024, 2023, and 2022, the Company recognized aggregate income from jointly funded research and development projects and government grants of $3.3 million, $0.0 million, and $23.3 million, respectively. While the Company retains ownership and rights to the underlying technology developed under the joint development projects, the Company may be required to repay all or a portion of the funds provided by the other parties under certain conditions, and defers such funds as liabilities until the repayment conditions have been resolved (Note 15).

Leases

The Company's leases primarily consist of facility leases which are classified as operating leases. The Company assesses whether an arrangement contains a lease at inception. The Company recognizes a lease liability to make contractual payments under all leases with terms greater than twelve months and a corresponding right-of-use asset, representing its right to use the underlying asset for the lease term. The lease liability is initially measured at the present value of the lease payments over the lease term using the collateralized incremental borrowing rate when the implicit rate is unknown. Options to extend or terminate a lease are included in the lease term when it is reasonably certain that the Company will exercise such an option. The right-of-

use asset is initially measured as the contractual lease liability plus any initial direct costs and prepaid lease payments made, less any lease incentives. Lease expense is recognized on a straight-line basis over the lease term.

Leased right-of-use assets are subject to impairment testing as a long-lived asset at the asset-group level. The Company monitors its long-lived assets for indicators of impairment. As the Company's leased right-of-use assets primarily relate to facility leases, early abandonment of all or part of a facility as part of a restructuring plan is typically an indicator of impairment. If impairment indicators are present, the Company tests whether the carrying amount of the leased right-of-use asset is recoverable including consideration of sublease income, and if not recoverable, measures impairment loss for the right-of-use asset or asset group.

Pension and Other Defined Benefit Retirement Obligations

The costs of pension and certain other defined benefit employee retirement benefits are required to be recognized based upon actuarial valuations. The related net retirement benefit obligation is recognized as the excess of the projected benefit obligation over the fair value of the plan assets. In measuring the retirement benefit obligation, the discount rate, expected long-term rate of return on plan assets, and long-term rate of salary increase are the most significant assumptions. Retirement benefit costs primarily represent the increase in the actuarial present value of the retirement benefit obligation.

Income Taxes

The Company provides for income taxes utilizing the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. Deferred taxes are presented net as noncurrent. The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from the differences between the financial and tax bases of the Company's assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. The impact of an uncertain income tax position is recognized at the largest amount that is "more likely than not" to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result. The Company treats Global Intangible Low Taxed Income as a period cost.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company continually assesses the need for a valuation allowance on the deferred tax asset by evaluating both positive and negative evidence that may exist. Valuation allowances are recorded to reduce deferred tax assets when a judgment is made that is considered more likely than not that a tax benefit will not be realized. A decision to record a valuation allowance results in an increase in income tax expense or a decrease in income tax benefit. Any adjustment to the net deferred tax asset valuation allowance would be recorded in the consolidated statement of operations for the period that the adjustment is determined to be required. If a valuation allowance is released in a future period, income tax expense will be reduced accordingly.

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity (net assets) of a business entity during a period from transactions and other events and circumstances from non-owner sources. Other comprehensive income (loss) includes certain changes in equity that are excluded from net income (loss), net of tax, such as foreign currency translation gains and losses and changes in fair value of projected benefit obligations for defined benefit plans.

Litigation and Settlement Costs

Legal costs are expensed as incurred. The Company is involved in disputes, litigation and other legal actions in the ordinary course of business. The Company continually evaluates uncertainties associated with litigation and records a charge equal to at least the minimum estimated liability for a loss contingency when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and (ii) the loss or range of loss can be reasonably estimated.

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280) – Improvements to Reportable Segment Disclosures*, to require enhanced disclosures that include reportable segment expenses. The amendments in this update provide that a business entity disclose significant segment expenses, segment profit or loss (after significant segment expenses), and allows reporting of additional measures of a segments profit or loss if used in assessing segment performance. Such disclosures apply to entities with a single reportable segment. These amendments were effective for the Company in 2024 and retrospectively to all prior periods using the significant segment expense categories identified. The impact of the adoption of the amendments in this update was not material to the Company's consolidated financial position and results of operations, as the requirements impact only segment reporting disclosures in the footnotes to the Company's consolidated financial statements.

Recently Issued Not Yet Adopted Accounting Pronouncements

In November 2024, the FASB issued ASU No. 2024-03, *Disaggregation of Income Statement Expenses* to improve the disclosures about a public business entity's expenses and address requests from investors for more detailed information about the types of expenses including purchases of inventory, employee compensation, depreciation and intangible asset amortization in commonly presented expense captions such as cost of sales, selling, general and administrative expense, and research and development. These amendments are effective for the Company for annual periods in 2027, applied prospectively, with early adoption permitted, and interim periods beginning in 2028. The Company intends to adopt the amendments in this update prospectively in 2027 for annual periods and in 2028 for interim periods. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations, as the requirements only require more detailed disclosures in the footnotes to the Company's consolidated financial statements.

In March 2024, the FASB issued ASU No. 2024-02, *Codification Improvements - Amendments to Remove References to the Concepts Statements* to remove various references to concepts statements from the FASB Accounting Standards Codification. This guidance is to clarify guidance, simplify wording or structure of guidance, and other minor improvements. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations.

In March 2024, the FASB issued ASU No. 2024-01, *Compensation - Stock Compensation (Topic 718) - Scope Application of Profits Interest and Similar Awards,* to clarify whether profits interest and similar awards should be accounted for in accordance with *Topic 718, Compensation - Stock Compensation.* The guidance applies to all business entities that issue profits interest awards as compensation to

employees or nonemployees in exchange for goods or services. These amendments are effective for the Company for annual and interim periods in 2025, applied prospectively, with early adoption and retrospective application permitted. As the Company does not issue profit interest awards, the impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations.

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740) - Improvements to Income Tax Disclosures*, to require enhanced income tax disclosures to provide information to assess how an entity's operations and related tax risks, tax planning, and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this update provide that a business entity disclose (1) a tabular income tax rate reconciliation, using both percentages and amounts, (2) separate disclosure of any individual reconciling items that are equal to or greater than 5% of the amount computed by multiplying the income (loss) from continuing operations before income taxes by the applicable statutory income tax rate, and disaggregation of certain items that are significant and (3) amount of income taxes paid (net of refunds received) disaggregated by federal, state and foreign jurisdictions, including separate disclosure of any individual jurisdictions greater than 5% of total income taxes paid. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations, since the amendments require only enhancement of existing income tax disclosures in the footnotes to the Company's consolidated financial statements.

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Net Income (Loss) Per Share	12 Months Ended Dec. 31, 2024
Earnings Per Share [Abstract]	

Net Income (Loss) Per Share

Net Income (Loss) Per Share

Basic earnings per share, or EPS, is calculated by dividing net income (loss) by the weighted-average number of common shares outstanding for the period, without consideration for common stock equivalents. Diluted EPS is computed by dividing net income (loss) by the weighted-average number of common shares outstanding for the period and the weighted-

average number of dilutive common stock equivalents outstanding for the period determined using the treasury-stock method. For purposes of this calculation, common stock options and restricted stock units are considered to be common stock equivalents and are only included in the calculation of diluted EPS when their effect is dilutive. In periods in which the Company has a net loss, dilutive common stock equivalents are excluded from the calculation of diluted EPS.

The table below presents the computation of basic and diluted EPS:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands, except per share amounts)		
Numerator:			
Net income (loss)	$ (245,198)	$ (73,147)	$ 125,040
Denominator:			
Weighted average common shares outstanding—basic	83,600	80,719	78,039
Dilutive common stock equivalents	—	—	2,813
Weighted average common shares outstanding—diluted	83,600	80,719	80,852
Net income (loss) per share:			
Basic	$ (2.93)	$ (0.91)	$ 1.60
Diluted	$ (2.93)	$ (0.91)	$ 1.55

For each of the years ended December 31, 2024, 2023, and 2022, the Company excluded common stock equivalents for outstanding stock-based awards, which represented potentially dilutive securities of 6.8 million for 2024, 4.9 million for 2023, and 1.8 million for 2022 from the calculation of diluted net loss per share due to their anti-dilutive nature.

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Business Combinations	12 Months Ended Dec. 31, 2024
Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]	

Business Combinations

Business Combinations

Terminated Silicon Motion Merger

On May 5, 2022, MaxLinear entered into an Agreement and Plan of Merger, or the Merger Agreement, with Silicon Motion Technology Corporation, or Silicon Motion, an exempted company with limited liability incorporated under the laws of the Cayman Islands, pursuant to which, among other things and subject to the terms and conditions thereof, MaxLinear agreed to acquire Silicon Motion pursuant to a statutory merger, under the laws of the Cayman Islands, of Shark Merger Sub, a wholly-owned subsidiary of MaxLinear, with and into Silicon Motion, with Silicon Motion surviving the merger as a wholly-owned subsidiary of MaxLinear. Silicon Motion is a provider of NAND flash controllers for solid state drives, or SSDs, and other solid state storage devices.

On July 26, 2023, MaxLinear terminated the Merger Agreement and notified Silicon Motion that MaxLinear was relieved of its obligations to close because, among other reasons, (i) certain conditions to closing set forth in the Merger Agreement were not satisfied and were incapable of being satisfied, (ii) Silicon Motion had suffered a Material Adverse Effect that was continuing, (iii) Silicon Motion was in material breach of representations, warranties, covenants, and agreements in the Merger Agreement that gave rise to the right of the Company to terminate, and (iv) in any event, the First Extended Outside Date had passed and was not automatically extended because certain conditions in Article 6 of the Merger Agreement were not satisfied or waived as of May 5, 2023. For these same reasons, under the terms of the Merger Agreement, MaxLinear was not required to pay a break-up fee or other fee to Silicon Motion as a result of the termination of the Merger Agreement. Undefined capitalized terms in this paragraph have the same meaning as in the Merger Agreement. On August 16, 2023, Silicon Motion delivered to MaxLinear a notice, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration to seek damages from MaxLinear arising from MaxLinear's alleged breaches of the Merger Agreement.

On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that MaxLinear breached the Merger Agreement. See Note 15 for more information on legal matters related to the termination of the Merger Agreement.

The second amended and restated commitment letter dated October 24, 2022 with Wells Fargo Bank, N.A., or Wells Fargo Bank, and other lenders, and related financing commitments for the previously pending (now terminated) merger were also terminated upon termination of the Merger Agreement. As a result of the termination of the financing, in August 2023, the Company was required to pay to Wells Fargo Bank a ticking fee of $18.3 million, which is included in other income (expense) in the consolidated statement of operations for the year ended December 31, 2023.

Acquisition of Company Y

On January 17, 2023, the Company completed its acquisition of a business, or Company Y, pursuant to a Purchase and Sale Agreement, or the Purchase Agreement. The transaction consideration included $9.8 million in cash. In addition, Company Y stockholders were eligible to receive up to $2.6 million in consideration due to the acquired business satisfying certain personnel objectives by June 17, 2024.

Company Y is headquartered in Bangalore, India and operates as a provider of engineering design services.

Acquisition Consideration

The following table summarizes the fair value of purchase price consideration to acquire Company Y (in thousands):

Description	Amount
Fair value of purchase consideration:	
Cash	$ 9,824
Contingent consideration[1]	2,600
Total purchase price	$ 12,424

[1] The fair value of contingent consideration is based on applying the Monte Carlo simulation method to forecast achievement under various contingent consideration events which may result in up to $2.6 million in payments due to the acquired business's satisfying certain financial and personnel objectives by June 17, 2024 under the Purchase Agreement. Key inputs in the valuation include forecasted revenue, revenue volatility and discount rate. Underlying forecast mathematics were based on Geometric Brownian Motion in a risk-neutral framework and discounted back to the applicable period in which the accumulative thresholds were achieved at discount rates commensurate with the risk and expected payout term of the contingent consideration.

Purchase Price Allocation

The final allocation of purchase price as of the January 17, 2023 acquisition closing date based upon an estimate of the fair value of the assets acquired and the liabilities assumed by the Company in the acquisition primarily included $2.0 million in net operating liabilities, with $11.8 million in goodwill.

Assumptions in the Allocations of Purchase Price

Management prepared the purchase price allocations for Company Y and in doing so considered or relied in part upon reports of a third party valuation expert to calculate the fair value of certain acquired assets, which primarily included an acquired workforce and contingent consideration. Certain stockholders that are employees of Company Y were not required to remain employed in order to receive the contingent consideration; accordingly, the fair value of the contingent consideration was accounted for as a portion of the purchase consideration.

Estimates of fair value require management to make significant estimates and assumptions. The goodwill recognized is attributable primarily to the acquired workforce. Certain liabilities included in the purchase price allocations are based on management's best estimates of the amounts to be paid or settled and based on information available at the time the purchase price allocations were prepared.

Goodwill recorded in connection with Company Y was $11.8 million as of December 31, 2024. The Company does not expect to deduct any of the acquired goodwill for tax purposes.

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Restructuring Activity	12 Months Ended Dec. 31, 2024
Restructuring and Related Activities [Abstract]	

Restructuring Activity

Restructuring Activity

From time to time, the Company approves and implements restructuring plans as a result of internal resource alignment and cost saving measures. Such restructuring plans may include terminating employees, vacating certain leased facilities, and cancellation of contracts.

Restructuring costs during the year ended December 31, 2024 included costs pertaining to restructuring plans initiated in 2023 and 2024 as described below.

In July 2024, the Company initiated a reduction of its workforce, or the 2024 Workforce Reduction. In the year ended December 31, 2024, the Company incurred $29.9 million in restructuring costs pertaining to the 2024 Workforce Reduction, which included $16.5 million in charges under contracts associated with cancelled projects and related impairment of assets, $9.1 million in severance costs and related expenses, and $4.3 million from exiting facilities.

During the year ended December 31, 2023, the Company entered into restructuring plans to reduce its workforce, or the 2023 Workforce Reductions. In the year ended December 31, 2024, the Company completed notification to remaining affected employees of the 2023 Workforce Reductions, and incurred $23.5 million in restructuring costs, including $19.8 million in severance and related costs, or a cumulative total of $43.3 million pertaining to the 2023 Workforce Reductions. Substantially all of the severance and related costs incurred in the year ended December 31, 2024 related to the 2023 Workforce Reductions pertained to statutory severance benefits in the jurisdictions in which the terminated employees were employed.

The Company may also incur other charges or cash expenditures not currently contemplated due to events that may occur as a result of, or associated with, the 2023 Workforce Reductions and 2024 Workforce Reduction.

The following table presents the activity related to the restructuring plans, which is included in restructuring charges in the consolidated statements of operations:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Employee separation expenses	$ 28,920	$ 17,897	$ 1,795
Lease related charges	7,213	42	462
Other	17,246	1,847	8
	$ 53,379	$ 19,786	$ 2,265

The following table presents a roll-forward of the Company's restructuring liability for the years ended December 31, 2024 and 2023. The restructuring liability is included in accrued expenses and other current liabilities and other long-term liabilities in the consolidated balance sheets.

	Employee Separation Expenses	Lease Related Charges	Other	Total
	(in thousands)			
Liability as of December 31, 2022	$ 971	$ 103	$ 8	$ 1,082
Restructuring charges	17,897	42	1,847	19,786
Cash payments	(11,388)	(142)	(265)	(11,795)
Non-cash charges and adjustments	(97)	(5)	(670)	(772)
Liability as of December 31, 2023	7,383	(2)	920	8,301
Restructuring charges	28,920	7,213	17,246	53,379
Cash payments	(33,221)	(183)	(1,108)	(34,512)
Non-cash charges and adjustments	976	(5,731)	(6,702)	(11,457)
Liability as of December 31, 2024	4,058	1,297	10,356	15,711
Less: current portion as of December 31, 2024	(4,058)	(1,297)	(5,667)	(11,022)
Long-term portion as of December 31, 2024	$ —	$ —	$ 4,689	$ 4,689

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Goodwill and Intangible Assets

12 Months Ended
Dec. 31, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Goodwill and Intangible Assets

Goodwill and Intangible Assets

Goodwill

Goodwill arises from the acquisition method of accounting for business combinations and represents the excess of the purchase price over the fair value of the net assets and other identifiable intangible assets acquired. The fair values of net tangible assets and intangible assets acquired are based upon preliminary valuations and the Company's estimates and assumptions are subject to change within the measurement period (potentially up to one year from the acquisition date).

The following table presents the changes in the carrying amount of goodwill for the periods indicated:

	Year Ended December 31,	
	2024	2023
	(in thousands)	
Beginning balance	$ 318,588	$ 306,739
Acquisitions (Note 3)	—	11,849
Ending balance	$ 318,588	$ 318,588

The Company performs an annual goodwill impairment assessment on October 31st each year, using a quantitative assessment comparing the fair value of each reporting unit, which the Company has determined to be the entity itself, with its carrying amount, including goodwill. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recorded. As a result of the Company's impairment assessment, no goodwill impairment was recognized as of October 31, 2024.

In addition to its annual review, the Company performs a test of impairment when indicators of impairment are present. During the years ended December 31, 2024, 2023, and 2022, there were no indications of impairment of the Company's goodwill balances.

Acquired Intangibles

Finite-lived Intangible Assets

The following table sets forth the Company's finite-lived intangible assets resulting from business acquisitions and other purchases, which are amortized over their estimated useful lives:

		December 31, 2024			December 31, 2023		
	Weighted Average Useful Life (in Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
		(in thousands)					
Licensed technology	6.9	$ 24,661	$ (2,418)	$ 22,243	$ 20,133	$ (1,431)	$ 18,702
Developed technology	7.0	311,261	(283,432)	27,829	311,261	(263,635)	47,626
Trademarks and trade names	6.2	14,800	(14,419)	381	14,800	(14,276)	524
Customer relationships	5.0	128,800	(127,887)	913	128,800	(126,347)	2,453
Patents	7.0	4,780	(1,138)	3,642	4,780	(455)	4,325
	6.1	$ 484,302	$ (429,294)	$ 55,008	$ 479,774	$ (406,144)	$ 73,630

The following table sets forth amortization expense associated with finite-lived intangible assets, which is included in the consolidated statements of operations as follows:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Cost of net revenue	$ 20,785	$ 35,952	$ 39,638
Research and development	—	2	4
Selling, general and administrative	2,366	2,881	11,955
	$ 23,151	$ 38,835	$ 51,597

Amortization of finite-lived intangible assets in cost of net revenue in the consolidated statements of operations results primarily from acquired developed technology.

The following table sets forth the activity related to finite-lived intangible assets:

	Year Ended December 31,	
	2024	2023
	(in thousands)	
Beginning balance	$ 73,630	$ 109,316
Additions	5,766	6,355
Other disposals	—	(768)
Amortization	(23,151)	(38,835)
Impairment losses	(1,237)	(2,438)
Ending balance	$ 55,008	$ 73,630

The Company regularly reviews the carrying amount of its long-lived assets subject to depreciation and amortization, as well as the related useful lives, to determine whether indicators of impairment may exist that warrant adjustments to carrying values or estimated useful lives. An impairment loss is recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss is measured based on the excess of the carrying amount of the asset over the asset's fair value.

During the year ended December 31, 2024, 2023, and 2022, the Company recognized impairment losses related to finite-lived intangible assets of $1.2 million, $2.4 million, and $2.8 million respectively, which was attributable to certain acquired licensed technology.
The following table presents future amortization of the Company's finite-lived intangible assets at December 31, 2024:

	Amount
	(in thousands)
2025	$ 14,138
2026	13,974
2027	10,552
2028	5,096
2029	4,009
Thereafter	7,239
Total	$ 55,008

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Financial Instruments

12 Months Ended
Dec. 31, 2024

Fair Value Disclosures [Abstract]

Financial Instruments

Financial Instruments

The composition of financial instruments is as follows:

	December 31, 2024	December 31, 2023
	(in thousands)	
Liabilities		
Contingent consideration (Note 3)	$ 2,600	$ 2,462

At December 31, 2024, the Company did not hold any marketable equity investments. The Company sold its marketable investment positions in December 2023. Prior to the sale, unrealized gains and losses on such investments representing stock price fluctuations in the underlying securities held were recorded to other income (expense), net in the consolidated statement of operations.

The Company evaluated securities for other-than-temporary impairment on a quarterly basis. Impairment was evaluated considering numerous factors, and their relative significance varied depending on the situation. Factors considered include the length of time and extent to which fair value was less than the cost basis, the financial condition and near-term prospects of the issuer; including changes in the financial condition of any underlying collateral of the security; any downgrades of the security by analysts or rating agencies; nonpayment of any scheduled interest, or the reduction or elimination of dividends; as well as our intent and ability to hold the security in order to allow for an anticipated recovery in fair value.

The fair value of the Company's financial instruments is the amount that would be received in an asset sale or paid to transfer a liability in an orderly transaction between unaffiliated market participants and is recorded using a hierarchical disclosure framework based upon the level of subjectivity of the inputs used in measuring assets and liabilities. The levels are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available.

The Company classifies its financial instruments that are categorized within Level 1 or Level 2 of the fair value hierarchy on the basis of valuations using quoted market prices or alternate pricing sources and models utilizing market observable inputs, respectively. The marketable equity investments held by the Company were valued on the basis of quoted market prices and are therefore classified as Level 1.

The contingent consideration liability as of December 31, 2024 is associated with the Company's acquisition of Company Y in January 2023 (Note 3) and the contingent consideration liability as of December 31, 2023 is associated with the Company's acquisition of Company X. The contingent consideration liability is classified as a Level 3 financial instrument. The contingent consideration as it relates to Company Y is subject to the acquired business's satisfaction of certain personnel objectives by June 17, 2024. The fair value of the contingent consideration is based on (1) applying the Monte Carlo simulation method, with underlying forecast mathematics based on Geometric Brownian motion in a risk-neutral framework, to forecast achievement of the acquired business' financial objectives under various possible contingent consideration events and (2) a probability based methodology using management's inputs and assumptions to forecast achievement of the acquired business' personnel objectives which included an assumption of total payments up to $2.6 million to Company Y. Key inputs in the valuation include forecasted revenue, revenue volatility, discount rate and discount term as it relates to the financial objectives and probability of achievement, discount term and discount rate as it relates to the personnel objectives.

The following summarizes the level in the fair value hierarchy for each financial instrument:

		Fair Value Measurements at December 31, 2024		
	Balance at December 31, 2024	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
Liabilities				
Contingent consideration	$ 2,600	$ —	$ —	$ 2,600

		Fair Value Measurements at December 31, 2023		
	Balance at December 31, 2023	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
Liabilities				
Contingent consideration	$ 2,462	$ —	$ —	$ 2,462

The following summarizes the activity in Level 3 financial instruments:

	Year Ended December 31,	
	2024	2023
	(in thousands)	
Contingent consideration		
Beginning balance	$ 2,462	$ 2,941
Acquisitions[(1)](Note 3)	—	2,200
Payments	—	(3,000)
Accretion of discount[(1)]	138	321
Ending balance	$ 2,600	$ 2,462

[(1)] These changes to the balance associated with the estimated fair value of contingent consideration for the year ended December 31, 2024 were due to the addition of contingent consideration associated with the acquisition of Company Y in January 2023 and accretion of discounts on contingent consideration.

There were no transfers between Level 1, Level 2 or Level 3 fair value hierarchy categories of financial instruments in the years ended December 31, 2024, 2023 and 2022.

Financial Instruments Not Recorded at Fair Value on a Recurring Basis

Some of the Company's financial instruments are recorded at amounts that approximate fair value due to their liquid or short-term nature or by election on investments in privately-held entities as described below. Such financial assets and financial liabilities include cash and cash equivalents, restricted cash, net receivables, investments in privately-held entities, certain other assets, accounts payable, accrued price protection liability, accrued expenses, accrued compensation costs, and other current liabilities.

The Company's long-term debt is not recorded at fair value on a recurring basis, but is measured at fair value for disclosure purposes (Note 8).

Included in other long-term assets as of December 31, 2023 were investments in privately held entity of $11.8 million which were impaired as of December 31, 2024. The Company does not have the ability to exercise significant influence or control over such entity and had accounted for the investments as financial instruments. Given that fair values for such investments were not readily determinable, the Company had elected to measure these investments at cost, less any impairment,

and adjust the carrying value to fair value if any observable price changes for similar investments in the same entity are identified. The impairment loss of $11.8 million is included in other expense in the consolidated statement of operations for the year ended December 31, 2024.

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Balance Sheet Details

12 Months Ended
Dec. 31, 2024

Balance Sheet Related Disclosures [Abstract]

Balance Sheet Details

Balance Sheet Details

Cash, cash equivalents and restricted cash consist of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Cash and cash equivalents	$ 118,575	$ 187,288
Short-term restricted cash	1,003	1,051
Long-term restricted cash	25	17
Total cash, cash equivalents and restricted cash	$ 119,603	$ 188,356

As of December 31, 2024 and December 31, 2023, cash and cash equivalents included money market funds of approximately $59.1 million and $78.1 million, respectively. As of December 31, 2024 and December 31, 2023, the Company had restricted cash of approximately $1.0 million and $1.1 million, respectively. The cash is restricted in connection with guarantees for certain import duties and office leases.

Inventory consists of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Work-in-process	$ 53,979	$ 60,368
Finished goods	36,364	39,540
	$ 90,343	$ 99,908

Inventory decreased $9.6 million from $99.9 million as of December 31, 2023 to $90.3 million as of December 31, 2024, as the Company's management lowered inventory levels due to reduced supply chain constraints and decreased customer demand for certain products.

Property and equipment, net consists of the following:

	Useful Life (in Years)	December 31, 2024	December 31, 2023
		(in thousands)	
Furniture and fixtures	5	$ 3,937	$ 3,995
Machinery and equipment	3-5	80,804	76,732
Masks and production equipment	5	63,803	54,240
Software	3	11,178	11,427
Leasehold improvements	1-5	34,981	35,867
Construction in progress	N/A	898	348
		195,601	182,609
Less: accumulated depreciation and amortization		(136,301)	(116,178)
		$ 59,300	$ 66,431

Depreciation expense for the years ended December 31, 2024, 2023, and 2022 was $23.0 million, $23.8 million and $20.3 million, respectively.

In March 2022, the Company entered into a note receivable with a supplier for $10.0 million. In October 2024, the terms of this note receivable were renegotiated, and the first initial repayment of $0.5 million is due by March 31, 2025, $1.5 million is due by March 31, 2026, and annual repayments of $2.0 million per year are due annually thereafter by March 31, from 2027 through 2030, provided that certain production utilization targets for the prior year are met. Previously, repayments of $2.0 million per year were due annually by March 31, in years 2024 through 2027.

During the year ended December 31, 2024, a portion of the note receivable, or $0.5 million, was written off to other expense in the consolidated statement of operations. The amount written off represents the portion of the payment associated with production utilization that is anticipated to be less than target. The balance of the note receivable has been classified as a long-term asset based on expected timing of receipt of repayment. The long-term portion of the note receivable is included in other long-term assets as of December 31, 2024 and December 31, 2023, respectively.

Accrued price protection liability consists of the following activity:

	Year Ended December 31,	
	2024	2023
	(in thousands)	
Beginning balance	$ 71,684	$ 113,274
Charged as a reduction of revenue	34,070	62,644
Reversal of unclaimed rebates	(17,736)	—
Payments	(44,617)	(104,234)
Ending balance	$ 43,401	$ 71,684

The decrease in price protection liability from approximately $71.7 million as of December 31, 2023 to approximately $43.4 million as of December 31, 2024, was driven by payments of rebates as well as reversal of unclaimed rebates due to expiration of rebate pricing.

Accrued expenses and other current liabilities consist of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Accrued technology license payments	$ 4,336	$ 3,843
Accrued professional fees	7,103	3,736
Accrued engineering and production costs	3,080	2,861
Accrued restructuring	11,022	8,301
Accrued royalty	438	603
Short-term lease liabilities	9,413	9,132
Accrued customer credits	1,011	3,984
Income tax liability	745	521
Customer contract liabilities	114	1,597
Accrued obligations to customers for price adjustments	42,954	54,837
Accrued obligations to customers for stock rotation rights	252	349
Contingent consideration – current portion	2,600	2,462
Other	4,340	6,242
	$ 87,408	$ 98,468

The following table summarizes the change in balances of accumulated other comprehensive income (loss) by component:

	Cumulative Translation Adjustments	Pension and Other Defined Benefit Plan Obligation	Total
		(in thousands)	
Balance at December 31, 2022	$ (5,180)	$ 4,159	$ (1,021)
Other comprehensive income (loss) before reclassifications, net of tax	121	(206)	(85)
Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax	—	(2,685)	(2,685)
Net current period other comprehensive income (loss)	121	(2,891)	(2,770)
Balance at December 31, 2023	(5,059)	1,268	(3,791)
Other comprehensive income (loss) before reclassifications, net of tax	(3,030)	(19)	(3,049)
Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax	—	17	17
Net current period other comprehensive income (loss)	(3,030)	(2)	(3,032)
Balance at December 31, 2024	$ (8,089)	$ 1,266	$ (6,823)

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Debt

12 Months Ended
Dec. 31, 2024

Debt Disclosure [Abstract]

Debt

Debt

Debt

The carrying amount of the Company's long-term debt consists of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Principal balance:		
Initial term loan under the June 23, 2021 credit agreement	$ 125,000	$ 125,000
Total principal balance	125,000	125,000
Less:		
Unamortized debt discount	(446)	(571)
Unamortized debt issuance costs	(1,558)	(2,054)
Net carrying amount of long-term debt	122,996	122,375
Less: current portion of long-term debt	—	—
Long-term debt, non-current portion	$ 122,996	$ 122,375

As of December 31, 2024 and December 31, 2023, the weighted average effective interest rate on aggregate debt was approximately 7.8% and 7.6%, respectively.

During the years ended December 31, 2024, 2023 and 2022, the Company recognized total amortization of debt discount and debt issuance costs of $0.6 million, $0.6 million, and $1.3 million, respectively, to interest expense.

The approximate aggregate fair value of the term loans outstanding as of December 31, 2024 and December 31, 2023 was $118.6 million and $114.5 million, respectively, which was estimated on the basis of inputs that are observable in the market and which is considered a Level 2 measurement method in the fair value hierarchy (Note 6).

As of December 31, 2024, the outstanding principal balance of $125.0 million is due in full on June 23, 2028 upon maturity of the loan.

Initial Term Loan and Revolving Facility under the June 23, 2021 Credit Agreement

On June 23, 2021, the Company entered into a Credit Agreement, or the June 23, 2021 Credit Agreement, by and among the Company, the lenders from time to time party thereto, and Wells Fargo Bank, National Association, as administrative agent and collateral agent, that provides for a senior secured term B loan facility, or the "Initial Term Loan under the June 23, 2021 Credit Agreement," in an aggregate principal amount of $350.0 million and a senior secured revolving credit facility, or the "Revolving Facility," in an aggregate principal amount of up to $100.0 million. The proceeds of the Initial Term Loan under the June 23, 2021 Credit Agreement were used (i) to repay in full all outstanding indebtedness under that certain Credit Agreement dated May 12, 2017, by and among the Company, MUFG Bank Ltd., as administrative agent and MUFG Union Bank, N.A., as collateral agent and the lenders from time to time party thereto (as amended by Amendment No. 1, dated July 31, 2020) and (ii) to pay fees and expenses incurred in connection therewith. The remaining proceeds of the Initial Term Loan under the June 23, 2021 Credit Agreement are available for general corporate purposes and the proceeds of the Revolving Facility may be used to finance the working capital needs and other general corporate purposes of the Company and its subsidiaries. As of December 31, 2024, the Revolving Facility was undrawn. Under the terminated amended and restated commitment letter with Wells Fargo Bank and other lenders entered into in connection with the previously pending (now terminated) merger with Silicon Motion (Note 3), the Company had expected to repay the remaining outstanding term loans under this agreement upon closing of the merger.

The June 23, 2021 Credit Agreement permits the Company to request incremental loans in an aggregate principal amount not to exceed the sum of an amount equal to the greater of (x) $175.0 million and (y) 100% of consolidated EBITDA, plus the amount of certain voluntary prepayments, plus an unlimited amount that is subject to pro forma compliance with certain first lien net leverage ratio, secured net leverage ratio and total net leverage ratio tests. Incremental loans are subject to certain additional conditions, including obtaining additional commitments from the lenders then party to the June 23, 2021 Credit Agreement or new lenders.

Under the June 23, 2021 Credit Agreement, the Initial Term Loan bears interest, at the Company's option, at a per annum rate equal to either (i) a base rate equal to the highest of (x) the federal funds rate, plus 0.50%, (y) the prime rate then in effect and (z) an adjusted Term SOFR rate determined on the basis of a one-month interest period plus 1.00%, in each case, plus an applicable margin of 1.25% or (ii) an adjusted Term SOFR rate, subject to a floor of 0.50%, plus an applicable margin of 2.25%. Loans under the Revolving Facility initially bear interest, at a per annum rate equal to either (i) a base rate (as calculated above) plus an applicable margin of 0.00%, or (ii) an adjusted Term SOFR rate (as calculated above) plus an applicable margin of 1.00%. Following delivery of financial statements for the Company's fiscal quarter ending June 30, 2021, the applicable margin for loans under the Revolving Facility will range from 0.00% to 0.75% in the case of base rate loans and 1.00% to 1.75% in the case of Term SOFR rate loans, in each case, depending on the Company's secured net leverage ratio as of the most recently ended fiscal quarter. The Company is required to pay commitment fees ranging from 0.175% to 0.25% per annum on the daily undrawn commitments under the Revolving Facility, depending on the Company's secured net leverage ratio as of the most recently ended fiscal quarter. Commencing on September 30, 2021, the Initial Term Loan under the June 23, 2021 Credit Agreement will amortize in equal quarterly installments equal to 0.25% of the original principal amount of the Initial Term Loan under the June 23, 2021 Credit Agreement, with the balance payable on the maturity date. The June 23, 2021 Credit Agreement was amended on June 29, 2023 to implement a benchmark replacement.

The Company is required to make mandatory prepayments of the outstanding principal amount of term loans under the June 23, 2021 Credit Agreement with the net cash proceeds from the disposition of certain assets and the receipt of insurance proceeds upon certain casualty and condemnation events, in each case, to the extent not reinvested within a specified time period, from excess cash flow beyond stated threshold amounts, and from the incurrence of certain indebtedness. The Company has the right to prepay its term loans under the June 23, 2021 Credit Agreement, in whole or in part, at any time without premium or penalty, subject to certain limitations and a 1.0% soft call premium applicable during the first six months following the closing date of the June 23, 2021 Credit Agreement. The Initial Term Loan under the June 23, 2021 Credit Agreement will mature on June 23, 2028, at which time all outstanding principal and accrued and unpaid interest on the Initial Term Loan under the June 23, 2021 Credit Agreement must be repaid. The Revolving Facility will mature on June 23, 2026, at which time all outstanding principal and accrued and unpaid interest under the Revolving Facility must be repaid. The Company is also obligated to pay fees customary for a credit facility of this size and type.

The Company's obligations under the June 23, 2021 Credit Agreement are required to be guaranteed by certain of its domestic subsidiaries meeting materiality thresholds set forth in the June 23, 2021 Credit Agreement. Such obligations, including the guaranties, are secured by substantially all of the assets of the Company and the subsidiary guarantors pursuant to a Security Agreement, dated as of June 23, 2021, by and among the Company, the subsidiary guarantors from time to time party thereto, and Wells Fargo Bank, National Association, as collateral agent.

The June 23, 2021 Credit Agreement contains customary affirmative and negative covenants, including covenants limiting the ability of the Company and its restricted subsidiaries to, among other things, incur debt, grant liens, undergo certain fundamental changes, make investments, make certain restricted payments, and sell assets, in each case, subject to limitations and exceptions set forth in the June 23, 2021 Credit Agreement. The Revolving Facility also prohibits the Company from having a secured net leverage ratio in excess of 3.50:1.00 (subject to a temporary increase to 3.75:1.00 following the consummation of certain material permitted acquisitions) as of the last day of any fiscal quarter of the Company (commencing with the fiscal quarter ending September 30, 2021) if the aggregate borrowings under the Revolving Facility exceed 1% of the aggregate commitments thereunder (subject to certain exceptions set forth in the June 23, 2021 Credit Agreement) as of such date. As of December 31, 2024, the Company was in compliance with such covenants. The June 23, 2021 Credit Agreement also contains customary events of default that include, among other things, certain payment defaults, cross defaults to other indebtedness, covenant defaults, change in control defaults, judgment defaults, and bankruptcy and insolvency defaults. If an event of default exists, the lenders may require immediate payment of all obligations under the June 23, 2021 Credit Agreement and may exercise certain other rights and remedies provided for under the June 23, 2021 Credit Agreement, the other loan documents and applicable law.

The debt is carried at its principal amount, net of unamortized debt discount and issuance costs, and is not adjusted to fair value each period. The issuance date fair value of the liability component of the debt in the amount of $350.2 million was determined using a discounted cash flow analysis, in which the projected interest and principal payments were discounted back to the issuance date of the term loan at a market interest rate for nonconvertible debt of 3.4%, which represents a Level 2 fair value measurement. The debt discount of $0.9 million and debt issuance costs of $2.9 million associated with the Initial Term Loan under the June 23, 2021 Credit Agreement are being amortized to interest expense using the effective interest method over its seven-year term. Debt issuance costs of $0.4 million associated with the Revolving Facility are being amortized to interest expense over its five-year term.

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Stock-Based Compensation

12 Months Ended
Dec. 31, 2024

Share-Based Payment Arrangement [Abstract]

Stock-Based Compensation

Stock-Based Compensation

Common Stock

Each share of common stock is entitled to one vote per share and holders of the common stock vote as a single class of stock on any matter that is submitted to a vote of stockholders.

Employee Stock-Based Compensation Plans

At December 31, 2024, the Company had stock-based compensation awards outstanding under the following plans: the 2010 Equity Incentive Plan, as amended, or 2010 Plan, the 2010 Employee Stock Purchase Plan, or ESPP and the 2024 Inducement Equity Incentive Plan, or the Inducement Plan.

2010 Equity Incentive Plan

The 2010 Plan, as amended, provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights, performance-based stock awards, and other forms of equity compensation, or collectively, stock awards. The number of shares of common stock reserved for issuance will automatically increase on the first day of each fiscal year, equal to the lesser of: 2,583,311 shares of the Company's common stock; four percent (4%) of the outstanding shares of the Company's common stock on the last day of the immediately preceding

fiscal year; or such lesser amount as the Company's board of directors may determine. Options granted will generally vest over a period of four years and the term can be from seven to ten years. The plan expires in August 2026, unless terminated earlier by action of the board of directors.

Awards granted under the 2010 Plan, as amended, are subject to a compensation recovery policy adopted by the Company on August 9, 2023, or the Policy, that applies to certain incentive-based compensation that is received on or after October 2, 2023. The Policy requires the Company to recover certain excess incentive-based compensation from current and former executive officers if the Company is required to prepare an accounting restatement due to a material noncompliance of the Company with any financial reporting requirement under the securities laws or as otherwise described in the Policy and paid during the three completed fiscal years immediately preceding the trigger date, as defined in the Policy. Recoverable compensation is defined in the Policy but generally includes any incentive-based compensation that was granted, earned or vested based wholly or in part upon attainment of any financial reporting measure, to the extent the amount actually received exceeds the amount that would have been received if the incentive-based compensation had been determined based on the restated financial statements. To date, there has been no recovery or repayment of compensation from executive officers pursuant to the Policy, or any prior compensation recovery policy of the Company which it replaced, including the executive

compensation clawback policy adopted by the Company on December 13, 2018, which applies to compensation that was received prior to October 2, 2023.

As of December 31, 2024, the number of shares of common stock available for future issuance under the 2010 Plan was 15,282,897 shares.

2010 Employee Stock Purchase Plan

The ESPP authorizes the issuance of shares of the Company's common stock pursuant to purchase rights granted to the Company's employees. The number of shares of the Company's common stock reserved for issuance will automatically increase on the first day of each fiscal year, equal to the least of: 968,741 shares of the Company's common stock; one and a quarter percent (1.25%) of the outstanding shares of the Company's common stock on the first day of the fiscal year; or such lesser amount as may be determined by the Company's board of directors or a committee appointed by the Company's board of directors to administer the ESPP. The ESPP is implemented through a series of offerings of purchase rights to eligible employees. Under the ESPP, the Company may specify offerings with a duration of not more than 27 months, and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which shares of the Company's common stock will be purchased for employees participating in the offering. An offering may be terminated under certain circumstances. Generally, all eligible employees, including executive officers, employed by the Company may participate in the ESPP and may contribute up to 15% of their earnings for the purchase of the Company's common stock under the ESPP. Unless otherwise determined by the Company's board of directors, common stock will be purchased for accounts of employees participating in the ESPP at a price per share equal to the lower of (a) 85% of the fair market value of a share of the Company's common stock on the first date of an offering or (b) 85% of the fair market value of a share of the Company's common stock on the date of purchase. As of December 31, 2024, the number of shares of common stock available for future issuance under the ESPP was 6,334,688 shares.

2024 Inducement Equity Incentive Plan

On May 22, 2024, the Board of Directors adopted the Inducement Plan pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules, and, subject to the adjustment provisions of the Inducement Plan, reserved 4,000,000 shares of the Company's common stock for issuance under equity awards granted under the Inducement Plan. The Inducement Plan provides for the grant of equity-based awards, including non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares, and its terms are substantially similar to the 2010 Plan, including with respect to treatment of equity awards in the event of a merger or "change in control" as defined under the Inducement Plan, but with such other terms and conditions intended to comply with the Nasdaq inducement award exception. Awards under the Inducement Plan may only be made to individuals not previously employees or non-employee directors of the Company as an inducement material to the individuals' entry into employment with the Company. As of December 31, 2024, the number of shares of common stock available for future issuance under the Inducement Plan was 4,000,000 shares.

Employee Incentive Bonus

The Company's Executive Incentive Bonus Plan permits the settlement of awards under the plan in any combination of cash or shares of its common stock. The Company settles a majority of bonus awards for its employees, including executives, in shares of common stock under the 2010 Equity Incentive Plan. When bonus awards are settled in common stock issued under the 2010 Equity Incentive Plan, the number of shares issuable to plan participants is determined based on the closing price of the Company's common stock as determined in trading on the applicable stock exchange on a date approved by the Board of Directors. In connection with the Company's bonus programs, in February 2024 and February 2023, the Company issued 0.4 million and 0.9 million freely-tradable (subject to certain restrictions for affiliates) shares, respectively, of the Company's common stock in settlement of bonus awards to employees, including executives, for the 2024 and 2023 performance periods. At December 31, 2024, the Company has an accrual of $4.9 million for bonus awards for employees for achievement in the 2024 performance period, which the Company intends to settle primarily in shares of its common stock, unless otherwise required to be settled in cash due to local laws or agreements. The Company's compensation committee retains discretion to effect payment in cash, stock, or a combination of cash and stock.

Stock-Based Compensation

The Company recognizes stock-based compensation in the consolidated statements of operations, based on the department to which the related employee reports, as follows:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Cost of net revenue	$ 621	$ 763	$ 734
Research and development	38,814	44,189	40,635
Selling, general and administrative	26,586	10,224	40,335
	$ 66,021	$ 55,176	$ 81,704

The total unrecognized compensation cost related to unvested restricted stock units as of December 31, 2024 was $139.2 million, and the weighted average period over which these equity awards are expected to vest is 2.58 years.

The total unrecognized compensation cost related to unvested performance-based restricted stock units as of December 31, 2024 was $1.7 million and the weighted average period over which these equity awards are expected to vest is 1.16 years. Actual levels of future performance for the unvested periods may differ from current estimates.

The total unrecognized compensation cost related to unvested stock options as of December 31, 2024 was $26.6 million, and the weighted average period over which these equity awards are expected to vest is 3.14 years.

Restricted Stock Units

A summary of the Company's restricted stock unit activity for all equity plans is as follows:

	Number of Shares (in thousands)	Weighted-Average Grant-Date Fair Value per Share
Outstanding at December 31, 2023	5,632	$ 36.72
Granted[1]	6,075	18.36
Vested	(2,552)	29.47
Canceled[2]	(1,236)	36.56
Outstanding at December 31, 2024	7,919	$ 24.99

(1) Includes approximately 341 thousand shares granted under the Inducement Plan at a weighted-average grant-date fair value per share of $14.30.

(2) Includes approximately 56 thousand shares canceled under the Inducement Plan at a weighted-average grant-date fair value per share of $13.47.

Performance-Based Restricted Stock Units

Performance-based restricted stock units are eligible to vest at the end of each year-long performance period, as defined in the underlying agreement, in a three-year performance period based on the Company's annual growth rate in net sales and non-GAAP diluted earnings per share (subject to certain adjustments) over baseline results relative to the growth rates for a peer group of companies for the same metrics and periods.

For the performance-based restricted stock units granted to date, 60% of each performance-based award is subject to the net sales metric for the performance period and 40% is subject to the non-GAAP diluted earnings per share metric for the performance period. The maximum percentage for a particular metric is 250% of the target number of units subject to the award related to that metric, however, vesting of the performance stock units is capped at 30% and 100%, respectively, of the target number of units subject to the award in years one and two, respectively, of the three-year performance period.

As of December 31, 2024, achievement to date under the performance metrics specified in the respective award agreements are based on its expected revenue and non-GAAP diluted EPS results over the performance periods and calculated growth rates relative to its peers' expected results based on data available, as defined in the respective award agreements. To the

extent any prior achievement levels are no longer probable, any compensation expense recorded is adjusted to the revised achievement levels.

A summary of the Company's performance-based restricted stock unit activity is as follows:

	Number of Shares (in thousands)	Weighted-Average Grant-Date Fair Value per Share
Outstanding at December 31, 2023	2,653	$ 34.38
Granted[1]	1,634	17.87
Vested	(58)	24.43
Canceled	(709)	40.47
Outstanding at December 31, 2024	3,520	$ 25.66

(1) Number of shares granted is based on the maximum percentage achievable in the performance-based restricted stock unit award.

Employee Stock Purchase Rights and Stock Options

Employee Stock Purchase Rights

During the year ended December 31, 2024, there were 292,614 shares of common stock purchased under the ESPP at a weighted average price of $14.02. During the year ended December 31, 2023, there were 231,794 shares of common stock purchased under the ESPP at a weighted average price of $18.89.

The fair values of employee stock purchase rights were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:

	Year Ended December 31,		
	2024	2023	2022
Weighted-average grant date fair value per share	$5.78 - 6.00	$6.35 - 11.97	$11.97 - 14.25
Risk-free interest rate	4.44 - 5.4%	4.54 - 5.41%	1.54% - 4.54%
Dividend yield	— %	— %	— %
Expected life (in years)	0.50	0.50	0.50
Volatility	49.76 - 95.74%	59.78 - 70.46%	59.78 - 69.74%

The risk-free interest rate assumption was based on rates for United States (U.S.) Treasury zero-coupon bonds with maturities similar to those of the expected term of the award being valued. The assumed dividend yield was based on the Company's expectation of not paying dividends in the foreseeable future. The expected term is the duration of the offering period for each grant date. In addition, the estimated volatility incorporates the historical volatility over the expected term based on the Company's daily closing stock prices.

Stock Options

A summary of the Company's stock options activity is as follows:

	Number of Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2023	375	$ 17.29		
Granted	2,694	19.45		
Exercised	(39)	7.68		
Canceled	(65)	18.79		
Outstanding at December 31, 2024	2,965	$ 19.35	8.2	$ 2,138
Vested and expected to vest at December 31, 2024	2,775	$ 19.34	8.10	$ 2,017
Exercisable at December 31, 2024	341	$ 18.41	0.60	$ 469

The fair values of stock options were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:

	Year Ended December 31,	
	2024	2023(1)
Weighted-average grant date fair value per share	10.84 - 11.24	N/A
Risk-free interest rate	4.33 %	N/A
Dividend yield	— %	N/A
Expected life (in years)	6.50	N/A
Volatility	57.50 %	N/A

(1) No options were granted during the year ended December 31, 2023.

The risk-free interest rate assumption was based on the United States Treasury's rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the award being valued. The assumed dividend yield was based on the Company's expectation of not paying dividends in the foreseeable future. The expected term of the options was calculated using the simplified method as prescribed by guidance provided by the SEC. This decision was based on the lack of historical data due to the Company's limited number of stock option exercises under the 2010 Equity Incentive Plan. Estimated volatility incorporates historical volatility of the Company over the expected term based on the Company's daily closing stock prices.

The intrinsic value of stock options exercised during 2024, 2023, and 2022 was $0.5 million, $0.2 million, and $0.9 million, respectively. Cash received from exercise of stock options was $0, $0.2 million and $0.3 million during the years ended December 31, 2024, 2023, and 2022, respectively. The tax benefit from stock options exercised was $0, $0.4 million and $1.2 million during the years ended December 31, 2024, 2023, and 2022, respectively.

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Income Taxes

12 Months Ended
Dec. 31, 2024

Income Tax Disclosure [Abstract]

Income Taxes

Income Taxes

The domestic and international components of income (loss) before income taxes are presented as follows:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Domestic	$ (74,358)	$ (85,032)	$ 19,228
Foreign	(164,359)	21,222	154,970
Income (loss) before income taxes	$ (238,717)	$ (63,810)	$ 174,198

The income tax provision consists of the following:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Current:			
Federal	$ 893	$ 3,827	$ 12,002
State	16	65	237
Foreign	4,739	9,896	13,432
Total current	5,648	13,788	25,671
Deferred:			
Federal	(10,781)	(371)	32,317
State	(3,536)	(4,942)	(3,686)
Foreign	(10,889)	(6,910)	(3,490)
Change in valuation allowance	26,039	7,772	(1,654)
Total deferred	833	(4,451)	23,487
Total income tax provision	$ 6,481	$ 9,337	$ 49,158

The actual income tax provision differs from the amount computed using the federal statutory rate as follows:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Provision (benefit) at statutory rate	$ (50,135)	$ (13,288)	$ 36,582
State income taxes (net of federal benefit)	10	7	187
Research and development credits	(7,720)	(10,066)	(10,146)
Foreign rate differential	28,939	(375)	(21,629)
Stock compensation	7,855	2,213	6,186
Foreign income inclusion	558	27,678	27,971
Provision to return	381	(4,741)	6,236
Uncertain tax positions	300	1,272	2,551
Permanent and other	812	(377)	1,101
Foreign unremitted earnings	(558)	(758)	(490)
Transaction costs	—	—	5
Foreign tax credits	—	—	2,224
Attribute expirations	—	—	34
Valuation allowance	26,039	7,772	(1,654)
Total income tax provision	$ 6,481	$ 9,337	$ 49,158

The components of the deferred income tax assets are as follows:

	December 31,	
	2024	2023
	(in thousands)	
Deferred tax assets:		
Net operating loss carryforwards	$ 39,258	$ 29,860
Research and development credits	85,659	78,246
Foreign tax credit carryforwards	1,578	71
Accrued expenses and other	17,727	13,106
Lease obligation	2,446	2,942
Accrued compensation	2,991	3,447
Stock-based compensation	11,923	11,203
Intangible assets	9,698	8,967
	171,280	147,842
Less valuation allowance	(100,131)	(74,292)
	71,149	73,550
Deferred tax liabilities:		
Fixed assets	(497)	(966)
Leased right-of-use assets	(1,749)	(2,839)
Pension liability	(355)	(371)
Net deferred tax assets	$ 68,548	$ 69,374

At December 31, 2024, the Company had federal, state and foreign tax net operating loss carryforwards of approximately $99.2 million, $78.1 million and $248.2 million, respectively. The federal and state tax loss carryforwards will begin to expire in 2028 and 2030, and foreign tax loss will not expire, unless previously utilized.

At December 31, 2024, the Company had federal, state and foreign tax credit carryforwards of approximately $34.0 million, $111.1 million and $3.7 million, respectively. The federal, state and foreign tax credit carryforwards will begin to expire in 2025, 2030 and 2029, respectively, unless previously utilized. The Company also has foreign incentive deductions of approximately $10.0 million that do not expire.

The Company utilizes the asset and liability method of accounting for income taxes, under which deferred taxes are determined based on temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the temporary differences reverse. The Company records a valuation allowance to reduce its deferred taxes to the amount it believes is more likely than not to be realized. In making such determination, the Company considers all available positive and negative evidence quarterly, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent financial performance. Forming a conclusion that a valuation allowance is not required is difficult when there is negative evidence such as cumulative losses in recent years. Based upon the Company's review of all positive and negative evidence, the Company continues to have a valuation allowance on its state deferred tax assets, certain of its federal deferred tax assets, and certain foreign deferred tax assets in jurisdictions where the Company has cumulative losses or otherwise is not expected to utilize certain tax attributes. The Company does not incur expense or benefit in certain tax-free jurisdictions in which it operates.

The Company recorded an income tax provision of $6.5 million in the year ended December 31, 2024, an income tax provision of $9.3 million in the year ended December 31, 2023, and an income tax provision of $49.2 million in the year ended December 31, 2022.

The difference between the Company's effective tax rate and the 21.0% United States federal statutory rate for the year ended December 31, 2024 primarily related to the mix of pre-tax income among jurisdictions, permanent tax items including tax credits, stock based compensation, tax deficiencies related to stock-based compensation, release of uncertain tax positions under ASC 740-10 and the recognition of a valuation allowance on the Singapore deferred tax assets.

The difference between our effective tax rate and the 21.0% U.S. federal statutory rate for the year ended December 31, 2023 primarily related to the mix of pre-tax income among jurisdictions, permanent tax items including a tax on global intangible low-taxed income, stock based compensation, excess tax benefits related to stock-based compensation, release of uncertain tax positions under ASC 740-10, and release of the valuation allowance on certain federal research and development credits. The permanent tax item related to global intangible low-taxed income, or GILTI, also reflects the then recent legislative changes requiring the capitalization of research and experimentation costs, as well as limitations on the creditability of certain foreign income taxes.

The difference between our effective tax rate and the 21.0% U.S. federal statutory rate for the year ended year ended December 31, 2022 resulted primarily from a tax on GILTI, and non-deductible foreign stock-based compensation, offset by a benefit related to research and development tax credits, foreign earnings taxed at rates other than the federal statutory rate and the effect of a release of valuation allowance against certain Singapore deferred tax assets pertaining to usage of net operating losses.

Income tax positions must meet a more-likely-than-not threshold to be recognized. Income tax positions that previously failed to meet the more-likely-than-not threshold are 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 threshold are de-recognized in the first financial reporting period in which that threshold is no longer met. The Company records potential penalties and interest accrued related to unrecognized tax benefits within the consolidated statements of operations as income tax expense.

At December 31, 2024, the Company's unrecognized tax benefits totaled $68.9 million, $58.7 million of which, if recognized at a time when the valuation allowance no longer exists, would affect the effective tax rate. The unrecognized tax benefits are not expected to materially change in next 12 months. At December 31, 2024, the Company had accrued approximately $0.1 million of interest and penalties. The total amounts of interest and penalties recognized for the years ended December 31, 2024, 2023 and 2022 were not material.

The following table summarizes the changes to the unrecognized tax benefits during 2024, 2023 and 2022:

	(in thousands)
Balance as of December 31, 2021	$ 65,684
Additions based on tax positions related to the current year	3,431
Decreases based on tax positions of prior year	(1,981)
Balance as of December 31, 2022	67,134
Additions based on tax positions related to the current year	3,032
Decreases based on tax positions of prior year	(1,528)
Balance as of December 31, 2023	68,638
Additions based on tax positions related to the current year	2,277
Decreases based on tax positions of prior year	(2,032)
Balance as of December 31, 2024	$ 68,883

The Company is subject to federal and state income tax in the United States and is also subject to income tax in certain other foreign tax jurisdictions. At December 31, 2024, the statutes of limitations for the assessment of federal, state, and foreign income taxes are closed for the years before 2021, 2020, and 2017, respectively.

The Company's subsidiary in Singapore operates under certain tax incentives in Singapore, which are generally effective through March 2027, and are conditional upon meeting certain employment and investment thresholds in Singapore. Under the incentives, qualifying income derived from certain sales of the Company's integrated circuits is taxed at a concessionary rate over the incentive period, and there are reduced Singapore withholding taxes on certain intercompany royalties during the incentive period. The Company recorded a tax benefit in the years ended December 31, 2024, 2023 and 2022 at the incentive rate.

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Concentration of Credit Risk, Significant Customers and Geographic Information

12 Months Ended

Dec. 31, 2024

Risks and Uncertainties [Abstract]

Concentration of Credit Risk, Significant Customers and Geographic Information

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents and accounts receivable. Collateral is generally not required for customer receivables. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. At times, such deposits may be in excess of insured limits. The Company has not experienced any losses on its deposits of cash and cash equivalents.

Significant Customers

The Company markets its products and services to manufacturers of a wide range of electronic devices (Note 1). The Company sells its products both directly to end-customers and through third-party distributors, both of which are referred to as the Company's customers (Note 12). Revenue is also generated from sales of intellectual property, and the recipients of such intellectual property are also referred to as the Company's customers. The Company makes periodic evaluations of the credit worthiness of its customers.

Customers comprising 10% or greater of net revenues for each of the periods presented are as follows:

	Year Ended December 31,		
	2024	2023	2022
Percentage of total net revenue			
Customer A	12 %	10 %	10 %
Customer B	*	*	21 %

* Represents less than 10% of the net revenues for the period presented.

The following table presents balances that are 10% or greater of accounts receivable, based on the Company's billings to its customers.

	December 31,	
	2024	2023
Percentage of gross accounts receivable		
Customer C	16 %	*
Customer D	*	33 %
Customer E	17 %	24 %

* Represents less than 10% of the gross accounts receivable as of the respective period end.

Significant Suppliers

Suppliers comprising greater than 10% or greater of total inventory purchases are as follows:

	Year Ended December 31,		
	2024	2023	2022
Vendor A	36 %	23 %	26 %
Vendor B	17 %	23 %	25 %
Vendor C	11 %	10 %	12 %

Geographic Information

The Company's consolidated net revenues by geographic area based on ship-to location are as follows (in thousands):

	Year Ended December 31,								
	2024			2023			2022		
	Amount	% of total net revenue		Amount	% of total net revenue		Amount	% of total net revenue	
Asia	$ 269,079	75	%	$ 521,433	75	%	$ 915,024	82	%
Europe	39,470	11	%	124,556	18	%	142,494	13	%
United States	46,941	13	%	36,955	5	%	40,077	4	%
Rest of world	5,038	1	%	10,319	2	%	22,657	2	%
Total	$ 360,528	100	%	$ 693,263	100	%	$ 1,120,252	100	%

The products shipped to individual countries or territories representing greater than 10% of net revenue for each of the periods presented are as follows:

	Year Ended December 31,		
	2024	2023	2022
Percentage of total net revenue			
Hong Kong	41 %	37 %	43 %
China	*	11 %	16 %

* Represents less than 10% of total net revenue for the respective period.

The determination of which country a particular sale is allocated to is based on the destination of the product shipment. No other individual country accounted for more than 10% of net revenue during these periods. Although a large percentage of the Company's products is shipped to Asia, and in particular, Hong Kong, the Company believes that a significant number of the systems designed by customers and incorporating the Company's semiconductor products are subsequently sold outside Asia to Europe, Middle East, and Africa markets and North American markets.

Long-lived assets, which consists of property and equipment, net, leased right-of-use assets, intangible assets, net, and goodwill by geographic area are as follows (in thousands):

	December 31,			
	2024		2023	
	Amount	% of total	Amount	% of total
United States	$ 323,130	72 %	$ 337,696	69 %
Singapore	102,112	23 %	113,248	23 %
Rest of world	25,838	6 %	38,969	8 %
Total	$ 451,080	100 %	$ 489,913	100 %

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Revenue from Contracts with Customers

12 Months Ended

Dec. 31, 2024

Revenue from Contract with Customer [Abstract]

Revenue from Contracts with Customers

Revenue from Contracts with Customers

Revenue by Market

The table below presents disaggregated net revenues by market (in thousands):

	Year Ended December 31,		
	2024	2023	2022
Broadband	$ 116,819	$ 203,519	$ 493,232
% of net revenue	32 %	29 %	44 %
Connectivity	55,769	138,228	303,925
% of net revenue	15 %	20 %	27 %
Infrastructure	113,907	177,083	136,274
% of net revenue	32 %	26 %	12 %
Industrial and multi-market	74,033	174,433	186,821
% of net revenue	21 %	25 %	17 %
Total net revenue	$ 360,528	$ 693,263	$ 1,120,252

Revenues from sales through the Company's distributors accounted for 44%, 50% and 46% of net revenue for the years ended December 31, 2024, 2023, and 2022, respectively. Revenue related to the sales of intellectual property recognized during the year ended December 31, 2024 has been allocated by market based upon the usage of such intellectual property.

Contract Liabilities

As of December 31, 2024 and 2023, customer contract liabilities were approximately $0.1 million and $1.6 million, respectively, and consisted primarily of advanced payments received for which performance obligations have not been completed. Revenue recognized in each of the years ended December 31, 2024, 2023, and 2022 that was included in the contract liability balance as of the beginning of each of those respective periods was immaterial.

There were no material changes in the contract liabilities balance during the years ended December 31, 2024, 2023, and 2022, respectively.

Obligations to Customers for Price Adjustments and Returns and Assets for Right-of-Returns

As of December 31, 2024 and December 31, 2023, obligations to customers consisting of estimates of price protection rights offered to the Company's end customers totaled $43.4 million and $71.7 million, respectively, and are included in accrued price protection liability in the consolidated balance sheets. For activity in this account, including amounts included in net revenue, refer to Note 7.

Other obligations to customers representing estimates of price adjustments to be claimed by distributors upon sell-through of their inventory to their end customer and estimates of stock rotation returns to be claimed by distributors on products sold as of December 31, 2024 were $43.0 million and $0.3 million, respectively, and as of December 31, 2023 were $54.8 million and $0.3 million, respectively, and are included in accrued expenses and other current liabilities in the consolidated balance sheets (Note 7). The reason for the significant decrease in accrued obligations to customers for price adjustments from approximately $54.8 million as of December 31, 2023 to approximately $43.0 million as of December 31, 2024, was due to a significant decrease in sales to distributors which decreased the corresponding accrued obligations to such customers. The increase or decrease in revenue in the years ended December 31, 2024, 2023, and 2022 from net changes in transaction prices for amounts included in obligations to customers for price adjustments as of the beginning of those respective periods was not material.

As of December 31, 2024 and December 31, 2023, right of return assets under customer contracts representing the estimates of product inventory the Company expects to receive from customers in stock rotation returns were approximately $0.1 million and $0.1 million, respectively. Right of return assets are included in inventory in the consolidated balance sheets.

As of December 31, 2024 and December 31, 2023, there were no impairment losses recorded on customer accounts receivable.

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Leases	**12 Months Ended Dec. 31, 2024**
Leases [Abstract]	
Leases	Leases

Operating Leases

Operating lease arrangements primarily consist of office leases expiring in various years through 2029. These leases have original terms of approximately 2 to 8 years and some contain options to extend the lease up to 5 years or terminate the lease, which are included in right-of-use assets and lease liabilities when the Company is reasonably certain it will renew the underlying leases. Since the implicit rate of such leases is unknown and the Company is not reasonably certain to renew its leases, the Company has elected to apply a collateralized incremental borrowing rate to facility leases on the original lease term in calculating the present value of future lease payments. As of December 31, 2024 and December 31, 2023, the weighted average discount rate for operating leases was 5.0% and 4.6%, respectively, and the weighted average remaining lease term for operating leases was 3.2 years and 3.9 years, respectively, as of the end of each of these periods.

The table below presents aggregate future minimum payments due under leases, reconciled to total lease liabilities included in the consolidated balance sheet as of December 31, 2024:

	Operating Leases
	(in thousands)
2025	$ 10,599
2026	8,265
2027	5,949
2028	2,454
2029	1,596
Thereafter	—
Total minimum payments	28,863
Less: imputed interest	(2,496)
Less: unrealized translation loss	(2)
Total lease liabilities	26,365
Less: short-term lease liabilities	(9,413)
Long-term lease liabilities	$ 16,952

Operating lease cost was $9.9 million, $10.8 million, and $10.4 million for the years ended December 31, 2024, 2023, and 2022, respectively.

Short-term lease costs for each of the years ended December 31, 2024, 2023, and 2022, respectively, were not material. There were $1.2 million, $12.3 million, and $12.0 million of right-of-use assets obtained in exchange for new lease liabilities for the years ended December 31, 2024, 2023, and 2022, respectively.

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Employee Retirement Plans	**12 Months Ended Dec. 31, 2024**
Retirement Benefits [Abstract]	
Employee Retirement Plans	Employee Retirement Plans

Defined Contribution Plan

The Company has a 401(k) defined contribution retirement plan (the 401(k) Plan) covering all eligible employees. Participants may voluntarily contribute on a pre-tax basis an amount not to exceed a maximum contribution amount pursuant to Section 401(k) of the Internal Revenue Code. The Company is not required to contribute, nor has it contributed, to the 401(k) Plan for any of the periods presented.

Pension and Other Defined Benefit Retirement Obligations

The Company maintains certain defined benefit retirement plans, including a pension plan, in foreign jurisdictions. During the year ended December 31, 2023, the Company paid approximately $3.2 million to a third party life insurance and pension provider to fund and administer future benefit payments for substantially all of the employees in one of the Company's defined benefit retirement plans and recorded a gain on partial settlement of such pension plan of approximately $1.0 million. As of December 31, 2024 and December 31, 2023, the defined benefit obligation was $0.4 million and $1.4 million, respectively. The benefit is based on a formula applied to eligible employee earnings. Net periodic benefit costs were $0.3

million, $0.2 million, and $0.5 million respectively for the years ended December 31, 2024, 2023, and 2022 respectively, and were recorded to research and development expenses in the consolidated statements of operations.

Benefit Obligation and Plan Assets for Pension Benefit Plans

The vested benefit obligation for a defined-benefit pension or other retirement plan is the actuarial present value of the vested benefits to which the employee is currently entitled based on the employee's expected date of separation or retirement.

	December 31, 2024	December 31, 2023
	(in thousands)	
Changes in projected benefit obligation:		
Projected benefit obligation, beginning of period	$ 1,383	$ 6,573
Service cost	—	233
Interest cost	16	247
Actuarial (gain) loss	29	284
Benefits paid and settlements	(951)	(6,060)
Currency exchange rate changes	(47)	106
Projected benefit obligation, end of period	**430**	**1,383**
Changes in fair value of plan assets:		
Fair value of plan assets, beginning of period	**—**	**4,895**
Actual return on plan assets	—	(194)
Employer contributions	—	3,245
Plan settlements	—	(8,162)
Currency exchange rate changes	—	216
Fair value of plan assets, end of period	**—**	**—**
Net unfunded status	**$ 430**	**$ 1,383**
Amounts recognized in the Consolidated Balance Sheets		
Other long-term liabilities	$ 430	$ 1,383
Accumulated other comprehensive (income) loss, before tax	$ 1,266	$ 4,083

Changes in actuarial gains and losses in the projected benefit obligation are primarily driven by discount rate movement. The Company uses the corridor approach to amortize actuarial gains and losses. Under this approach, net actuarial gains or losses in excess of 10% of the larger of the projected benefit obligation or the fair value of plan assets are amortized on a straight-line basis.

As of December 31, 2024 and December 31, 2023, all plans had accumulated benefit obligations and projected benefit obligations in excess of plan assets. As of December 31, 2024 and December 31, 2023, the accumulated benefit obligations were $0.4 million and $1.1 million for the pension plans.

	December 31, 2024	December 31, 2023
	(in thousands)	
Plans with accumulated benefit obligation in excess of plan assets		
Accumulated benefit obligation	$ 430	$ 1,145
Plan assets	$ —	$ —
Plans with projected benefit obligation in excess of plan assets		
Projected benefit obligation	$ 430	$ 1,383
Plan assets	$ —	$ —

Assumptions for Pension Benefit Plans

	December 31, 2024	December 31, 2023
	(in thousands)	
Weighted average actuarial assumptions used to determine benefit obligations		
Discount rate	3.3%	3.5% - 3.9%
Rate of compensation increase	3.8%	3.0% - 3.8%
Weighted average actuarial assumptions used to determine costs		
Discount rate	3.3%	3.5%- 3.9%
Expected long-term rate of return on plan assets	— %	— %
Rate of compensation increase	3.8%	3.0% - 3.8%

The Company establishes the discount rate for each pension plan by analyzing current market long-term bond rates and matching the bond maturity with the average duration of the pension liabilities.

The Company establishes the long-term expected rate of return by developing a forward-looking, long-term return assumption for each pension fund asset class, taking into account factors such as the expected real return for the specific asset class and inflation. A single, long-term rate of return is then calculated as the weighted average of the target asset allocation percentages and the long-term return assumption for each asset class.

Pension Plan Assets

The plan assets were $0 as of December 31, 2024 and 2023, since all assets were transferred to the third party life insurance and pension provider that is funding and administering future benefit payments for substantially all of the employees in the plan. Prior to the transfer, pension assets were held in liquid cash and cash equivalents.

Estimated Future Benefit Payments for Pension Benefit Plans

At December 31, 2024, the estimated benefit payments over the next five years and beyond are as follows:

	Estimated Future Benefit Payments
	(in thousands)
2025	$ 69
2026	43
2027	43
2028	43
2029	30
Thereafter	60
	$ 287

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Commitments and Contingencies

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

12 Months Ended
Dec. 31, 2024

Commitments and Contingencies

Inventory Purchase and Other Contractual Obligations

As of December 31, 2024, future minimum payments under inventory purchase and other obligations are as follows:

	Inventory Purchase Obligations	Other Obligations	Total
2025	$ 39,872	$ 32,131	$ 72,003
2026	11,390	19,482	30,872
2027	—	3,673	3,673
2028	—	—	—
Total minimum payments	$ 51,262	$ 55,286	$ 106,548

Other obligations consist of contractual payments due for software licenses.

Jointly Funded Research and Development

From time to time, the Company enters into contracts for jointly funded research and development projects to develop technology that may be commercialized into a product in the future and receives payments as milestones under the contracts are met. If the Company is required to repay all or a portion of the funds provided by the other parties under certain conditions, the Company defers such funds in other-long term liabilities. As of December 31, 2024, funds of $15.0 million received from the other parties have been deferred in other long-term liabilities. The Company de-recognizes the liabilities when the contingencies associated with the repayment conditions have been resolved.

During the years ended December 31, 2024 and 2023, the Company recognized no amounts in previously deferred amounts from other parties due to resolution of such repayment conditions.

Dispute with Silicon Motion

As previously disclosed, on July 26, 2023, MaxLinear terminated the Merger Agreement on multiple grounds (Note 3). On August 16, 2023, Silicon Motion delivered to MaxLinear a notice, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration before the Singapore International Arbitration Centre to seek damages from MaxLinear arising from MaxLinear's alleged breaches of the Merger Agreement. Silicon Motion's position is that MaxLinear's Willful and Material Breaches (as such term is defined in the Merger Agreement) of the Merger Agreement prevented the Merger from being completed by August 7, 2023 and that MaxLinear is consequently liable for substantial monetary damages in excess of the termination fee as provided in the Merger Agreement.

On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that MaxLinear breached the Merger Agreement. Silicon Motion seeks payment of the termination fee, additional damages, fees, and costs. The arbitration will be confidential.

MaxLinear believes that it properly terminated the Merger Agreement. MaxLinear remains confident in its decision and will vigorously defend its right to terminate the Silicon Motion transaction without penalty.

Silicon Motion Stockholder Litigation

MaxLinear and certain of its officers have been named as defendants in two lawsuits brought by stockholders of Silicon Motion.

On August 31, 2023, a Silicon Motion stockholder filed a putative class action complaint in the United States District Court for the Southern District of California captioned Water Island Event-Driven Fund v. MaxLinear, Inc., No. 23-cv-01607 (S.D. Cal.), against MaxLinear and certain of its current officers. The complaint included two claims: (1) an alleged violation of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder; and (2) an alleged violation of Section 20(a) of the Exchange Act. On December 20, 2023, the court appointed the lead plaintiffs, who filed the Consolidated Complaint on February 15, 2024. The Consolidated Complaint alleged that the defendants made false and misleading statements and/or omitted material facts that MaxLinear had a duty to disclose, concerning the Company's intention to close the merger with Silicon Motion. On August 28, 2024, the court granted the defendants a motion to dismiss, holding that the plaintiffs lacked standing to sue MaxLinear and its officers. The case was dismissed without prejudice.

On September 18, 2024, the plaintiffs filed an Amended Consolidated Complaint, or the Amended Complaint. The Amended Complaint includes the same two claims as alleged in the Consolidated Complaint and makes similar factual allegations against the MaxLinear defendants, but adds Silicon Motion and certain of its officers as additional defendants. The Amended Complaint seeks compensatory damages, including interest, costs and expenses and such other relief that the court deems appropriate. On November 25, 2024, the MaxLinear defendants filed a motion to dismiss the Amended Complaint. MaxLinear intends to continue to vigorously defend its position.

On June 13, 2024, HBK Master Fund L.P. and HBK Merger Strategies Master Fund L.P., stockholders of Silicon Motion (the "HBK Plaintiffs"), filed an additional complaint in the United States District Court for the Southern District of California captioned HBK Master Fund L.P. v. MaxLinear, Inc., No. 24-cv-01033 (S.D. Cal.), against MaxLinear and certain of its current officers, which also alleges violations of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and Section 20(a) of the Exchange Act, and other violations. The complaint alleges that the defendants concealed their intention to terminate the merger with Silicon Motion from Silicon Motion's shareholders. The complaint seeks compensatory damages, including interest, costs and expenses, punitive damages, and such other equitable or injunctive relief that the court deems appropriate. On January 2, 2025, the court granted the defendants a motion to dismiss holding that the plaintiffs lacked standing to sue MaxLinear and its officers. The case was dismissed without prejudice.

On January 17, 2025, the HBK Plaintiffs filed an amended complaint, including the same two claims as alleged previously with similar factual allegations. The amended complaint seeks compensatory damages, including interest, costs and expenses, punitive damages, and such other relief that the court deems appropriate. MaxLinear intends to continue to vigorously defend its position.

Comcast Litigation

On December 1, 2023, MaxLinear filed claims against Comcast Management, LLC and Comcast Cable Communications, LLC, or together, Comcast, in the United States District Court for the Southern District of New York. MaxLinear alleges that in 2020, MaxLinear shared its proprietary design and know-how for a full-duplex, or FDX, amplifier with Comcast in the hope of securing future business with Comcast. MaxLinear shared its design and know-how on several occasions, all pursuant to a non-disclosure agreement between MaxLinear and Comcast, with the expectation that Comcast would keep the information confidential. MaxLinear alleges that Comcast needed this technology in order to effectively compete with fiber-optic internet providers. Instead of engaging MaxLinear to develop the FDX amplifier, Comcast allegedly shared MaxLinear's proprietary designs with MaxLinear's direct competitor. Comcast allegedly then worked with MaxLinear's competitor to develop the FDX-amplifier technology. MaxLinear brought claims for trade secret misappropriation, unfair competition, and breach of the parties' non-disclosure agreement, and it sought an unspecified amount of compensatory damages, punitive damages, pre-judgment and post-judgment interest, costs, expenses, and attorney fees as well as an injunction against Comcast's use or disclosure of MaxLinear's trade secrets.

On March 19, 2024, Comcast amended its claims for declaratory judgments, indemnification, and breach of the implied covenant of good faith and fair dealing, and on April 3, 2024, MaxLinear moved to dismiss all claims against it. On September 19, 2024, the court granted the motion to dismiss with respect to certain claims for declaratory judgment claim and denied the motion to dismiss with respect to the remaining claims. On September 23, 2024, Comcast filed amended claims for declaratory judgment, indemnification, and breach of the implied covenant of good faith and fair dealing, and on October 14, 2024, MaxLinear amended and refiled its trade secret and related claims. MaxLinear intends to continue to vigorously defend its position.

Dish Litigation

On February 10, 2023, Entropic Communications, LLC, or Entropic, filed claims for patent infringement against Dish Network Corporation, Dish Network LLC, Dish Network Service, LLC, and Dish Network California Service Corporation in the United States District Court for the Central District of California. At that time, MaxLinear was not a party to the action. On September 21, 2023, Dish Network California Service Corporation, or Dish California, filed four counterclaims against MaxLinear. The four claims are declaratory judgment, breach of contract, fraud and negligent misrepresentation, and civil conspiracy.

On January 31, 2024, the Dish defendants, together with DISH Technologies L.L.C., or collectively, Dish, filed eight counterclaims (amended counterclaims for Dish California) against MaxLinear. The eight counterclaims are (1) breach of contract, (2) fraud and negligent misrepresentation, (3) fraud arising from a civil conspiracy, (4) quasi-contract for restitution/unjust enrichment, (5) combination in restraint of trade, (6) violation of the Cartwright Act (by Dish California only), (7) patent misuse, and (8) violation of Cal. Bus. & Prof. Code § 17200 et seq. Dish's eight counterclaims revolve around a core allegation that MaxLinear is a member of the Multimedia over Coax Alliance (MoCA) and that MaxLinear violated its obligation under

MoCA's Intellectual Property Rights Policy, or IPR Policy, by acting with Entropic to rid the asserted patents of the RAND encumbrances. Dish seeks an unspecified amount of compensatory damages, disgorgement, attorneys' fees, experts' fees, and costs. On February 21, 2024, MaxLinear moved to dismiss the Dish defendants' counterclaim.

On April 22, 2024, a Special Master issued a report and recommendation, or the R&R, which recommended granting the motion to dismiss with prejudice as to the following counterclaims: (1) quasi-contract for restitution/unjust enrichment, (2) combination in restraint of trade, (3) violation of the Cartwright Act, (4) patent misuse, and (5) violation of Cal. Bus. & Prof. Code § 17200. MaxLinear submitted objections to the R&R as to the remaining claims that were not dismissed. Dish submitted objections to the R&R's recommended dismissal of the quasi-contract for restitution/unjust enrichment counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinear's pending motion to dismiss.

On July 30, 2024, this case was stayed until September 17, 2024. There was a motion to stay this case pending resolution of Inter Partes Review ("IPR"). MaxLinear intends to continue to vigorously defend its position.

Cox Litigations

On February 10, 2023, Entropic sued Cox Communications, Inc., CoxCom, LLC, and Cox Communications California, LLC, or together, Cox, in two separate actions in the United States District Court for the Central District of California. On October 6, 2023, Cox filed counterclaims against MaxLinear in each of the two actions.

In the first action, Cox alleges that when MaxLinear assigned certain patents to Entropic, MaxLinear violated its obligations under MoCA's IPR Policy by assigning these patents and by allegedly failing to ensure that Cox would be offered a FRAND license for these patents. Cox amended its counterclaims on January 9, 2024 and is asserting claims of breach of contract, unjust enrichment, and declaratory judgment against MaxLinear. Cox seeks an unspecified amount of compensatory damages, equitable relief, attorneys' fees, expenses, and costs. MaxLinear moved to dismiss Cox's amended counterclaims on February 6, 2024.

On April 22, 2024, a Special Master issued the R&R, which recommended granting the motion to dismiss with prejudice as to the unjust enrichment counterclaim but denying the motion as to the breach of contract and declaratory judgment counterclaims. MaxLinear submitted objections to the R&R's denial-in-part. Cox submitted objections to the R&R as to the unjust enrichment counterclaim and as to certain findings related to the breach of contract counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinear's pending motion to dismiss.

In the second action, in response to Entropic suing Cox for patent infringement, Cox filed counterclaims against MaxLinear. Cox alleges that MaxLinear granted CableLabs a non-exclusive, royalty-free license to all patents essential for compliance with DOCSIS specifications. It further alleges that MaxLinear breached this agreement when MaxLinear assigned certain patents to Entropic. Cox amended its counterclaims on January 9, 2024 and is asserting claims for breach of contract, unjust enrichment, and declaratory judgment. Cox seeks an unspecified amount of compensatory damages, equitable relief, attorneys' fees, expenses, and costs. MaxLinear moved to dismiss Cox's amended counterclaims on February 6, 2024.

On April 22, 2024, a Special Master issued the R&R, which recommended dismissing all Cox counterclaims with prejudice. Cox submitted objections to the R&R as to the unjust enrichment counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinear's pending motion to dismiss.

On July 30, 2024, these cases were stayed until September 17, 2024. There was a motion to stay pending resolution of IPR. MaxLinear intends to continue to vigorously defend its position.

* * *

The Company records a provision for contingent losses when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. As of December 31, 2024, no material loss contingencies have been accrued for litigation and other legal claims in the consolidated financial statements, since the Company's management currently does not believe that the ultimate outcome of any of the matters described above is probable. An unfavorable outcome of these matters may be reasonably possible in excess of recorded amounts; however, a reasonable estimate of the amount or range of such loss cannot be made at this time.

Other Matters

From time to time, the Company is subject to threats of litigation or actual litigation in the ordinary course of business as described in "*Item 3 — Legal Proceedings*," some of which may be material. Results of litigation and claims are inherently unpredictable. Regardless of the outcome, litigation and claims can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors.

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Segment Reporting	12 Months Ended Dec. 31, 2024
Segment Reporting [Abstract]	
Segment Reporting	Segment Reporting

The following table presents segment revenue, gross profit, and net income (loss) for the periods presented:

	Year Ended December 31,		
	2024	2023	2022
Net revenue	$ 360,528	$ 693,263	$ 1,120,252
Cost of net revenue	165,746	307,600	470,483
Gross profit	194,782	385,663	649,769
Less:			
Employee related	243,231	268,231	328,264
Depreciation and amortization	17,555	20,109	27,935
Design and prototype expenses	60,497	69,804	71,089
Professional fees	23,531	23,409	17,787
Occupancy	18,704	20,107	19,375
Restructuring	53,379	19,786	2,265
Impairment of intangibles	1,237	2,438	2,811
Impairment of investments	11,769	—	—
Interest and other (income) expense, net	3,596	25,589	6,045
Income tax expense	6,481	9,337	49,158
Segment net income (loss)	$ (245,198)	$ (73,147)	$ 125,040

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Stock Repurchases	12 Months Ended Dec. 31, 2024
Equity [Abstract]	
Stock Repurchases	Stock Repurchases

On February 23, 2021, the Company's board of directors authorized a plan to repurchase up to $100.0 million of the Company's common stock over a period which ended February 16, 2024. The amount and timing of repurchases were subject to a variety of factors including liquidity, share price, market conditions, and legal requirements. Any purchases were funded from available working capital and were effected through open market purchases, block transactions, and privately negotiated transactions. The share repurchase program did not obligate the Company to make any repurchases and was able to be modified, suspended, or terminated by the Company at any time without prior notice.

The share repurchase program was suspended from July 2022 until its expiration due to the Company's previously pending (now terminated) merger with Silicon Motion (Note 3). As a result, during the year ended December 31, 2024 and 2023, the Company did not repurchase any shares of its common stock under the repurchase program.

During the year ended December 31, 2022, the Company repurchased 564,449 shares of its common stock at a weighted average price of $55.7972 per share at an aggregate value of approximately $31.5 million under the repurchase program.

As of December 31, 2024, the aggregate value of common stock repurchased under the program was approximately $55.0 million and no shares remained available for repurchase under the program, as the plan expired on February 16, 2024.

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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 (loss)	$ (245,198)	$ (73,147)	$ 125,040

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Insider Trading Arrangements	3 Months Ended Dec. 31, 2024 shares	12 Months Ended Dec. 31, 2024 shares
Trading Arrangements, by Individual		
Non-Rule 10b5-1 Arrangement Adopted	false	
Rule 10b5-1 Arrangement Terminated	false	
Non-Rule 10b5-1 Arrangement Terminated	false	
Dr. Theodore Tewksbury [Member]		
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement		On November 14, 2024, Dr. Theodore Tewksbury, a director of the Company, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 6,071 shares of our common stock. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until November 15, 2025, or earlier if all transactions under the trading arrangement are completed.
Name	Dr. Theodore Tewksbury	
Title	director	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	November 14, 2024	
Expiration Date	November 15, 2025	
Arrangement Duration	366 days	
Aggregate Available	6,071	6,071

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Insider Trading Policies and Procedures	12 Months Ended Dec. 31, 2024
Insider Trading Policies and Procedures [Line Items]	
Insider Trading Policies and Procedures Adopted	true

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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,	We have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and have integrated these processes into our overall risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential unauthorized occurrence on or conducted through our information systems that may result in

Identifying, and Managing Threats [Text Block]	adverse effects on the confidentiality, integrity, or availability of our information systems or any information residing therein. We conduct quarterly risk assessments to identify cybersecurity threats. These risk assessments include identifying reasonably foreseeable potential internal and external risks, the likelihood of occurrence and any potential damage that could result from such risks, and the sufficiency of existing policies, procedures, systems, controls, and other safeguards in place to manage such risks. As part of our risk management process, we may engage third party experts to help identify and assess risks from cybersecurity threats. Our risk management process also encompasses cybersecurity risks associated with our use of third-party service providers. This process involves evaluating their infrastructure security policies and controls to ensure high levels of code quality. Following these risk assessments, we design, implement, and maintain reasonable safeguards to minimize the identified risks; reasonably address any identified gaps in existing safeguards; update existing safeguards as necessary; and monitor the effectiveness of our safeguards. We follow the Critical Security Controls, or CIS, guidance to defend our systems and networks against the most prevalent cyber-attacks. We have allocated adequate resources and have designated executives and IT management personnel to manage the cybersecurity risk assessment and mitigation process. We track quarterly Risk Register scores, which are derived from assessments of impact and likelihood, and monitor adoption rates of CIS controls to gauge our progress. These metrics are systematically tracked and reported to the board on a quarterly basis. As part of our overall risk management program, we regularly provide required training to employees at all levels and in all departments on cybersecurity. Our Cyber Security Operations Control center integrates feeds from all key areas of our infrastructure (email, network, endpoint, identity, firewall) into a centralized security information event management, or SIEM, system. This system is integrated with our Incident Response Plan, or IRP, which provides a process for responding to different types of cybersecurity incidents and designates responsibilities and actions to be taken in responding to such incidents. The IRP aims to eradicate problems as quickly as possible, while gathering actionable intelligence, restoring business functions, improving detection, and preventing reoccurrence. It includes guidelines for determining incident type, severity, roles and responsibilities, and escalation points. Furthermore, we perform regular third-party security penetration testing and cyber tabletop exercises with key stakeholders to simulate responding to a hypothetical cybersecurity incident. We contract with third-party security monitoring services, performing active, automated searches of indexed darknet databases. Additionally, we perform quarterly vulnerability scans against our network infrastructure and systems exposed to the Internet. The Company also participates in a cybersecurity risk insurance policy. For additional information regarding whether any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect our company, including our business strategy, results of operations, or financial condition, please refer to Item 1A, “Risk Factors,” in this annual report on Form 10-K , including the risk factors entitled *“We have been and may in the future be subject to information technology failures, including security breaches, cyber-attacks, design defects or system failures, that could disrupt our operations, damage our reputation and adversely affect our business, operations, and financial results,” “We are subject to governmental laws, regulations and other legal obligations related to privacy, data protection, and cybersecurity,”* and *“We face risks related to security vulnerabilities in our products.”*
Cybersecurity Risk Management Processes Integrated [Flag]	true
Cybersecurity Risk Management Processes Integrated [Text Block]	We have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and have integrated these processes into our overall risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential unauthorized occurrence on or conducted through our information systems that may result in adverse effects on the confidentiality, integrity, or availability of our information systems or any information residing therein.
Cybersecurity Risk Management Third Party Engaged [Flag]	true
Cybersecurity Risk Third Party Oversight and Identification Processes [Flag]	true
Cybersecurity Risk Materially Affected or Reasonably Likely to Materially Affect Registrant [Flag]	false
Cybersecurity Risk Board of Directors Oversight [Text Block]	One of the key functions of our Board of Directors is informed oversight of our risk management process, including risks from cybersecurity threats. Our Board of Directors is responsible for monitoring and assessing strategic risk exposure, and our executive officers are responsible for the day-to-day management of the material risks we face. Members of the Cybersecurity Committee are appointed by, and serve at the discretion of, the Board. The Cybersecurity Committee consists of at least three members of the Board, all of whom are independent. Each member has a working familiarity and/or experience with cybersecurity, IT strategy, IT development and deployment, or IT risk assessment and management, including information security management.
Cybersecurity Risk Board Committee or Subcommittee Responsible for Oversight [Text Block]	Members of the Cybersecurity Committee are appointed by, and serve at the discretion of, the Board. The Cybersecurity Committee consists of at least three members of the Board, all of whom are independent. Each member has a working familiarity and/or experience with cybersecurity, IT strategy, IT development and deployment, or IT risk assessment and management, including information security management.
Cybersecurity Risk Process for Informing Board Committee or Subcommittee Responsible for Oversight [Text Block]	Our executives and IT management and representatives from the Cybersecurity Committee provide quarterly briefings to the Audit Committee of the Board regarding our company’s cybersecurity risks and activities, including but not limited to any recent cybersecurity incidents and related responses, and any cybersecurity systems testing.
Cybersecurity Risk Role of Management [Text Block]	Our executives and IT management and the Cybersecurity Committee are primarily responsible to assess and manage material risks from cybersecurity threats. Our executives and IT management and the Cybersecurity Committee oversee key cybersecurity policies and processes, including those described in “Risk Management and Strategy” above. Our executives and IT management and the Cybersecurity Committee are informed about policies and processes to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. Our cybersecurity risk management is overseen by a senior IT executive with ten years of cybersecurity experience, which includes both Fortune 500 and large semiconductor companies, and thirty-five years of experience in various technology domains, such as IT Infrastructure, Cloud, Cybersecurity, and Application Development. Our executives and IT management and representatives from the Cybersecurity Committee provide quarterly briefings to the Audit Committee of the Board regarding our company’s cybersecurity risks and activities, including but not limited to any recent cybersecurity incidents and related responses, and any cybersecurity systems testing. The Audit Committee provides regular updates to the Board on relevant information regarding cybersecurity. In addition, our executives and IT management and representatives from the Cybersecurity Committee provide annual briefings to the Board on cybersecurity risks, related mitigation, and other related responses and activities.
Cybersecurity Risk Management Positions or Committees Responsible [Flag]	true
Cybersecurity Risk Management Positions or Committees Responsible [Text Block]	One of the key functions of our Board of Directors is informed oversight of our risk management process, including risks from cybersecurity threats. Our Board of Directors is responsible for monitoring and assessing strategic risk exposure, and our executive officers are responsible for the day-to-day management of the material risks we face. Members of the Cybersecurity Committee are appointed by, and serve at the discretion of, the Board. The Cybersecurity Committee consists of at least three members of the Board, all of whom are independent. Each member has a working familiarity and/or experience with cybersecurity, IT strategy, IT development and deployment, or IT risk assessment and management, including information security management. Our executives and IT management and the Cybersecurity Committee are primarily responsible to assess and manage material risks from cybersecurity threats. Our executives and IT management and the Cybersecurity Committee oversee key cybersecurity policies and processes, including those described in “Risk Management and Strategy” above. Our executives and IT management and the Cybersecurity Committee are informed about policies and processes to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. Our cybersecurity risk management is overseen by a senior IT executive with ten years of cybersecurity experience, which includes both Fortune 500 and large semiconductor companies, and thirty-five years of experience in various technology domains, such as IT Infrastructure, Cloud, Cybersecurity, and Application Development. Our executives and IT management and representatives from the Cybersecurity Committee provide quarterly briefings to the Audit Committee of the Board regarding our company’s cybersecurity risks and activities, including but not limited to any recent cybersecurity incidents and related responses, and any cybersecurity systems testing. The Audit Committee provides regular updates to the Board on relevant information regarding cybersecurity. In addition, our executives and IT management and representatives from the Cybersecurity Committee provide annual briefings to the Board on cybersecurity risks, related mitigation, and other related responses and activities.
Cybersecurity Risk Management Expertise of Management Responsible [Text Block]	Our cybersecurity risk management is overseen by a senior IT executive with ten years of cybersecurity experience, which includes both Fortune 500 and large semiconductor companies, and thirty-five years of experience in various technology domains, such as IT Infrastructure, Cloud, Cybersecurity, and Application Development.
Cybersecurity Risk Process for Informing Management or Committees Responsible [Text Block]	Our executives and IT management and the Cybersecurity Committee are primarily responsible to assess and manage material risks from cybersecurity threats. Our executives and IT management and the Cybersecurity Committee oversee key cybersecurity policies and processes, including those described in “Risk Management and Strategy” above. Our executives and IT management and the Cybersecurity Committee are informed about policies and processes to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents.
Cybersecurity Risk Management Positions or Committees Responsible Report to Board [Flag]	true

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Organization and Summary of Significant Accounting Policies (Policies)	**12 Months Ended** **Dec. 31, 2024**
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Basis of Presentation and Principles of Consolidation	***Basis of Presentation and Principles of Consolidation*** The consolidated financial statements include the accounts of MaxLinear, Inc. and its directly and indirectly wholly- owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. All intercompany transactions and investments have been eliminated in consolidation. The functional currency of certain foreign subsidiaries is the local currency. Accordingly, assets and liabilities of these foreign subsidiaries are translated at the current exchange rate at the balance sheet

date and historical rates for equity. Revenue and expense components are translated at weighted average exchange rates in effect during the period. Gains and losses resulting from foreign currency translation are included as a component of stockholders' equity. Foreign currency transaction gains and losses are included in the results of operations, and to date, have not been material.

Use of Estimates and Significant Risks and Uncertainties

Use of Estimates and Significant Risks and Uncertainties

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes to the consolidated financial statements. Actual results could differ from those estimates.

Business Combinations

Business Combinations

The Company applies the provisions of ASC 805, *Business Combinations*, in accounting for its acquisitions. It requires the Company to recognize separately from goodwill the assets acquired and the liabilities assumed, at the acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the acquisition date fair values of the net assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, its estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations.

Costs to exit or restructure certain activities of an acquired company or the Company's internal operations are accounted for as termination and exit costs pursuant to ASC 420, *Exit or Disposal Cost Obligations*, and are accounted for separately from the business combination. A liability for costs associated with an exit or disposal activity is recognized and measured at its fair value in the consolidated statements of operations in the period in which the liability is incurred.

For a given acquisition, the Company may identify certain pre-acquisition contingencies as of the acquisition date and may extend its review, evaluation, and adjustment of these pre-acquisition contingencies throughout the measurement period in
order to obtain sufficient information to assess whether the Company includes these contingencies as a part of the fair value estimates of assets acquired and liabilities assumed and, if so, to determine their estimated amounts. A pre-acquisition contingency (non-income tax related) is only recognized as an asset or a liability if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Subsequent to the measurement period, changes in estimates of such contingencies will affect earnings and could have a material effect on the Company's results of operations and financial position.

In addition, uncertain tax positions and tax-related valuation allowances assumed, if any, in connection with a business combination are initially estimated as of the acquisition date. The Company re-evaluates these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to the preliminary estimates being recorded to goodwill if identified within the measurement period. Subsequent to the end of the measurement period or final determination of the estimated value of the tax allowance or contingency, whichever comes first, changes to these uncertain tax positions and tax related valuation allowances will affect the income tax provision (benefit) in the consolidated statements of operations and could have a material impact on the results of operations and financial position.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash equivalents are recorded at cost, which approximates market value.

Accounts Receivable

Accounts Receivable

The Company performs ongoing credit evaluations of its customers and assesses each customer's credit worthiness. The Company monitors collections and payments from its customers and maintains an allowance for doubtful accounts, which is based upon applying an expected credit loss rate to receivables based on the historical loss rate from similar high risk customers adjusted for current conditions, including any specific customer collection issues identified, and forecasts of economic conditions. Delinquent account balances are written off after management has determined that the likelihood of collection is remote.

Inventory

Inventory

The Company assesses the recoverability of its inventory based on assumptions about demand and market conditions. Forecasted demand is determined based on historical sales and expected future sales. Inventory is stated at the lower of cost or net realizable value. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis and net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The Company reduces its inventory to the lower of its cost or net realizable value on a part-by-part basis to account for obsolescence or lack of marketability. Reductions are calculated as the difference between the cost of inventory and its net realizable value based upon assumptions about future demand, market conditions and costs. Once established, these adjustments are considered permanent and are not revised until the related inventory is sold or disposed of.

Fair Value of Financial Instruments

Fair Value of Financial Instruments

The carrying amount of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses and compensation are considered to be representative of their respective fair values because of the short-term nature of these accounts.

Property and Equipment

Property and Equipment

Property and equipment is carried at cost and depreciated over the estimated useful lives of the assets, ranging from three to five years, using the straight-line method. Leasehold improvements are stated at cost and amortized over the shorter of the estimated useful lives of the assets or the lease term.

Production Masks

Production Masks

Production masks with alternative future uses or discernible future benefits are capitalized and amortized over their estimated useful lives of five years. To determine if a production mask has alternative future uses or benefits, the Company evaluates risks associated with developing new technologies and capabilities, and the related risks associated with entering new markets. Production masks that do not meet the criteria for capitalization are expensed as research and development costs.

Goodwill and Intangible Assets

Goodwill and Intangible Assets

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations accounted for under the acquisition method. Intangible assets represent purchased intangible assets including developed technology, in-process research and development, or IPR&D, technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames. Purchased finite-lived intangible assets are capitalized and amortized over their estimated useful lives. Technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames are capitalized and amortized over the lesser of the terms of the agreement, or estimated useful life. The Company capitalizes IPR&D projects acquired as part of a business combination. On completion of each project, IPR&D assets are reclassified to developed technology and amortized over their estimated useful lives.

Impairment of Goodwill and Long-Lived Assets

Impairment of Goodwill and Long-Lived Assets

Goodwill is not amortized but is tested for impairment using either a qualitative assessment, and/or quantitative assessment, which is based on comparing the fair value of a reporting unit with its carrying amount. If the carrying amount of a reporting unit exceeds its fair value, a goodwill impairment loss is recorded. The Company tests by reporting unit, goodwill and other indefinite-lived intangible assets for impairment as of October 31 each year or more frequently if it believes indicators of impairment exist.

The Company reviews indefinite-lived intangible assets for impairment using a qualitative assessment, followed by a quantitative assessment, as needed, each year as of October 31, the date of its annual goodwill impairment review, or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Recoverability of indefinite-lived intangible assets is measured by comparing the carrying amount of the asset to its fair value. In certain cases, the Company utilizes the relief-from-royalty method when appropriate, and a fair value will be obtained based on analysis over the costs saved by owning the right instead of leasing it.

During development, IPR&D is not subject to amortization and is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Once an IPR&D project is complete, it becomes a finite-lived intangible asset and is evaluated for impairment both immediately prior to its change in classification and thereafter in accordance with the Company's policy for long-lived assets.

The Company regularly reviews the carrying amount of its long-lived assets subject to depreciation and amortization, as well as the useful lives, to determine whether indicators of impairment may exist which warrant adjustments to carrying values or estimated useful lives. An impairment loss would be recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss would be measured based on the excess of the carrying amount of the asset over the asset's fair value.

Revenue Recognition

Revenue Recognition

The Company's revenue is generated from sales of the Company's integrated circuits and intellectual property, typically under individual customer purchase orders, some of which have underlying master sales agreements that specify terms governing the product or intellectual property sales. The Company recognizes such revenue at the point in time when control of the products or intellectual property is transferred to the customer at the estimated net consideration for which collection is probable, taking into account the customer's rights to price protection, other pricing credits, unit rebates, and rights to return unsold product. Transfer of control occurs either when products are shipped to or received by the distributor or direct customer, based on the terms of the specific agreement with the customer, if the Company has a present right to payment and transfer of legal title and the risks and rewards of ownership to the customer has occurred. For most of the Company's product sales, transfer of control occurs upon shipment to the distributor or direct customer. Under certain intellectual property sale agreements, we are entitled to fixed upfront consideration upon sale and variable consideration in the form of a portion of revenue generated by the recipient from the intellectual property. Fixed consideration is recognized when control of the functional intellectual property transfers; variable consideration may be constrained but is continuously monitored and recognized as revenue when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur and the uncertainty associated with the variable consideration is resolved. The Company recognized a material amount of variable consideration during the year ended December 31, 2024 as uncertainties related to such consideration were resolved.

In assessing whether collection of consideration from a customer is probable, the Company considers the customer's ability and intention to pay that amount of consideration when it is due. Payment of invoices is due as specified in the underlying customer agreement, typically 30 days from the invoice date, which occurs on the date of transfer of control of the products to the customer. Since payment terms are less than a year, the Company has elected the practical expedient and does not assess whether a customer contract has a significant financing component.

A five-step approach is applied in the recognition of revenue: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when the Company satisfies a performance obligation. Customer purchase orders plus the underlying master sales agreements are considered to be contracts with the customer for purposes of applying the five-step approach.

Pricing adjustments and estimates of returns under contractual stock rotation rights are treated as variable consideration for purposes of determining the transaction price, and are estimated at the time control transfers using the expected value method based on the Company's analysis of actual price adjustment claims by distributors and historical product return rates, and then reassessed at the end of each reporting period. The Company also considers whether any variable consideration is constrained, since such amounts for which it is probable that a significant reversal will occur when the contingency is subsequently resolved are required to be excluded from revenues. Price adjustments are finalized at the time the products are sold through to the end customer and the distributor or end customer submits a claim to reduce the sale price to a pre-approved net price. Stock rotation allowances are capped at a fixed percentage of the Company's sales to a distributor for a period of time, up to six months, as specified in the individual distributor contract. If the Company's current estimates of such credits and rights are materially inaccurate, it may result in adjustments that affect future revenues and gross profits. Returns under the Company's general assurance warranty of products for a period of one to three years have not been material and warranty-related services are not considered a separate performance obligation under the customer contracts. Most of the Company's customers resell the Company's product as part of their product and thus are tax-exempt; however, to the extent the Company collects and remits taxes on product sales from customers, it has elected to exclude from the measurement of transaction price such taxes.

Each distinct promise to transfer products is considered to be an identified performance obligation for which revenue is recognized upon transfer of control of the products to the customer. Although customers may place orders for products to be delivered on multiple dates that may be in different quarterly reporting periods, all of the orders are scheduled within one year from the order date. The Company has elected to record sales commissions when incurred, as the period over which the sales commission asset that would have been recognized is less than one year.

Customer contract liabilities consist primarily of obligations to deliver rebates to customers in the form of units of products which are included in accrued expenses and other current liabilities in the consolidated balance sheets. Other obligations to customers, which are included in accrued price protection liability in the consolidated balance sheets, consist of estimates of price protection rights offered to the Company's end customer on products sold by the Company to the end customer's contract manufacturer at a standard price that are later incorporated into the end customers' product. The Company's price adjustments included in accrued expenses and other current liabilities are discounts and rebates expected to be claimed by the Company's distributors upon sell-through of the products to their customers, which are initially sold by the Company to the distributors at a standard price. Also included in accrued expenses and other current liabilities are amounts expected to be returned by distributors under stock rotation rights. The Company also records a right of return asset, consisting of amounts representing the products the Company expects to receive from customers in returns, which is included in inventory in the consolidated balance sheets, and is typically settled within six months of transfer of control to the customer, or the period over which stock rotation rights are based. Upon lapse of the time period for stock rotations, or the contractual end to price protection and rebate programs, which is approximately one to two years, and when the Company believes unclaimed amounts are no longer subject to payment and will not be paid, any remaining asset or liability is derecognized by an offsetting entry to cost of net revenue and net revenue. For additional disclosures regarding contract liabilities and other obligations to customers, see Note 12.

The Company assesses customer accounts receivable and contract assets for impairment in accordance with ASC 310-10-35.

Warranty

Warranty

The Company generally provides a warranty on its products for a period of one to three years. The Company makes estimates of product return rates and expected costs to replace the products under

warranty at the time revenue is recognized

based on historical warranty experience and any known product warranty issues. If actual return rates and/or replacement costs differ significantly from these estimates, adjustments to recognize additional warranty expenses in cost of net revenue may be required in future periods.

Segment Information

Segment Information

The Company operates under one segment as it has developed, marketed and sold primarily only one class of similar products, communications system-on-chip solutions for the broadband, connectivity, wired and wireless infrastructure markets and industrial and multi-market applications. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer.

The chief operating decision maker assesses performance of the segment and decides how to allocate resources based on revenue, gross profit, and net income (loss) presented on a consolidated basis, for purposes of allocating resources and evaluating financial performance, and to evaluate income generated from segment assets in deciding whether to reinvest profits into the segment or into other parts of the entity, such as for acquisitions or other investments. The Company has one business activity and there are no segment managers who are held accountable for operations, operating results and plans for products or components below the consolidated unit level. Accordingly, the Company reports under a single operating segment. The accounting policies of the segment are the same as those described in the summary of significant accounting policies (Note 1).

Stock-based Compensation

Stock-based Compensation

The Company measures the cost of employee services received in exchange for equity incentive awards, including restricted stock units, employee stock purchase rights and stock options based on the grant date fair value of the award. The Company calculates the fair value of restricted stock units and performance-based restricted stock units based on the fair market value of the Company's common stock on the grant date. Stock-based compensation expense is then determined based on the number of restricted stock units that are expected to vest; for performance-based restricted stock units, this is the number of units that are expected to vest during the performance period if it is probable that the Company will achieve the performance metrics specified in the underlying award agreement. The Company uses the Black-Scholes valuation model to calculate the fair value of stock options and employee stock purchase rights granted to employees. Stock-based compensation expense is recognized over the period during which the employee is required to provide services in exchange for the award, which is usually the vesting period. The Company recognizes compensation expense over the vesting period using the straight-line method and classifies these amounts in the consolidated statements of operations based on the department to which the related employee reports.

Research and Development

Research and Development

Costs incurred in connection with the development of the Company's technology and future products are charged to research and development expense as incurred. From time to time, the Company enters into contracts for jointly funded research and development projects to develop technology that may be commercialized into a product in the future. The Company also obtains research and development funding grants from governments in certain jurisdictions in which it operates. Both of these types of income are reflected as a credit to research and development expense when such income has been earned and any contingencies associated with retaining such income have been resolved. During the years ended December 31, 2024, 2023, and 2022, the Company recognized aggregate income from jointly funded research and development projects and government grants of $3.3 million, $0.0 million, and $23.3 million, respectively. While the Company retains ownership and rights to the underlying technology developed under the joint development projects, the Company may be required to repay all or a portion of the funds provided by the other parties under certain conditions, and defers such funds as liabilities until the repayment conditions have been resolved (Note 15).

Leases

Leases

The Company's leases primarily consist of facility leases which are classified as operating leases. The Company assesses whether an arrangement contains a lease at inception. The Company recognizes a lease liability to make contractual payments under all leases with terms greater than twelve months and a corresponding right-of-use asset, representing its right to use the underlying asset for the lease term. The lease liability is initially measured at the present value of the lease payments over the lease term using the collateralized incremental borrowing rate when the implicit rate is unknown. Options to extend or terminate a lease are included in the lease term when it is reasonably certain that the Company will exercise such an option. The right-of-

use asset is initially measured as the contractual lease liability plus any initial direct costs and prepaid lease payments made, less any lease incentives. Lease expense is recognized on a straight-line basis over the lease term.

Leased right-of-use assets are subject to impairment testing as a long-lived asset at the asset-group level. The Company monitors its long-lived assets for indicators of impairment. As the Company's leased right-of-use assets primarily relate to facility leases, early abandonment of all or part of a facility as part of a restructuring plan is typically an indicator of impairment. If impairment indicators are present, the Company tests whether the carrying amount of the leased right-of-use asset is recoverable including consideration of sublease income, and if not recoverable, measures impairment loss for the right-of-use asset or asset group.

Pension and Other Defined Benefit Retirement Obligations

Pension and Other Defined Benefit Retirement Obligations

The costs of pension and certain other defined benefit employee retirement benefits are required to be recognized based upon actuarial valuations. The related net retirement benefit obligation is recognized as the excess of the projected benefit obligation over the fair value of the plan assets. In measuring the retirement benefit obligation, the discount rate, expected long-term rate of return on plan assets, and long-term rate of salary increase are the most significant assumptions. Retirement benefit costs primarily represent the increase in the actuarial present value of the retirement benefit obligation.

Income Taxes

Income Taxes

The Company provides for income taxes utilizing the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. Deferred taxes are presented net as noncurrent. The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from the differences between the financial and tax bases of the Company's assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. The impact of an uncertain income tax position is recognized at the largest amount that is "more likely than not" to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result. The Company treats Global Intangible Low Taxed Income as a period cost.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company continually assesses the need for a valuation allowance on the deferred tax asset by evaluating both positive and negative evidence that may exist. Valuation allowances are recorded to reduce deferred tax assets when a judgment is made that is considered more likely than not that a tax benefit will not be realized. A decision to record a valuation allowance results in an increase in income tax expense or a decrease in income tax benefit. Any adjustment to the net deferred tax asset valuation allowance would be recorded in the consolidated statement of operations for the period that the adjustment is determined to be required. If a valuation allowance is released in a future period, income tax expense will be reduced accordingly.

Comprehensive Income (Loss)

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity (net assets) of a business entity during a period from transactions and other events and circumstances from non-owner sources. Other comprehensive income (loss) includes certain changes in equity that are excluded from net income (loss), net of tax, such as foreign currency translation gains and losses and changes in fair value of projected benefit obligations for defined benefit plans.

Litigation and Settlement Costs

Litigation and Settlement Costs

Legal costs are expensed as incurred. The Company is involved in disputes, litigation and other legal actions in the ordinary course of business. The Company continually evaluates uncertainties associated with litigation and records a charge equal to at least the minimum estimated liability for a loss contingency when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and (ii) the loss or range of loss can be reasonably estimated.

Recently Adopted Accounting Pronouncements and Recently Issued Not Yet Adopted Accounting Pronouncements

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280) – Improvements to Reportable Segment Disclosures*, to require enhanced disclosures that include reportable segment expenses. The amendments in this update provide that a business entity disclose significant segment expenses, segment profit or loss (after significant segment expenses), and allows reporting of additional measures of a segments profit or loss if used in assessing segment performance. Such disclosures apply to entities with a single reportable segment. These amendments were effective for the Company in 2024 and retrospectively to all prior periods using the significant segment expense categories identified. The impact of the adoption of the amendments in this update was not material to the Company's consolidated financial position and results of operations, as the requirements impact only segment reporting disclosures in the footnotes to the Company's consolidated financial statements.

Recently Issued Not Yet Adopted Accounting Pronouncements

In November 2024, the FASB issued ASU No. 2024-03, *Disaggregation of Income Statement Expenses* to improve the disclosures about a public business entity's expenses and address requests from investors for more detailed information about the types of expenses including purchases of inventory, employee compensation, depreciation and intangible asset amortization in commonly presented expense captions such as cost of sales, selling, general and administrative expense, and research and development. These amendments are effective for the Company for annual periods in 2027, applied prospectively, with early adoption permitted, and interim periods beginning in 2028. The Company intends to adopt the amendments in this update prospectively in 2027 for annual periods and in 2028 for interim periods. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations, as the requirements only require more detailed disclosures in the footnotes to the Company's consolidated financial statements.

In March 2024, the FASB issued ASU No. 2024-02, *Codification Improvements - Amendments to Remove References to the Concepts Statements* to remove various references to concepts statements from the FASB Accounting Standards Codification. This guidance is to clarify guidance, simplify wording or structure of guidance, and other minor improvements. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations.

In March 2024, the FASB issued ASU No. 2024-01, *Compensation - Stock Compensation (Topic 718) - Scope Application of Profits Interest and Similar Awards,* to clarify whether profits interest and similar awards should be accounted for in accordance with *Topic 718, Compensation - Stock Compensation*. The guidance applies to all business entities that issue profits interest awards as compensation to employees or nonemployees in exchange for goods or services. These amendments are effective for the Company for annual and interim periods in 2025, applied prospectively, with early adoption and retrospective application permitted. As the Company does not issue profit interest awards, the impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations.

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740) - Improvements to Income Tax Disclosures*, to require enhanced income tax disclosures to provide information to assess how an entity's operations and related tax risks, tax planning, and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this update provide that a business entity disclose (1) a tabular income tax rate reconciliation, using both percentages and amounts, (2) separate disclosure of any individual reconciling items that are equal to or greater than 5% of the amount computed by multiplying the income (loss) from continuing operations before income taxes by the applicable statutory income tax rate, and disaggregation of certain items that are significant and (3) amount of income taxes paid (net of refunds received) disaggregated by federal, state and foreign jurisdictions, including separate disclosure of any individual jurisdictions greater than 5% of total income taxes paid. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations, since the amendments require only enhancement of existing income tax disclosures in the footnotes to the Company's consolidated financial statements.

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Net Income (Loss) Per Share (Tables)	**12 Months Ended Dec. 31, 2024**
Earnings Per Share [Abstract]	
Summary of Basic and Diluted Earnings Per Share	The table below presents the computation of basic and diluted EPS:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands, except per share amounts)		
Numerator:			
Net income (loss)	$ (245,198)	$ (73,147)	$ 125,040
Denominator:			
Weighted average common shares outstanding—basic	83,600	80,719	78,039
Dilutive common stock equivalents	—	—	2,813
Weighted average common shares outstanding—diluted	83,600	80,719	80,852
Net income (loss) per share:			
Basic	$ (2.93)	$ (0.91)	$ 1.60
Diluted	$ (2.93)	$ (0.91)	$ 1.55

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Business Combinations (Tables)

12 Months Ended

Dec. 31, 2024

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

Summary of Business Acquisitions, by Acquisition

The following table summarizes the fair value of purchase price consideration to acquire Company Y (in thousands):

Description	Amount
Fair value of purchase consideration:	
Cash	$ 9,824
Contingent consideration[1]	2,600
Total purchase price	$ 12,424

[1] The fair value of contingent consideration is based on applying the Monte Carlo simulation method to forecast achievement under various contingent consideration events which may result in up to $2.6 million in payments due to the acquired business's satisfying certain financial and personnel objectives by June 17, 2024 under the Purchase Agreement. Key inputs in the valuation include forecasted revenue, revenue volatility and discount rate. Underlying forecast mathematics were based on Geometric Brownian Motion in a risk-neutral framework and discounted back to the applicable period in which the accumulative thresholds were achieved at discount rates commensurate with the risk and expected payout term of the contingent consideration.

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Restructuring Activity (Tables)

12 Months Ended

Dec. 31, 2024

Restructuring and Related Activities [Abstract]

Summary of Restructuring and Related Costs

The following table presents the activity related to the restructuring plans, which is included in restructuring charges in the consolidated statements of operations:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Employee separation expenses	$ 28,920	$ 17,897	$ 1,795
Lease related charges	7,213	42	462
Other	17,246	1,847	8
	$ 53,379	$ 19,786	$ 2,265

Summary of Restructuring Reserve by Type of Cost

The following table presents a roll-forward of the Company's restructuring liability for the years ended December 31, 2024 and 2023. The restructuring liability is included in accrued expenses and other current liabilities and other long-term liabilities in the consolidated balance sheets.

	Employee Separation Expenses	Lease Related Charges	Other	Total
	(in thousands)			
Liability as of December 31, 2022	$ 971	$ 103	$ 8	$ 1,082
Restructuring charges	17,897	42	1,847	19,786
Cash payments	(11,388)	(142)	(265)	(11,795)
Non-cash charges and adjustments	(97)	(5)	(670)	(772)
Liability as of December 31, 2023	7,383	(2)	920	8,301
Restructuring charges	28,920	7,213	17,246	53,379
Cash payments	(33,221)	(183)	(1,108)	(34,512)
Non-cash charges and adjustments	976	(5,731)	(6,702)	(11,457)
Liability as of December 31, 2024	4,058	1,297	10,356	15,711
Less: current portion as of December 31, 2024	(4,058)	(1,297)	(5,667)	(11,022)
Long-term portion as of December 31, 2024	$ —	$ —	$ 4,689	$ 4,689

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Goodwill and Intangible Assets (Tables)

12 Months Ended

Dec. 31, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Summary of Goodwill

The following table presents the changes in the carrying amount of goodwill for the periods indicated:

	Year Ended December 31,	
	2024	2023
	(in thousands)	
Beginning balance	$ 318,588	$ 306,739
Acquisitions (Note 3)	—	11,849
Ending balance	$ 318,588	$ 318,588

Summary of Acquired Finite-Lived Intangible Assets by Major Class

The following table sets forth the Company's finite-lived intangible assets resulting from business acquisitions and other purchases, which are amortized over their estimated useful lives:

		December 31, 2024			December 31, 2023		
	Weighted Average Useful Life (in Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
		(in thousands)					
Licensed technology	6.9	$ 24,661	$ (2,418)	$ 22,243	$ 20,133	$ (1,431)	$ 18,702
Developed technology	7.0	311,261	(283,432)	27,829	311,261	(263,635)	47,626
Trademarks and trade names	6.2	14,800	(14,419)	381	14,800	(14,276)	524
Customer relationships	5.0	128,800	(127,887)	913	128,800	(126,347)	2,453
Patents	7.0	4,780	(1,138)	3,642	4,780	(455)	4,325
	6.1	$ 484,302	$ (429,294)	$ 55,008	$ 479,774	$ (406,144)	$ 73,630

Summary of Finite-lived Intangible Assets Amortization Expense

The following table sets forth amortization expense associated with finite-lived intangible assets, which is included in the consolidated statements of operations as follows:

	Year Ended December 31,		
	2024	2023	2022
	(in thousands)		
Cost of net revenue	$ 20,785	$ 35,952	$ 39,638
Research and development	—	2	4
Selling, general and administrative	2,366	2,881	11,955
	$ 23,151	$ 38,835	$ 51,597

Summary of Finite-Lived Intangible Assets

The following table sets forth the activity related to finite-lived intangible assets:

	Year Ended December 31,	
	2024	2023
	(in thousands)	
Beginning balance	$ 73,630	$ 109,316
Additions	5,766	6,355
Other disposals	—	(768)
Amortization	(23,151)	(38,835)
Impairment losses	(1,237)	(2,438)
Ending balance	$ 55,008	$ 73,630

Summary of Finite-Lived Intangible Assets, Future Amortization Expense

The following table presents future amortization of the Company's finite-lived intangible assets at December 31, 2024:

	Amount
	(in thousands)
2025	$ 14,138
2026	13,974
2027	10,552
2028	5,096
2029	4,009
Thereafter	7,239
Total	$ 55,008

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Financial Instruments (Tables)

12 Months Ended Dec. 31, 2024

Fair Value Disclosures [Abstract]

Summary of Composition of Financial Instruments

The composition of financial instruments is as follows:

	December 31, 2024	December 31, 2023
	(in thousands)	
Liabilities		
Contingent consideration (Note 3)	$ 2,600	$ 2,462

Summary of Fair Value, Liabilities Measured on Recurring Basis

The following summarizes the level in the fair value hierarchy for each financial instrument:

	Fair Value Measurements at December 31, 2024			
	Balance at December 31, 2024	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
Liabilities				
Contingent consideration	$ 2,600	$ —	$ —	$ 2,600

	Fair Value Measurements at December 31, 2023			
	Balance at December 31, 2023	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
Liabilities				
Contingent consideration	$ 2,462	$ —	$ —	$ 2,462

Summary of Level 3 Financial Instrument Activity

The following summarizes the activity in Level 3 financial instruments:

	Year Ended December 31,	
	2024	2023
	(in thousands)	
Contingent consideration		
Beginning balance	$ 2,462	$ 2,941
Acquisitions[1](Note 3)	—	2,200
Payments	—	(3,000)
Accretion of discount[1]	138	321
Ending balance	$ 2,600	$ 2,462

[1] These changes to the balance associated with the estimated fair value of contingent consideration for the year ended December 31, 2024 were due to the addition of contingent consideration associated with the acquisition of Company Y in January 2023 and accretion of discounts on contingent consideration.

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Balance Sheet Details (Tables)

12 Months Ended Dec. 31, 2024

Balance Sheet Related Disclosures [Abstract]

Summary of Cash and Cash Equivalents

Cash, cash equivalents and restricted cash consist of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Cash and cash equivalents	$ 118,575	$ 187,288
Short-term restricted cash	1,003	1,051
Long-term restricted cash	25	17
Total cash, cash equivalents and restricted cash	$ 119,603	$ 188,356

Summary of Restricted Cash

Cash, cash equivalents and restricted cash consist of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Cash and cash equivalents	$ 118,575	$ 187,288
Short-term restricted cash	1,003	1,051
Long-term restricted cash	25	17
Total cash, cash equivalents and restricted cash	$ 119,603	$ 188,356

Summary of Inventory

Inventory consists of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Work-in-process	$ 53,979	$ 60,368
Finished goods	36,364	39,540
	$ 90,343	$ 99,908

Summary of Property and Equipment, Net

Property and equipment, net consists of the following:

	Useful Life (in Years)	December 31, 2024	December 31, 2023
		(in thousands)	
Furniture and fixtures	5	$ 3,937	$ 3,995
Machinery and equipment	3-5	80,804	76,732
Masks and production equipment	5	63,803	54,240
Software	3	11,178	11,427
Leasehold improvements	1-5	34,981	35,867
Construction in progress	N/A	898	348
		195,601	182,609
Less: accumulated depreciation and amortization		(136,301)	(116,178)
		$ 59,300	$ 66,431

Summary of Accrued Price Protection Liability

Accrued price protection liability consists of the following activity:

	Year Ended December 31,	
	2024	2023
	(in thousands)	
Beginning balance	$ 71,684	$ 113,274
Charged as a reduction of revenue	34,070	62,644
Reversal of unclaimed rebates	(17,736)	—
Payments	(44,617)	(104,234)
Ending balance	$ 43,401	$ 71,684

Summary of Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Accrued technology license payments	$ 4,336	$ 3,843
Accrued professional fees	7,103	3,736
Accrued engineering and production costs	3,080	2,861
Accrued restructuring	11,022	8,301
Accrued royalty	438	603
Short-term lease liabilities	9,413	9,132
Accrued customer credits	1,011	3,984
Income tax liability	745	521
Customer contract liabilities	114	1,597
Accrued obligations to customers for price adjustments	42,954	54,837
Accrued obligations to customers for stock rotation rights	252	349
Contingent consideration – current portion	2,600	2,462
Other	4,340	6,242
	$ 87,408	$ 98,468

Summary of Accumulated Other Comprehensive Income (Loss) by Component

The following table summarizes the change in balances of accumulated other comprehensive income (loss) by component:

	Cumulative Translation Adjustments	Pension and Other Defined Benefit Plan Obligation	Total
		(in thousands)	
Balance at December 31, 2022	$ (5,180)	$ 4,159	$ (1,021)
Other comprehensive income (loss) before reclassifications, net of tax	121	(206)	(85)
Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax	—	(2,685)	(2,685)
Net current period other comprehensive income (loss)	121	(2,891)	(2,770)
Balance at December 31, 2023	(5,059)	1,268	(3,791)
Other comprehensive income (loss) before reclassifications, net of tax	(3,030)	(19)	(3,049)
Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax	—	17	17
Net current period other comprehensive income (loss)	(3,030)	(2)	(3,032)
Balance at December 31, 2024	$ (8,089)	$ 1,266	$ (6,823)

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Debt (Tables)

12 Months Ended
Dec. 31, 2024

Debt Disclosure [Abstract]

Summary of Debt

The carrying amount of the Company's long-term debt consists of the following:

	December 31, 2024	December 31, 2023
	(in thousands)	
Principal balance:		
Initial term loan under the June 23, 2021 credit agreement	$ 125,000	$ 125,000
Total principal balance	125,000	125,000
Less:		
Unamortized debt discount	(446)	(571)
Unamortized debt issuance costs	(1,558)	(2,054)
Net carrying amount of long-term debt	122,996	122,375
Less: current portion of long-term debt	—	—
Long-term debt, non-current portion	$ 122,996	$ 122,375

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Stock-Based Compensation (Tables)

12 Months Ended
Dec. 31, 2024

Share-Based Payment Arrangement [Abstract]

Summary of Stock-Based Compensation Expense

The Company recognizes stock-based compensation in the consolidated statements of operations, based on the department to which the related employee reports, as follows:

	Year Ended December 31,		
	2024	2023	2022
		(in thousands)	
Cost of net revenue	$ 621	$ 763	$ 734
Research and development	38,814	44,189	40,635
Selling, general and administrative	26,586	10,224	40,335
	$ 66,021	$ 55,176	$ 81,704

Summary of Restricted Stock Unit Activity

A summary of the Company's restricted stock unit activity for all equity plans is as follows:

	Number of Shares (in thousands)	Weighted-Average Grant-Date Fair Value per Share
Outstanding at December 31, 2023	5,632	$ 36.72
Granted[1]	6,075	18.36
Vested	(2,552)	29.47
Canceled[2]	(1,236)	36.56
Outstanding at December 31, 2024	7,919	$ 24.99

(1) Includes approximately 341 thousand shares granted under the Inducement Plan at a weighted-average grant-date fair value per share of $14.30.

(2) Includes approximately 56 thousand shares canceled under the Inducement Plan at a weighted-average grant-date fair value per share of $13.47.

Summary of Performance-Based Restricted Stock Unit Activity

A summary of the Company's performance-based restricted stock unit activity is as follows:

	Number of Shares (in thousands)	Weighted-Average Grant-Date Fair Value per Share
Outstanding at December 31, 2023	2,653	$ 34.38
Granted[(1)]	1,634	17.87
Vested	(58)	24.43
Canceled	(709)	40.47
Outstanding at December 31, 2024	3,520	$ 25.66

(1) Number of shares granted is based on the maximum percentage achievable in the performance-based restricted stock unit award.

Summary of Employee Stock Purchase Plan, Valuation Assumptions

The fair values of employee stock purchase rights were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:

	Year Ended December 31,		
	2024	2023	2022
Weighted-average grant date fair value per share	$5.78 - 6.00	$6.35 - 11.97	$11.97 - 14.25
Risk-free interest rate	4.44 - 5.4%	4.54 - 5.41%	1.54% - 4.54%
Dividend yield	— %	— %	— %
Expected life (in years)	0.50	0.50	0.50
Volatility	49.76 - 95.74%	59.78 - 70.46%	59.78 - 69.74%

Summary of Stock Option Activity

A summary of the Company's stock options activity is as follows:

	Number of Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2023	375	$ 17.29		
Granted	2,694	19.45		
Exercised	(39)	7.68		
Canceled	(65)	18.79		
Outstanding at December 31, 2024	2,965	$ 19.35	8.2	$ 2,138
Vested and expected to vest at December 31, 2024	2,775	$ 19.34	8.10	$ 2,017
Exercisable at December 31, 2024	341	$ 18.41	0.60	$ 469

Summary of Stock Options, Valuation Assumptions

The fair values of stock options were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:

	Year Ended December 31,	
	2024	2023(1)
Weighted-average grant date fair value per share	10.84 - 11.24	N/A
Risk-free interest rate	4.33 %	N/A
Dividend yield	— %	N/A
Expected life (in years)	6.50	N/A
Volatility	57.50 %	N/A

(1) No options were granted during the year ended December 31, 2023.

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Income Taxes (Tables)

12 Months Ended
Dec. 31, 2024

Income Tax Disclosure [Abstract]

Summary of Income Before Income Tax, Domestic and Foreign

The domestic and international components of income (loss) before income taxes are presented as follows:

	Year Ended December 31,		
	2024	2023	2022
		(in thousands)	
Domestic	$ (74,358)	$ (85,032)	$ 19,228
Foreign	(164,359)	21,222	154,970
Income (loss) before income taxes	$ (238,717)	$ (63,810)	$ 174,198

Summary of Income Taxes Components of Income Tax Provision (Benefit)

The income tax provision consists of the following:

	Year Ended December 31,		
	2024	2023	2022
		(in thousands)	
Current:			
Federal	$ 893	$ 3,827	$ 12,002
State	16	65	237
Foreign	4,739	9,896	13,432
Total current	5,648	13,788	25,671
Deferred:			
Federal	(10,781)	(371)	32,317
State	(3,536)	(4,942)	(3,686)
Foreign	(10,889)	(6,910)	(3,490)
Change in valuation allowance	26,039	7,772	(1,654)
Total deferred	833	(4,451)	23,487
Total income tax provision	$ 6,481	$ 9,337	$ 49,158

Summary of Effective Income Tax Rate Reconciliation

The actual income tax provision differs from the amount computed using the federal statutory rate as follows:

	Year Ended December 31,		
	2024	2023	2022
		(in thousands)	
Provision (benefit) at statutory rate	$ (50,135)	$ (13,288)	$ 36,582
State income taxes (net of federal benefit)	10	7	187
Research and development credits	(7,720)	(10,066)	(10,146)
Foreign rate differential	28,939	(375)	(21,629)
Stock compensation	7,855	2,213	6,186
Foreign income inclusion	558	27,678	27,971
Provision to return	381	(4,741)	6,236
Uncertain tax positions	300	1,272	2,551
Permanent and other	812	(377)	1,101
Foreign unremitted earnings	(558)	(758)	(490)
Transaction costs	—	—	5
Foreign tax credits	—	—	2,224
Attribute expirations	—	—	34
Valuation allowance	26,039	7,772	(1,654)
Total income tax provision	$ 6,481	$ 9,337	$ 49,158

Summary of Components of Deferred Income Tax Asset

The components of the deferred income tax assets are as follows:

	December 31,	
	2024	2023
	(in thousands)	
Deferred tax assets:		
Net operating loss carryforwards	$ 39,258	$ 29,860
Research and development credits	85,659	78,246
Foreign tax credit carryforwards	1,578	71
Accrued expenses and other	17,727	13,106
Lease obligation	2,446	2,942
Accrued compensation	2,991	3,447
Stock-based compensation	11,923	11,203
Intangible assets	9,698	8,967
	171,280	147,842
Less valuation allowance	(100,131)	(74,292)
	71,149	73,550
Deferred tax liabilities:		
Fixed assets	(497)	(966)
Leased right-of-use assets	(1,749)	(2,839)
Pension liability	(355)	(371)
Net deferred tax assets	$ 68,548	$ 69,374

Summary of Unrecognized Tax Benefits Roll Forward

The following table summarizes the changes to the unrecognized tax benefits during 2024, 2023 and 2022:

	(in thousands)
Balance as of December 31, 2021	$ 65,684
Additions based on tax positions related to the current year	3,431
Decreases based on tax positions of prior year	(1,981)
Balance as of December 31, 2022	67,134
Additions based on tax positions related to the current year	3,032
Decreases based on tax positions of prior year	(1,528)
Balance as of December 31, 2023	68,638
Additions based on tax positions related to the current year	2,277
Decreases based on tax positions of prior year	(2,032)
Balance as of December 31, 2024	$ 68,883

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Concentration of Credit Risk, Significant Customers and Geographic Information (Tables)

12 Months Ended

Dec. 31, 2024

Risks and Uncertainties [Abstract]

Summary of Concentration of Risk, by Risk Factor

Customers comprising 10% or greater of net revenues for each of the periods presented are as follows:

	Year Ended December 31,		
	2024	2023	2022
Percentage of total net revenue			
Customer A	12 %	10 %	10 %
Customer B	*	*	21 %

* Represents less than 10% of the net revenues for the period presented.

The following table presents balances that are 10% or greater of accounts receivable, based on the Company's billings to its customers.

	December 31,	
	2024	2023
Percentage of gross accounts receivable		
Customer C	16 %	*
Customer D	*	33 %
Customer E	17 %	24 %

* Represents less than 10% of the gross accounts receivable as of the respective period end.

Significant Suppliers

Suppliers comprising greater than 10% or greater of total inventory purchases are as follows:

	Year Ended December 31,		
	2024	2023	2022
Vendor A	36 %	23 %	26 %
Vendor B	17 %	23 %	25 %
Vendor C	11 %	10 %	12 %

Summary of Revenue from External Customers by Geographic Areas

The Company's consolidated net revenues by geographic area based on ship-to location are as follows (in thousands):

	Year Ended December 31,					
	2024		2023		2022	
	Amount	% of total net revenue	Amount	% of total net revenue	Amount	% of total net revenue
Asia	$ 269,079	75 %	$ 521,433	75 %	$ 915,024	82 %
Europe	39,470	11 %	124,556	18 %	142,494	13 %
United States	46,941	13 %	36,955	5 %	40,077	4 %
Rest of world	5,038	1 %	10,319	2 %	22,657	2 %
Total	$ 360,528	100 %	$ 693,263	100 %	$ 1,120,252	100 %

The products shipped to individual countries or territories representing greater than 10% of net revenue for each of the periods presented are as follows:

	Year Ended December 31,		
	2024	2023	2022
Percentage of total net revenue			
Hong Kong	41 %	37 %	43 %
China	*	11 %	16 %

* Represents less than 10% of total net revenue for the respective period.

Summary of Long-lived Assets by Geographic Areas

Long-lived assets, which consists of property and equipment, net, leased right-of-use assets, intangible assets, net, and goodwill by geographic area are as follows (in thousands):

	December 31,					
	2024			2023		
	Amount		% of total	Amount		% of total
United States	$ 323,130		72 %	$ 337,696		69 %
Singapore	102,112		23 %	113,248		23 %
Rest of world	25,838		6 %	38,969		8 %
Total	$ 451,080		100 %	$ 489,913		100 %

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Revenue from Contracts with Customers (Tables)

12 Months Ended
Dec. 31, 2024

Revenue from Contract with Customer [Abstract]

Summary of Revenue from External Customers by Products and Services

The table below presents disaggregated net revenues by market (in thousands):

	Year Ended December 31,					
	2024			2023		2022	
Broadband	$ 116,819			$ 203,519		$ 493,232	
% of net revenue	32	%		29	%	44	%
Connectivity	55,769			138,228		303,925	
% of net revenue	15	%		20	%	27	%
Infrastructure	113,907			177,083		136,274	
% of net revenue	32	%		26	%	12	%
Industrial and multi-market	74,033			174,433		186,821	
% of net revenue	21	%		25	%	17	%
Total net revenue	$ 360,528			$ 693,263		$ 1,120,252	

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Leases (Tables)

12 Months Ended
Dec. 31, 2024

Leases [Abstract]

Summary of Aggregate Future Minimum Payments Due

The table below presents aggregate future minimum payments due under leases, reconciled to total lease liabilities included in the consolidated balance sheet as of December 31, 2024:

	Operating Leases (in thousands)
2025	$ 10,599
2026	8,265
2027	5,949
2028	2,454
2029	1,596
Thereafter	—
Total minimum payments	28,863
Less: imputed interest	(2,496)
Less: unrealized translation loss	(2)
Total lease liabilities	26,365
Less: short-term lease liabilities	(9,413)
Long-term lease liabilities	$ 16,952

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Employee Retirement Plans (Tables)

12 Months Ended
Dec. 31, 2024

Retirement Benefits [Abstract]

Summary of Changes in Projected Benefit Obligations, Fair Value of Plan Assets, and Funded Status of Plan

The vested benefit obligation for a defined-benefit pension or other retirement plan is the actuarial present value of the vested benefits to which the employee is currently entitled based on the employee's expected date of separation or retirement.

	December 31, 2024	December 31, 2023
	(in thousands)	
Changes in projected benefit obligation:		
Projected benefit obligation, beginning of period	$ 1,383	$ 6,573
Service cost	—	233
Interest cost	16	247
Actuarial (gain) loss	29	284
Benefits paid and settlements	(951)	(6,060)
Currency exchange rate changes	(47)	106
Projected benefit obligation, end of period	**430**	**1,383**
Changes in fair value of plan assets:		
Fair value of plan assets, beginning of period	**—**	**4,895**
Actual return on plan assets	—	(194)
Employer contributions	—	3,245
Plan settlements	—	(8,162)
Currency exchange rate changes	—	216
Fair value of plan assets, end of period	**—**	**—**
Net unfunded status	**$ 430**	**$ 1,383**
Amounts recognized in the Consolidated Balance Sheets		
Other long-term liabilities	$ 430	$ 1,383
Accumulated other comprehensive (income) loss, before tax	$ 1,266	$ 4,083

Summary of Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets

	December 31, 2024	December 31, 2023
	(in thousands)	
Plans with accumulated benefit obligation in excess of plan assets		
Accumulated benefit obligation	$ 430	$ 1,145
Plan assets	$ —	$ —
Plans with projected benefit obligation in excess of plan assets		
Projected benefit obligation	$ 430	$ 1,383
Plan assets	$ —	$ —

Summary of Defined Benefit Plan, Plan with Projected Benefit Obligation in Excess of Plan Assets

	December 31, 2024	December 31, 2023
	(in thousands)	
Plans with accumulated benefit obligation in excess of plan assets		
Accumulated benefit obligation	$ 430	$ 1,145
Plan assets	$ —	$ —
Plans with projected benefit obligation in excess of plan assets		
Projected benefit obligation	$ 430	$ 1,383
Plan assets	$ —	$ —

Summary of Defined Benefit Plan, Assumptions

Assumptions for Pension Benefit Plans

	December 31, 2024	December 31, 2023
	(in thousands)	
Weighted average actuarial assumptions used to determine benefit obligations		
Discount rate	3.3%	3.5% - 3.9%
Rate of compensation increase	3.8%	3.0% - 3.8%
Weighted average actuarial assumptions used to determine costs		
Discount rate	3.3%	3.5%- 3.9%
Expected long-term rate of return on plan assets	— %	— %
Rate of compensation increase	3.8%	3.0% - 3.8%

Summary of Expected Benefit Payments

At December 31, 2024, the estimated benefit payments over the next five years and beyond are as follows:

	Estimated Future Benefit Payments (in thousands)
2025	$ 69
2026	43
2027	43
2028	43
2029	30
Thereafter	60
	$ 287

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Commitments and Contingencies

12 Months Ended

(Tables) **Dec. 31, 2024**

Commitments and Contingencies Disclosure [Abstract]

Summary of Future Minimum Payments Under Inventory Purchase Obligations

As of December 31, 2024, future minimum payments under inventory purchase and other obligations are as follows:

	Inventory Purchase Obligations	Other Obligations	Total
2025	$ 39,872	$ 32,131	$ 72,003
2026	11,390	19,482	30,872
2027	—	3,673	3,673
2028	—	—	—
Total minimum payments	$ 51,262	$ 55,286	$ 106,548

Summary of Future Minimum Payments Under Other Obligations

As of December 31, 2024, future minimum payments under inventory purchase and other obligations are as follows:

	Inventory Purchase Obligations	Other Obligations	Total
2025	$ 39,872	$ 32,131	$ 72,003
2026	11,390	19,482	30,872
2027	—	3,673	3,673
2028	—	—	—
Total minimum payments	$ 51,262	$ 55,286	$ 106,548

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Segment Reporting (Tables) **12 Months Ended Dec. 31, 2024**

Segment Reporting [Abstract]

Schedule of Segment Reporting Information, by Segment

The following table presents segment revenue, gross profit, and net income (loss) for the periods presented:

	Year Ended December 31, 2024	2023	2022
Net revenue	$ 360,528	$ 693,263	$ 1,120,252
Cost of net revenue	165,746	307,600	470,483
Gross profit	194,782	385,663	649,769
Less:			
Employee related	243,231	268,231	328,264
Depreciation and amortization	17,555	20,109	27,935
Design and prototype expenses	60,497	69,804	71,089
Professional fees	23,531	23,409	17,787
Occupancy	18,704	20,107	19,375
Restructuring	53,379	19,786	2,265
Impairment of intangibles	1,237	2,438	2,811
Impairment of investments	11,769	—	—
Interest and other (income) expense, net	3,596	25,589	6,045
Income tax expense	6,481	9,337	49,158
Segment net income (loss)	$ (245,198)	$ (73,147)	$ 125,040

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Organization and Summary of Significant Accounting Policies (Details) $ in Thousands **12 Months Ended**

	Dec. 31, 2024 USD ($) business_activity segment	Dec. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)
New Accounting Pronouncements or Change in Accounting Principle [Line Items]			
Impairment of intangible assets	$ 1,237	$ 2,438	$ 2,811
Payment term	30 days		
Stock rotation allowance, term (up to)	6 months		
Delivery term	1 year		
Sales commission assets recognized, term (less than)	1 year		
Right of return, term	6 months		
Warranty reserves	$ 500	300	
Number of operating segments | segment	1		
Number of business activities | business_activity	1		
Research and development arrangement, recognized income	$ 3,300	$ 0	$ 23,300
Operating lease, term (greater than)	12 months		
Production Masks			
New Accounting Pronouncements or Change in Accounting Principle [Line Items]			
Useful life	5 years		
Minimum			
New Accounting Pronouncements or Change in Accounting Principle [Line Items]			
Useful life	3 years		
Right of return under the general assurance warranty, term	1 year		
Rebate and price protection program, term	1 year		
Product warranty, period	1 year		
Operating lease, term (greater than)	2 years		
Maximum			
New Accounting Pronouncements or Change in Accounting Principle [Line Items]			
Useful life	5 years		
Right of return under the general assurance warranty, term	3 years		
Rebate and price protection program, term	2 years		
Product warranty, period	3 years		
Operating lease, term (greater than)	8 years		

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Net Income (Loss) Per Share -Summary of Basic and Diluted Earnings Per Share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands **12 Months Ended**

	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Numerator:			
Net income (loss)	$ (245,198)	$ (73,147)	$ 125,040
Denominator:			
Weighted average common shares outstanding—basic (shares)	83,600	80,719	78,039
Dilutive common stock equivalents (shares)	0	0	2,813
Weighted average common shares outstanding-diluted (shares)	83,600	80,719	80,852
Net income (loss) per share:			
Basic (in usd per share)	$ (2.93)	$ (0.91)	$ 1.60
Diluted (in usd per share)	$ (2.93)	$ (0.91)	$ 1.55

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Net Income (Loss) Per Share - Additional Information (Details) - shares shares in Millions **12 Months Ended**

	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Earnings Per Share [Abstract]			
Common stock equivalents excluded from the calculation of diluted net income (shares)	6.8	4.9	1.8

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Business Combinations -

Additional Information (Details) - USD ($)	Jan. 17, 2023	Dec. 31, 2024	Dec. 31, 2023	Aug. 31, 2023	Dec. 31, 2022
Business Acquisition [Line Items]					
Contingent consideration (up to)		$ 2,600,000	$ 2,462,000		
Goodwill		318,588,000	$ 318,588,000		$ 306,739,000
Terminated Silicon Motion Merger					
Business Acquisition [Line Items]					
Transaction costs				$ 18,300,000	
Company Y					
Business Acquisition [Line Items]					
Cash consideration	$ 9,824,000				
Contingent consideration (up to)	2,600,000				
Net operating liabilities	2,000,000				
Goodwill	$ 11,800,000	11,800,000			
Expected tax deductible amount of acquired goodwill		$ 0			

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Business Combinations - Summary of Business Acquisitions, by Acquisition (Details) - Company Y - USD ($) $ in Thousands	Jan. 17, 2023	Dec. 31, 2024
Fair value of purchase consideration:		
Cash	$ 9,824	
Contingent consideration	2,600	
Total purchase price	12,424	
Contingent consideration (up to)	$ 2,600	$ 2,600

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Restructuring Activity - Additional Information (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	$ 53,379	$ 19,786	$ 2,265
Employee separation expenses			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	28,920	17,897	1,795
Lease related charges			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	7,213	$ 42	$ 462
2024 Workforce Reduction			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	29,900		
2024 Workforce Reduction | Contract Termination			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	16,500		
2024 Workforce Reduction | Employee separation expenses			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	9,100		
2024 Workforce Reduction | Lease related charges			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	4,300		
2023 Workforce Reduction			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	43,300		
2023 Workforce Reduction | Employee separation expenses			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	19,800		
2023 Workforce Reduction | Other			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	$ 23,500		

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Restructuring Activity - Summary of Restructuring and Related Costs (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	$ 53,379	$ 19,786	$ 2,265
Employee separation expenses			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	28,920	17,897	1,795
Lease related charges			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	7,213	42	462
Other			
Restructuring Cost and Reserve [Line Items]			
Restructuring charges	$ 17,246	$ 1,847	$ 8

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Restructuring Activity - Summary of Restructuring Reserve by Type of Cost (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Restructuring Reserve [Roll Forward]			
Liability beginning balance	$ 8,301	$ 1,082	
Restructuring charges	53,379	19,786	$ 2,265
Cash payments	(34,512)	(11,795)	
Non-cash charges and adjustments	(11,457)	(772)	
Liability ending balance	15,711	8,301	1,082
Less: current portion as of December 31, 2024	(11,022)	(8,301)	
Long-term portion as of December 31, 2024	4,689		
Employee Separation Expenses			
Restructuring Reserve [Roll Forward]			
Liability beginning balance	7,383	971	

Restructuring charges	28,920	17,897	
Cash payments	(33,221)	(11,388)	
Non-cash charges and adjustments	976	(97)	
Liability ending balance	4,058	7,383	971
Less: current portion as of December 31, 2024	(4,058)		
Long-term portion as of December 31, 2024	0		
Lease Related Charges			
Restructuring Reserve [Roll Forward]			
Liability beginning balance	(2)	103	
Restructuring charges	7,213	42	
Cash payments	(183)	(142)	
Non-cash charges and adjustments	(5,731)	(5)	
Liability ending balance	1,297	(2)	103
Less: current portion as of December 31, 2024	(1,297)		
Long-term portion as of December 31, 2024	0		
Other			
Restructuring Reserve [Roll Forward]			
Liability beginning balance	920	8	
Restructuring charges	17,246	1,847	8
Cash payments	(1,108)	(265)	
Non-cash charges and adjustments	(6,702)	(670)	
Liability ending balance	10,356	$ 920	$ 8
Less: current portion as of December 31, 2024	(5,667)		
Long-term portion as of December 31, 2024	$ 4,689		

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Goodwill and Intangible Assets - Summary of Goodwill (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
Goodwill [Roll Forward]		
Beginning balance	$ 318,588	$ 306,739
Acquisitions (Note 3)	0	11,849
Ending balance	$ 318,588	$ 318,588

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Goodwill and Intangible Assets - Additional Information (Details) - USD ($)	12 Months Ended			
	Oct. 31, 2024	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Goodwill and Intangible Assets Disclosure [Abstract]				
Goodwill impairment	$ 0	$ 0	$ 0	$ 0
Impairment losses		$ 1,237,000	$ 2,438,000	$ 2,811,000

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Goodwill and Intangible Assets - Summary of Acquired Finite-Lived Intangible Assets by Major Class (Details) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Finite-Lived Intangible Assets [Line Items]			
Weighted Average Useful Life (in Years)	6 years 1 month 6 days		
Gross Carrying Amount	$ 484,302	$ 479,774	
Accumulated Amortization	(429,294)	(406,144)	
Net Carrying Amount	$ 55,008	73,630	$ 109,316
Licensed technology			
Finite-Lived Intangible Assets [Line Items]			
Weighted Average Useful Life (in Years)	6 years 10 months 24 days		
Gross Carrying Amount	$ 24,661	20,133	
Accumulated Amortization	(2,418)	(1,431)	
Net Carrying Amount	$ 22,243	18,702	
Developed technology			
Finite-Lived Intangible Assets [Line Items]			
Weighted Average Useful Life (in Years)	7 years		
Gross Carrying Amount	$ 311,261	311,261	
Accumulated Amortization	(283,432)	(263,635)	
Net Carrying Amount	$ 27,829	47,626	
Trademarks and trade names			
Finite-Lived Intangible Assets [Line Items]			
Weighted Average Useful Life (in Years)	6 years 2 months 12 days		
Gross Carrying Amount	$ 14,800	14,800	
Accumulated Amortization	(14,419)	(14,276)	
Net Carrying Amount	$ 381	524	
Customer relationships			
Finite-Lived Intangible Assets [Line Items]			
Weighted Average Useful Life (in Years)	5 years		
Gross Carrying Amount	$ 128,800	128,800	
Accumulated Amortization	(127,887)	(126,347)	
Net Carrying Amount	$ 913	2,453	
Patents			
Finite-Lived Intangible Assets [Line Items]			
Weighted Average Useful Life (in Years)	7 years		
Gross Carrying Amount	$ 4,780	4,780	
Accumulated Amortization	(1,138)	(455)	
Net Carrying Amount	$ 3,642	$ 4,325	

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Goodwill and Intangible Assets - Summary of Finite-lived Intangible Assets Amortization Expense (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Finite-Lived Intangible Assets [Line Items]			
Amortization	$ 23,151	$ 38,835	$ 51,597
Cost of net revenue			
Finite-Lived Intangible Assets [Line Items]			
Amortization	20,785	35,952	39,638

Research and development			
Finite-Lived Intangible Assets [Line Items]			
Amortization	0	2	4
Selling, general and administrative			
Finite-Lived Intangible Assets [Line Items]			
Amortization	$ 2,366	$ 2,881	$ 11,955

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Goodwill and Intangible Assets - Summary of Finite-Lived Intangible Assets (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Finite-lived Intangible Assets [Roll Forward]			
Beginning balance	$ 73,630	$ 109,316	
Additions	5,766	6,355	
Other disposals	0	(768)	
Amortization	(23,151)	(38,835)	$ (51,597)
Impairment losses	(1,237)	(2,438)	
Ending balance	$ 55,008	$ 73,630	$ 109,316
Impairment, Intangible Asset, Finite-Lived, Statement of Income or Comprehensive Income [Extensible Enumeration]	Impairment losses	Impairment losses	

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Goodwill and Intangible Assets - Summary of Finite-Lived Intangible Assets, Future Amortization Expense (Details) - USD ($) $ in Thousands

	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Goodwill and Intangible Assets Disclosure [Abstract]			
2025	$ 14,138		
2026	13,974		
2027	10,552		
2028	5,096		
2029	4,009		
Thereafter	7,239		
Net Carrying Amount	$ 55,008	$ 73,630	$ 109,316

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Financial Instruments - Summary of Composition of Financial Instruments (Details) - USD ($) $ in Thousands

	Dec. 31, 2024	Dec. 31, 2023
Fair Value Disclosures [Abstract]		
Contingent consideration (Note 3)	$ 2,600	$ 2,462

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Financial Instruments - Additional Information (Details) - USD ($) $ in Millions

	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Jan. 17, 2023
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]			
Investments in privately held entities		$ 11.8	
Impairment loss	$ 11.8		
Company Y			
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]			
Contingent consideration (up to)	$ 2.6		$ 2.6

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Financial Instruments - Summary of Fair Value, Assets and Liabilities Measured on Recurring Basis (Details) - USD ($) $ in Thousands

	Dec. 31, 2024	Dec. 31, 2023
Liabilities		
Contingent consideration	$ 2,600	$ 2,462
Fair Value, Recurring		
Liabilities		
Contingent consideration	2,600	2,462
Fair Value, Recurring | Quoted Prices in Active Markets for Identical Assets (Level 1)		
Liabilities		
Contingent consideration	0	0
Fair Value, Recurring | Significant Other Observable Inputs (Level 2)		
Liabilities		
Contingent consideration	0	0
Fair Value, Recurring | Significant Unobservable Inputs (Level 3)		
Liabilities		
Contingent consideration	$ 2,600	$ 2,462

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Financial Instruments - Summary of Level 3 Financial Instrument Activity (Details) - Contingent Consideration, Liability - USD ($) $ in Thousands

	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
Contingent consideration		
Beginning balance	$ 2,462	$ 2,941
Acquisitions (Note 3)	0	2,200
Payments	0	(3,000)
Accretion of discount	138	321
Ending balance	$ 2,600	$ 2,462

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Balance Sheet Details - Summary of Cash, Cash Equivalents and Restricted Cash (Details) - USD ($) $ in Thousands

	Dec. 31, 2024	Dec. 31, 2023

Balance Sheet Related Disclosures [Abstract]		
Cash and cash equivalents	$ 118,575	$ 187,288
Short-term restricted cash	1,003	1,051
Long-term restricted cash	25	17
Total cash, cash equivalents and restricted cash	119,603	188,356
Money market funds	59,100	78,100
Restricted cash	$ 1,000	$ 1,100

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Balance Sheet Details - Summary of Inventory (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Balance Sheet Related Disclosures [Abstract]			
Work-in-process	$ 53,979	$ 60,368	
Finished goods	36,364	39,540	
Inventory	90,343	99,908	
Decrease in inventories	$ 9,565	$ 60,636	$ (28,841)

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Balance Sheet Details - Summary of Property and Equipment, Net (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	$ 195,601	$ 182,609	
Less: accumulated depreciation and amortization	(136,301)	(116,178)	
Property and equipment, net	59,300	66,431	
Depreciation	$ 23,000	23,800	$ 20,300
Minimum			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	3 years		
Maximum			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	5 years		
Furniture and fixtures			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	5 years		
Property and equipment, gross	$ 3,937	3,995	
Machinery and equipment			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	$ 80,804	76,732	
Machinery and equipment | Minimum			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	3 years		
Machinery and equipment | Maximum			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	5 years		
Masks and production equipment			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	$ 63,803	54,240	
Masks and production equipment | Minimum			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	5 years		
Software			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	3 years		
Property and equipment, gross	$ 11,178	11,427	
Leasehold improvements			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	$ 34,981	35,867	
Leasehold improvements | Minimum			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	1 year		
Leasehold improvements | Maximum			
Property, Plant and Equipment [Line Items]			
Useful Life (in Years)	5 years		
Construction in progress			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	$ 898	$ 348	

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Balance Sheet Details - Additional Information (Details) - USD ($) $ in Thousands	1 Months Ended		12 Months Ended			
	Aug. 31, 2023	Oct. 31, 2024	Mar. 31, 2022	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Balance Sheet Related Disclosures [Abstract]						
Proceeds loaned under notes receivable			$ 10,000	$ 0	$ 0	$ 10,000
First initial repayments of notes receivable due to the company annually		$ 500				
Second initial repayments of notes receivable due to the company annually		1,500				
Repayments of notes receivable due to the company annually	$ 2,000	$ 2,000				
Portion of note receivable written off				$ 500		

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Balance Sheet Details - Summary of Accrued Price Protection Liability (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
Accrued Price Protection Rebate Activity [Roll Forward]		
Beginning balance	$ 71,684	$ 113,274
Charged as a reduction of revenue	34,070	62,644
Reversal of unclaimed rebates	(17,736)	0
Payments	(44,617)	(104,234)
Ending balance	43,401	71,684
Accrued price protection liability	$ 43,401	$ 71,684

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Balance Sheet Details - Summary of Accrued Expenses and Other

Current Liabilities (Details) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Capitalized Contract Cost [Line Items]		
Accrued technology license payments	$ 4,336	$ 3,843
Accrued professional fees	7,103	3,736
Accrued engineering and production costs	3,080	2,861
Accrued restructuring	11,022	8,301
Accrued royalty	$ 438	$ 603
Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]	Total	Total
Short-term lease liabilities	$ 9,413	$ 9,132
Accrued customer credits	1,011	3,984
Income tax liability	745	521
Customer contract liabilities	114	1,597
Contingent consideration – current portion	2,600	2,462
Other	4,340	6,242
Total	87,408	98,468
Accrued obligations to customers for price adjustments		
Capitalized Contract Cost [Line Items]		
Accrued obligations to customers for price adjustments	42,954	54,837
Accrued obligations to customers for stock rotation rights		
Capitalized Contract Cost [Line Items]		
Accrued obligations to customers for stock rotation rights	$ 252	$ 349

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Balance Sheet Details - Summary of Accumulated Other Comprehensive Income (Loss) by Component (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Balance at beginning of period	$ 686,265	$ 676,385	$ 489,198
Other comprehensive income (loss) before reclassifications, net of tax	(3,049)	(85)	
Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax	17	(2,685)	0
Other comprehensive loss	(3,032)	(2,770)	(3,146)
Balance at end of period	516,283	686,265	676,385
Accumulated Other Comprehensive Income (Loss)			
AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Balance at beginning of period	(3,791)	(1,021)	2,125
Other comprehensive loss	(3,032)	(2,770)	(3,146)
Balance at end of period	(6,823)	(3,791)	(1,021)
Cumulative Translation Adjustments			
AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Balance at beginning of period	(5,059)	(5,180)	
Other comprehensive income (loss) before reclassifications, net of tax	(3,030)	121	
Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax	0	0	
Other comprehensive loss	(3,030)	121	
Balance at end of period	(8,089)	(5,059)	(5,180)
Pension and Other Defined Benefit Plan Obligation			
AOCI Attributable to Parent, Net of Tax [Roll Forward]			
Balance at beginning of period	1,268	4,159	
Other comprehensive income (loss) before reclassifications, net of tax	(19)	(206)	
Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax	17	(2,685)	
Other comprehensive loss	(2)	(2,891)	
Balance at end of period	$ 1,266	$ 1,268	$ 4,159

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Debt - Summary of Debt (Details) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Debt Instrument [Line Items]		
Aggregate principal amount of long-term debt	$ 125,000	
Long-term debt	122,996	$ 122,375
Term Debt		
Debt Instrument [Line Items]		
Aggregate principal amount of long-term debt	125,000	125,000
Unamortized debt discount	(446)	(571)
Unamortized debt issuance costs	(1,558)	(2,054)
Net carrying amount of long-term debt	122,996	122,375
Less: current portion of long-term debt	0	0
Long-term debt	122,996	122,375
Initial term loan under the June 23, 2021 credit agreement		
Debt Instrument [Line Items]		
Aggregate principal amount of long-term debt	125,000	$ 125,000
Unamortized debt discount	$ (900)	

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Debt - Additional Information (Details) - USD ($)	12 Months Ended			42 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2024	Jun. 23, 2021
Debt Instrument [Line Items]					
Effective interest rate	7.80%	7.60%		7.80%	
Amortization of debt issuance costs and accretion of discount on debt and leases	$ 600,000	$ 600,000	$ 1,300,000		
Aggregate principal amount of long-term debt	$ 125,000,000.0			$ 125,000,000.0	
Aggregate commitments percentage	1.00%			1.00%	
Initial term loan under the June 23, 2021 credit agreement					
Debt Instrument [Line Items]					
Effective interest rate	3.40%			3.40%	
Fair value of term loans outstanding	$ 118,600,000	114,500,000		$ 118,600,000	$ 350,200,000
Aggregate principal amount of long-term debt	$ 125,000,000	$ 125,000,000		$ 125,000,000	
Credit facility, incremental borrowing capacity					$ 175,000,000
Credit facility, incremental borrowing capacity, percent of consolidated EBITDA					100.00%
Interest period	1 month			1 month	
Debt instrument, basis spread on variable rate, additional applicable margin	1.25%				
Debt instrument, quarterly amortization rate	0.25%			0.25%	
Call premium, percentage	1.00%				

Call premium, period	6 months			
Unamortized debt discount	$ 900,000		$ 900,000	
Debt issuance costs	$ 2,900,000		$ 2,900,000	
Debt instrument, term	7 years			
Initial term loan under the June 23, 2021 credit agreement | Federal funds rate				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate	0.50%			
Initial term loan under the June 23, 2021 credit agreement | Secured Overnight Financing Rate (SOFR)				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate	1.00%			
Initial term loan under the June 23, 2021 credit agreement | Secured Overnight Financing Rate (SOFR) Subject To Floor				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate	0.50%			
Debt instrument, basis spread on variable rate, additional applicable margin	2.25%			
Initial term loan under the June 23, 2021 credit agreement | Wells Fargo Bank, National Association				
Debt Instrument [Line Items]				
Aggregate principal amount of long-term debt				$ 350,000,000.0
Line of credit | Revolving Credit Facility				
Debt Instrument [Line Items]				
Debt instrument, covenant, leverage ratio, maximum	3.50		3.50	
Debt instrument, covenant, leverage ratio, maximum, potential temporary increase	3.75		3.75	
Debt issuance costs	$ 400,000		$ 400,000	
Debt instrument, term	5 years			
Line of credit | Revolving Credit Facility | Minimum				
Debt Instrument [Line Items]				
Commitment fee percentage			0.175%	
Line of credit | Revolving Credit Facility | Maximum				
Debt Instrument [Line Items]				
Commitment fee percentage			0.25%	
Line of credit | Revolving Credit Facility | Secured Overnight Financing Rate (SOFR)				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate, additional applicable margin	1.00%			
Line of credit | Revolving Credit Facility | Secured Overnight Financing Rate (SOFR) | Minimum				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate			1.00%	
Line of credit | Revolving Credit Facility | Secured Overnight Financing Rate (SOFR) | Maximum				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate			1.75%	
Line of credit | Revolving Credit Facility | Base rate				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate, additional applicable margin	0.00%			
Line of credit | Revolving Credit Facility | Base rate | Minimum				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate			0.00%	
Line of credit | Revolving Credit Facility | Base rate | Maximum				
Debt Instrument [Line Items]				
Debt instrument, basis spread on variable rate			0.75%	
Line of credit | Wells Fargo Bank, National Association | Revolving Credit Facility				
Debt Instrument [Line Items]				
Credit facility, maximum borrowing capacity				$ 100,000,000

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Stock-Based Compensation - Additional Information (Details) $ / shares in Units, $ in Millions	**12 Months Ended**					
	Dec. 31, 2024 USD ($) vote $ / shares shares	**Dec. 31, 2023 USD ($) $ / shares shares**	**Dec. 31, 2022 USD ($)**	**May 22, 2024 shares**	**Feb. 29, 2024 shares**	**Feb. 28, 2023 shares**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Number of votes per share of common stock | vote	1					
Shares issued upon settlement of employee bonus plan (in shares)					400,000	900,000
Accrued bonuses | $	$ 4.9					
Vesting percentage relative to net sales	60.00%					
Vesting percentage relative to earnings per share	40.00%					
Number of options granted (in shares)	2,694,000					
Intrinsic value of stock options exercised | $	$ 0.5	$ 0.2	$ 0.9			
Cash received from exercise of stock options | $	0.0	0.2	0.3			
Tax benefit from stock options exercised | $	$ 0.0	$ 0.4	$ 1.2			
Share-based payment arrangement, tranche three						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Shares awarded as a percentage of grants, peer group based	250.00%					
Share-based payment arrangement, tranche one						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Shares awarded as a percentage of grants, peer group based	30.00%					
Share-based payment arrangement, tranche two						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Shares awarded as a percentage of grants, peer group based	100.00%					
Restricted Stock Units (RSUs)						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Unrecognized compensation cost | $	$ 139.2					
Unrecognized compensation costs, period for recognition	2 years 6 months 29 days					
Performance-based restricted stock units (PRSUs)						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Unrecognized compensation cost | $	$ 1.7					
Unrecognized compensation costs, period for recognition	1 year 1 month 28 days					
Performance period	3 years					
Stock Options						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Unrecognized compensation cost | $	$ 26.6					
Unrecognized compensation costs, period for recognition	3 years 1 month 20 days					

Employee Stock			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Common stock purchased under the ESPP (in shares)	292,614	231,794	
Weighted average price of stock purchased under the ESPP (in dollars per share) | $ / shares	$ 14.02	$ 18.89	
Equity Incentive Plan			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Common stock reserved for issuance (in shares)	2,583,311		
Percent of the outstanding shares of common stock	4.00%		
Performance period	4 years		
Number of shares available for grant (in shares)	15,282,897		
Equity Incentive Plan | Minimum			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation, vesting period	7 years		
Equity Incentive Plan | Maximum			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation, vesting period	10 years		
Employee Stock Purchase Plan			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Common stock reserved for issuance (in shares)	968,741		
Percent of the outstanding shares of common stock	1.25%		
Number of shares available for grant (in shares)	6,334,688		
Maximum duration of employee stock purchase plan	27 months		
Stock-based compensation arrangement, maximum employee subscription rate	15.00%		
Stock-based compensation arrangement, discount from market price, offering date	85.00%		
Stock-based compensation arrangement, discount from market price, purchase date	85.00%		
Inducement Plan			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Number of shares available for grant (in shares)	4,000,000		4,000,000

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Stock-Based Compensation - Summary of Stock-Based Compensation Expense (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation expense	$ 66,021	$ 55,176	$ 81,704
Cost of net revenue			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation expense	621	763	734
Research and development			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation expense	38,814	44,189	40,635
Selling, general and administrative			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation expense	$ 26,586	$ 10,224	$ 40,335

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Stock-Based Compensation - Summary of Restricted Stock Unit and Performance-Based Restricted Stock Unit Activity (Details) shares in Thousands	**12 Months Ended**
	Dec. 31, 2024 $ / shares shares
Restricted Stock Units (RSUs)	
Number of Shares (in thousands)	
Outstanding beginning balance (in shares) | shares	5,632
Granted (in shares) | shares	6,075
Vested (in shares) | shares	(2,552)
Cancelled (in shares) | shares	(1,236)
Outstanding ending balance (in shares) | shares	7,919
Weighted-Average Grant-Date Fair Value per Share	
Outstanding beginning balance (in dollars per share) | $ / shares	$ 36.72
Granted (in dollars per share) | $ / shares	18.36
Vested (in dollars per share) | $ / shares	29.47
Cancelled (in dollars per share) | $ / shares	36.56
Outstanding ending balance (in dollars per share) | $ / shares	$ 24.99
Restricted Stock Units (RSUs) | Inducement Plan	
Number of Shares (in thousands)	
Granted (in shares) | shares	341
Cancelled (in shares) | shares	(56)
Weighted-Average Grant-Date Fair Value per Share	
Granted (in dollars per share) | $ / shares	$ 14.30
Cancelled (in dollars per share) | $ / shares	$ 13.47
Performance-based restricted stock units (PRSUs)	
Number of Shares (in thousands)	
Outstanding beginning balance (in shares) | shares	2,653
Granted (in shares) | shares	1,634
Vested (in shares) | shares	(58)
Cancelled (in shares) | shares	(709)
Outstanding ending balance (in shares) | shares	3,520
Weighted-Average Grant-Date Fair Value per Share	
Outstanding beginning balance (in dollars per share) | $ / shares	$ 34.38
Granted (in dollars per share) | $ / shares	17.87
Vested (in dollars per share) | $ / shares	24.43
Cancelled (in dollars per share) | $ / shares	40.47
Outstanding ending balance (in dollars per share) | $ / shares	$ 25.66

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Stock-Based Compensation - Summary of	**12 Months Ended**

Employee Stock Purchase Plan, Valuation Assumptions (Details) - $ / shares	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Dividend yield	0.00%		
Expected life (in years)	6 years 6 months		
Employee Stock			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Risk-free interest rate, minimum	4.44%	4.54%	1.54%
Risk free interest rate, maximum	5.40%	5.41%	4.54%
Dividend yield	0.00%	0.00%	0.00%
Expected life (in years)	6 months	6 months	6 months
Volatility, minimum	49.76%	59.78%	59.78%
Volatility, maximum	95.74%	70.46%	69.74%
Employee Stock | Minimum			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Weighted-average grant date fair value per share (in dollars per share)	$ 5.78	$ 6.35	$ 11.97
Employee Stock | Maximum			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Weighted-average grant date fair value per share (in dollars per share)	$ 6.00	$ 11.97	$ 14.25

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Stock-Based Compensation - Summary of Stock Option Activity (Details) $ / shares in Units, shares in Thousands, $ in Thousands	12 Months Ended Dec. 31, 2024 USD ($) $ / shares shares
Number of Options (in thousands)	
Outstanding beginning balance (in shares) | shares	375
Granted (in shares) | shares	2,694
Exercised (in shares) | shares	(39)
Canceled (in shares) | shares	(65)
Outstanding ending balance (in shares) | shares	2,965
Vested and expected to vest (in shares) | shares	2,775
Exercisable (in shares) | shares	341
Weighted-Average Exercise Price	
Outstanding beginning balance (in dollars per share) | $ / shares	$ 17.29
Granted (in dollars per share) | $ / shares	19.45
Exercised (in dollars per share) | $ / shares	7.68
Canceled (in dollars per share) | $ / shares	18.79
Outstanding ending balance (in dollars per share) | $ / shares	19.35
Vested and expected to vest (in dollars per share) | $ / shares	19.34
Exercisable (in dollars per share) | $ / shares	$ 18.41
Share-based Compensation Arrangement by Share-based Payment Award, Options, Additional Disclosures [Abstract]	
Weighted Average Contractual Term, Outstanding (in years)	8 years 2 months 12 days
Weighted Average Contractual Term, Vested and expected to vest (in years)	8 years 1 month 6 days
Weighted Average Contractual Term, Exercisable (in years)	7 months 6 days
Aggregate Intrinsic Value, Outstanding (in thousands) | $	$ 2,138
Aggregate Intrinsic Value, Vested and expected to vest (in thousands) | $	2,017
Aggregate Intrinsic Value, Exercisable (in thousands) | $	$ 469

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Stock-Based Compensation - Summary of Stock Options, Valuation Assumptions (Details)	12 Months Ended Dec. 31, 2024 $ / shares
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Risk-free interest rate	4.33%
Dividend yield	0.00%
Expected life (in years)	6 years 6 months
Volatility	57.50%
Minimum	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Weighted-average grant date fair value per share (in dollars per share)	$ 10.84
Maximum	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Weighted-average grant date fair value per share (in dollars per share)	$ 11.24

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Income Taxes - Summary Of Income Before Income Tax Domestic And Foreign (Details) - USD ($) $ in Thousands	12 Months Ended Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Tax Disclosure [Abstract]			
Domestic	$ (74,358)	$ (85,032)	$ 19,228
Foreign	(164,359)	21,222	154,970
Income (loss) before income taxes	$ (238,717)	$ (63,810)	$ 174,198

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Income Taxes - Summary of Components of Income Tax Provision (Benefit) (Details) - USD ($) $ in Thousands	12 Months Ended Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Current:			
Federal	$ 893	$ 3,827	$ 12,002
State	16	65	237
Foreign	4,739	9,896	13,432
Total current	5,648	13,788	25,671
Deferred:			
Federal	(10,781)	(371)	32,317
State	(3,536)	(4,942)	(3,686)
Foreign	(10,889)	(6,910)	(3,490)
Change in valuation allowance	26,039	7,772	(1,654)
Total deferred	833	(4,451)	23,487
Total income tax provision	$ 6,481	$ 9,337	$ 49,158

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Income Taxes - Summary of Effective Income Tax Rate Reconciliation (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Income Tax Disclosure [Abstract]			
Provision (benefit) at statutory rate	$ (50,135)	$ (13,288)	$ 36,582
State income taxes (net of federal benefit)	10	7	187
Research and development credits	(7,720)	(10,066)	(10,146)
Foreign rate differential	28,939	(375)	(21,629)
Stock compensation	7,855	2,213	6,186
Foreign income inclusion	558	27,678	27,971
Provision to return	381	(4,741)	6,236
Uncertain tax positions	300	1,272	2,551
Permanent and other	812	(377)	1,101
Foreign unremitted earnings	(558)	(758)	(490)
Transaction costs	0	0	5
Foreign tax credits	0	0	2,224
Attribute expirations	0	0	34
Valuation allowance	26,039	7,772	(1,654)
Total income tax provision	$ 6,481	$ 9,337	$ 49,158

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Income Taxes - Summary of Components of Deferred Income Tax Asset (Details) - USD ($) $ in Thousands

	Dec. 31, 2024	Dec. 31, 2023
Deferred tax assets:		
Net operating loss carryforwards	$ 39,258	$ 29,860
Research and development credits	85,659	78,246
Foreign tax credit carryforwards	1,578	71
Accrued expenses and other	17,727	13,106
Lease obligation	2,446	2,942
Accrued compensation	2,991	3,447
Stock-based compensation	11,923	11,203
Intangible assets	9,698	8,967
Deferred tax assets, gross	171,280	147,842
Less valuation allowance	(100,131)	(74,292)
Deferred tax assets, net of valuation allowance	71,149	73,550
Deferred tax liabilities:		
Fixed assets	(497)	(966)
Leased right-of-use assets	(1,749)	(2,839)
Pension liability	(355)	(371)
Net deferred tax assets	$ 68,548	$ 69,374

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Income Taxes - Additional Information (Details) - USD ($) $ in Thousands

	12 Months Ended			
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Operating Loss Carryforwards [Line Items]				
Income tax provision	$ 6,481	$ 9,337	$ 49,158	
Unrecognized tax benefits	68,883	$ 68,638	$ 67,134	$ 65,684
Unrecognized tax benefits that would impact effective tax rate	58,700			
Unrecognized tax benefits, accrued interest	100			
Domestic Tax Jurisdiction				
Operating Loss Carryforwards [Line Items]				
Operating loss carryforwards	99,200			
Tax credit carryforwards, amount	34,000			
State and Local Jurisdiction				
Operating Loss Carryforwards [Line Items]				
Operating loss carryforwards	78,100			
Tax credit carryforwards, amount	111,100			
Foreign Tax Jurisdiction				
Operating Loss Carryforwards [Line Items]				
Operating loss carryforwards	248,200			
Tax credit carryforwards, amount	3,700			
Other tax carryforwards	$ 10,000			

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Income Taxes - Summary of Unrecognized Tax Benefits Roll Forward (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Unrecognized Tax Benefits [Roll Forward]			
Beginning balance	$ 68,638	$ 67,134	$ 65,684
Additions based on tax positions related to the current year	2,277	3,032	3,431
Decreases based on tax positions of prior year	(2,032)	(1,528)	(1,981)
Ending balance	$ 68,883	$ 68,638	$ 67,134

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Concentration of Credit Risk, Significant Customers and Geographic Information - Summary of Concentration of Risk, by Risk Factor (Details)

	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Inventory Purchase Obligations | Supplier Concentration Risk | Vendor A			
Concentration Risk [Line Items]			
Concentration risk percentage	36.00%	23.00%	26.00%
Inventory Purchase Obligations | Supplier Concentration Risk | Vendor B			
Concentration Risk [Line Items]			
Concentration risk percentage	17.00%	23.00%	25.00%
Inventory Purchase Obligations | Supplier Concentration Risk | Vendor C			

Concentration Risk [Line Items]			
Concentration risk percentage	11.00%	10.00%	12.00%
Customer A | Revenue Benchmark | Customer Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	12.00%	10.00%	10.00%
Customer B | Revenue Benchmark | Customer Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage			21.00%
Customer C | Accounts Receivable | Customer Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	16.00%		
Customer D | Accounts Receivable | Customer Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage		33.00%	
Customer E | Accounts Receivable | Customer Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	17.00%	24.00%	

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Concentration of Credit Risk, Significant Customers and Geographic Information - Summary of Revenue from External Customers by Geographic Areas (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Dec. 31, 2024	**Dec. 31, 2023**	**Dec. 31, 2022**
Concentration Risk [Line Items]			
Net revenue	$ 360,528	$ 693,263	$ 1,120,252
Revenue Benchmark			
Concentration Risk [Line Items]			
Net revenue	$ 360,528	$ 693,263	$ 1,120,252
Revenue Benchmark | Geographic Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	100.00%	100.00%	100.00%
Asia | Revenue Benchmark			
Concentration Risk [Line Items]			
Net revenue	$ 269,079	$ 521,433	$ 915,024
Asia | Revenue Benchmark | Geographic Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	75.00%	75.00%	82.00%
Europe | Revenue Benchmark			
Concentration Risk [Line Items]			
Net revenue	$ 39,470	$ 124,556	$ 142,494
Europe | Revenue Benchmark | Geographic Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	11.00%	18.00%	13.00%
United States | Revenue Benchmark			
Concentration Risk [Line Items]			
Net revenue	$ 46,941	$ 36,955	$ 40,077
United States | Revenue Benchmark | Geographic Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	13.00%	5.00%	4.00%
Rest of world | Revenue Benchmark			
Concentration Risk [Line Items]			
Net revenue	$ 5,038	$ 10,319	$ 22,657
Rest of world | Revenue Benchmark | Geographic Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	1.00%	2.00%	2.00%
Hong Kong | Revenue Benchmark | Geographic Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage	41.00%	37.00%	43.00%
China | Revenue Benchmark | Geographic Concentration Risk			
Concentration Risk [Line Items]			
Concentration risk percentage		11.00%	16.00%

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Concentration of Credit Risk, Significant Customers and Geographic Information - Summary of Long-Lived Assets by Geographic Areas (Details) - Long lived assets - USD ($) $ in Thousands	**12 Months Ended**	
	Dec. 31, 2024	**Dec. 31, 2023**
Concentration Risk [Line Items]		
Long lived assets	$ 451,080	$ 489,913
Geographic Concentration Risk		
Concentration Risk [Line Items]		
Concentration risk percentage	100.00%	100.00%
United States		
Concentration Risk [Line Items]		
Long lived assets	$ 323,130	$ 337,696
United States | Geographic Concentration Risk		
Concentration Risk [Line Items]		
Concentration risk percentage	72.00%	69.00%
Singapore		
Concentration Risk [Line Items]		
Long lived assets	$ 102,112	$ 113,248
Singapore | Geographic Concentration Risk		
Concentration Risk [Line Items]		
Concentration risk percentage	23.00%	23.00%
Rest of world		
Concentration Risk [Line Items]		
Long lived assets	$ 25,838	$ 38,969

Rest of world | Geographic Concentration Risk		
Concentration Risk [Line Items]		
Concentration risk percentage	6.00%	8.00%

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Revenue from Contracts with Customers - Summary of Revenues from External Customers by Products and Services (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Revenues from External Customers and Long-Lived Assets [Line Items]			
Net revenue	$ 360,528	$ 693,263	$ 1,120,252
Revenue Benchmark			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Net revenue	360,528	693,263	1,120,252
Broadband			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Net revenue	$ 116,819	$ 203,519	$ 493,232
Broadband | Revenue Benchmark | Product Concentration Risk			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Concentration risk percentage	32.00%	29.00%	44.00%
Connectivity			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Net revenue	$ 55,769	$ 138,228	$ 303,925
Connectivity | Revenue Benchmark | Product Concentration Risk			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Concentration risk percentage	15.00%	20.00%	27.00%
Infrastructure			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Net revenue	$ 113,907	$ 177,083	$ 136,274
Infrastructure | Revenue Benchmark | Product Concentration Risk			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Concentration risk percentage	32.00%	26.00%	12.00%
Industrial and multi-market			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Net revenue	$ 74,033	$ 174,433	$ 186,821
Industrial and multi-market | Revenue Benchmark | Product Concentration Risk			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Concentration risk percentage	21.00%	25.00%	17.00%

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Revenue from Contracts with Customers - Additional Information (Details) - USD ($)	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Revenues from External Customers and Long-Lived Assets [Line Items]			
Customer contract liabilities	$ 114,000	$ 1,597,000	
Accrued price protection liability	43,401,000	71,684,000	$ 113,274,000
Right of return assets	100,000	100,000	
Impairment losses	0	0	
Accrued obligations to customers for price adjustments			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Accrued obligations to customers for price adjustments	42,954,000	54,837,000	
Accrued obligations to customers for stock rotation rights			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Accrued obligations to customers for stock rotation rights	$ 252,000	$ 349,000	
Distributors | Revenue from Distributors | Revenue Benchmark			
Revenues from External Customers and Long-Lived Assets [Line Items]			
Concentration risk percentage	44.00%	50.00%	46.00%

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Leases - Additional Information (Details) - USD ($) $ in Millions	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Lessee, Lease, Description [Line Items]			
Original operating lease terms	12 months		
Operating lease renewal term	5 years		
Operating lease, weighted average discount rate, percent	5.00%	4.60%	
Operating lease, weighted average remaining lease term	3 years 2 months 12 days	3 years 10 months 24 days	
Operating lease cost	$ 9.9	$ 10.8	$ 10.4
Right-of-use asset obtained in exchange for operating lease liability	$ 1.2	$ 12.3	$ 12.0
Minimum			
Lessee, Lease, Description [Line Items]			
Original operating lease terms	2 years		
Maximum			
Lessee, Lease, Description [Line Items]			
Original operating lease terms	8 years		

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Leases - Summary of Aggregate Future Minimum Payments Due (Details) - USD ($) $ in Thousands		
	Dec. 31, 2024	Dec. 31, 2023
Operating Leases		
2025	$ 10,599	
2026	8,265	
2027	5,949	
2028	2,454	
2029	1,596	
Thereafter	0	
Total minimum payments	28,863	
Less: imputed interest	(2,496)	
Less: unrealized translation loss	(2)	
Total lease liabilities	26,365	
Less: short-term lease liabilities	(9,413)	$ (9,132)

Long-term lease liabilities	$ 16,952	$ 26,243

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Employee Retirement Plans - Additional Information (Details) - USD ($)	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, benefit obligation, benefit paid	$ 951,000	$ 6,060,000	
Defined Benefit Plan Net Periodic Benefit Cost Credit Settlement Gain Loss Statement Of Income Or Comprehensive Income Extensible List Not Disclosed Flag		gain on partial settlement	
Gain on partial settlement of pension plan	0	$ 1,008,000	$ 0
Defined benefit obligation	430,000	1,383,000	
Net periodic benefit cost	300,000	200,000	500,000
Accumulated benefit obligations	400,000	1,100,000	
Plan assets	$ 0	0	$ 4,895,000
One Defined Benefit Retirement Plan			
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]			
Defined benefit plan, benefit obligation, benefit paid		3,200,000	
Gain on partial settlement of pension plan		$ 1,000,000	

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Employee Retirement Plans - Summary of Change in Projected Benefit Obligations, Fair Value of Plan Assets, and Funded Status of Plan (Details) - USD ($)	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
Changes in projected benefit obligation:		
Projected benefit obligation, beginning of period	$ 1,383,000	$ 6,573,000
Service cost	$ 0	$ 233,000
Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Interest Cost, Statement of Income or Comprehensive Income [Extensible Enumeration]	Research and development	Research and development
Interest cost	$ 16,000	$ 247,000
Actuarial (gain) loss	29,000	284,000
Benefits paid and settlements	(951,000)	(6,060,000)
Currency exchange rate changes	(47,000)	106,000
Projected benefit obligation, end of period	430,000	1,383,000
Changes in fair value of plan assets:		
Fair value of plan assets, beginning of period	0	4,895,000
Actual return on plan assets	0	(194,000)
Employer contributions	0	3,245,000
Plan settlements	0	(8,162,000)
Currency exchange rate changes	0	216,000
Fair value of plan assets, end of period	0	0
Net unfunded status	430,000	1,383,000
Amounts recognized in the Consolidated Balance Sheets		
Other long-term liabilities	430,000	1,383,000
Accumulated other comprehensive (income) loss, before tax	$ 1,266,000	$ 4,083,000

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Employee Retirement Plans - Summary of Defined Benefit Plan, Plan with Accumulated Benefit Obligation and Projected Benefit Obligation in Excess of Plan Assets (Details) - USD ($) $ in Thousands	Dec. 31, 2024	Dec. 31, 2023
Plans with accumulated benefit obligation in excess of plan assets		
Accumulated benefit obligation	$ 430	$ 1,145
Plan assets	0	0
Plans with projected benefit obligation in excess of plan assets		
Projected benefit obligation	430	1,383
Plan assets	$ 0	$ 0

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Employee Retirement Plans - Summary of Defined Benefit Plan, Assumptions (Details)	12 Months Ended	
	Dec. 31, 2024	Dec. 31, 2023
Weighted average actuarial assumptions used to determine benefit obligations		
Discount rate	3.30%	
Rate of compensation increase	3.80%	
Weighted average actuarial assumptions used to determine costs		
Discount rate	3.30%	
Expected long-term rate of return on plan assets	0.00%	0.00%
Rate of compensation increase	3.80%	
Minimum		
Weighted average actuarial assumptions used to determine benefit obligations		
Discount rate		3.50%
Rate of compensation increase		3.00%
Weighted average actuarial assumptions used to determine costs		
Discount rate		3.50%
Rate of compensation increase		3.00%
Maximum		
Weighted average actuarial assumptions used to determine benefit obligations		
Discount rate		3.90%
Rate of compensation increase		3.80%
Weighted average actuarial assumptions used to determine costs		
Discount rate		3.90%
Rate of compensation increase		3.80%

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Employee Retirement Plans - Summary of Expected Benefit Payments (Details) $ in Thousands	Dec. 31, 2024 USD ($)
Retirement Benefits [Abstract]	
2025	$ 69
2026	43

2027	43
2028	43
2029	30
Thereafter	60
Defined benefit plan expected future benefits payments total	$ 287

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Commitments and Contingencies - Summary of Future Minimum Payments Under Inventory Purchase Obligations and Other Obligations (Details) $ in Thousands	Dec. 31, 2024 USD ($)
Total	
2025	$ 72,003
2026	30,872
2027	3,673
2028	0
Total minimum payments	106,548
Inventory Purchase Obligations	
Inventory Purchase Obligations	
2025	39,872
2026	11,390
2027	0
2028	0
Total minimum payments	51,262
Other Obligations	
Other Obligations	
2025	32,131
2026	19,482
2027	3,673
2028	0
Total minimum payments	$ 55,286

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Commitments and Contingencies - Additional Information (Details)	12 Months Ended								
	Jan. 31, 2024 claim	Oct. 06, 2023 claim	Sep. 21, 2023 claim	Feb. 10, 2023 claim	Dec. 31, 2024 USD ($) claim	Dec. 31, 2023 USD ($)	Jan. 17, 2025 claim	Sep. 18, 2024 claim	Aug. 31, 2023 claim
Loss Contingencies [Line Items]									
Proceeds received from other party, deferred in other long-term liabilities | $					$ 15,000,000				
Proceeds received from other party recognized | $					$ 0	$ 0			
Silicon Motion Stockholder Litigation									
Loss Contingencies [Line Items]									
Loss contingency, number of claims filed					2				
Water Island Event-Driven Fund v. MaxLinear, Inc.									
Loss Contingencies [Line Items]									
Loss contingency, number of pending claims								2	2
HBK Master Fund L.P. v. MaxLinear, Inc | Subsequent Event									
Loss Contingencies [Line Items]									
Loss contingency, number of pending claims							2		
Dish Litigation									
Loss Contingencies [Line Items]									
Loss contingency, number of claims filed	8		4						
Cox Litigation									
Loss Contingencies [Line Items]									
Loss contingency, number of claims filed		2		2					

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Segment Reporting (Details) - USD ($) $ in Thousands	12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022
Segment Reporting Information [Line Items]			
Net revenue	$ 360,528	$ 693,263	$ 1,120,252
Cost of net revenue	165,746	307,600	470,483
Gross profit	194,782	385,663	649,769
Less:			
Restructuring	53,379	19,786	2,265
Impairment of intangibles	1,237	2,438	2,811
Income tax expense	6,481	9,337	49,158
Net income (loss)	(245,198)	(73,147)	125,040
Reportable Segment			
Segment Reporting Information [Line Items]			
Net revenue	360,528	693,263	1,120,252
Cost of net revenue	165,746	307,600	470,483
Gross profit	194,782	385,663	649,769
Less:			
Employee related	243,231	268,231	328,264
Depreciation and amortization	17,555	20,109	27,935
Design and prototype expenses	60,497	69,804	71,089
Professional fees	23,531	23,409	17,787
Occupancy	18,704	20,107	19,375
Restructuring	53,379	19,786	2,265
Impairment of intangibles	1,237	2,438	2,811
Impairment of investments	11,769	0	0
Interest and other (income) expense, net	3,596	25,589	6,045
Income tax expense	6,481	9,337	49,158
Net income (loss)	$ (245,198)	$ (73,147)	$ 125,040

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Stock Repurchases (Details) - USD ($)	12 Months Ended			46 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2024	Feb. 16, 2024	Feb. 23, 2021
Equity [Abstract]						
Stock repurchase program, authorized amount						$ 100,000,000.0
Repurchase of common stock (in shares)	0	0	564,449			
Average cost per share (in dollars per share)			$ 55.7972			
Payments for repurchase of common stock	$ 0	$ 0	$ 31,511,000			
Stock repurchased during period			$ 31,511,000	$ 55,000,000.0		

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M$U=!)KF(M/+Y;,7\VMX^9<_I.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ]'22("'R7V4!;D)]J/3%0@R3#LZG5C.=GSVQ.Y?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6''VULS2 Y9>*?IUE!K9';O=05SP6.XYB1^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=]$^!!&&N*<<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3- L+{[W1)072N0/]<_Z3(T M!Z..60F]A^9]GZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL!_]':-*K^(+ M.7\N?<^E[[GT/:2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=? EK{DHN#Q;Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J{A[J&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ;053L_^6:W(GPP13A8+)DACE!>F2J+5&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB4%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<. [1[\8$@F_S6VZ3VW>_;?-2K6J5D*Q$__M2P=\'Y(&8XQ;]#1?CQ1BK:.QK<;,;0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q({A[8N_ 5!+ P04 M" !@3U;7 !^ & ,(#I, & 'AL+W=O&_X]&=C][,R'X!0C9)KF[0*B%K{):&[>#L 5HUK:H)(?D MW_?(ANGLL =\25@XW,C7TCRN:63FRWC7\6:$(E>XB@1MZVUE)L/G8X(UB3& MXI)M2 *?+!F/L81#ONJ(#28O]Z1B&UO6VYK?^*)KM92G>@,;S9X1>9$_K:9<3CJ%"HAC4DB*$L0)\O; MULC],/$'*B"[XG=*MN+@/5*WLF#LJSJ8AKBK> ([5>#A^[WZ0W;S<#,+ +,B817_04*YO6X,6"LD2IY%\8ML?R>Z&>DHO M8)'(_J)M?FW/;Z$@%9+%NV!H04R3_!6_[$;\3]UV@A)($/Y/6 M\+MOW+[SO8Z.3;&));$*N6Y!KFM2'TY8D,)\ (]'GUPW183.'NT[9QT?8U13 M/I;$*GQZ!9_>:?Q&29+B"#V1#*->2!\JL(WFJPSLV1C4%94FL JI?@.J?!FI& M.&6AFJ@03)W:/G5$:3\UU$*ZC9-9P'+?M=_O]OHZ4,,0I*4MB M%5*N4V9LSBFLGLB*JBP"NM@G'&M'X1&AC_CE$4YA?H&F27"IPV96:,K-EEH5 MW$&JZYX"#NZ5<1B(6W)"S27,(T32[;;=P???]:ZU{S!C>E94JO2*U-_ MUY@?[^F- PA#4Q<7^#5)C$/V2Z/N<6;)WW>^C1XQF$31;=6 NH4.G%#JTZS@7 M6J16'8$MM2K2TA.XYJS^+=*Q.H*A_)EM$RU.L]P8\T@L<*CE9M4IV%*KKUL&66I5;:1[<(^XAH\8)KL=D%KCJ.UI(5MV"+;4JI-(O MN.8D_Y$I9S5;L\24 A\1Z5][;>? *U5HBQ"V[I%UQSLO^92K *;(E< M[]WB9J3(.70R[(S$IC%L>0P0C)@JJ:,%:M@RVUZEIJZ1T\<\H/9C2DR0K- M7^,%BW2TC@A_/-1NPAKU2?84JM""GV"9\ {D]YT)W;\$:YRL2*W!.B+T:32? MC'[5\K)]"VRI57F5ML [R1,\0:*H_36!U N&(Q8PCX5H*D2JG\B..'XANMV' ML3FJ,;=S& *O- 3>28;@=Q:!\<0\7_[@VEV7(TJ?F!:6U53?EEH55IGJ>R>E M^ON%R'PI+9O*('=-]=#,BG5=S&JB;TNM2JU,]+V3$OUI(@G/MUC5DBW>8]12 M,RO64;..Y]M2JU(K\WSOI#P_&XYH#-9HQ;@VM3BB\X@Y/#Q&04! "&3"7%++ MSVJ^;TNMRJ_]SUSNK[E=Q\3OE)#] =0D&M(_-N,-3O0@58*U"^#FN,;8&S MO-(!>.;D?8=M'N,H0G>I@(^%?F+[C]L%YKC&M,[A +32 7CFO'TZ?GA"HS2D MDQ&TDI* %_6(A\BO-)2,^O5;7R:PQI#.T?^[Y?YOV].WXM=J0>:X"2@X#BS MM9_LW#WGV3(X/!KRHIR_%$I]C8+Y:VI[H#FN<3W".7R"7_H$_Z3]A/D:$E_3 MY'9$IAZ659-@2ZT*JS0)_DDF898N(AK &&58FWV851I7OUBU"SNU7J:F"NJ> MA^YE[Z;SK -S4!%TD@O8+4/,U3+$!?0I# U"OZ029K4DL^SO:()$=OJ]%IS= MLJ%:,\PEFDZG:N%)KJE JO80J=HB! ?I30OXO@5(,KB< MP(G]ENUWWPP\]^I[@3:JC WAO,0G)B1S M0-"8,/5JS:(0_;,%VJYIL/Z7]);"-+4@: DY. A'D)$IQ=UJ!X7N!CVM7/-0 M'9K+Y370N]S_4<%.)7N&X)=B(+)A"1L5"R66G(JRH- "5296PZABDF[R6S^ M,1J/TG,X+K]T7/Y)CFL,Q#G@F"8A>4$_$_V#P2SE.([K#6#<:?=&S<&-J9W# M6(%TUECFL,/%S>"R,]%B^V1*]);.K9JMG9I9[M^* (E9M5>V5*K$BOME6^V12/ %>;(:AS"$8'Z1,VJK[*EEF/]'-2&*S^>U=@+ MF*31.9EXL79HHY_E%6O=\K+\W\"^(B5G15U]?B#9)JLT M7S I69R]71,,SR1U 7R^9$SN#]07%/_=,/P'4$L#!!0 (&!/5I/&B+7 M/0(+\% 8 >&PO=V]R:W-H965T&ULC91M;YLP$,>__MBL6DO:H'(0GK,D#*P[I%2]NHW<.+:2\>2ETXA6(U=3W=58 IWH@*Q!F9R<5IVA,M?=UI8#F+HB7 M?A@$D<\I$UX:N[6-2F-YP)()V"BB#YQ3]3:'4M:)-_2."X]L7Z!=\-.XHGMX M OQ>;92Q_$XE9QR$9E(0!;O$FPVG\\CZ.XB&>EK>P^G =&%@+ - "!UW M]BDO(!F0TO"%A$(Y[M]$9=DB.G-[HV2?)KMM6HS)/X?2[?1FU\7LV6R517-(/$,W6@0,V E[Y_-XR" M3SVLXXYUW*?>L$I%[ICB9+4\A]S F'<;D*HP'RN$<0W_T%T4%DF^% M5 +;_ 7FQZD]$.*KD>:SB2^U7>("ZD@K)'&A6W) %+9EY$H+1=9DU1_G-O6ML]57LF-"EA9T*#P0=S>ZH%XV!LG(E MNI5H"MY-"]-A05D'L[^3$H^&;/#:KV>E?4$L#!!0 (&!/5H% 4=C@8 M " < 8 >&PO=V]R:W-H965T&ULK5EM;]LV$/XKA%L4 M&Y#$(JD7JDD,M FV%=BPH&FWSXQ$QT0ET25I)FO'RDKEBQ2=++U2R+)=\?G MCN(]#ZF+!R&_J15C&CS65:,N9RNMU^_G3-;7+3/;N3B0FQTQ1MV(X':U#653QJ9)1XN9W#V_. S MOU]I^V"^N%C3>W;+]-? UC31W\WV4DM>L45PT0++EY>P#?'^%$^O06OS%V8,: M7 .;RIT0W^S-I_)R%EE$K&*%MB&H^;=E5ZRJ;"2#XWL7=+8?TSH.KY^C_](F M;Y*YHXI=B>IO7NK5Y8S,0,F6=%/IS^+A-]8EU (1+7:O^"ALXUFH-@H+>K. MV2"H>;/[3Q^[0@P<8#SA@#H']%(W#G@-M$=LC:M:ZKIXD**!R"MM8EF+]K: MM-XF&] [8:,S5TOS*C9]>7(E&B8J75+,,2?*05;0H&;FTX!4[!U]MK\-/;G\%; MP!OP924VBC:ENIAK,[+UGQ?=*!]WHZ")4:Y9<08P/ $H0K"_>KE[OC0?6[R MW2>-]DFC-AZ>2GHC)6LTH$J9/- _[\MD%B/T![-IZK]:T8)YXI#T1=75*V F350V OV?<.WM#+)>V=Q%RIK0]D&L%U M2)(LN9AOA_EXS$B&"-F;'2"-]TCC(-+;E9#Z5#-9F_Z@M.2%?21#D[Z*Y? _$2RMTRC5>Z(S/T(8]8P3 M'7!D< B1^JF=>-N0UD86Z,DUU$4;8DAR'$4CI!ZS-(WQQ&*' WZ$X8HR(Q)* M(*T<.!7+TXUB@,PS1H#$<@NUY#0:0!Q*QY39M[;EI2AW&Z MJLBM:A(-UG8'U#7+<(JC":]*<$P*_TJ1/G J\H+#7N*0Q+B8#MJ=PBNYR$8 M))KMH1FE9= T\?07+OLDI(T'2]TGUD>YW@"94]#,,Q#?[8ML]HO^ !0EV 0 MC+&S@EPS;+KK1- N$/0_!,!'M&F< GDLS)(U3G(_QN78PLBUSJB/UC 2S%^G! MBM,[7G'-F5\4PB"SO585_JAHATGW= ;#?+;7,6OZ9$6,-V$/F4&<.2O1-4,P MF1):L";O>:*\V@:ZI!7C.()CT*Y9!E,RT8-1 M3V\H3&_/H /Z9O">>?<>+I61+'9ZL\^P00A!--$'4$QX* M$UXOS"HK*([B=;D-IGDRYA:/&4I1/,$MJ&= %&; 'FW)[KSZ 7FV5@CE>3I& MZ+7#V83.13WTB+=? 1W[&">C@PAQY$X:W9E:AKKJT:WW6M0C2:_>L*:80_P<*]X3DO\?Z##GG@81 M"7+_K1;%MY6H2B;5NS<$P>R\W93H)_^Y4)!47WTP](.B'>;>\RL*\ZO9BG=* M5]DJG("WT5D41=!(@FVM-JPB4D_X>59FLI&80,*NN:FKWE!NJQ/2$K0^(C)9Q<=''#D>PNWE 0[+ M Z-B-O6F:L^U._5E](QD*_I)8FL(6"C_$:BK $Y]N#UF.,LG)"\>G-:&=<(0 M=LF6O.!>^L4N\9^:?GF'.#%A+B-%>(^"P1MA1FIHLGU[8KAI(8(J(M4UWOUAJE4V]%KQIP6#4X/-RNPU$9GF0D=Y^C=C=:K-LO.G=".U&WERMIK8'Y?"K-3ZF[L1Z+]1\% MOU!+ P04 " !@3U:Q2QA$/$" !4"@ & 'AL+W=O-GDNH#D$P)#GE L]<1)CLAO7U5$" M*=4=F8' F854*37854M79PIH7(!2[@:>-W!3RH03CHNQF0K',C><"9@IHO,T MI>KW'7"YGCB^LQEX8,O$V $W'&=T"7,P7[.9PIY,L\0L!:&9%$3!8N+<^C=3 MW[. (N(;@[7>:A-KY5'*)]OY'$\H0[K^%0F\H-<"GYX.[S;A+GJN MC0>U\:#@Z^[AFQNTC/$HB%R0CTR@<48YF4G-BOKZ3NM7/; MHW>C,QK!Q,&SI4&MP G?O?$'WH [E@@N0Z)AFHON?L0J[CN=Y_MA=;7I\&M90WZO5 M]\Y37Q8GH;E)I&)_<,*Z*$=;Y9?\@RU=0=\K/B\,G!#8L-"O+?1?98%IG1^7 MW]]1]5+WH8B&X$$M>/ JP?B.T(:*F(GE,=6#HZH/1314#VO5PX.JIS)-\52_ MLLB'IQ7YT;"&]%$M?72&]+,K?+23RGY5N""^3?DIDP\%U[>#Z? >; B>'Y5_O MB!KU!GYW5WU+H(_?O>))[]\KTCM?_AGE7M&?X*$MLMV$N_7*M_>M+U0MF="$ MPP*A7F>(YUZ55YBR8V16W (>I<$[1=%,\-H'R@;@(_$)*$L^G8BT5]D0S_ E!+ M P04 " !@3U:#*Y[0NT% #&@ & 'AL+W=O7CXFIH_<_%=;AA3Z*4L*GDSV2BUO9[- MY'+#RDQ.^095^C]K+LI,Z4OQ-)- ;P;)5W:@L9L3SPEF9Y=5D,;_O?1:+.=^I M(J_89X'DKBPS\>\M*_CSS01/#C>^Y$\;96[,%O-M]L0>F/JV_2STU:R+LLI+ M5LF<5TBP]=5\9B_M0!PUP.%( ]V(,,& M_D@#VC:@KVW@MPW\>F0:E'H25[DJTRQ%7I0^D-/JI*(K]&G+1.9F1R)KM"WAQ1=O'N/Y"833*\\ M0E\W2">S:B4OT;N3Z_E,Z8Z9\+-EVXG;IA-DI!.8H(^\4AN)?JY6;'4:8*.) M.BQRP+HESH@I6TX1Q9>(>,0'.G3W^N84:)Z^OCEQT-!NDF@=CX[$NZ^6O&3] M]*"_/CQ*)??2:^1L:[":8#P1:,K,ENYGH2B&9V+/)XL@06L:1W5C4RSWM"QIZ 8GGI_WQ<-BR,*$D MI*>RU)9AK),A()WNA"!H& (GPQV7RBS-RLW2! F/GQX&D1\.6&P9]:+0\P8L MMLR//#^F,$K8H81.E%\%EQ)M!5_G"F((;8;$CV(R8+!E- Y":SYL6>@G49C M#%"|$#G7955LAJR? $7O1&+)F\AE"B!(GSX/V M+CH5+M$3JW1:%#57MM){=FYJM;$W$%IBYSF-*1FB03*"@\&23@9%&'M>#*-A MKW<)GA/NOMQFN:CWGD*O6P9O\I[]=$*C 0F@(CX=U-D44L48CW <:M M*@0"$;N,XQA3?T@$Z B-X^$B@G1ZL9%P!*KW.MCI @YFY\+DV7NT%KP\$&HG M"I)1JR=7A% :#/<*2$AC0O 0S=;A6/O(D1T/]PX$NRW(?:68+J1*VV7#",+X M]DY%A_ET!ZF\8+CI 2KBCR5=;T&PVX-T$&VV@12V9[C"7AQ9R0;(H\,20"= MWK[*REKO0;#;A'Q2&R;.V4 7+=#[2^.O0"S;1M185HD#=,1+_*&S G14>YP1 MJMZ58.>^?2@+;V2+ +:.'A6IE@W0D2 8[L4H N]T?3K70-VVX;3\O#(UERP M Z7*7D:*G[WE7^FB%F%KY@"A7G_8FCE;AR,?)V-SUYL(!81]QV)\<;[W)RO M@$3V3A_Z,1[BV*J$#G?D%%#Y"0Y&6&QAO&HC;-)A?7/GQ=$$@;8SH9&K\X'@H MVU_L@#"BV!_2 #I,M GT1G!Z[T"PT^U;.$AO2\V!"&C[B=.*O-7WGS5:>JYH MIT/9&Q?B-BZWFY-QH?Z,'YP_Q9? I\W[B#Y,\WKDH_X=F5<2%6RM0WK3 M2 ^S:-XX-!>*;^LS^$>N%"_KKQN6K9@P OW_>?J<&$>T+WW6?P'4$L#!!0 M (&!/5]_YD,QY@, &X- 8 >&PO=V]R:W-H965T&ULK5=1CZ,V$/XK%HVJ.VEW 0.!;)-(NZ%53^JUJ]V[]J'Q=P.:H =V:CO) M7G]QX9E W%R6RDO 9N9+_-]'H_'TST77V1!J4+/=<7DS"F4VMRZKLP*6A-Y MPS>4P9<5%S51,!1K5VX$);EQJBL7>][8K4G)G/G4S#V(^91O554R^B"0W-8U M$5_O.<'7W,\=W7B8>RW6A](0[GV[(FCY1]7GS(&#D=BAY65,F2\Z0H*N9<^?? MHZG'8S% [R7=RX-WI*DL.?^B!Q_RF>/B&A%,Z4A"#QV=$&K2B-!'/^TH$[W MG]KQ\/T%_2=#'L@LB:0+7OU1YJJ8.8F#]RC]VB$2H8^%7PK"6-S3M[OC,VR";H$"@Q>'"<=\L/3;S<=2%7F? 68Q)U3**S^?&; M*JA 62\Q-*,KQ*C)&46>;VWLHDLFQB7!T@N:!]>0<=W*.SR8&'"9P5# HO4)0 MEGU%L+.8K$AS2.5_0T4V!?)07D2?X1B65]'./%T1=2UYPHM*:.KTMB-)E$[M'R"HE#T?/PG;;]BV4DW$X\/\"KS &V3AL96/_4$*6I B[/GV#(P[R>)O[B6H M/ELB2E*A-?0:[9Y"(-FF;1$T96Y2%0YE ,@[;385"'Q2SL0N9M(7<^2=TR\^ M9NU//!NI9;+ W'LAW; (2]*+*KEW3J)6?5>Z91:0L5V5VE&2:ZI9!.U>5_X)B M%V"VI^&KM"/_RO?B_R#1=3US!INK3^>;!U6(.3JX$'!4_ MFV$<383 99K5KLH+@DDW! SSUH1&LJUJ:AEQ#^EJFF@>MFNTO#G6F5!_/W^C)A M&MQ7F.8F\I&(="[@04:$-X/N* M<_4RT_07;'F_P%02P,$% @ 8$]6EU,NC8K P !PD !@ !X,"]W M,W)K9%$:L[AG$- Q1L.5TK],@6CA MN132C(+"VNHF#$U68,G,I:I0TIN9TB6S--3ST%0:6>Y!I0B3*.J')>,R2(=^ M[EZG0[6P@DN\UV 69>.#SPK{),!U6;(Z/:)^J>TVCL&7) M>8G2<"5!XVP4W,8WD[Z+]P'?.*[,QC,X)5.E?KG!IWP41"XA%)A9Q\#HML0Q M"N&(*(U_&LZ@7=(!-Y_7[!^\=M(R90;'2GSGN2U&P2" '&=L(>R#6GW$1L^5 MX\N4,/X*JR8V'B!,&*O*!DP9E%S6=_;<^+ !B/M' $D#2'8!O2. ;@/HOA;0 M.P][TPMQ?LP89:E0ZU6H%TL,D'];Z9'DWPNW,8-4B0/>%L.E;2*,%S9C&' M1TLWVE- K0,U@K$KZD@JWQ4N$3S)3)4+GLS+F##KW3%-<@99G3)S!!3P]3J#S M[@S> 9?PM5 +PV1NAJ&E)-U28=8D=%87979&Y,Q3(Y'?QQR[BW))F]$MN5J MKW6U=XH]I1I"%4+2B=/T7699H,HF&XW+1O/^;B_=5VS&0_)A[TVI@ML5>MV*N38O^B M;D*?QX)IS@3,J3< J:R:6D[%A2=;.W*)R%S:&1")MUD"F%M+6I;2= M;;OYK6]B._- WU.7KIOP_3?V+\(?I.2?Q F=$&5U>T\[NNW6 ZLJWXBFRE); M%X\%_:F@=@'T?J:470_< NV_3_H?4$L#!!0 (&!/5K$Y'#>Z <)Q M 8 >&PO=V]R:W-H965T&ULO9Q;;]LV& (;_"N$56P/4 MM4CJY"X)L-@B5F"'(&FWBV$7BL7$0F71E>2D_?>C9-4R19J1L@^]J0_Y^+X2 M7Y$2'TL]?Q+%IW+->86^;+*\O)BLJVK[;C8K5VN^BZZN#P7NRI+B:>+ M"9Y\^^(F? 5A7]1>SR_-M_,!O>?5Q>UW(3[.#2I)N>%ZF(D<%O[^8_(+?,1K4 M#9J*OU+^5!Z]1_6NW GQJ?[P/KF8./46\8ROJEHBEB^/?,&SK%:2V_&Y%9T< M/.N&Q^^_J;- FY^7.W,4E7XCL[S2IUA>3<((2?A_OLNI&//W*VQWR:KV5R,KF M7_2TKPWH!*UV924V,6.Y!9LTW[_&7]J_&J 3S4@;0,RM %M&]!> Q*<:."V M#=Q>]<_T7<15?GA? B"15UM52KWS1O:.UE M!Z=Y?63=5H7\:RK;59<+D92+/&RJ$HE[^4FL/JU%EO"B_ E% MGW=I]15-T[.%V&SD$=ELG*\TMZER1)ZR,ZSM!UG";3]SE:Q-O4O"71,UJKU6ZS MRYJ>^[-\P+);9/#>UV/NT>.WN'H]6^B+,\,\FRX_)+?IZNT4D5F,N1# MWN20-VE4W1.J5W$6YRN.X@K=\8%=^5VWC%+R:R7TI>//+)Y8_8-_YV13\7LQOQ.H9\?$R M\ (,@=!SG?/9XG#&D:P0IQH#$E&CI(5KZ?Z(=$N?>(#A*P WG$1ZJ_;_0RWH5 M2[W"]P(W]-2R1"CF/2*F%XTQ8'CDNZH4+K+/72TVS2D)[I++#D]Y*B[E)7= MTKP[JVIK\PYVB$=ZA*6YZG5<6K/#+9 ZZBIY[NN.^^E8Z[3QY%U.\>. M(T@Q!B2FY!,>\@E?F(\IDU _3U/L8=R+Q&HY=L"$>KX&SPC2DP&)*8G,#XG, MK8E$FVTFOG+>CD)#/%MYZ??4:@G@Q*38WE"(9@:RS-Q?^T)E5)/=UM MY4H^KG&!,1*L=4^(0[^_5K([CLYDD&D$:LJ@U-10.F*![.$OS IWT4MVCK,%#/(!40$@3.V4>O MF^*&.*HSF*,]6AX:BQTJW_L?T>RAR&7VPM0M26H6J2QJ#4U(.@0PO8SA;@ M 9_=,.3V [GX#A?%@"%\0G-.A/D*#@ NOD MPF .@9HR*#4UKHY=8#N\>#GNPSINT*XA(>G $E0M E5C4&KJ[\<=NB O1Q?/ MY6B7'OU[L0XH""6&GXLA72-0-0:EIH;9 0}B!QYC.50KI_Q"3(,^=;>;CAV+ M1&<>NF<$ZLF@U-18CF[2L",/1R*Z+5 \W#8Q^YVQ]&9##*-0$T9E)H:2H<\ MB!UYC.%01%_G3^5*J7_2LCN.#@44? S;!09EJH;2<0]BYQZ#.%2KH?PT%5#L MJB_Q[%ZCXP E&]!JC.AET()03C'XWV&)PY=*^_ M[.,3 ,U? DI- S:UC)L1^R\10QF3.2K]5P@]]XO<9DZ&NSYB(?@M$Z(1>T+]S MS% WE1<%?<9D*L,X],BI [WC"R3XCI")@+(%4+4EJ%H$JL:@U-2#H ,0!!I M/+M"@ESP+XB!,GB..8D$:1N!JC$H- 37CCEH0.[6 @4RMB3+UX?ZLMK!ORNB! MJU,3W3,"]610:NH=T!VDZ[?F[_]AX2/,29?Q>MG3>!G+$%/M!T^3K;N*3,?:ED6/).!M];BH=Q5/5^JB;,&@4LLMFE>SJXOE=WU? 6EV#=%7O*[RJGWVVU:.MO7[AA7B^FI'9X8/O^>.FD1\LKBJWZ2._Y\V/W5T%[Q:]E56^Y66=BI*I^/IJ M=D,^)SZ3%RC$? W+^?!^]=B25!R%^RC>WJZN9*^^(%SQKI(D4_CWQ)2*:0GN MX_.Z*S_37GA\>N#]:^*/)!Y2&N^%,5_\U6SN9I%,V?%U^F^:+Z+YW_RCI O M[66BJ-5?Y[G#NC,GV]>-V'87PQUL\ [+]G[YT W%T 0DF+]#=2_@$U&^]@'47J*%>M%34."1DUY25N+9J20:K,D7:C#5U4_ +^6\WS<5?)O#= 3TP^$*M M%A.>?7(\\M&A+F7(#2W?? KF'7)ZV(_7)J8>/U\^$I>]Z$O3]VO$J;O'QT;N2* MR)N[-.7,X@&-:^>^.SZ[W\C@?L/;(3.:2PYD[*1Z+%^_M)C-^O6_(%#F92:VW+DH1%U_P(:N-1JS(L/EW/*?-)'%TNGHY'!<&%'F'A M&):8,$)]E[D],,3$[YGX5C^X6?T/%G^[%AL!$3839987W"EUBO+K3"[5726> M?G!$[U!I[U"?L6'QS^E1YS26G,G8:!Z"?AX"JT?=;$?5 MY'^E,9(J5Y!3X%>R7'V #6-K+CAR!Y^1(V]HQ\=$A<0G@>9:)BIRP05QSPI[M1J&5T>UVE^:5]"Q'^@)>7D+CEPGU-,?FB#*/&T5)0@H(A,4HIY"]%8*D*?R M\HD?EHJ<(=%L>.6D0*U!N44F-^.Z^@R9* V1V! C6G%/*WZ[KP&Q%7^ M5[7 M^[3,N).)NB.89EG%>U!>9V)?XE1C<_!]?8:6&"@@6ED31.+0Q_D2=Q ?KI7Q M?2.RGW.IVU; ;PMBMIY<6)VIXUL{ I=J-[I$8+Y/0GUI(;"(A"Z;8'0DIXB5 M4<+7O*I4[%4QNDE?\!76V1G= UT,B9HSIA/=3(FC'K,GR)#!S+42N9WB \. MN!GXV$[4:2']#;(,9)3F57DB_W.?[^3*0QE2TV?<0/<^!$5=7T^RF*UP8KF1 M06L1]QBY_@WJ(LD/J'$MD]"$O%,Q88E YLQC.AL$Y7F3RVE0/\0N?WZ44/H5 M^5_@?AM1K&32+[HI/$6-G:9F0F!9^3HU!,6.5M^8V:"&B#7)>@ X&_X"B5+*F MFXOU',2.)=YWIL<1P?=U>B9*#_@(A 5T@MH@,(A=8?1.R)NFX >*N[:T1OF8 MLL"8*Q,R)ZZKYV:KI3&=05T0N[FSt.$O4G3N\WHSFC6GR-.'O)BL:XBI%^;(M9)DH8{)LD#&W0780N^ZXD.0^]&MJ+2J>/Y90ID/$+[/707V@S$R],(=*P=.I MF3#*0F.98<8B&D\P'!0(L4N07U\R#N0@:SD7#[SDZ[R!"F,%_[,<*,*D*5<] M2MOI!!9:3S- 5%S8U02#!?'=$)+5Z--9BTW:?D(I*3/#H62 M"B5J-H^\|;.JO<'/^7K-L[9%DF:0 .M<2A:\]*)6_?/>JNJLU)$61/_:"4 MJ%TIW62M;I6U+<^?TH>"JR%&AQ$12SXQP@(" VFO2S\$- ??=:"K]TD$N4;M< MNH4<6S:B>D4IF HF]O7TN410@1MX!@43-J=1Q*,6PZ"(J%T1W54<$BT(NQ>9 M@/C,"BJ*R!D2A7IDPV"Q1_6DA,!(&U-CIH(VK71KV[[=+7UM=D&,7G*- GDA4UQ7F,AN,"/R)1?#N*)VL7334?T5(5%37T3$X,, M @H-98&@&'5=;X+*(;HB79,1V57Y5 20RW2=/L'AYG"UQXBAVA$(\-#$1PC M? J#76P@N]/QPHMZB@W:B=NWT^UL4$D44$M15L1%*,!P)0L/K4!R;;F#202U1 MNUKZ0REO1#2A97VY\\$.$3Z87@$D0F.KB#T'-_3@.)R@-\HC:Y9'L+[^S MUXI21=0,5/7F%)HX!G6BX8Z(T(JBD$Y47=Z@CCR[.KI51>,;-B/.JG+-:BTY ME[7Q$ XJQ[.KG+M]E6U2F5W>U3OQ$(T"U7:DJV<4-VK]=*. -9)&U<>8WZ!Y M/+OF&?'+RP;D=_{9U: (6/$2[^&&@M[XP6.#IDB_!8(20:"(6>T?[<'8EI'8__MNY5]K//[,D#% ?5%I>]C=D1/MXL0"$R?1XWILYD:$QP$D6<71'>5R#A?U1"A MTQ)H[LL5A.L2,NJQ)$>)G6X6G88B"$3V*- PI8H/<\>QR9^220_HYT0'S3O9_ MEJ=-#I KU&#-B!R9I_-@S@@>"BR',3O3TO$'Z>)$U M<7[-R[3,WI XK0KJW8GSG-:2A?#_6.9HH(#BA>-D@9YA= MSGS+RWR[WZH&Z'/>; [;**HI MP>^"8MUJH+N-T5XI5#EEF+"A)FW4!)*@]1 M*?J037,\SS"T=>/JTA^#@=5Z+C;G&.T'QU$@,"H?9]0_X:Y="WS2U[[7.:4B"-M0.8\>.\>."[^C8T&GSP59ZK9U'Z[M^4VW0'-M! <3L"NA7U:%67QJ2J0ZW-W4IA,ZNVPTSV:I7*$/4"UF+/('"F-!&#%$UA)H'-MIC"8&^GE*@+SH]QUT$?,KH]NRZQ2W9.+%6]??9#*0K+[:'!4Q(^6K/P>Y8WT M@X(H-/9L,)S>9D$P? A"0B;XF&\04LXNIY9L9.FD#\>LQ+TOIZ6J/L"U\D;.!I$X<(T)1W#(M^"13N(E&%!O4$8NM O-^O]NUF\5IH8X %:+>5VW)H]BN"S"9E^W!<"A;T=TI M9I5@[Y6?9[66G,O:^/3E(- =\NUQ3Y,*^C*]YR64D:S7G;ZIMN*0Z1Z#H5BD M!PD,Y883]0?9)MOEVTZ&?O))!_9,"QTPDA9XZB@.E2&H-YDQO5_B#4?+M0 M4Y3.:-5O:.USERMIK8'Y?"K-3ZF[L1Z+]1\% &"0$+CF*;5SIC?(+]\^SEPVP(O13GO MND_V$[UG/21^5FO)N:R-AW<0A+Y=$-X>E2WU)JTZ&7]4HCV(;\X>L9CRZM']:Q,[:A-S?9AB?[3_GF<&_44BO;Y**

M%_(Y:9^J&P8:!_)&G!BPYU,L%CLAQ)9DAA3+(5%MEKSZ_>==5!4NSV962RPFW%+ M9-6K5^^^]&+O^L]^8^U0W&[;SG]WMAF&W;>/'OEJ8[?&+]S.=O#-RO5;,\"? M_?
J1W_76U/32MGUT>7'QET=;TW1G+U_09Q_[ER_<.+1-9S_VA1^W6],??MG6 M[;\[>WRF'WQJUIL!/WCT\L7.K.VU'7[9?>SAKT=AE;K9VLXWKBMZN_KN[.KQ MMZ^>XO/TP-
\:N_?)OPL\R=*YS_C'N_J[LPL$R+:V&G %_]S8U_;ML6% (S? M9S@YG61IO7[OVUZ8>-M^=?7-6U'9EQG;XY/,_:>4\SW"] MRK6>_EOLY=F+LZ(:_>"\\C)
L&TZ_E]S*WBXSPN7\(EPONC= MONCQ:5&_T%'i;>OBV@?>&EQ_ZM>E:OQM&45<7UWP[A5L5U\VZ M:U9:QM&45<7UWP[A5L5U\VZ M:U9:QM&+HJ-W9#TZV+CZYIPX&\&
"7>53)9J]XL\L3FSV^+'YTW;#Q MQ=NNMG6^P". /(!_J>"_NKQSQ3>V6A1/'I?%Y<7ETSO6>Q+0\836>W(/=)3% M:]=Y.&P=L?.QM]YV W*/J^Z4Q7-
:8MKN%#"]0Z^.*_KY9^Z('>_F<.10S MTWD D >_]3M3V>_.=KA7?V//?O[YWQ[_Y>+Y'<=[&H[W]*[5_JFW_2_;K'AC M?=4W.T7SJ]'#XMX7/YK;]_ OTY?%NPZN?F]\T725ZW>N!_S7\
>\VYJ]Z2W^ M^]KNX%:6M@<"N7BRF+Y?%H-;VV$#W^:^;85,T<'MUTX/$: \$P%5#5=F>Z0UDT MOC#%KGQM60!%FZ("8K44 EIP39$V/ MA(_D&F-
>=P69]!+9C=KE68$@PR^"NS;/%B&EAKS5=0-7TU-@/(1@^WC(?" MXR+^O_7CU@!%D)AVA9/AB@=@!X0!KA-/A\@Q10;D*SG?F=Q[11#@J 2*: = M:R2@WM2-
*U:]_7VT774@E'WZON0E=K8G+=95B![3NC5@J[FU]3D":EK 2[-N M!MB?_T9@*S@<+ PXM]78-\.AL-T::5&1"*?K\1FA\K;P&?<-U;\YDV&;IZ?*#Z_5'@"H_+9W9KL#XL'O_5AM])MP
MZ$#4>$A@!$)VVZ#,(&Y%A5=\N '$OD8J!&;O<0'@;*!K. 5\LK,5B1FB)CK/ MFP^OK]]=E\5' Y=V8XL/(&0J0,!/?"TS,0,^,K3'QX]^X&,B7,_1/FX--7G#9@3
M$W9]7'CB!,5MS,#V(+B2TS0$HV\,#-F5L_QS%SQ[L'?S?*0$*URNBPMVI0(+ M]BQ$MLB\CF0D"P2XNE?&-W1OF3VD"UBY@KT9'.*GP"<ZR"]O11>^KM
M(XD95@VTUE3TFP&^+*^+8X%-3VX,7/[2V@[,G>FYV/CAGU-$H)(S$3=M(LG M6]O.]B"V#O@]:AA%6?%+U^!?9 P0U%? T'!W1%8_7%U]7!17;5AL2#:P^,NE:0GQ[(S4] U>%
(@[UQ/]]X15Y""4;@, ^LG>V&[D M!^TM>"K>DI1P'6'O&(H]F>GX;V BX(4<%))==K4"""BIJ$/=P[0@9L%?CZD7Q M ^!1$.$ *1YTO4=-"8^M>K<-F CHU[V).\@B(=JND2--!)0DX."
^UT+IH 7_MD1I.^?WLNDPRQ7H*5+:1T"4#2I<&_ERO\A#? C,%<5TRJ5N8'(#A\>B/; H M?O$DPM_ZH=D2CLB62RSXW_S)_^T@FU$84@43)S!7OY/NR/#Z&>1F5+3(A\
M4Z!*!];VJ0P#T%'O%38##>AUW.Z8G88-W+GA"R6!LF5Y E"!B1'Q\V6X:.5* M>!9O'#_%&P({]WH?>6H8D8;E)D"NM#4(+X"M9^H9R$ *9UE\C;T<#&%10RDN4
M$G3ZGZ.69BO.,KN3S>G5P+JZ?EU\<_&L/+%(J7)1]D3V0[EK*K@0WXA9^&Z(M-Y08!X@?D,<.H/\[<#;3 EK)=.*U<_6^ 7E(5R-BIJ)5.J9-E$V)S*&KM6#D
MBLA(8&"!L3)-7]R8=D3_:#+&Y56QR^ -Q:X\>>F1*?2 8F 2!!]1=N8 M3FQ[AU;'ER#033LTHN]_ND7QZPR8M^!2-(S(V8GT]'$7O3N\]E$E03&#,;CVS M[4F<)E8$(1I
'DOPPT:B!;$CK@*8(R5!&T"$ DE?*A#Y3RJH"!H0'\1AR* MQ +<(R;R%0I)YIXZ/EJ9 MX1CIM*]AS_JW4=6OL/=]44CBBN4!D(D'Z4Y>B5NMX'U<3"D>I.K.!=$#LMJ+ M@)P_'UH/*
['302QOA3GUA4AN4T#AO5G^(719)&*0:*A3F]X/J \.I,;)?1HR M3. %,H;8M3V2>HFLS+3, A#L&97V%MQ" E0H\9M,$\H/!T@6PI1$[5%"?X)0_NF M@8OTL &>H_BP;)MU$(W$?
T>;3>4<63C TT3&HR M5(!EU^"@="FSY7R&3 J2 R3)ZA"N'^R$\Y0]@Z2IF&Y/"G!V4< MOQVL> 0] M^)%V7Q86SRSRB2XJD',T7N_>=]B I?>@+=WBC$!=&2)G@3.DH[BQ]4*M3(\
MU'0<-B?UX8@[@0) 5I([E2)%##8O8!T=WQ1 4@IW>J-1Q,ZP_TE1CX&B!HQ. M5Y+!)T*%= ZLK&O6:B\AH9[&U*%XT+GN'.,#X H/YA9N@ SNAT@=KFL/&85Z
MXFZ$M"!R26AH]6WQH(&W!GP1K)0E^?5LQ.D[P E^8-&6OKLQ-1NN2HVG]1D@ MY4$##VT2#,%"70A77!9,+54H/5P^NU1+.$K"#%EJ0E2(2YW03.QCL6Z2W14&/ M_*;97&%
[%517!]^PDF=SD4QT$VQS=55$DP@M_8>?-_=IG6B;@AAI6 B]:36 MM7!JU,QXD?H0OPR?G,O5%H&W,'[G]NBY)?JE01%^*,6:[R0%P\L5A2*@=!@ M^"_%\1VLO\CL6Z!.X?? 1
U&3XO?1V P.J2-B^3!G+.QZ<=7{0W+?2TOQR42#!NL7D"7RL!&)+Y+WF)CF2 [% MWC]J.40\LS21C_'JP[46I)<'LY\T'I3,&2S _Q=(J;B3E%).0) 2Z1+^V@"
C%5X=8V;BU0)9_DAIQA"TCM M9[#?>W#T(D!9<%\Q;%'WC/Z?0D\@14U,C:A6Z&A+5B>D0LNX>,ACST"QT>:H6>BR5?D9EMTX5[/WG8)2-PZE?GY=24H#Z;B&T YI?TT M-
TS'@G\\"9YW-*#Q,C"9Q>=(\9?$+,]%GD;A0W'(F7N7$"6^B^ZG1P$-3QR! M1/]]4BIDET!EZ$-C!"X&W]Z!9.B 2 YY,$=YAJ54A>$(-5B$R9KP8B"Y-%!@ MEFC4UG9+++$C\0-
R>WO'W0.9?PMCS89/<6%D[H&%P3'4L$U*Q&'7,49'B KNE\A2I:4V!4WM'N&C"/>M/;MI7T0!7*PJ>H_X'BNHY?*I& M3\G2.[$G=T@ZU4';I/_'J>!=:]DDBSX?
DBY&H3!XF43^HPU4CY4$BN+]BYD0 ML$NR\ X,,V[0W3A?'L{)[6"D<'")>!T)W"U!U5I?6;$16E-]QO69DH0<,42/
MF:7@E@.15&.KIAT"QC%06F5IASW:*S*/=GE\2":\9D%.A7,1W0N),A47![3 MNE@$'A7F!P0${A?6;OP&):+DPB;!$%7DL"N(!EA8LVI&F!C=4(()1&LKG-I* M_B;E =?6T;-
'AEH!ZZ&#]SP9=ES*]%%95\""]4$"RA[WZT(*/F94,1 MH!U73&0!TR7(F]$',]1O@,[/4=X4G:$;#'Z[KDH/O9HMPTU,'F]#UCO[.";# M46X SHH^] #-<(I(9<0VXU,#C"A/= "O#
[S%1&!!@L"UAKI04OM(V=3$2I_ M&LR-)!]LZ0,V\EJ*7#$6F$(ISLO$ +9SUR#ZY2LQ=96++EBH$$(^B=3O* MI-A],=AJT[G6K34_"R<,
<8LR*&WEH/DU*>^M*X9D]1'RR=ZH'6M:S#62N &# M!74NFQ2*WDC:0O@DM9"D35]MA'3H(%NVPDB$Q,0#?\.B!\H!&_RBL,SX>MF MFG @]U%,>M$H@1J3F(^++#B,QZ%R"
8N"9OQL/PE5CET]D\G8VF&#SF8"NZP? M&#IQ/9JCIZ(%)=A!@: W3&&!_ZFG!!(%M^N^&*(M ;E0@4/&7)NE5B^1#F)@T^S@BRN@ENTE_
M=F:+9LS'4_37W^H[.%O3:RPZ$QCOP8,^?T_D-",P4&C%G98CJ300L\K035R8 M[6+;$&48#(2!.&41S@X$WP+L^0A>_!T3('/?3WQ?)R5](1V7"R8CN77\=NR: M(1963FP5P $3Q(P-
<[0(BDA,^TDZH\1D0\!-/#@YTY(7P3!'3D^(+#C,8,)' M&9>BRCC"6@/B\0L,/D$Z^\?]L&QK\! NSFIY(N9!,?2'!1=M8V\H M0EQCL1K&,U#&QU4I)#DU]C'+X?
\!$)BN?A$RJ%_C=1UX*?ZC<*@)6YKM)#C M&:'?'9Z. 8J;B>IBN0R]L[MXT<0/@8G2+0HQ8X#.0G9&$'T?.@K6#-YM3$%(FI
M(:YIB7YR:]$K.7*:OXS'M%A@>9BPP0P9QY0"R(V<=^GJKN%1,,;MQ'P:P6<@ MB2=63V-7YRCGSWMW %OL("J:HX#DY8*Y0"EM$D4I4Q*6X?R$3NGVGQ^NQ;@IP
H+&4'BF!4S@EPW0Y1M.SF?J.PI3D5I)EE\$ M6,S%GI1A3"WMX03S?!UU:$;(KF1+!P*\\&XH)3YP9?"QEM%P R@.JFQ 1X5" MW^9N]:]G4V/XZ'A+A\)QN[5UP_EBN$77*
[E(91H>2510%5&&\LER:&VF<'$N M4[[#:B',[>H8QAFINVI;%F#C]ZW4924V:GA21G 0&,2D*:P_0FD41 ZR8RP=_P@8A'7W5'2F5/64-1)A(0I-8 MD-S5<1OR*I/@%YC9X-
&)W8WF.CGG*Q"S)%4H) 3TV7U1DBR*ZPW!,%4.+#Y. MPAOE5AJ SCV/.R58K'C"/P--I1+M32S1X<#G?)3SN.,&9L.T>VI(B912C[16]S(F.+P=Y>8[AJIXO#
MS'F$@QCS:Z2'H!PD8H#,- NM!G]_GEP]<9#G1+AB383TSC540%$;UKF,4Q" M]JX-CK+6K)_<%;5*4K2G54N*'=DILG]G)W5M1 B,JSP;H;4)< V&FCT @!@= M37>)5('ZAD00._:PQ,
+EF)LXN(3BAX(+ MP+"<5\H7&5]8$>C5$>"\H>(./1QT#'>,'RK.H@X#TO\-#?,HT:O MPS_=2XI#L4/X6&VA$>&2'I\@G*U2HM8QK=3&QWM/ M($^*C< ^Q20(NE2Z9HH
U%!H,A,!;H.]13#X2CT.5 9Z/Q)4I#-M3=31S@] M6RR!B$"'>6*_.U?RI";B.\SZ 31X"T2J1#_)LI3\C("^Z\39Q+W4^N\%%Y M-M&=B6R=2^G9"HQ9..TNH:K>3JOW0 3))
<=KS$\0J:)&>^BCR"Q.8CGN;;/O M$#)0ZT6HU1 GED2"GMC];R_J8<<<<,1K'=:/2O'96HEIY=:1) M"Q8ZZJ<6Y9"RF!3B(,ZTFP:+%3'!<0[&S(Y]8\,!+.Z!2)IBHAT79=NWQ8/'
M#V.!JE05\?Y2FQ.5UX/+R.-ICZE+2H5C?1*M!&\^>9C7769-/60BP$-/'U*Q M0XAN'#T3BL[NNR]5/SY[F'1E9$(MO4%,[/D5A9U/K+\H7I\P-8M=._HI69^R
M+V=3APJR/S8:R"R##3%?9SF45!3%Q&!:C\DFE1=[6ONH([<^V:14ZJ(-FH)%M8^39H/ GH M97ZG1+\X2)29:%.W(P:!5EHAP925E$M7K6FV%#--
FX^G[7EJ((EIVD>S=4#2 MPI(*EL)QY'*18H>QF"L5CIF!2^M=XG@#C*B.]RA]1)-#YX/"3'2.]H$%HW[MKU#EI)M9+P>&24NA&Y]T4% A36:Y!(D5\$D#NXW=^F1)!
<^]$RMQP4'5,;) MVCJAADQTDS6/_H 4KJK9X<#B$C;LT8(,XL=P M:3CRVHTX4?0=*(Z<;=)"84XC[?@P1HQ6N'GL739K>\I'9M%!FZ;@4X=']A= M$69*:0/RS:V43I:S:C?QF],EE?
U#FF(*2NAE/2[!9O\M==CPO&IA45N_=FE1 M-!$M4ZXUI5!>&K!^AXSR .8Q 8\1BE2"S4$MK:*N@L$M7)"DLL&<)@8,_8D\9B[+C-7HO% MQ:N >],ZIB$I.9]*-:3!-D
KVQ+75AN+@QQ"_?=Q]QKWF1Q7OF>&EI.0FG *MSLMH/+=ZLGDJW1&EAESUCF]LG_3W3-_6-:>>'\KIZGA(KF>+))2I)TB,A&!(_MI4TI1"E^2*9>(,$E-@S%@>D:-
!A"@=QPCQ.%:,F/J-FJ06<]$7/EC1)&EUX M.P5SKL(\:UG'VC%Z>P)[+3\ B#3N%#:&?/%S_5'0?2S9EV+\3-*(DY"41:0(2RH[[\&QFOD,
MGCT<84AT0#1=3OGN$S479DP=2_73+@QY!]*0W)I=++\D^U)6HK;6; D?-DL] M)KW:,)>URW*@6I(FKF"Q]F\]38[?OD MQ_<4Y_-^39XOB5S6&TOWCN!<9UH7T%\VFCK*@=YI.
[6((O4Z#2)Z&H(0\0.QHUL2!1TFPD_DS2F9S.G"BGV=(8)= . MP2GD)!:HS8]5#Q=GL^TFME'P>G *#1NQ8@U1C_^=[1K',:6PNXS'X]S@Q>)9 MG@V\6#R9SP:6=[O#Z?P-
NR8DODNZ>%.ZX)XPJS(,+]K+*SB63OM2YE@Q%#31 MBN>WI2.GM'A69RK=>%,CCAI8\1NJ9=VX;F>&I!#UW[L*ZMH2@+6B7LS;Y/<#1&I%<#1:WKJ
M[:VM1LH5?,#.9VUF&9AEI MT7R E0W"B;XE:,"'+';/G9>QG.%249* PK+-/\> MV%/*E./EAJ9\%'KE(H#'N-(DZB#9%0.OJNU MA:'I\]BA(ZVA-:RA52W4_4B320"
(F^LH,N;HNXUM:U63Q"74L9.,?HITHUVN MU#4)!LK$##W9]RK5+'.-[;-E0IKI%43<9'I87>Z SK.(2XVOPC$T@D=-(DU\R M>DW''$W)M]=XU-:R/XL3E&J:'.J,$1X?YRBE(;VY#1Y0
FTJC)P*)0\(- 3&NPI6N+CYJ_,P\B MTU/D4<'EB8FF'M2B>(6%T*&[YLY4$N7EX M)C?**/!-]I@LAP86SU0U%)-2MWLZ=2DOL0%?VW#:.-E\KQL&U=N6H$/;>
M$P"&.59'\0KR=9W8M83NKR8:RAB%.]*K0_?Y2>HM@<^]\$?_BVMHGI]SIN6F%MC"F?U-SEM8L3%9(0<&RNBBDL:N;L@8[GBBWS"L:'SWH@/&LD(V)OZN]BNL0 M-8TV?1-
<^]"HD4S98"Q3_IWH@5<#RDHCHFGOMQ;0)&WGQ\2C%N@S,$'?6^P+ MF74?6_XJQ@^2X/_*5)PTD(=BF#AI9$,7(]C=_.!B/N@6<^T%15[6&EG2\2G\ M.@V;ZW :\LQ8@J"S].&8V=
9KFD0,ME+I3HL2Q$ Y/'X1[Q5.? 'E+.+;;\S#\(:GJ M:7!V>H4%Q3+W=.PHS+B@$>B2JY(I>GA(&19EXP7/S!5.@$NJWY+A%F$"U*SA
M:6]10WFMR^C$R&.4AALKPI6=0JLZ8)&$IO=!Y4@\:(}>#_6W/' 1717DT*:> MWL/6U%9F=N#K_&UPV+QPZ2D;LJ,L2VIP\2B-F=N5E>H92I44<>RJ26+:@]AY
MI!2GK3A%VO%T3B$M]=(S-U:'*,VW\U 4_43;#45PY\RL]O1AHM1B.Y"JEG.A MA2V%&+\S&+YTG=IS(LECFV]X+6O^C?-%R0)N39>G6?!O/<_T..]6><8@'-OT
M@7%SOJ_5498T#4DN*K19W@56J7E<;C/A^J0R#&)5'< M2[6O9(

1\W99(Y?MB;UE#>LNJ#N,?MJ!DBBYO%\3J+E 47AFIFS"YZCM2 M0[J^UL2'VYK5BG?B _%'YO#/YC8WE&*FCH67S@Y$DXPZ:Q7?L4TSZHI0,DP5 MD?
G@\V0E;=G@X6'R3LDV(=$H,9>?7KQ-G&*(K,T_4S.I'9@4%X91]>J.NSCG M=3K>M0]=SK9F0=F@.Y)#E @RX07LY':=9/07,K<_'7.6(3"F0\/9?/X$Z5': M_A!BSYRFYHH!JFL*!
<*QRW6"NDFCP=%!&0N%$C%05(^FR054P8Z>7)I_.D^ MO%/(E:+[#JFB99A*#O^U9J]5%WI8]RK8ZI!6S$T[*5>";Z5U1S=H%> M641#4\;(_LV[*I2/8B8NS@^[+=:M6V*#%
(W;7,M6(@YUV'4EXN*PSG32I@RW MG,I#F=>&41(?^B$T#X>(O+QX3OV3--'OP#8ZJ"CZZO%S$=\>\,A].*RW1W3H M0S\1V"DTD=O #>TSN8K@:"CZ_FGCPK.+?Y_,'>1)K0&X M4
"JF>&YBZ+:5ZT9S+MY,5VZY3GZR>P$D 0]Z4"..;'M+>$*]JJCXIY,KD"7 MQQ<_\)TF[:OOW9YD8*T"T?A8@X#R>-)/PQCF"6IA $+*?4%7)%,;C\NOV=]?
MNV@F!NHV#4YWGY8^SFP6!A4P9,HB 7\"L%+XW HTGW"'T18<N1Q69RQE^G8?B.7]!8N=F"['0XL51[MSUX3C9PH?AOKM8Y40R?A-%590H/ MQ]D5$:1\&*=:Q&P@U MV-
N062'"0[_I)1R+1?'*0@H/MJWNNL,K4_! B34>]\AB1WES9[*5+E/01 MJY:L>N#T+TH=__(3'BU"D/L>=.3K&3[=XR* 1,%>Q NZ^17/*E&,Q>M"JR?G\!"DU^"U;+"
[Z^N7W%1);Q[_0L\LJ!OSR_^6H;JOT^AA>/!SV[7 M5,7E-Q54T> MO3[!-R*_@=C'U;3F16LNI4&/JM#PHT\T7%72Y4M9:%%VQX)3M[29I[]=(\R M?,*54#1U$*_E <\=NNO=A]+&V-
,F]@'@V(\EI&*!5))U U.-D.+'?]7J>P>'I^ =($>%QSM'(18@B%GP4OWFJQ M-,?O46J$<%Z@5BJ!!6MF!-5<39DVUBBG[1C 33T/4OU]I$@T_^ !%1QM9&0@IJ8\R\L"_$:Y5*N+-Y\AG&
M-W?R/2EUGF:8^(Q $Z]=-3 +I4&I8PIYM2&/ 1("2C2@[TOQU4*0E0!.9.>U])#Y#%HD#QQ_M-C:U.IVX< O[K0[A8^S*QZPT?+1GAY)^"#Y%T(< EQD>C0P"LS7T] 1__/-9] M]E6L:
[H7CX:7+QXU'OY3P?_W;@__I?XN_'7RER^V%AR&UR"BZ!=?N^&[L\=G MR:>(^>_.KAY_>W5Y]@C>C(^_?+$S:PODLD8GK[4K>/5B\==G9YRXTS\&M\,E MT8D8W);^N;&FMCT^-.
\CV>H?N'^^2CF!]_)_ 5!+ P04 " !@3U:OIU0 MG&T$!B"P &0 'AL+W=OV:QO(2XL56(.@V58,PS[0TCDB(HDJ2<7QO]\=)2O.8KOK M/NR+1)%W#Y]{U^ M'YA:H\B<4ED,X€
\&Y1"5MYBYO9N]6*F&EO("F\UF*8LA=Y<8J'66.PF-7B'N_0_E;?:OH:]"B9++$R4E6@<37W+]+IY9#EG<#O$M=F9PUL MR5*1[-]XE,V]D EA@:EE!$&O1{S"HF @HO&MP_3Z*UEQ=
[U%_^AL)UN6PN"5 M*K[*S.9S;^Q!ABO1%/:+6O^,G3TCQDM58=P3UJUL$GJ0-L:JLE,F!J6LVK=X MZORPHS ^I!!W"K'CW5[D6%X+*Q8SK=@69K0>.%,=+I$3E897P4\1K3)+
(ASB,AT?PDM[$Q]!^-S7\& M@TMA9 JX]4U-!X8/?% :/MS>^2 -I*)(FT)8S&"Y@4P^RHRDH2)$6#I=. M;8ZP=@6!V:EX1$WU#553+@E9K8"D2ZI(=X<0,!F(-514,=GG1
M4&>@A>.\PZ-W2A>Y=8Y.1FK U8IZ.,=RZ[6 4KESAF&L=2[3W"%>4;1%M8%< MT-4NS!Q>_U_XFTGB4\=OI57Y'88!_I>%\L"R0'T

#CRH\G8K<\3/QJ>\S**1WXX#(E"I2BM6OVO7?;VR7LP M_]^^&<=1_+XU<9SX9V$(X]_CR9P/O;#9-*6Y%'O=QC]._;'4?+C'+;.?G70]D%P63Q/DG#":1\TYP%O9-9;_ .3J# 5EH:LQA
U%U@#N M#ZU{)K[+!PZP_R)W^RP\Z"WN!{O]P4F<\G1"KEH+S4G2UH3&+BOH%:6%E(4 MQ>:Y'@RFC996MMWA+!C3E%$4VR[;DAT&DW_N=N2CU_+Q=XMG6Y4["9PUR(VD
MK7=!)$][@I2.C<9@W_]TL#/W4-[?N^F..SX50SL"];O'G1SDW/XNWT^5GH M>TE]K\ 5J8;!^<@#W4YT[8=5M9NBELK23..:6.0W!J%F SE>*O-M]\ 7]6+WX M&U!+ P04 " !@3U::G*
X_8* #+' &0 'AL+W=OE&?'DY.3\^-"$%%*92CQ) MD/BS4CB%3-997Y M7\WZ)Q7M>4GR$I,Y_K]8Q[4G Y%4SH\;H8&N2["7_D0_?"<#9.X8<)ZAX-8 MRW?
2RZL+:];"TFI(HQ]L*N^&5PQSEQ8_*9+B2YRET< M>XBF!<=)%';=Q$SVB!E/Q"=3^<43[XM4!7T!Q"I46Q2*W8]>5+B.Y6,Q.EX M*"8GD[,GY)TVAIZRO-
/_P="AF#H'X$^3;Y5V.MR212I^-KKPXG=5^,HJ$<)/ M&/G]+.:\!9+^M/F'>66/> MV5/2GQ_'_T.,^*IL3A?H$<
M:05W9S[<9;IEY%#,4Q@J_5+749NT02>&7VV=_59>9=)TIR1$]D"$5D-QR15<#*9R7OO+& M;D0>_?H\.W#[;BGM?>W_NVH&2V"2R;+-"[,N%%O@=*K!WQRW6L48(3*%({T=
M@%WQ[V%3&6= M0"$3SF0Z93\ID5J4!1=@<_?.!0((D>LN Q-;5"DP_DHGRHT(\S]7V49,SAGU M]V^39A=N&9CRB@]EP_3BF_E+XC:@V/6)5IM<)26*4]XC?+!"+F)IR=9,8I
M,5.)K)SJ8P]UVF'54!SJ(Y$HZU&F>V +NRD(1(3P#>*DB]U:KP%,4ELXG.U8 M=S*$;R-M9"EGF2(=9XH%UJOH=!R_9>=24FSG2UH!N.3)>EC%3-NX8// $=I+=)%4]P3LU(%
M+F+D96VNV^L'5FDA5TI8#45C,ENJ_TUJ19*A9S46@OQ#O3HBR?04,25RHPT? MM'5>O'_PBNJG^%)Y@%Z)=P0]\E0I4:FBOV$G14$BQZDN)1+) GZ+6R,_=D4;
M5U.+#8C2>:WI(1V00*0;S1E]6'UC&@QWOT&(G?H/!< M$^4 RMK+3/^75&#E&0I@F%*"!*PLEP@*XD^"V.IBA@EC6BW0THEQ M0QE;JJ=(}6*EG?XG\DB 8*XO#QF?_!!
@RDVC$?I,_ 41TR!J4!!/-V=IDJ(W!1_<3"A*V%L^U,^U!Y2,A3ZEZD,@=3@FFMR;M6(%MH5__V MWQ M$/."D-_2]?L#9U5AWX)?%FAKLO[APKC/FD_L,1{U[:C(=8ADWT$3":\H M\9$ZE(
-8I_XAN)0G@!-**#%^R34G-TR3\Z:9Q#\(MQIFX]E290/.A9)CG@_8K(5!1CH/W P%0! %_+V.W@PZ'(YLI.@;1H?NU&R=G
MH6<+GOD#TY$3'Z1=&'$MB_NA^#R:CK@V/G[4ULF,#K:10&LKD$HRP*35(51? ML@2$O-*F.:D)!C+D?8?,YNAQ5R,:$;F,W4+MW$WIO$HQ!2N44ZCA, M@;
(!\P[MKXW!_O((-7LAD(TG#WX8O:X3./6$LWG VQ+B-H*)2%RM#.T5! T:B8;=!4%JKV_MFHHRK0LE0R_8;P MU#,5@0T, F89PD TR2%I&0^0)K=;:B1*J<7Z,
(QB(:&MHN*FYYI MY/@YVF>S9AKD-B^\Q4&>="%_I+9B);.*T5[6T2LMD7#?49TQIC7ND%$.0J!1 MY.@-4.L2JTO>,,U-!>Q\V'U$3_@;##7H]P_$#\/7DS,R@\H>Y4E?A\/QD9@,
MST].Q%>#2K^M\($83X9G$/#O[?]XY]=''B?[#D+0Z*512FPORS+,U/,.O2ZA M$3\:OWNY$<^1/N)(0^"QL=SK$7=G^=T7#>%FUC3AY MNY?KC8\4E1W87"$/X@^Q,N12GNE))>J-
&$:4&J'9LR$:C.-1A^F5)Y@[4D$3 MN1\5*-D#&N+:8BK5LITZ"ZHNVMV_*%0%]ZURL3?#8$WM7=/KD'JL#)64 MA%!1N$WEN0[6!7 ?ED9M<&XY-
Z;@@:3#"YK:)MG>?)S^LNGHMHM+KX+4@RA5 MN.AZKO+T\L9Y37-=4ZU[R<<>HQ=YKL5L:&-5\V)',QV"M"@0FUY-B^CJJ@*] MB=RR3:>J3$8GW8PI,"[!P@N=.\?
$EQT'XW&_#"V,2=>XI(X$>I3-2$;'MTYE M7VVY_),LT% S :!OP@P2FYM/W>$S+L%.+Z7$:GAN=PT$0ZS';]>2 ,-6!^< MCF,P,KA0UC'ZV)0?;CI)2&BR7-(Q@2:$5K4C.#*5!M)'A2-4MT
Y/R\YBRB.8 MDJCZ++=D>C-[$4WKEG/MU224=38O9J#!9M%Y)M%2I:4VT!4W M4_GREI(7._LVPSWH'4O<5-_2?L#B U0PVG\'$)5]>R<&NT+
MP34X@C6YO$<91P^@YZ BW%/-=GX1TJ(TM%XU@,D-!KMH.J:7;A[$.*M"5]"& M<[N(-)%L@]7-S6X?_!?0EEUF;DUJJM,,=G1LJ0F"FPA^XX4AMI2:H0\H^BS2
M12.S.Z3)E=09FR9]F!UTKOY*0P96G:DC\6/7<38:F5!]3-JAM -+A+S/'H% MMQOYLQ"6>F-J5'A[$EB>#,515>+Y55/MA3H<33!Y8I /X26!0Q^XZV/$<><# M$T]E-
SSP,$[#MZ;F;O.E;AH^4+7+PV>^3QB2-'R4J3FVGHQ>O1R$5V?UA3]-SC^I[566%N#W*HCA=T0/+]\NI/4\$L#!!0 (&!/5JFZUC# M<@8 $D1-9 >&PO=V]R:W-
H965T5@:4QS/A[K8LDJJD>R837,+*2JJ(%' M]3#6C6*TM$:5&,=A.!U7E->#JPL[]EE=77@VC0 M#=SQAZ7!@?'514,?V#TSOS6?%3R-Y225ZS67-
9$L<7EX#HZOTEQO5WP.VI_BSK.,^"3B6U:,2!(%) [C] 1>TD>:6+SDAR*E=4GNF*&E5W4 MG&GRY_4<5H%4_CJ4 K=!>G@#+)]SW=""70Z@/C13CVQP]?)%- W?G'__[=U/
M3Z'_!Z).XASV\C X>:]D10S4(#'2_@;$+!FYE55#ZS6A3:/D(V0-D\FK1C"H M5J.A5K?1&D%K6)_.'%0N2"\-HP55.!0[)5!2-4\(<:[2U:(;4AFCXB0,6H M;F'=B-RWQ?(@>D77
%F(M@17F8(ZH09G&3@EUXSI@#S2PHT53!EH5D0 +)"_ MH 47EOS [4SK GH$M3T#/"U U2@(V'XW2^B8KJ]5[P+2L&56$H2=!9):)=5E=ZL<4Y84WDP))?
6(Q'IGL2"7)=.%XG.8G6-?'9$/-?FY%6N[M8)>E#1 24+9%%QD'/[!E0FP(=23;?QB2=4#"+,%-]6&0LBNM/6,!TEO>4"BXL]<2O*C0I'Y.T/22K9S37#@K)B.:(G.PP)9,=Y3PXE
M6_\/X@N)S0#CKZ7A"UZX:K(N5)YCNEA OC%%78UBCD]ZXI*XI:IDE_4#J@]\ M2'!@&,U&^6'BMBGS=I 6"@=PU6(K>,0..*!=@8O#*--EB\:!JCR7ROH73A=90 MC@)*%2Y=R"
<\V<3+GZ>A-WW.E\YOMQ2<,JV1:KWER)S5;,"M,A;J&V15E]R; MPZ"K09SJ.NX.F2N08_=8CLB7+7E@MZ9"2Q<:D8"A^I*%O!=4+UWEE-Q@YT<9
M$9N%VHBUK6=$MCN6K3V=P&\\>LR2&HLO"X3>/74W?HO99\J1)K04O+30R*(_ M@4%6\-JN;-GI<_('2N;=$ MS.(0;J{LR&<9W@39;$(^XKFZT;!W. OB*'"%I3-)I3'ZUC(-
=G$[!*D\SDH/] M) F2;(9 LR#+I[A'$$\GI[,,_,+4:Z!F1579%927VLL7>1QE;_9?202G 1?%:=U+N;?G.K)#UPVNLJ9WY0XS/ MJ;"U:E__H;_TC-UO&'O7;>]XZ=YY;STOCHHOMKGM\?

^QCXQ:1>WG)0:"9EF$ M?(4)7',K@3"/]U^4_%9>)Z !1[EG^1:KO:%K]Q7410D>7X&-VD,5^#_S Z" MM,[(+[)^:;M#AXE9H^4W^${RYK,,EJ/)- OAFF7Q\X$DH,XD3V"S,X*2SH,D MC(X$X57OY.P5['6[%TB2!'$9X:ZVFOSF]U*Z>A+5=;V>K1U;GS MF=J=D:+PFZIR&LUFBVDE5#VZN?)S[\W-E6YRU/OK43CJ M)SZHS=;QQ/3F:BR+%D0U/CI2-J)!KT93N@]
[_(#M[YBPOUZ7UO[1OU\[C$>6-=;KJ M-D.#2M7M?_&E\\-@0S8[LR'J-D1>[_8@K^5;X<3-E=%[,KP:TGC@3?6[H9RJ M.2@?G<%;A7WNYGNMB[TJ2Q)U0>]J)^J-6I62;JV5SEY-
'<[@E=.\D_>FE1= - MD1=&]*.NW=;2W^M"%H\%3*'<0<.HU_!-]*+$MS*?4!P&%,VBY 5Y\<'BV,N+ M_Y3%|,9>-
2V,9+^<[NRSB!O_GO*#^TIR>E3&$N7=B=R>3T*6*PT]W)T\^TW MX6+V^@4;DH,-R4O2_T347I1W6MNO..KP^KC.*"LMK8VNR&TE$/>Y459Y]%72
M;75!>HW97#>U4_6&P"FT:BR4L99R7:U4+7BU]4<:Z76I<19+DU]R7@8)_+1K M3+X%&FEG5"Y)WTOCY]=" &;H792/[E3683;0JLU2-.4.J@%RU5H(-4D?;^H6L
MN9'%A#X]DNF/9X'/-D#R>3'P3<45"S@S-@5ZD 9K"@ESLPFC6^T]5.U_? M?I-%8?K:DK1.@7]DNP*RFVK7[8!)^N)3U(84Z'KL#1X\X3N@2+<^B<]RC +6G6^J. MSH4Q#
[Q45!QO]MRFSQ0.O(^B5XFW%"K',<4E_9OU\-Q!0+ZL5HA6CW[^B>G" M'Z ;"V_8,;V1&U77?-!*E*)&,KS"ABR89QF/9HL@C9=T>S3(TL5/<`%8_(N MCEY3&
99LN1CS\KI11^.\6'MN2IR6/!7-Z(6]BP1!GO=TX&:_T0WOPY=[]U MB:PC*?*M=WU C ,XBSXW M%Q@JO5<&_.IQKO^V=Y{L4 +]IX7#6U<@'MMPJS M@X0B 85RTF#W(-_$?
F5;+'%)SZ09&N]+(M2V\/Z*4A..CR@6I^, MR5ZTXC>U^A_CTP/[&)HVW6 : EL4+0S@+>61[@-MY#T:A."1>X_Y0 "KUW1X MY%;6?:)K8Y^\921W:)K0V^809\X-
,,!#//C?./"%'DU8&@/?_\XTG_-/ MCSOCQ(.K.@6281C!F:U<-R6Q!O;R!/<\ MG8GI%]_R8>OWAC/VK@? ;0N VSQQJJ;TPF,;LWTLZ'<4D*>+_P(13WCQ'3Ft+ M-9<<)_-
MK4N]>:#%9 DN0^(L%B$&%U&0A-F8IZ(@2F(>S((PYL%%&"1QR._M?.DL@OWW:.%WCP6FDQG\$081Y%U$68P]T9BB-,BBY>#%(@X6\7Q,21HLH@5] M,J+
W0+WCK;F\2/5HD)F+281A4F0S6;0((%ZRS'%63B.%_%V)HD2#-> 3? M,] [B?JY9,XF!'$TAYKLOR3#$UP#;R71,HB6"?MK/@]F,ZX92;H,TC3QKU&& MPL2_3MD7LZ]A1
RC+;_L.)0,!ITKGPV>HE\&39_[RG:T[1>U7 U?Z5(57I1% MK?$=@B<)1-CT_8CM-+2_IRPS 3W-P3O=TB"W3&!,63>[$;TFW-1G0;F:,;LO M7L(G&7T_PG#
<$56%&V^>;KJZS1"01]Q@X/+ MK(&JJV[:DH4-(4=^N^;$9! MO%C@-^/,"7${GP:F#.<UPX-8W$";*=;L">\ZF^Y7,L])MHB_[(]'U'+U:4UZ&*V#.)P0;== MX00@@Q31 .(0A!\]/Q?*
[K05I3U$]B)= &Z/(G'1!FQ,%VW QO3N<8\ N@!. MHQ@X9B9CO#[KX Y@',"NK]=&;L"MIGSHJKD]U\=PW2]UO>ET(?FF"%'5HQ76_&S4)[3SG7+U3B ;2 C(=$P?V, M,8+;B.)7D&*;
<7PAZ&WI;R_G"A[J_-D6K.N1?/_"ZN/ZT?I>L3E\.73CQ>(?WCL3$YM*G/^K(_U)8-LN[@4O4LGW\W:EGW5R&*985V MS2?9JVB2')_X;.GD_0PS#L<'VK5M&3"*2.-
$ZH^4E'YO(_X MRF6P2P;QA%;_1-N'S'[FW,:>C04#EYJ<%A7&P3#V%I:"E8(Y:@W$& M0IHM%SQVGSQ^% :$R/M;8.IND\Q&9]G-B^^#TSG_"6VF'CL+_6N-!V#WS X9ONS?
\!4$L#'!0 (&!/5KV%T9FX H '<> M 9 >&PO=V]R:W-H965T[CW/?EY<:Z.U\H%<1]51I_-2A"6)V?G/BL4)7T{[M2!F\6UE4RX*M;GOB5
M4S+G2U5Y,AV/7YQ44IO!]24_NW77E[8.I3;JU@E?5Y5TVQM5VLW58#)H'GS0 MRR+0@Y/KRY53\YM3.L\'?M%JXWN?
M!6DRM_:.OKS+KP9C$DB5*@M$0>+/6KU694F$(,:G1'/0LJ2+_<\-],>L.W29 M2Z]>V_+O.@_%U>!L(:*UD'49/MC-#RKI\QW1RVSI^7^QB6=GIP.1U3[8*EV& M!)4V\:^\3SCT+IR-
#UR8I@M3ECLR8BG?R""O+YW="$>G08T^L*I\&\)I0T,Y M&!S>:MP+UV^UD2;3LA3OC ^N!M[!7YX$D*8#)UDB"VM"X<4? M3:[RAP1.
(%,KV+01{&;Z),4W*AN)V60HIN/IZ1/T9JVB,Z8W.Z2HU$[\(LM: MB3?:9Z07UM5->_//5'&K#-_ZU3^E(\G0_28J7<[^2F;H:("":\=" M5E'57+6,G,CM/9N)(&Q$*6WMIG>ZP:. !#*83@Y0
MEFHH.H.T6.K?52Z62(=_SN0"CN:A.73T=5;T14%.8[=A2 0B/;L3*ZN,8I*F!%SIXDE@=0JWS0X84 M_!#+3I62,KKP>FGT0F?P7B76TFD0R15TSHF$C?
K"D!'0D7@;,;6,"]$_(^A"5C'[:Q148 MYC'\-'<;LS2R5SYQ^_%?(L3LMQZ$@I82_915&EP5?X" 6=6*!*C3(F&Y%SO88-D"@N*,]L4)WIKZT=
MDP%Y@BHFD"T9@*/\@:B:R$)G>BLI3;%32@(YZ$ROV*DH.M;*\>G.>M'!>]9, M,"27__;L^GDY84_G!KL*QL3G*-1P3<)#!8%.2!PEB (X/@< MIJ@[QB\@N12E;G2,%U@C! L?
D1&\N0H;I0PL+!<+'&;%8N(*21>5)<$(,NV[MC%[-IXH-'S!97!A:)*W15 LG*R4-4_(=N,+M,J?GBO""U<[%3\QM4PJ7@26,(L7$1HDN.D:4#!\>- M"!>93_%7^04R0>
%:#A$=8)-4IZKS*KI&K5\I<'Z4IJ;2')NTIN%*!?7K99O]C[+]X[.Q M 9^'X,HFAO:Z]W^A*RDP8A=!06[[8/DFXS4-'LM.G<*?#:)A>>T#>FDDT*YAM:=1' >E1_UZA>0QPJM#H+%G(UJ9-
#J;81BM6 MK6(>^UK=]KI"[13XYFG)B&Q8HHV (S49 &*%;%_-AV]$)4N2SK4=]F1^)/: M-G*G)K'-P&U[VTC/#1&PJM6P^2#6EMR%D!IR;\!-#14NAJ%]P@WK3N@\[$E[
M6M+=OA&H6>R0&SZFV^<4>>_CM_/%$D\IW(-X243ZIGO=3)-]RO?E%0H"0U M]WM2R,GHK0_>=VV%IU9C-UG?R)*'$;Q,O]>]*VLFE,VZ9E?SWPY>7S%QQ0[7':ON6
M%P>EOE%+;0Q),T^P=7I,AW\XG8A77;GSG*O;DMMH-QU.8:/;)L2;QT>SX7@\ M/@:!S*EN3DIA090FLS,QFTY(D\<2!'C;)/E.U=\3Z[Z^&,O@]67M ,%6K /7M0
M'X[.])JF,=@P)^!\85V(FQ&,!32@XB$ZIW:3SQ6MZ^.IV7)Z#>++E]CDW],12 MXZ2#\O%HS!R)C_6#)-^;5KN'O=&P+9XHG 4?XP\T3T +$H G#^J4>'N%EW'1 M%E< -
'S@Q.?).VR[Q[F:{R64CFF@'B" _<74S(U.%#0F;MEONSJ3]G^^> MT.87CV) T;XJ+=8B5W(%BH&=X?VQ)Y36+*.=#N6Y1+D0J[CMK&%VE+

MJRR*-"B5:AB-1N?#4DC=6\[#V;U=SDWME=1X;\'592GLY@:562]ZX][NX$'F MA>>#X7)>B1P?T?]6W5O:#5N45):HG30:+&:+WO7XZF;*\D'@=XEKUUD#>Q(; M\\2;']-
%;\2$4&'B&4'0WPIO42D&(AI?MYB]UB0K=M<[],_!=_(E%@YOC?I# MIKY8]"Y[D&(F:N4?S/H'W/HS8[S$*!=^8=W(CDDXJ9TWY5:9&)12-__B>1N' MCL+EZ!6%:*L0!=Z-
H<#R3GBQG%NS!LO2A,:+X&K0)G)2O:5;27I^^>A- M\@0/6-4V*<@[-Q]Z@N7+8;*%N&D@HE<@QA%\,=H7#C[I%--#@"'Q:4E%.U(W MT4G$.TP&,!GW(1I%TQ-
XD];)2<";O(+WZ6LM_0;^O(Z=MU0'?QUSLH&8'H?@ MWKARE4APT:/B=VA7V%N^?3,^'WT\07#:$IR>0O^^+/Q/"/A%PV>,;4V]!M$D M!)-"Z@N$6U-
60F_>OKF,QA9'\"OA"9*4VL/0J?@)75 SF9LQ\\U6J2A$O]-U)F4@)6P$BGA))B)QA^I M$U6GK*TD54-*]= '5PA2K:Q,L$]-99]H""9&TR5YX_K!IL)<*+)'2A9I&M$(MA&N]@1?
VLSKXD%E3@E@)J42L,$PDMIF(2GJ"8< @CEE&;$G!%];4>0$\97<4 M6N@^Q(IC1D6KG4@ZK(CS2GA4&]"8&R]%P.J(-;%K'.RDK;(FMZ*D1*>@C0<3
M*YF3OI*D=Z3,@9^J=IL[=LW\/)=J<*I:IPJ-4DNJ#QEU ?O>S MHWH=>#V39@;QXY8.O"@Z_#>3+?H7A CE_9SCS.IS2Y"-";H,10"L9L#]'@Z M&)XO+5!3NV;/DS84+^D;?
60F'OO:##O?_U"O_,KA'%%#-$^!]K1]2%TW[X>] M>/,*^R)L+K6CL9>1ZFAP,>N!;5XVS<:;*KPF8N/I;1*6!3T&T;(W6>&FF*[M80/M\W+Y+U!+ P04 " !@3U::#^0#&4" ")!@ &0
'AL+W=O<,K8/IDQ45)E [%&LM* ,DLJ"RP[[I#7!+*G#BR>W,11[Q6!64P M%TC694G$RQ0*OITXGK/;>*#K7)D-'$<56<,"U&,U%SK"'4M&2V"2C'!F90%(9(M_&[Y72Z MD@:XO]ZQ?
[&SZUF61,*,%[]HIO*)<^N@#%:D+M0#WWZ%=IZ!X4MY(>TOVC:Y M@X&#TEHJ7K9@W4%)6?,DSZT.>P!O> 3@MP#_-2 \ @A:0' N(&P!5FK6 M079(@'737>?^KO.I?Y(Q@?
0&!=X'Y+M^V-/0['QXT -/SH?[)Z8)NGL(+%_P M/_?0)W=#%_;3&;,8RXJD,'&T&T@0&W#B]^^\H?NI3ZJW)$O>B.Q QK"3,3S% M'G_71DE9RDM EUH[>=4G74,QLA3&%C?
QM1\.O(^W$=[LJ]*3-PJ\<'28EOR; MYOD#-W2[M&82O/:M[W8[/[VS-O)J?ZI]MK'%OS2-2=\3 ML:9,H@)6FM*]&6E;$XWQ-8'BE;6")5?:6.PRU]*$"9!GZ\X5[O %.B^/O$? M4$L#!!0 (
&!/5I5Z3MS2@0 '02 9 >&PO=V]R:W-H965TDV78Q[(*V MCFPBE*B1E)W\^QU2LJRT%(-ZR8TM43RO^!Q^O>)D)^2CV@!H\I3S0DV#C=;E
M91BJU09RJDY%"04^R83,J<9;N0Y5*8&F-BCG81)%HS"GK AF$UMV)V<346G. M"KB31%5Y3N7S%7"QFP9QL"^X9^N--@7A;%+2-7P%_4=Y)_$N;%52ED.AF"B(MA&P:S./+13PR
;;&GPQVJG--#,I2B$=S%!7!NE+ = M_S:B0?M.$]B]WJO_9N$19DD5+ 3_BZ5Z,PW& 4DAHQ77]V+W&1J@H=%;":[L M+]G5=0<7 5E52HN\"
<86Y*RH_^E3DXA.0#+H"4B:@.2;@"4$S!H @86M&Z9 MQ;JFFLXF4NR(-+51S5S8W-AHI&&%Z<:O6N)3AG%Z=H,=DH(D#Y*FK%B3N92T M6 -VE%:34.,;3+UPU:A=U6I)C]]J
W(I";Q3Y5*20.N(7_O@X\0B$B-;R)7N^ MJ\2K> VK4S*(3T@2)6=$;:@$%]?B_ZJ\:-R@3?[R@YZ9%U)/R'+9W)3I&S+ MTHIR5Q_4HF=N43/O+U5)5S -<&(KD%L(9A]^BD?1KR[P-Q)
[P7_6\I_YU&=? M1/'QON) XF@Y_!AW\T#FJ2BU6&_8D;#G+>RYMU'7\I0\;$"D0@+2[1[5 MLI+/Y.];R)<@_W%1>@5_=.Z^D=@+]G'+/GZ/M6O\EOQO)/:"_Z+EO_#V_2V. M8\DHMZ-
:$9&YME!7!KRR/YH!?QM_+\@7L;6#D<1G]>YU0MRC]H10DC*)[DI(M0Z,W0!8B+VEA'M6+,5;ISFW= -/.'"^EP,XWI6@QK8BB&)%)D1.-_H]H4?_C
M*RBZN/5:PAI3:>ZKTCP=G43G<;/'FE)12;(2>8Z>#]W0ZM$VWOENI@@K-!CG M8(04U4QES[81-,N8,7UH&8W)0QL*6+=+_/JEUHYK22U#K-)0L^;JD(SWDGO MT*87?
Q$;J.0,"QDR.) M7E'4LG+NGOZP8T$/_C?VVLN9!3)S#;]=W'WHC_]N=7,ROH?%C0\>-_;[T4]/ M)6M6E%[*UVSR-XN,D_(][&U\\+>QWXQVA^EULX(Z4?TR@]&(I/39^8GF#SV6
M\&!L8[\#G;=;U7Q+&:?+GE6G5AE9%7.(LIV-<$.;A-L7+*_4JML8=K[K]RA<(/ S:?^Q&]+VR.5N3U(" _5Z_.86RK7#+G]C7M >-,W^ U!+ P04 " !@3U:/*4S M.!$" #=! &0
'AL+W=OD6E-\Y:".I\Z&IB6T-4!9! M4I L259$4JYPF<>UG2ESW3G!%>P,LIV4U/S<@M!]@5-\7+CC=>/" BGSEM9P M#^YSNS,^(A,+XQ*4Y5HA X<";]+U=A'R8\
(7#KT]F:/@9*_U0PAN6(&3(@$ M5"XP4#\\PA4($8B\C!\C)YY*!N#I_,C^/GKW7O;4PI467SES38'?8,3@0#OA M[G3_ 48_R\!7:6'C%_5#[G*.4=59I^4(]@HD5\-(G\9S. &DJV<
V0C(HNZA M4%1Y31TME%*W\!4$L#!!0 (&!/5HU?!$% ME0T L\ 9 >&PO=V]R:W-H965T=86S+N>XZ\8SM)*VFFXG'2;L/.WV 2$A"31)<)2L_OI^YP"*3(5
M;]*'MGI(+)$$SOV<[QQ0K]?&WKFE4E[<%WGIWAPMO:]^.CEQZ5(5TAV;2I6X M,S>VD!Y?[>+$55;)C!<5^F+DT+J\NCB-5^[L1>O3>US7:H;*UQ=%-)N MKE1NUF^.)D?-
A5N]6'JZ<'+QNI(+]4GYOU4W%M].VETR7:C2:5,*J^9OCBXG M/UU-7M$"?N+O6JU=[[,@46;&W-&7:?;FZ)0X4KE*/6TA\6>EKE6>TT[@X[>X MZ5%+DQ;V/S>[OV?
A(@#B\JKP9PNR2J?O,5=C77^XGHS4]:IM+;:;\2M=G?B@RQA#VC>"UEF D]+ MKQ8;\5:[-#>NMNKUB0=IVN DC62N IFS!\A,SL0'4_JE$^_*3&7##4[<\OX
M6BR>3A)Q=GKV;&2_IZTBGO)^3W^/(I)6"PGKY,]FI6PIRU2) M7W_&1F+J5>'^L4LO@>JSW50IYGYRE4S5FR,$E5-VI8XN?OC#Y,7I^8A,SUJ9 MGHWMOL>X-]:DRCGE!();7-
(GI\M%(J89;NOYAK^0N+P(W\3G)2+?._'K9W7O MQ55NTKN=0H^S]8L22[E20CDO9[F&\V:B,KE.-7@A>M6 ,]EQIK!];#,B:O2QB4K)KA)G3?(XM;1IC:"K*SS..N1:<[MW%D
M\2&WQP*26:0^R)MO(M]#SMPH:[I,\SHC<62Y@4H\28N5=2EKOS16_PN\FA3+ MK"+?0U:#?E)39G4:Q #UQ9(YUV5(V93Z&F[]4GKPLT$Z=$;(;$6<"#6?
M(T\ZVA+*H#WG0=DR!XM)5!9_)).LI,[E3-,]8>8/$J1'(4G_%DAK%A%DK-(E M*RV*('ZKI86VH#Q6>- @*1R\F];ZN]5W#.\D*WZQ,FA5]9T'7$AG2GC?AEP,
MRQ0^JY[*25Y$>,X6AK.'+VS"A#64ZSN5ZZ4Q&2N@,PHM&)HODP7\)F@_-76> M-?IG7W!UNFPVIK6TN:OG\6-D %%!_8T]MUT^NGDBUHI]2)6+()6V M&2_$I?M*V6"KI%!41+?
I#$&F.0-H!BZ,$E((+(U4KA*IA)#;P2+D]1="S>FQP0*1+9X<>L M^ S1LR@1CD65Q\H4TB#\%?\ZOU9]PY.]=:D+Y]VKV@7#06QQL[[\2"SS+*J M*7"
[!Q>R8@]J?;';_US4509U[[H"'42I2)_ ?.>!65-JC\Q G(2T UQ6$LGH M>=UJ3@YS5@P_?@TUZQ0A]:E1^77K\MCQ>OHI$8M:9UR9(37@F:)(H$U[&;M4 MGF&OD
LHS7G>NS"._(R,31['CO5$>B_3N\ '%PT4 Y.R:\E,P7:0&MH"@32: MG9*9N+'U#U8)0G#[>GG@5O#ZTR):M$+24Z_7WAUSQ."$J&(1%HN:8^8!G#EMUI;(FCA'!R/
M"&#$F]DH,J(G'VBBF#BD*HHKF2+:47OET(0AJ3$=)X>(+,DU5&4YX(L4P%? [QUMCM M3P'G2"8+33&\:+VN7[0A;.E[*N1H^S1]]Z$I/C%UAB]"NSZX:G/PM$R9"3BD
MJR"V$C>Y+'FOZ>U-XY;1#M!MFXD)!5I>DT5[9!J)P]])>?E,%SQO&C(ZT@HG: M>'1Q'Z<9O#2Y6J;!#MAYAB"2=ZH4G$W[-+E6MONR&Q/?0NHB)'DK,TVY@?A&
M!BXX^<&9TCM&@R@/@+&XP9(B0R-^4:$9[C%]3MNDN#S7"\(2"7& .*-'9C4@ M,"NC+@.W7 5(6;B;*1_:W"1"4K980#H=-CE&G]+ (<>)4A$V#PJF+6P1/+Z1
MDK4+&V.W@/W@I%%EVWH,A)5#!,>T1&X'-;VO+8E9(/5PQ,'KR;&:R-LJR4TE M14'P(3H$K.8#)LZ"D06U#US)I[R U_D(^R?W$999I]@QDQ8'RNM2WJO,2GA>Q.-1?=F6-@BYF
M@NU$0/@U02U 49>)#<03L611'EO5Z72!':X C,> M8FA#I:(19:L=6""?DY+6L 4!5B+VJ%:),D4$U- F0V^XOS;U-CIL8S<)5;KI MS"@Z&8=0=V6Y(/7P$-
>^32C06\^S@M.@H#Y+=+F-5]=.#@*3(76WN9_3WUS3 M,(%Z!>J$= AD(#Q).! 8QA)YFC&(R64B?OC#J[.STW.N[>_A6\:ZA*]-SLDH MGC*Q+,N:&A:NGE2/:(8E)J=/_BKZG)*]0\
<<]A%<(W(H(A)I<,],(24&J+D) M1 #,:G:E&;41LW^2/JA)ZQD7.6E9FMPLT&6A+(5NI2/>&F8&=5,T)$/4E<2\ MS3".F],&QO6VZW55F7:VKH)5^@J._1")T54,
[$JEVN7Q,07"D[7I^4(A%R@;D181Y4JEQ'X5$!I M,MTDG!NHO RR_<#+6Y;H3L?6G/J^$%:]?5L+]+.(#K$=,1OUY>XX;CHRDWK> MSJ2>?
Y>9U+0#$+^^S^5BYYQIG!22G1KA^$7+\8OOSO&>^=@XP<-\[# ?Z^9C M(Q[\LO7@E]_@P9]Y@G/#D.8=#W7&0FZ]4R_.JQ#/>Y_$@VH>.6T%+' M(44:%-@%Y,-"C%/?(\2/K1
/E[K+8*X["&.VPYM-RBC2^>C7T\H)4?$6V< MISE@W)ALD]/NW.CTL=)=A=9\+MZBP0QPHK/4OI2XA]S',L[O%*/\M@EJHFL' M;>Y"*;!(R2T?
^Z:;78[YNDGE;L)M=Y0KSM&]#J&;A3(&"NA0IX$CAN(U=4HR MSJW:^1%HP,>IJPD =4B %)/)S1-OGN!/7[*HM:TTNPZ0X%A\4 7)UCPV-"O M?
Z&]5P'6R(I[.JAS%L_!^,"*1B),7KO4*HY!,P]#V#@E*5Q Q=B(M,*]G#=.$:, .;Y;P& 17UDL:B5C%[1/:Q="OO0..C.M0Q*@SH.:'%#V7!=*Q M9.I@_<38,*
[67"FXMQOB*!K5==@=7S(:^9BJ'<&!;&XV[3@$3^PI9VGZ_W7*K1\3O."\'-_MO<[.SSLW. M'NMF-[W!W;1LQB#_0><;Y_!C/X_NFL/'03,=!);4'M)3G/C'?+49&/?&T# S
M>L2%:T8IES"#[TO<<['>Z*,W1J!&:_+R_(&#K3BJ7,6)6V?H6>U%:>#7&I1" M;\=S%)6V9QD/C$:;;C 6E&:01ZN'RUJ0',9QH[[3O70Q&7W_89?OW)J<%=5# MJ'O-
/T[DJ\R_+RNA!2\0UOEF4'I)SZ&-Z8+PZSN:@""^B34&-BJ HB&-W1WC M4W*&T,"7& M$QLE[8Z#B:X:- <>[4!^9K#TO;&^!MA]?GH:CMZDI7-Z5>C8QYHF5[1#=YI)
M^\V3.9%OJ?:J#NRZ@NO20+0WD=A7K*_WAD&L?EVL9VFP+V!Z4-2/N MP?O62>6T;&?UR; #^>[6C$/J+TS9U #W/4+W2\90WC.=F'2#V,DW36*_1H9]=7F<@4-/?^CI_X^:
MK>\#E0XX](!##SCT@$,/./1_&(=V1].3;SF;?L?O8VNW/4]Y%(8;9^"0K;Y' MMAKSA>Z0=_+H4][=<]B>)WP#MA]GYH!U#EAG+]89<_ON58')H]\5>&0;>QM>
MDH.H(>&/M.:_[\6!D][O,PN%S$2_0G7TUEKIPT\UVZOM+UTOP^\[N\?#SV0_ M(+$A_Z"GFF/IZ?%+M-@V_/(T?/&FXE][(BUZ4_#'I9*9LO0 [L^-\5"4[#RZV 7NES:6R)DS9\
[[I>FI)>:NI'B_/S MKQXUIFI/7CRGS][T+YYWXU!7K7W39VYL&M/O7MJZN_GNY.)$/WA;K3<#?O#H MQ?.M6=MW=GB_?=/#7X_*F75V-9579OU=O7=R>7%-
R\73_$%>N+OE;UQT;\S M/,JRZS[@'U?E=R?G")&M;3'@$@;^=VU?V;K&E0".WV31$[\GOAC_6U?_@0X/ MAUD:9U]U]3^JGV3%Z(:N MD9\?7DW6K[%VU;JM559AVR"Z+HAO;H6K7
MV9NNKHK*NNR!_NOA\T<#P((K/BIDWY>\[^+ OA>+[*]=.VQ<]GU;VC)=X!$< MPI]DH2=YN3BZXFM;G&6/+_)L<;YXB"]_YU#$0/P9!X Y,=OW-84 M]KN3+>
[57]N3%W_ZP\57Y]\>.=X3?[PGQU9_\=*XRB'].L^ZFA:W21R?W)AKFRVM;3.X MAJWI+;Y,&_8E &6!8X>- H ,L@TG6]O6]J;&/8O";@=^%P%^WU;X%]$*07W9 MV!YX+
<^Z/OOQ\O+-6799U_#T8/NB:[:FW65 2:TS),Z<'.+:NH&Q$<"T=062 MPLAF18S9,T+M:FQI$4!G,?:];0OB]\+V \CQ#&0]"+,VQ03<(H)==T7TUAG) MA;Z$4]>
[/#/.V8$AJRNSK.IJJ/AP*JS\PL#0OE@-4%L!MJ'=Q@R>UML3+NV M60_?ZI=+4Q/B66^5] U>5 7B$G%8T],.]\OL;V,U *!O[;5M1W[0WH)2!1$= M(,6! G.@)_"Q5=\U'A,>_;HW<0? (K0-
N\,R 5#$)1RR^ D6]K>_>D/SQ87 M7W_K3_G#[+I,,MEZ"E2RD= E TJ7!JJ_)XA<3F\-'>$Z9U)KNX')#50CG-K4 M9T>DTE,OE9X>%1?
OX59@Y^_=4#6$95))D1YZ6[D/_.G[5N@5:6Q.,/T^.Q$# ML2#PHO\^H@H?0B,*KHD%!O(X8!LN#E .2&R!QO!A1'-C/@"]): !;XW-EEE_ MV !]&B8^$GX-RSZ JNLC&7,W7+1R(?(%J1-
N%38$$.[U/O+_,"*_"=6 #*Q+ M$+0 6\^4/FPZ%YWE&)%\Y8GDJ^,Z973PB7.@-)HE"CI$RAP%?,(R=+VO1-Z: M[;;&*R?.[KOKRM$C**S?OG3_-L_E%49D&%$#[775?>5*
9Z.)%X!:T2LE+ M'Z %?+0#.7HG!+H"X+](TYWEOUC4]4V0>.((@ZQO@3J.\9-'5[5*$@F,&:W MGMGV($X!+3>6L0@(01I SDYPDX/=84$ Y59EF#8$5H(T!)/.-#+9HIHXHA
M@@9TZ*_$_T@LP)O$D,"/J"Z8&_-8,7?_:'F"8Z33OH0]RU]'-41$>-P7A20,6=H F3C0\&U(P[,FB DW'S&!-X@8PA6\[*U$@2)_KV#!#L&)7VMAH0)$#-T(\@;6%- M3P?
HTGH;R[3A#&HQ=GU\76(M.+8J$35A2P)61!9*>W@3>3M"'%M.%9(QPK8= M>S<:UEX'V=047Z6 #/$?V\[*NUEXT$O_M;3:5FAB].' MA03A+V:R6&S1]F!VH8E6DLD&++NNP#R-
F2WE,V12D!P@258[?_U@A9S&[.DE M3<%T>U" TX%A17L[6/&->GM=V9L\LWAFD4]T49Z<@QE_?-]ATW?C>M.-PR'& M!-"1)7H2.$LZBAM7*PPEP$-5R[$F4A\=<2=0
,A*6"VA9C5=G8"U=WR3 4DI MW/&-!A$[P_X'17T+,J "\[O+R1(6H4(Z!U;6-4NUQI!0#V-JESUHN_84C@"R M)!O,+=P N1X/D3JZMMXE%.J(NQ'2C,@EHJ75-
]F#"MX:\$6P4I:H2L1$U'> M$]S HBU^=V-*-N&5&@_K,T#*@PJV">:FIRZ%*JP+]C.JE!ZN'IS,)9S%8^Q=DI8C$.=W$KA9[6?%MN1&X*;UI-E?8&@;5U<(WK.39&"5GQ7@O19TVT21"
M2__EYAT?6B=8OB!&*A9"5X#:LA1.#9H9+U(?XI?ADU.YVLSS5F;JNKM!'S;2 M+Q6*\%TNOD(K84L69K.B4 P$V(PB#!$%'F3]L\2^!>H4?O=,5(%8<]EO(S". M[6%1C'B68!S
^RL0GX+8JB_&!F0@'8!(32GLB-01L;R;,Q: 43AHT>^B^UY: MM 1B#>JM7T"6R,-*)+Y(WGUBFB,Y%'N?:CD$/+,TD8_QZOVU9J27/+,?-!Z4 MS!DLP/\=I)0=):68$Q"D2+IX]R5[L+0M&
(S#PX]3;(<9J@)B"@SU46QTQ!G\ MVCN#7Q_UXEX9MZ'EZ1_? \T!:A#^.8?PBRR5@/G,@_GLZ-J7&I]\:PL+ZX*, MG@/P,Q=)0/NS!^W/1U>]:L'T&+I^-P?0/5]-W692V>+4(O=B $U4
Y!%1?$0 M?9$%3-H'KUW>WZNUQ)(57!W2PB +(9=_(4J6%$[' M \SMKD':(*$<.*$2DBZ\)4L!6Y2T0$T]A\%4O>19C4HFTMP@FAS;ESP@(W"^L7;D- MF@VL-Z9NIX8:8%>0PK
P^:;B>6'H%@U^@@F45"V<6DO.(.:!KBZ##X4,M3HF MM2_.0][Q_*CH^ '-\;^K @W)LZL6_=SFD 3__%4YN63ZGN*=P98M5/K3/VR0
M_CG[WA6)"_PR#]FFW@OBZ,.MV='52W"U'ZU/.>A=-OA7,.*BVP(R)M-YZ_-E MUVIB5!0%0+F%G\5!LR5(PM%Y4\1M@ -/41)F8+H@;7G?38$\>HE1\OCB*+K?
M]*CC!R9^5)A;1/'LO7W*0NA+VF,J[F(1(%WO97XS[,T];'+9%%'S3T M 5NX-<56^(Z8LRD2R4P$UEU;(7'(5V*,J?395@-*#G%#@3C[@?[2V&GB:,*R MJ[$&O^N:?:,5;HG1.Y
3O\0>*GH6: '&T((9YX[!JH"E<8C@+O2<'IE$74HP M<>MN2YD$>Y,-MMBT7=VM-9<*)_2>=>X#NBIYYM>T&*S2%5DXP@'WD$]N2-F1 M<&LP+TABNJ_(2N5 D:
(W,)ZP)4E[9#C3%RP$Y" -AVW='0P3:@HNCN;T7X3P M.NQQ!>S=KHD:+BD(,4N4G[-@".=7TS@]>5TC'-=01 ?- Q^@CT(E7?"S2*;- MQ>7!K)AS3]TDPC>VY4P"H+'#!GVT"'99W\M
#R=N-7V*@T!('G)E*$.5[,B; M/@7*+]BJF;]@2KE?O7G[)]-LOWV=3Z@V"0L73"T4H>PH(,615B)G+M>Q/=,S M8F!3;>%S#/20R!]0TH-R-:15EF"1P":Y&DZH_WM).=*?
K6G0)GWC3[]"9]^> M(L//H>(S10@(C7^G@]_S.&2PLNE(7CB(O!""6(/Z\#<\<^K5)" 2MG.!(%!R M8JHECA$Z'UJ<#\V@H199R?B@-4!YLE0>K1Y='E@3-?S),0V*,>Y3]$??ZC&Y
M%8J%+HZ7\5P!?JI>P\")T/FI:]>G/Q%)'I%B7V[Y1*:AL _(6([D>H%Z4IE3 MA879#[,5$:_!$!>H(59][+ RH<">C^#%WS"U,?<]>VZPB_XM@E+!Q$PZ.Q1Z:\< X6DKR
MB"PXS&ZR1QZ6PEM@EJ] @M\A@R9(YW#@S\70+>']QQ?,!91AA ?AX@!A/8?F MZAT%];"HI*[L-<5^P?,TX(G0(M&J%&R<.I>8OW"? "+3Q6&"6'488$/JVO%3
M\W1AT/.S)7IDX8S3X[,Q1=%0<75-VZ+7/W=OFI(!<&\V8(TAIV,1TT#V610@ M3\.Q@C6;4A-3)"9]N&XGQ&5JBU[P7I#F;CS&90#+W80-9L@X) M M*6D2_%T
M#7R"BV4G9N<(/BH)9;$6*[LZ155TVG<[L&%W8D40GCBJ A8-):M)6L9,25B& M\W/B*8X3F=;4.ZI65-7"\0YGKOF$W4VKQ^NQ-@QP H+&4"2Y!DS@EQ70Y6M.
MNR<61I#W(K6B_+T(L)!E/2C#F%KJW0'F^3CJT%P/74E#!P*\\&XH)2C48-I] M1:CA+=!M5+. [B<%MKNF M&VHP#=!K=%^-?@D)8,
,JR;8,UCCS7DQ+C$1)/M9:#4MD$H#H77'R6C%FHC3 M;5=1$4,&7&29&S 1V'>U][IY4W=X5Y3_4>&<5@XI=F2GP*BMG=26D51C7!5= MK1TP47T 7(/Y0/JJC>+F\2Z!*E SD+#@*
$L,?""N9B%^#FN56"J !T\,E)[MN\1 $:O@L$AO002T\ A%E@47@&$YKY00,KZP*L^IR4ZH]+A#=PF]S"WCAPJD M,!3+FIH#]QBT!9>@ZSGVAM7^_GAYROJ)V\@44Q6!E*(B-?]^E7
#A],RC5BP M?8 X,[M&0^]#=,;:KN'&P9*4.#$;%5IQW%N0UR4G46^ $_&D>V2 .Q**?!E1 M(TF)M+!!B9QH.4^@F&":\A.XE]8AWXW'L^P]<;$:;X?9*&),*(LA]]:P@!=
MX:JZI10)")QIJ:0 9@17UV!F2CXJ?DBR6U@]Q%X3^3/L?"N3!KDF5(+J>$MU M1[[J;/8(@&"";[*EVU-]$V:/6BWF4:/7X;X]="XIT,0/X6&V64^IF'8[05WN11S_CXI8M?5UU.7-3Y;*$,
(0!Y8+ZJ&)>?,8N-9]AK$ M1J/>&;:.(;[&I.)?P]- I%I^%"U[8RERHX!>M>(6XEYJID5">*]$FNC.!+9. MI70T0C&Z2H(4 M:V-8.<0L)L4PB#/M[<&"04SAG((QLV4OUG"HB?L0HA:=8,
<%V?9-]N#B82@2 MEWE^*R(+R>K"8/ K"B,HN*5L>E>N&&B%:"=Y_#"M?4Q:C,A$@(>>/*2Z M)!^'V'O&%W[==U^J0'SZ,.J,2(1:?(.86'4KBF$?6/\L>W7 U,RV]>BF9'W(MOIQ-
W2K(;M]H(+,,-L1,.M>>PL7N?.1P[^XQR\6F59+>Q_*5N":232HG]K3N M/U*G3E=\R,!@8T87*XQ[W:Q6.1P0EU-8]=(5W)EKU_J"J!*1C4JRA95OO<:3
MT%OB(4J*O@/%D;)-7*S+.:DM'\:(T0HW7V"MQMH>\I%9=-"F,?C49>&K M3E>$F5Q:<5QUBS;=L"YK-J-_.9X265_GU"8@N([:_?+JME_BQTV/*]:6!AC
M;+53BN)^:)ERO2<%W>+04M2A*$$?)1-:?MUC/ 8PCR4&&'^.)=@9Y&HCE988C$9ANUZ%I\-MAYO M:S:GY'+$JX![TPJW(2K[GDHUI,':0RO;$M<6&^"O.M1@[W>0<:_'?O5Y8FAU
MDIX23@&C"&Z)VRW9/)4.A5R#HWK'U[:/>FRF;VO" 4]\$ZJ7J>DANIXDZ*@G MB(P$;TC%C2%$*8Z$1@.RO"9*C&T8BMC2-6@PA$*N_AXG#BM&35Q"S5(E.NG2
MGBTIDYR\\'8,YER5=]) CU6%]/8$=@]H?@<@T[A0W)URY^:YQR-JU%@F[2TK M,JDCNG [2,V/X 4ZUGL^VI>428D M[="S,)R $H&_I%JRID]?-]^B'_-92CVU.EGD
&"IU%W#3(Q37K;2^Q75)QV MBBD/5&)(<5S&UO6I*NYY>5;UAZA)FU>.7$YJNNVC'V4D6%F?B1LUKB;88)N0 MT9$>G535K($]8P+Z/EF)#'JKG0649P+N?(T;^CF@.
E8I_WB#+)$5RD(RL(W MD33B)$0%##'"HIK?>W"LYBB]9P]'&"(=$$R70[[[1,WEVJBZ+]4/NS#D'4A3 M<&VVH?R5[$M9B5I+DR6\"/7B4Y*_<<6>5/U.5.7C%8,$-6AZ^KTF)
["9I*2L*K\Y8OE?/- M9"97356;8&SE9&J XBY$;;H=./#-*=:]8<@>%ASYBY70W!(<^W))=?[:Y(<= MR4!3OOD4_T762-6N>A.ZOJ7T5:<7C2B,I.V"#+Q3:1R0@0+2)O,S-V%A"PKC
M050!S0PH>4"!GX+#7>14< MHP')Q:E 03I0.[:B1*^[517:X-H >[XDFJ?Z0 M1!,RB4*;E##X2+4@MCT\.E\:$3\C3QQJ7+?(B0M@ \P__U0TU-2[S(5\J" \OT0%>_-
MC9@Q;K53',>;A,Z^<"X_,TAI0&&9YI8]>TH];[ABHN,78$S]@($CD-8R,>17UX%;Y'[4EL MZI GF4>[T*<^TJTV5*O/=]*.EL1;UU0O-)G/XZM@$(AI[;2TSO%1TW?F063R M#B)#
<'G@X00Z6EX47@+9GE '!8U."A]T>C2)]/J3W#F/7 L7,M\S4]SP_\FWEY_"%7>_89#*=SFL=G<6QF@TBQR*"BX!1 MLUW;O64:BZ >SPH2L82\24HVHS8*O\0.S=-WQ0;;-
J/^]J8K;V'_*]9['(F=C M=%S[22ESZP[F'*("I=DS>*C31:)L#&4? $VG*/$T&4/M6]J>H.,BU%']J%$" M"?N4:%4.6G 24*=)=X]"T51'M4!H>;\XWKC^-FX%>AT*=6>UP)=8*AUI&[ID
M%\?[67^R6 P]!]6]7IPU3M W[P;'X M0,AW9>1NRH1#=+QY%B6_3D.76IR/.M,T[HE9'P[119V4&#ORDN[W%@W(+CT+ MI6.Y"I"RGSW'>X<;6X-DDX %%XRGL\A(9IQVJU/LL96
31*:H0E*6O*%#TTE M($6AE;'Y& @)GW5Z+(K-:& L'DS%$2"N,$N4'J_@CQ[U1NE.$7=C,0J>7I)R M@'B>?@+(6*QNQLZ,DULT41AU:!+B45],O]O;#^TW0VV.84A>C)-"@\I0U-L
MN."92:,1<%$%2C1ZP$]"F=5(]M;V!?JH;-6W(OT9I?[&,G]EA]"JEED@H>E] M4$D #YRBUWT-' \>0QL&YX%6Y?0>&E-:F:B K_.WWI(#IB$N/:1<6HITQI*8
M!QW,W.XQH;@(W=R+.YJP9=@ZGH@S J\E2O"2FX$Q3U?)J)QHIMNL>/I7;)6> M,_2"+XXWB*K?'2-VAK\[!T,1E'_BC)@:(8(-.;+?:B:
M(1T<&JVDY99D"NH[.49SI%28M@N=LV0I#>023=[9.;83R(2^:#A)"(3FY: M&G>XAOX0C.MB-2ZT!!I#%-A;K-U#:Y$+>.JUK*5F @Z+(H"C6'8
M53RI2H9#38TZ_1JY%:1HTS(B(7Y]]23U1=?;!D)L,.;4?-&8N+;R6? MXP"/7$/+PUC @QY"+7!MKVFBI;DEK3V"X=O3F)C+NX#UI:]I-PR[5Q@\BHL. MGY[_D:&L-
AT'V7G2F0?.%V]H0G3NHJAN1?/]:<\,AH,;GD,;=2B").@Y![9! M+++.9M7#N7$F[DE_*)I*+ON1[S3JTO\)Q"[*0!P[0/@P+N0-4#5.:F$9PSP7 MQ[<9QMPG3)#'L[#W2Z?
82IB[:"8&ZA3QE=]]7+8PLYEO!V3(E$4_@1@I?"Y M%6CJU!:+B;&95"?42I!3W@LBF&23$-#>W'@7#PSM2+_,C(\+#MGTC,@?4;27NO28*^M!)K77!-N4?^U MFA'W/6AG-
))GMI@J'NXGE5JSUT2-G=FO8\E1QHJ-*__4=7.8=(P+(?%P$@Y M5F__,H3L0TW*/+XT1DL#F=F,9OLN%A#>Z4:LP])SSPA$*&7BX8B:)$5M.7,I M61O M8^,;(>O(@.!C[!
(:9Q=WM;P67,9\67;TJSOQ[U?U7=LAI01P_>-7@&=X^F^@ M%OX;L'3GV[-\]\5 _OI;V#C4:1_<;YXS*F['R[?O22"P'??O8='SNC;T_.O M\TSK(][Z LX'OW3;JL@6S\X?DIE\
;;P54/&HV\#YZ>)3'2!UY4KX*XH=96S M+B0Q#[[$!BFQI&HR?8()3GZ/J0^K:590"[$DC0B?E?Z'4EU-A08%ST MM<^V<@97M[1)SG"Z1^X_X5PQ#3!"JGO \P&.O?

M0FAAJZD4/5;#HK\BX9R!V MG].C-D-?5S'9#FS_416>MX(]:'$QPKN1*Y0].JDOA.OS/'>EP4N?GMW',"'6 M):BEQC2>=DTE8=UT>KJTNY$H'/L.)PORSF@WL_A1VS3*#QS&8(8":-
WQ3T;Y MLNFI[\=6!0?L_-\'B>+&<*.5;_4[4/EYX.=JO(_&)YW_>2,=+4(T+E#H7&,J M<%O+3!:EB/BZ?'"%O-R2_GW-/ ,/?T_ED2305%D^."HLGI^<@38#'S7K=V[5W
M5,1P\,]@EWVO%92HA%AJ:%%FH%8J$@+?;US6(&DF3!L*<^-B3."FGF>R_3,2 M!"**J'#Y12\N.,\7#*H-%U,XQOCO(]V2P\=2CR.H$F0'MHH^$VE@:YC&&DXBW/M3A5MAH&
MJLB7CM.:OR22[NNVI8G#.#BSR:F(C:HEMP1@RO>(0$2>!3!/999A-D]B:9SB MCQPJO+4^M.&AI&R@BW]*DTP0>AX[Y{H194^\7J'O1*:H#],2P'1"M2"
<5Y"Z!%LD#AY^,5:EN*RY_(P'P8?W;!+FE&1L=9IPB6&1X._ M ZS-TXX\/KXSWD81_D:R67:9!]#=2WWB%DHLBW>B<2]WQI=1^152I<=&H+C*\[_7*7#.& MQ^%H]U_A?
S6,C,C4'*N\L(!)GH&9(S:1V)2[3HDK+:SZ'T>:4V^_*=)=I)OJ::Y9LD7AE]N))MCE/ZI!$]\Q^6>H^5SB>GADEIHC*,]?AC/ M%]Q+>#_ Y "5GJY&U,Y:1OPPWI{QL+(X8Z#.V3ZBU?
57B\'=3KQ5S[8[P> MU!TN*WE]]DZZ@9I%)M#_O_WSS[RRF=?3$!"B5H.2'B!C57!(E^]CGFY6J7\XI MF0L2/Z+VQ-=F,"^>-[9?VU?@8]-/$K?#=R=8!>4_17[!(M%O+A/7\
[.NG)UQ2IG\,W1:71'DW= W] M>*4QS2P(=%YBS?1(-BCH92=5S0P=U3[0C4)6.*6Z"N(PO EJQH6WG+N[M5K.
M96LJ+G"M0+=US=1_*ZSD8>%%WO'BGN]+8R^"Y;QA>]R@^=]L%9V" :7@-0K- MI0"%NX5W&\U6J95W M\X'O3)'JPG6RD?[.%CL?!"2P@KS(U%8+0\XCNL*@M$ M-'[VF-Y@TBJ>
[H_H'YSOY,N6:7PGJ^^\,.7"RSPH<,?:RMS+PU_8^S.V>+FL MM/O"H9--23AOM9%UKTP,:BZZE3WU<3A1R,(7%.)>(7:\.T..Y1TS;#E7\@#* M2A.:W3A7G3:1X\
(F96,4O^7+2J,\O/E/>(fI]%@<5S@(H#CSC(\]5?!'Q#O,1))$/ M<1BG%_"2P>_$X240X+UG2G"QUR?N_GN[U491F?PXYW 'EYZ'LZTSTPW+<>%1 M;VA4C^@MW[R*;L*W%\BF
]GT$OIRTW4,R!VLF.8Y,%' :]:@P7\[LDY^A<- MG*?_I40PM@)@:WL7W(LP&@P]4,4TK6&NLXC6=]!5'&FM-S/X!YGJ2@ H@5AO MB>(QB?:3V$\,5UP0J&PU 6@?
\"G'QD!#PMIEAM6R)OLCB*WW8N9HE_$X:0A?XDFL(D\\-DVJ6"ALN 863^ /BS MY8^L&PO=V]R:W-H965T._>O;OC:,*U[LX7B 'N2VW\-"E"J,9IZF6!I?!] M6Z&A-
ROK2A%HZ=:IKQR*/!]5.LT&@[.T%,HDLTG+S M\+RT^E>5AV*;?"20XTK4.GRVVY^PC>&_&&2M019Y-XXBRRL1Q&SB[,HDLTG+L
M<=[^:2EDME!$OK?A64+#7ZDTD:R ->?
3&6+MVCPLF?PAAE\LB84 M'GXT.>8/ 5(BUS',]@P7V8N(5RC[<#KL03;(1B_@G781GT:\T_\1<0_FWE,' MS.6W6GG5; F3PT>K3("O:$+M$)HZX&+Z?;[TP5%)_?&41
V!T=,$N,W&OA(2 MIPGUD4>WP63V^M7P;/#NA?!&77BCE]!G-TUW@5U!%^E!6+X'R]WAQE/\7_9P M6R"LK*9V5F8-@2NE[6GU-WH(_%HH!QNA:V0>5>UD09T#E5,201(+E:-KE
R6 M.I/8D+R4D$J8'?P$QXI>%+,VE -_H8K]-*I*AK,2UM33MX_[>(!^!@NA2_@ M"'[H760CPC>!*%,R'W$X'IY UCL;#.#6![]$?SZ"8=8;$<"?C_^BY>V_ I;/
M.5(^7B$Y\'U457H7%21[[AD20#AMP:NRULWY$DF%G#6BZQ>E\('$*A1NL&3P MFEJ,W3I%4CWOE8Z;X&%;*%G0W;&CR]33I04DO(T4 E=F4T
MR2D>>L\,VR3EL&RKZO6KBVQX_LZ#)R]^%4.1Z (- EA17QFI2$INH@J=M\:@ M!KO\"^,U[+D*/]8&87C>=-'8;#+NZWLL_7SN,D?;A%]P1LZHF4K$V,*K=JFJD MKG/L-
"*2CF.NL;=_@(UE2;4*NT@I5U[&,B*)L]?V'>3C4YHZG0>@$%)D@ZI M/+O,?4!+B:'2@ 4UIU"'4/Y:)B# *7_WQF!-]X.&E1,E\F!ZX)9E%/*NTY9* M0)(/W%26#+"G=-
*XAH"NY>OG0<[74?^J&2@_&3XEN'89R/)9ISBHJ+WC#:CQ96Q297>F.\F#5TPQZ8^KVY M%[@:#RA94;%:%KP&P=9SYJ_O)EH>2/P1\&V\L4<="0KSK_HQ2_9W/&T0ZQD MJ=
((%#_?V"TK2PV$;GSM,)W!I%9\.>_1?S*Q8RPK*MDM+_\L,I7/G<2!C*UI M6ZHEW_[,NGB,@RDOI1EA:V7#J0-I*Q6O.F7TH"IJ^Z5/71Y>*"3>$072*1#C MMS5DO/Q(%5W,!-^"T-*
(IB_B M#3F)^&E%Q#X+A/"A"?P@B'DP. %WQ4RK3-8LI{EO7A%TS"W]-B KJ-+V="4S1TL%,G>-^8L/KSS(-_JA/OAX'YW[GWQ8,L'^!J.1W++ MI9*/#^)?=CSQYS!FI=8OMJ*TL0
PE^, M"LLY0,:P:L7$P!H]!'H@<&90>2LQ77($=U53\AUC(%E#+1:P)WSR)#KP'DCB M3HF'$S]VDVFL)VX\G< GAB_!$&_O<.P2/X"00!@1^ U]%UJ/A!%J)6$,">I/ M C>
(IQIHZL9)I&VX))K "69,!F9,?HP92WN5L-K!XZYA6D 3Y!__3EKX 7Y0 M$'ATCG^/+169MJRO[)97#:UW'}XEQ(^OY-[]EP5=%:4F%*H9^1W>K01VY'(U M\?
4%7\#C_UCWC+5'.9JFHL7I<-D:A9L[2ULAT/E!MWAU6O)Z;MXP:ZK=CE"71(U>TW&?NIR$R:FIA/R\$J36- M?3U$K)'CIZ\'<.1O9:L'3]OJ^[P9),L))2'!$YH[,
M)A;%"'[E]7FJY7M,G36:_8N_L4Y]&J.X5HEB#\&TSPC4 TWT@XV7-CNY0C.F0$R M 1",7#>*8NL*<@!=&>CZ%M1[,/5(KE[-0C=*IL/WT"LU?M%]5 R3I7LB:70
MULHV(L/NT,9=V^[E6=SV@)\QUT4MH61K5/4N8GR.A.VK[$+QQO0R*ZZP,S+3 M'%M1)K0 GJ\Y5_U"&QB:V\5_4$L#!!0 (&!/5J*"VF-X@4 ,\/ 9 M +&PO=V]R:W-
H965TIH,C'E4C3<'%J5:#$S5[KA%EV]F)B5%KQRFYIZ M$OI^.FFX;$>GQV[L4I\>J\[6LA67FIFN:,B^.1.U6I^,@M'MP'NY6%H:F)P> MK_A"7
G[^^I2HS<9I%2R$:V1JF5:S$]&T^#H+*?U;L$?4JS-5IO1269*?:+. MZ^IDY)-!HA:E)0DJVK@O6_=K,V@L.V-5LJF;5J(,-_;/RP MM2'W']@0;C:$SNY>D,/R!;?\]%BK-
=.T&M*HX8[J=L,XV5)0KJS&K,0^>_I* MJ6HMZYKQMF*O6\O;A9S5@DV-$=:P@P%OJ6;A7X@M1'K(H\%CHA_$>>=%P],C)BYYV!?2 ME+4RG1;LK^G,6 T _;W+#[V6>+<6(M616?
%2G(S &B/TM1B=/OLI2/WG>\X0 M#V>(]TD_O>]YQ-2PV\<-2L+FJ05K9+I@E&# WV\(W%I/E$@X3 MALFV[W*M;V@I;U376K)H<>M@Y
ZW9B6T51%MJ63)K:B.V)^"ZQXA#/$5S4SH M(<;TB=B!4Z G<$:|Z6@OV,#;F7Y#FU_-3+HH)-R\~)*(M#0"_4U:P;,R>_92'0?B M("'M@M[LAKWE_\!IYS4W9E=
|ZI\?$"=-D3'+EU\SE6SXNV-6T MA^6T++NFJYWP::^;N_+P#@7P_N(?(.(>>M_($@4-&ZTHEZVJU>*&I8<%$!?& M7!HE&:!R$7ASD8QH*O3"_J.%[042-
@\"+HX#F@,_,#W"^,]35U5V!V.$/?P1> M"'D'81YA3SAF8>;E8;$UD49>&B5C%F=>&J;L@^85"CXN RYFEKJLY0THGAZ& M+(B]W/=A00SSBC&+\F![+,S2,4L0D7-7LQ
1+6KG%K.4*\,2V!2$^68]V9)G M8U8$T?9HZD4Q1N<,)&*7<###E&CI-[&4YK8 ;X!G8'8>W8W%"1_"B,(&9Y+\X M1P^N=,@*[L

M+>"K8\=QDRP)T*Y7;,"**];>W8=A'Q2;L87IQ2?)R[9?/TIVO!Z.!C!L2B0? M/J0H>K77YJMM$!U\ET+9==0XURZ3Q)8-2F8O=(N*-#MM)'.T-'5B6X.L"DY2 M)-
ED4B22<15M5F'OWFQ6NG."*[PW8#LIF?EQC4+OUU$:'38^\;IQ?B/9K%I6 MXP.ZO]M[0ZMD1*FX1&6Y5F!PMXZNTN5U[NV#P3\<]_:)##Z3K=9?_>)#M8XF MGA *+)U'8/3YAN]0"
]$-/X;,*,QI'=*A_0;T/NE,N667RGQ;^*46-KQAW]OFBPC*SCHM!V=B(+GJO^S[4(!-Y+CRA_+@#&DY^;G-1Z24+)P]LJU M>[Y*'(%Z55(. -
<]0/8"0)K!G5:NL?"GJK#Z/T!";$9*V8'2=782\0;+"YBF M,623+#^!-QU3G :\Z>D4/U]MK3/4!5^.)=E#Y,C> Z99F;^$Q)/(L_VP>SXLI$;!V
M"5RVG0LYD2=:!V>$O"C.!W6G"%3PG[XRABDK6!A'0ENBGIT/(9[7*BOB*;'N M06RCC?N#\.41R[-%G*=3BJ=5_9(-%:2(%[,,CO5K\F1^2#1UF)*63J=3KA\E
MX^XXB*_Z^?/;O)_B=\S47%EBL"/7R<7E+ +33\9^X70;IM%6.YIM06SH9X+& M&Y!^I[4[+'R \?>T^0502P,$% @ 8$]6K\JK_2@!0 XQ$!D !X M;"]W;W)K&UL[5A+
<]LV$/XK.XJ=L6<42R(E2G)L MS[WRX6 M.MM*]5G'B 9VB4CU>2\V)CL=#'088\+TB7H]&)FU[L%'SEN=>,9K"4K*3_;E[?1 M>6]H :' T%@-C(9[O$0AK"*"\:74V:NWM(+-
YTK[M;.=;%DQC9=2?.*1B<]] MLQY$N&:Y,+=R^PN6]DRLOE *[7YA6ZX=]B#,M9%)*4P($IX6(]N5?O@> :\4 M\!SN8B.'\@TS;'&FY!:474W:[(,SU4D3.)[:H-P91;.T;GR(-
W,C6QAJLTPNBI@@$! MK%%Z%H>>XN7+T;!\'4'VG&-=MRE?7%7) S(-5S& M+-V@!I["C9)_$K4QJDR]RO!-\R27??AFG$%'YG(T">T=L,_Q CWJ"VT50E-UM" "@DPFSBD*GI5+@
M7VZ$%:+DCH P-->^?#'S1M/7&G"7%=Z.F";:VQ*])X;C#'/%/BYQHFVKW7.6<<7\VGQ2> M$#;0N4HM31KR]=*CT7Q\#&515>3)U"B^REU.UHO\OC>>%"G9]%>M8]8?!=XW
M/5:'CB+58=A3CU5"U?@K'?MYNBZ*@2Z*P8'S:T6;92)SBTYA*#Y?#0J:;5T2J! 1G*RZXX;BG/PSS)!=.29'Y MH4PHMV-;$.[1)@I]P()X-DY4/Q ,VSD-7A!8??TA:>JHM).ZTDZ^M]*^*0I4
M75QMN/I%T+;4J%) M#FOL398ON^4> SNJ^%T*'M2$>WQJX.DJ><^CZ:H47Y'L6U@ZJ!/4U G^+>IT MG=P_1)Q.1/\3Y[\ESK0FSO2?$8?BGR>9.T+:2-"MO2'L.J^;LL]J;J%_IF/Y
MY.X[!);=HZ+K6Z,S8XT]<]M341<6H3T'"%R+SVE_KD-[S!0GG'_B']+/Y!!> MT3_A-NRY;(G ^&OPAO2+53;Y3.[?%@LI^>?AF8;GV?!E%BNJC[P\7!3);SN MUN"P\?1C!G60;%:3;/:])*L-
J"G 'EP#TD:N3JWM%69I]NG4+WIJ;7CRI 9D MY=8@*5)N38H[VM[\#\@4]HUE2M\D#0P.O>99;$005]3 MEI!,;!L\MT\!Y;D=I^4X*\;MJ;ZH"Q3E!MW-\+
M=+FP]"GNX/77^A^,97%Q?UQ>_/WQCBGJ0#4(7)/H\&1*78$J_E(H7HS,W#5^ M)8V1B7N,D46H[*:7TMIJA>[0?V_SN)O4$L#!!0 (&!/5K.QG4^Z0(M %P(9 >&PO=V]R:W-
H965TBF]:$JZH_M8=J#"898C>/,=DK[W^_LA)2ME$G3M*>])+;O M[KOOL\^Y##=2/>B,,0-/(B_TR,N,*0=!H-.,":I/9A*"*J>IRR7FY$7>=N%&[[.C%T(MQL.2KMDM,_?
E7.$L:%&67+!"HG]TVE'+@FHVD_D7OC39 MR.M[L&0K6N7F1FX^L4:/(YC*7+LG;&K?'O$@K;21H@E&!H(7]9L^-?NP$] /
MWP@@30!QO.M$CN4%-70\5'(#RGHCFATXJ2X:R?'"LJM46CE&&?&,RD$-[C+ M1@,MEC"3A>'%FA4I9QK>W=%%SO3[86 PEXT(T@9W6N.2-W C E<(E6GX4"S9 M\F>
$FV3,F6Z90<1+Q@Z2G$D0\D))T#>'&K/"9X\1\IO^ ZS:6N%(.ODX4V M"LOGV[YMJ)-T]B>Q5VJ@2YJRD8=W1C/UR+SQR5'4#<\/2.BT$CJ'T,>W]4T" MN8*/E;%X^PHNBT>
<272=5RK-L(KA>I'S-;4W0^^3=3#Q M?ED3;8G@,3&QP)S;H_)A57,3#;=RRZURW'C+K=QRL\&ULC55M;]LV$/XK![4H4H"(1(IZ2VT# M2=IM =8M2+H-P[
/M'RVA4JD1M)QLE^_HV1K'I(&^\+7N^>>A[PC9WMCO[HM MHH?'KM5N'FV][R_BV-5;[)0[-SUJVED;VRE/4[N)76]1K0:GKHU%DN1QIQH=
M+6;#VJU=S,S.MXW&6PMNUW7*/EUA:_;SB$?'A;MFL_5A(5[,>K7!>_2_]+>6 M9O&$LFHZU*XQ&BRNY]$EO[B2P7XP^+7!O3L90U"R-.9KF-RLYE$2"&&+M0\(
MBKH'O,:V#4!$XZ\#9C2%#(ZGXR/Z=X-VTK)4#J]-^UNS\MMY5$:PPK7:M?[. M['_@YXLX-6F=4,+^]$VDQ'4.^=-=W F!EVCQUX]'L[AQ*%,ON$@#@YBX#T&
M&EA^5%XM9M;LP09K0@N#0>K@3>0:'2[EWEO:;X^B] 3,0F=N+([DJ\BO@1 MZW-(.0.1"/D*7CJI30>\]'^K_>-RZ;REW/CS);TCFGP9+=3+A>M5C?.("L*A M?X-SY,/KW"5$U?
Y&OKBGNIOM6L1S!J>\[[18T%29C-8/ATM7A+Q:IB7 M17S9(JQ-2Q4;8OF0$##L:N_'LD#FD2<'R) %9)$R6*7Q_PAYX
M)5E1"DC+C.4$FLN*%7D%/Z)S%_"IZUOSA$B8K2+N("3%3CF(O!SZ5%"?2]) ! M^NI&C0\/'8CJPKW]/2[P@F591JH83RH0!:O2C%Q!*E:6".9B91E@4[*)"%3G*(LX.>ZWO5*UT_
M2U8D<@Q4(A;. MQM1Y?Y3/AGLD:14QREA&TG.62"(VHA7CT=3VI E!U)&O.CN>%9.Q?,*=_" MF9 9XU4YC(N4<5F$(:\1^3E.39G6R[NY)I2 MA3ZG228O!FNE-N?#H0S7-"7R-
=_03'^RXB(E2M^*>"@W@I+(!*7)$(]&DV%* M6#:8S\RS:S&?\5PE+*/7 LD\38EXN*0)WUX,O,'NP0V+UZIX,)S/-B2FMU1] MW%P+?3>L42*6TDPRGB%!5Q>#M]YYX)L
T^(O1K=R[QH5J2PYORMNWD47@U$Q M(IK04!401/^[IPN:) 62'L=_%>B@[K,(W+_>H?]FDM?)+(FD"YY\8I%:7PRF M Q31%0 M=@3@*@_"L"X(\"O ORG!HRK@+%AIDS%\!
01>8SP;=(%*TU6G%AR#31.GV6 M%>_]5@G]*=-Q:OY!Q"1C7TCY$K((W983 /$5NF5QQE8L))E";\.0YYEB68RN M><)"1B5Z&5!%6")?H1>(9>C/-<^EAI"SH=
(C*_"'836*RW(4N&,4'D97/%-K MB7[-(AK9 $.=4IT7WN5UB4'$@(:OD>^=(#S"8_3Q-D O7[Q"RUSJ=E+^:Z8; M4P](TEC/8M4RY,73._!W';3 !$^'P>TP5OY^_5Y]@^MWX+
[7*V[_G0F>Z>N0 M%LE*Q 5:K$D6T^*]69/1+&],NP0)'8!;KXYKU,80^?Y=N"!,%Q\7Z89G2'+.E MII-(257KPB@!SPQ@4:3O]6+PSV;#^WV"#AOAL3^U&P4MC::>5S>RCJMSH%
M$[HF#R8;147:-GHXVA^AB#RTI;T_N^YAND>%MAN(1Q)R@U%;&-/#"R+WF.P"SRSFKRSL D YKH75_O M-EWS"P[WT ,EHHTA,*XO0X[+(:F-4-
3>'J11.^T(4]3)HW6*BN)EEPAU[OS M%QKM)HN)Y'25;UULL&]=!,)QO4ETA&81>2;FL@W8(I&T19565"5B^RD<\K! M,-"R!"/[&X.NAP&XE#1\G#1Q&;](+([0; (;P>T=
M4=R"1WGYG<@5D7?MA=>E>EXX10M[:_RCI*D]0PE;MI0N./C42M'U].U7SKM!LEAH][\%2^XIE+,U;E2<Z%NS4M3A%"URAV=0WK@5_EVLY M$@VX%CBR-TO/X5IPXUHP[%HN
MQ!5:2=]P[^Q42D5LSJ 5O[CJ3;8\;E0_K<^YO36GNQX]O_3.@_*T6@-3'IZ[M(B)FF=1TKS3DZ/69%ANB/(]6WBB^,2>TEEPIGIK+-26ZPA8-].&PO=V]R:W-H
M965T_OL!2=8"W9JFZ3]^]J&90EQ:![RDF SY^ S,QZ/YP?>6.L02_RH**A9-+ MN;MS79'FN$1BS':8JC<;QDLDU9!O7;'C&&4&5!:N[WE3MT2$.LNYF7O@RSFK M9$$H?N!
5&6)^.\5+MAAX4#G9>([V>923[C+^0YM\1K+Q]T#5R.W94("W[/B!\EDOG B!V1X@ZI"?F>'+[@1--%\ M*2N$^06'QM9S0%H)R$9P!! P@N!80- M(#2>J:48/R1(HN6 <>, ?
K"$,;M=U,@"V 2LD2 H0S4!"BDKB#'Q"G!*Z%1W *,$2D4*1 MW(+'=0)&-^_#7"!T&\%(!0\4B+%^\[$?SFKA*)5DS='X[DKE3R]2#=MI*QJ M*?X9*= 'WQB5N0"?:
(:S8P)7^:5UCO_BG)4_R)C@= P"^![XGA]:%G1_.3RP MP)/+X?Z FJ -=6#X@G.AKDK,D63\SN;;&AO:L;KZW(D=2O'"4>5%8+['SO+M M&SCU/MC\Y!F>Q1Z>]A<5U/,#
(6NL_OEK1].8!S- MW7W7*Q:[60##V;%9JW9D9))JV0R&/T$4Z;JQ]GX3ZX9_VN2)5GG?!&P=3S>KEBL?)F,.ZERJG5+/*"V)XILU;S;%"S*?#J,&ZU M2I8^
_RS(GM48"K%H+S9R9+ZTOYJD9Q:^!$,[*JB5E5TI4C>9LT)-R0SNBB* M%BM+%&U6T<2WZXU;O?%PM>]7+K!3Y[119-W_\37W_S7)DBN1'7D1>J_]D3>8 M-
W7C,]*]226R5R=:LZ+ABH^.@G$<]-+"9N:-8]C+"XL9'$_M:0$[#1_\^_;6 MV7V9(GB9(HN93=&I&1Q/)CU);J>=52W+UEP+A-JP%95U\];.ME>/CZ;A[LVO M])7$M,FO-
/5]YAOB6T(%*/!&47KCF3ID>'U%J >2[4S3_,2D:L'-8ZZN59AK M _5^PYA\&>@/M!>UY1]02P,$% @ 8$]6IFP^C2H @ Z@8 !D !X M;"]W;W)K&ULK57);MLP$/T50@6*!&BLQ8J;IK8
M+RD:H"F,!&T/10^T-+:(<'%(RD[_OD-*5I5 #G+(1>+RWN/,D'P<[Y6^-R6 M)8^"2S,)2FNWEV%H\A($-0.U!8DS:Z4%M=C5F]!L-=#"DP0/DR@:A8(R&61C M/[;4V5A5EC,)2TU,)035?
V? U7X2Q,%AX)9M2NL&PFR\I1NX_MCN]38"UN5 M@@F0ABE)-*PGP32^7*0.[P$_&>Q-ITU<)BNE[EWGNI@$D0L(..36*5#\[6 . MG#LA#..AT0S:)1VQVSZH?
_&Y8RXK:F"N^"]6V'(27 2D@#6MN+U5^Z_0Y'/N M]'+%C?^2?8.- I)7QBK1D#$"P63]IX]-'3J$>'2$D#2$Y#DA/4(8-H3A:PEI M0_"E#NM4?!T6U-)LK-6>:(=&-=?PQ?
1L3)])M^UW5N,L0Y[-ON/)NI:Y$D!. MOBEC3LD2-+DKJ09R1J9%P=SV4(Z@^HRYS3I9@*6,(_B,& 0#,HP_ MD"1*TIZ YJ^G#WOHB]?3DQ>R&;9[-?1ZPR-Z5U1+)C>FLT6_IRMC-
5Z>/WWE MKN72?CEG*)=F2W.8!.@8!O0.@NS]NW@4?>XKU5N*+=Y([$D9T[:,Z4OJV5P) M@8<8KU9^3^"A8CO*05I#X#'G%1X\LM9*$%L"R2G/*UX?>K4F!>.5Q7F)EX8U
MEZ8^^*=]Y:_#B",?A_/?738:7(S#7;>L/:!T\.DI:-$#BCM*=1G"C@L(T!OO MIH;DJI*VOC+M:&O84^]3S\9G:.2U[_Z7J5^!&ZHW3!K"88V2T>#C>4!T[:QU
MQZJM]YJ5LNA&ULK9GO;Z,V M'(?_%8M-TYVTE5\)2;LD4AM@Z[1.U76W:9KVP@$GL0XP9SM-[[^?#90&X?,E MTKREK&&]<5V1[4F)QQ6I2J6^8C)=8
MJEV^=%;HEIY:P6S;%'OEJP@RQH11XY$H>RQ/S+'2G8<>GX MSNN!#W2WE_J NUK4>$>>B/Q8/W*UY_:4G):D$I15B)/MTKGU;U)_H@--B;\H M.8J3;:1/9(%"23&H'5QS-
9DZ+0)-6.SQW4Z>O4P=/M5WK: MG+PZF0T69,V*OVDN]TMG[J"<;/&AD!_8\5?2G=!4\S)6B.8_.K9EHYF#LH.0 MK.S"J@4EK=I/_-)UQ$E G:@Y$'2!X-Q V 7"D82[Q:<'9$7)=6-
+W1Z&K2JH-II:^L)\G5MU3EY.KN(-01(=":E1M: M8:U;H)_0;9Y3O8T+=%^U%["^$-[%1&):B/>JR,>G&+W[_OW"E:H=FN9F79UW M;9W!5^K\#5=7R)_]B (O"
WQM3T>D^P*A7X3GQCB\?EQ4^V)/7Y[V%GCZ?FU M!\.XJ]3U_H+>7]#PPF_YN\T^'ZAHG*%_?U?'T+TDI?C/I*=%3LQ(/9;=B!IG
M9.FHP4H0_DR*B19,9;T$J\U'$+FS4P_:QZ7@61I_\6[O.I/D.Y212,RB60C4N! M8 ,SD][,Q&KF%\;R(RT*DP%K\E(#+2PZZ=G0GT_G\[&#R]XPC^*19!2H:$Q9"P!!*6
L$&DF>]Y)G]1N:X$KB=4&1, M2&&2:D5<*A42%D/"DMEHM/3GH>&)F@+5.A V[X7-O_&SHZQQ]07]8Q)EC5XJ M"A(60\(22%@*!!O(O.YE7L,/L=>0DB%A,20L@82E0+"!9-]
[F\Y[]GL6B_UP MDF"=Z'DQ&P_:7MNETD!I"2@MA:(-O9TLP_C@4[P.>3HI,$[+UO:Z M+[8(24M :2D4;6CQ;3'&MRX#K/X@$K&Z45?M4$'Q1LU8)"7&GSH=:Z#/,^H#
M76(!I26@M!2*-M3WMLSBV]=9;+-Y?[RVX?MSHZYPY-5<,K8WYV(5H*LJ4+2A MBK=U%=^^L)*\U"33\8KDKL;-9 %V"\ M\2+'2"EDA0DH+86BM4K=DY<.^B74
^8[6@E4D*W">U>SJ8-X^UZGW9&L;MY# M;)B4K&PV]P2K!YTNH+[?,B9?=_2KC?[MVNI_4$L#!!0 (&!/5]':BK8 MF@(*,' 9 >&PO=V]R:W-
H965TLFEJI"Z^$=EF"U":JMDF3JJ;=M(\.W 2K8%/;).V_GVTHHRME4[0OX,<] MQ^<<@SW;8_W<\9WG@1NZS909<.-9 M2;:X0G577@O=&DZG7=(
N^UG]BOK77M9$XD+GO^@JD MA 4OUI01DZV$#["J=Q7X!MJ2B^2AHI+:DE-8/W4'X'B)BM!X*? MNGVW6L+QT0D< 65PF_%*$I;*F:NT>"/!31JAE[70X VA7PD;@7]V"H$7A#WP
MQ3!\B._BDEBATZ\?MW?N1]ZO/\G\A>)!"V"81#[/&" MR*S/8(TZLRASANSBC^67$#\:OMF5PK0.=1*V3Z*!M M@>.J!,5/^EQ%K[ZUGNWY2U$MUNT;Z^D;$ENJ3,,>-AGFC,QV-
J*^$NJ-X M:4_5-5?ZC+;-3-^B*$R!GM]PKIX[YJ!N[^7X%U!+ P04 " !@3U:O>>4 M"!D% 9* &0 'AL+W=OV+<(-2P-QP;9X&4CW-GVRQS5D0E9/2Q":.X]EI$&?6:E$>N\M7"
[Z329RQNQR)79H&^>LU M2_A^:6'K[W'P&!6E/'+^HWAR&RTMI[@BEK!0%HA_7MF-RQ)"I*ZCG]]J-6< MLYAX^/B-_JDL7A7S& AVPY/O<20W2VMNH8BM@UTB[_G^=U87-
"UX(4]$^1?M MZ[&.A<*=D#RM)ZLK2..L^A^\U$(<3,#>B0FDGD".)TQ.3'#K">ZY$R;UA$FI M3%5*J0,-9+!:Y'R/\F*THA4/2C'+V:K\."ON^X/,U:NQFB=7]TS(?!?*71YG M3^BJN NQ?
$6_HJLHBHL[$R3H-JO65W&?WE,F@S@1']20;P\4O7_W ;U#<8:^ M;OA.!%DD%K94UU70[;"^ANOJ&LB):\ $?>&9W CT,8M8I -L55!3%7FKZIH8 MB92%%\C%OR#BD$G/!=V\UN?<)
P"@33 M1)TTHDY,]"-1PTV0/['>M5MA9B6F>!=]7DU==^8O[.=#7;JCL#^;>_HHVAU% MB#=M!FF%3)M"IL9"/J;;A+\RA@3;!GGE4O:B/A=$?SU&VM#E FC0#!-1:]1 MT1O38QZDJ])
P"@331)TUHLY@/%9AO$-?S'WB''FL.PK/YO[LR&-]H_P3'ILW MA?XD\Q\NL'BC-%'X[:1QN9.^I1[T;]J#68R5]$>?66Y"J_!25,;SS!X MZ4'2*!1-5[?M[O%T5%.#MON@-
I%TY5M.WYL['T'F-KKMI3>M&MJT+X=BJ:+ MTW;NV-RZ&TP]-'":SS1X"4+2*!1-5[F-%7@^JKE!XP8HC4+1=&7;Q(&-O?< M<_L=<_NXZVW0V !%T[\;;7,#,><&@[?/#KKF4PQ=>J
T"D73Y6W3#,%CFIJ M!AQ0&H6BZ:<]YNUQ+V@6@:+I MXK19A)BSR"GW_H]VVWRFP4L0--1 T725VU!#9J.:&S3(@-(H%$U7M@TRQ/P# MR?
GFGG>SM#_OFALTBT#1='':+$+,6<1@[C_DAN6].H'^Z %*HU T?3-$&U]< M9]3M$*#)!91&H6BZLFUR<Z+TB_.!$K86B&=BYGJ
M,?)J'UKU1/)MN3/KD4O)T_+AA@41RXL!ZO4UY_+M27&"9C?@ZC]02P,$% M @ 8$]6EJ!\,Y[P X! !D !X;"]W;W)K&ULM5A=;YLP%/TK%JNF3=H*&
))ET1J2Z=-6K6JW";^8ZR&YX"'"1;Y"5?6*D0U9%M\SB%@O!#6D$I MKZPH*XB00[:V><6)!I4Y#9VG, N2%9:R[F>NV#+.=V(/"OA@B&^*0K"[DX@ MI[N%Y5KW$Y?9.A5JPE[.*
[*&*Q_JPLF1W;+DF0%E#RC)6*P6EC'[E'D>@]@ M(WYEL.-[YTA)N:;T1@V^)@O+41E!#K%0%$0>MG *>:Z89![_&E*KO:<"[I_? MLW_6XJ68:\+AE.:_LT2D"VMJH0169).+2[K[
HV@B>*+:<[U+]HUL8Z%X@T7 MM&C ,H,B*^LCN6V,V .XP1, W !P'^_ ? :@/=<@-\ ?.U,+47[$!%!EG-& M=XBI:,FF3K29&BWE9Z5:]RO!Y-5,XL3R$KA@FUAL6%:NT;%:A4SSVTA
MF"36->K-NEQ//"V=S>[OOR^,H=Q9.@VY4]#@*XV#2!G6$3%HADU$A9T65 MTSL Q*$BC.@W+-S*;P4?UC/*]M+'P2199(BLXV+0NAB\9HT%)DTU2189(NN8
M&K:FAF9JK*8)]NMB.L-.K\8>1[GA=!;V:FPH:O9$C4U;(=-1(=] ;C?DUJ?^ M$HX(&:5YZ7-@DBPR1-:Q;];:-WO-XIJ9--4D662(K&.JZSQLYQPSY=7P[-=$
MB%VO5UX#43[N%==03("'B\O=VY>ZHT*^BQ388.*CN)XTU?B/V@7U<#85.__]D:B)KVZLK> M:_T*D%FI%IJCF&Y*4?=&[6S;IA_KYK0W?Z+:=]U2/M#4O?^Y%)N5'.6PDI3.
M82CW9*QNI^N!H)5N,*^ID.VJ/DV!),!4@+R^HE3<#]0-VC\UEO\!4$L#!!0 M (&!/5IHPV-M1P8 $XI 9 >&PO=V]R:W-H965T#OM3+?=27;;BTXO!"C@KFU1 M6X3-
OZ]L',N6A/B(N4DP'+V<]\B2'F1-=BS_6JPIY>!;FF3%[6#-^>9F-"H6 M:YJ2XAW;T$Q\\LCRE'!QF:]&Q2:G9%DU2I,1)JU*@LXY1F M1!/AH&Q01?
P9TUW1>@U**W/&OI87ORYO!TZ9$4WH@I<21/Q[MHC.:)*62R.,_6G30?&?9L/WZ1?WGRKPP,R<%G;'DKWC)U[>#< "6])%L$W[/ M=K_0VI!7ZBU84E1_P:Z.=09@L2TX2^O&
(H,TSO;_R;>Z$*T&T#_0 -4-D-K M/= UPWPJ0W+Y=\&T>9ROPONR%F#^#(7C8WPB /8)NC+BB^1,%\V?P^7E#RX 9 M*SAX&U%.XJ3X033^\A"!MV]^ &] G('/:[8M2+8L)B,N,BZ_=
[2HL[O;9X<. M9 <1^,@ROB[AVQ)EUV!D;#:^$4O?N^053&BBW< PQ\!G-L:!Z= MWAQ9W."F]W"EAT_JO9>>^?N>)0D0PV)'\N4_IJKO55VS:CG5W!0;LJ"W S&7 M5)J#Z???
0=_YR52Q/L6BGL0ZU72;:KHV]>EO,9G'27G[S^DJSK*RIG.2D&Q! M347!<=!Z"N&/:TJ"/E>$]0QXC=&?*N1&2G68$.>Q:+$C09\ M+;4A=CVH=,;,;$
9A,/84"]9D+NRSH+$:6*W^SK+AHK1;=Q<0LRL@RW_%,]/'&0TFQY9(2&^LWH!5 =HGJ4/HXC@U1[M''>LC!LK8[L56A0W8I'/<]%I8,/R/0D5Y9(J5@J:SFEN6ZONQJ8^K5:6CD%#
MF,&A-=<+.Q4Z$D,<>RU8MAIRFJ>7U*'6;CMT_5"=FNP9G+M0]:76K5<+VZ"U M7A_23<*>*04/=$-R4E7LPS?Q:Z PS]YVN7.7_%[5HK[4NJ5$LI3H*A!5R_95 MTC[5HK[4NB656
JMG'8N2=5J[?$;X!"KXU>/&@?J+&9/[%+CDB"A'2%/IJE: MIVT&A6/DJ)[U,!B$XT!U?0V"A!(AH9TACZ(7U+%PB#%"ZE)LBH,0AZ'JUYK/ MI7XE:4([:E["7U#GRG'@J_X-
*EW]C70$TKVA';X/ ? H(Z3KN.%JFL]2A_^ MD2&J/?R[;B1-PB,X^5H&@SH9#DT>K6F 1<7P5K.HYJLUY/ M+%H7ZQIDBR39HB-D2TE!!58DA-,EF!U>$NPZY_)$KVI17VK=&DK:1?
JB(9Z MI=Y>U:*^U+HEE=2+K AX+J+5:IUI3OV=:8B!CCJ-V].ZU+8D4V0GTY,!#1F8 M%$&520U1KKI;8L_H4L<229$=28_"&=(9-DF6QB724>N@64K%#% >V"O
M@FTSOC^#U;S;' I\7QV%4]Z_@S?1_FB?E-F?-/PH)I8X*T!'"X6D\RX0MWZ^ M/[RWO^!L4QUGFS/.65J]7%.RI'D9(#Y_9(R_7)1?T!RAG/X/4$L#!!0 (M &!/5JF\]UQH0(/X& 9
>&PO=V]R:W-H965T FMXDUQ\YLIQG_'MO) M0C?2;@^\Q%_W')S'5_'#1=WL@!0Z*&D3$Z=0JGJW'5E6D")Y2FO@.F5#1\^0*=G['A2SF5]HN:+M9S4%I+QNW
MJR4Z/CI!1X@P]*W@M=1,,G:5%F>V<--.R+P5$NP1X@?HBC-52/2)99]D7"U MJ]Y:\&AM'AQD7$)ZBD+_'0J\8#0@:/%Z>'A 3MAG.K1\X4N9_GG#]5?_A T6
MV:^A3+5HVBQN=WT,A'G16?BA#WNB<-PK'!]4 M.$OO:R*)*2D2'7_E"E!X,J2RI8EVMO>>"?PWPO#&OEN3NEI 21VPHK4S^;DN[FTM_DO3O@Q76.B_
M0B(*&TWIG9[IQ(FVVK8#Q2M;L-9&ULK59=3]LP%/TK5C9Q_NK@*Q/4Q[<)/;QL*Q M,]MMV+^^?:2A0 C=Q$OBCWO.O>=>QS=QS<6=+
4NB\IDQ.G4*HZ=5V9%5!B M><0K8'IGR46)E9Z*E2LK-3BWH)*Z@>><=NR4FS$EBNW8EDIBO%24,K@22Z[+$ MXL\94%Y/'-
_9+ER35:',@IO$%5[!#:C;ZDKHF=NQY*0$)@EG2,!RXDS]T_G(MV%N#[P1JN3-&1LF"\SLSN<@GCF<" @J9,@Q8OS8P TH-D0[C=\OI="X-<'>\ M9?]BM6LM"RQAQND/DJMBXIPX*
(NOT.JQ 6:<2OM$=6,[/G90MI:* MERU81U 2UKSQ?9N''8 ?O0 (6D#P%/"2A[%A/MZB%I M"]@U *L=+?1;A.7 M8H636/ :"6.MV>KLYEZ; !RDH3*@\U":W-
RDZ>'\8NTH'9&C=K'4^:YP' M+SCW W3)F2HDFK,<\L<$KE;2R0FV(GZO9B+ M[%16.(.)HV\J"6(#3O+AG7_L?>XKP%N2I6])-G\CLD>EBKI214/L#Z4B986) MT!>QZJM$0S*V)*8#;!
(O=C>[Z7W5(GW58CYD\4C=J%,W&E1WT8E"^L!)D'W: M!BG^]92-GDGP@W#L>4^3\=PNB,*39W;S'KL3W]^U:Q+C[MS$)8B5;8$297S- M5'.+=:M=EYW:YO)D?::
[;],L'VB:UGV)Q8HPB2@L-:5W--:QB:8=-A/%*WO? M+[C2W<,."_T' <(8Z/TEYVH[,0ZZ?Y+D+U!+ P04 " !@3U:?:P61S4& M !P*P &0 'AL+W=OJ'-%V-.NU6J]4^>,! MDE,;3-T]M>O$S()
<8P'J/,R M0^#>PSTGX'M\|<66\6]B1:D$/[(T%Y>#E93KU\.AF*UH1L0KMJ:Y>F7!>$:D MNN3+H5AS2N9E4I8.D><%PXPD^6!R43YWPR<7;"/3)*IJ6*/,DXSF(F$YX'1Q.;B"KV,<% EE
MQ)\)W8J]QZ"@/Z&]+\HK,'1%TRM*OR5RN+@?1 ,SI@FQ2^8EMW].*T*C F[%4E'_!MHKU M!F"V$9)E5;*J($ORW7_RHQ)B+P$%!Q)0E8"T!.@?2,!5 CXVP:\2_%*9'952 MAYA(,KG@;
MX$:W0B@>EF&6VHI_DQ7V_E5R]FJ@\.7G'V'R;I"D@^1Q\R"7) ME\E=2L&5$%0*\!+<[CX0@"W U>S[)N%T#MXF>2+IRVMUQTQ)=P_@(_F7<3!-
MB1#@>4PE25+Q0J%]N8W!\VE]Q,92*2E'0<%:5_697-CI0 M=DQGKP"&OP'D(=^0/CT^'1O2X^/343M]J/2O;P*J;P(J\? !O"?T_/M:Q8,/ MDF;B'Y-4.W#?#%XL'*_%FLSHY4"M#
(+R>SJ8_/H+#+S?3<*Y!(L=@;5$Q;6H MV(8^^5I^Y96@5_>4JR4,?!%TL4G!=;*@X'F2[]]H+TJX>&%2U8X>@(62E?S6:;;).2\F.4 M,2Z3_TC1KDRL=TC!'IV7/AJCL<9G:HKS
NCKO*V5G1K>+!;TQAD$=UB(2UD1"*Y'K9*8\BKI[DLY6.4O9 M\L%$Q IRZ@KJ$BQV!-82+ZK%B_IL2Y%+45V"Q8[6J*.:U"O;8E.WK=EKQ= M7Q(
^0<[DQ7J5$T=@;4TA5[C8CTWO:G"V5]GD!\$4%NSJK#]10MY$&-MT;)7 M=2[K/>\.G;6G"JK5=Y /]<7:% 9]#'7BUL+.)=[X96AUCL?VIPJE=;,1\K'.
M&74XPRC4_4ILK^EW#8&%_D]3HZ=&1@J]FA2[38%5I;V<9<([NY M_MF6]@3\XTX-/6[4(#JX4;-#G:QK']X=[MNV&QO:IS63?N'=G=^RD=KH+2]F
^U)=Z7MJYU!O7C>QSXR/[&^K. M@W&D^YDJ:)_R".F34WL]Y_)MO#"RF]5I^:L=Y8#3M+S'8I6LC7W-#G3RZNO4 M";M":XO8.&$4]-K7'/G92EF7:+$KM+:RC==&=J_]TWW-
#C\ZO%6S9YXL8Q^N M'36N'=E=^_%MK.O;(8H,?:QKW$UQL;VNSW-@IPCY4(<=WC)G MM&>>+&,?EAPWEAP[.LJ!38S4X0[W3C<69U$_$KY,
M<@%2NE#PWJM0Z0L^/"!HVA<(YW*+6,_]. J6UB.7A'DD$I-@=77 9:0 MYYI)K>.?BM2JGZF!S>M[]@\F>97,+1:P9/G?))/;A159*(,UWN?RAAT_0950
MH/E2E@OSB8Y5K&.A="\D*RJP6D%!:/F-[RHA&@ W/ 'P*H#7!4Q. /P*X#\5 M,*D $Z-,F8K1(<$2QW/.CHCK:,6F+XR8!JW2)U3O^TIR=9Q4NO4'&!-
(SY+MOD>=XDYX%+9\.]WO@R=/A MWD V?KVGON'S3_!5^_3YQ#Y]^ZSBT96$0GSO$[\DG_23Z_?0N=CA%!:6>M$(MX >PXM]_&K1^V1YBSW<#=VX? MFG(\CO*CR_:4NX1&),L

*M&8FLI>"L5G#VDKZ:C2G[F&3)2&0M45WGH:AS?LE9%;QI!Z=C]Y*Z0KJ=Z0B;]MAG(Y;@[N/*5Z@-(W;Q%&Z#-<5F7XDQ5OD1(CG63T)O0(,MS3*H,,E8;&U%*
MO0=%O9>T6,4^EK)CLB5CL;65?2BSW<&"_]=YO?4A&'8-5I/5!2Y7:\]CG+=-M61!T_&8W.I$"^,9TU'*E;$]EV0[5LW77?F%ZU<[\I>[F38?Y0%/^%?-%\PVA-M
N6P5I3.V5359;SLKLN!9#O3;]XRJ;I7<[D%G-'7>K^FC%Y/!-/J/_CB/\# M4$L#!!0 (&!/5I/0&PO=V]R:W-
H965T49)TRM:H;Y,4G]9W15"Z]6D_W7'R3.8!"+P5EXX3V<4FS{JGY=ZCB*=\JRAA-M\'B0W!8%%G_/@?+!S'*MP\836>?*;-CQ=((7L_3U9?,H],IN6#)2).$,R1@-M-;/NW-
O$=0R@C/B=P%X>72-CY9GS;V;QD,TLQR@""]DR%%A_[6 !E!HFK>.O MFM1]GFF Q]<']H^E>6WF&4M8R?/.R',])DSE4MTSS+(3@EL[;4Q[!T,S[U!
MQ@32&^2[5\ASO%&/H,7E<+\'GEP.]P;<^$WY)+/|\-7EX2>*RRR/_O27]&/^NE-T[F5&YS"S-)=18+8@17_^(,;.C_UI>XMR9(W(CM)ZZA)-MZVB(/9[#FC!&V%KW%
(I9"GVIJRBBDL*TUC*;O3.W=<4ZZ4:XS\=W>%*MT'C-AAT>Y=E0#3AWM]G!0V/[=1V%*_Z :%2A'+7+ Z*>*7%L+8#EK\ M5>4@4$;DADM,>XV5\ M-94G8CKJ-
PW'(YJ..5+J/&931'8H.)T).%0I3K+M9; MJW%7H>OY4'"=[R.$$*+1564%97#Q0/+.4%("[0@A]C%TL\?ZH6;\"1#*/\W^-D'PUVVOZZ') E M2OF6J6KD:7:,(?RN'#U;^W,SG)
<#*XW>::K+_C(5^UTE$8;4IG9M(MVE1#$Y)OD=:(.I3B0M=YG* 4\G.Z0)F\,Z.LA4(. MV5SG"X;@M!"E1+<,P]-3B#,M'\;7[E@XI+D@.$-W#/.\32%[N4*$KD:,];U> MN.?
S1*@+>CA($&4DE_&[\M3[*95P_?S5_:;(7>8R M@1Q=4_(#3T4RT@8:F*(9S(FXIZO/]K'57XQ);SX!:LJUM! G'-!TTHL5Y#B MK#$"YXK#FL!TWA!8E<#:5V!7 GM?@5,)G(),F4K!
(8("AD-&5X"I.-FF3@J8 MA5JFCS-5]K%@\BZ6.A%<@G2ZP0!7$%1;29@-L<3 LEYTAP< ,&Y?\'T!FX MP1D6GZ.R++1+["FXR47.Y#"E3. _L*CKQV?Y!^4('$=(0$SXB;1\'$?@^.@$
M'-&<@B>$YEQ.SH>ZD/FH5>EQM?;K + M&*.1)K<)CM@2;>'[=Z9G?&@CV*=9U)-9@ZY=T[6[W$-9)+>-.5JGR"Y7:(I>A
MZ9CV8*@OUS%T>A^*H2>S!@:GQN#LPN"U82A5WCH&._"=#0R=WH=BZ,FL@<&M M,;BI,/AM&-QM#(;K6AL8.KT/Q="360.#5V/P=F$8M&'PMC"X1N!M4.BT/I1" M3V8-"GY-
P=]%(6BCX&J1< PCV*#0:7THA9[,&A0&-85!)K"(,Q MV&+A6_8FB\X)#F71DUH/K)"5"#J9?)/M]C5D[5G<]7.Y)EH@Q)LO3M)UH/K)^GLC_M02P,$%_@ 8$] M6GS2HF5'
@ 0P4 !D !X,"]W;W)K&ULK511-M3]LP$/XK)P]-(&TD34J96!H)6]'QL G1P1ZF/;C)M;%P[,QV6O;Q=W9"5*0P
M\;"7Q&?:]_G[SCYG>VT>,87HX*F6RLY9Y5QS$46VJ+#F]E0WJ&AEHTW-'85F M&JG&("\#J)91$1>SJ.9"L3P+<[C]G$_8\<2>V ME?,349XU?(LK=/?-K:$H&EA*4:.R0BLPN)FSR\G%
(O7Y(>%!X-X>.C.$I66O]MZ(.,B*2\;OG9,.6'G@X?F;_#MD)RYL?&CY0Y2N MFK-/#$K<\%:Z.[W_@KV1?.I2;&G#%_9I;LR@:.*W3=0!%!F;50W9|_I74X $RF
MKP"2'I"\%9#V@%"Yf%,6;"VYXWEF|!Z,SR8V/PBU"6AR(Y0_Q94SM"H(Y_)K-MH;@I!)=PHZPS+1V0L_15MVI@M[0M>-MB)4G<)QQ/$2'1?2GA#V?K6$XZ,3 M.
*AX'NE6\M5:,/(D5Z_.U3TVJXZ,"!RQ9A*6PAM6T-6OAYN:8RT"7\->:PHYR.4_H6O;_-M+W#.] <+K9Q06SIL*#0U<8F&ARMQ M_$T[A/1DS'U>1XH_7NRRY-9'&?1[M#52-
)TE@QG>KHX(KfY^4K-UNA+$C<M$"P^/3[C8+J6!0*GFW#KU[1#B5A1:|<&#] ZQM-LOO -]+P:N9_5!+ P04 M_"!@3U:/\'C'C$*# #X"P &0
'AL+W=OL@!"31M.D/S7:2%L#8HA)TZ8-(<0'-[FV%IX=;*?=_M_GO.3A;.D85-R@>^M+%S[lW=<>XYUlYU4/_4&P)"[C L]!S;&Y"><^KY,-9%3W-M9 X"WZRDRJC!15K[.E= 4P?
*N!_V^V,_HTQXT\;5VRl,7;#CV8Y7<,UF)O\4N'*KUE2EH'03 JB8#7W3H.3>&KC M7< M@YW>>R:VDZ64/^WB/)U[?5L0<$B,9:#XMX4%<&Z)L(Q?%:=7!I3_>'<'
M]H^N=.^QE234L/)_*4K.9>U:/I+"B!3=?53kL 8+Q$X"P H2/ <_G (,*,\@N8@!ADZ9IA6G0TP-C69* M[HBRT@<C$RUF@I>K11'3J'-E'3M.466/<-M8)T69O>QF
HX_H(0VZN8_+V1!%Y39@@%XQS#-_SWV!5EMMJ(@K.R@K")RH(M0G(AA=EH\D&DD!X2^-A.W5/XT--9V,H80}(C@^"8A/UPV%#0XOGP00,\;H=__MI})'@DD3_*";0>W0P/$-GG*
(,D5N*2_@F'QA=,DX&@.,7 #5A8*4H"U7D!1* M,,$F9U0S?4QNA%QJ4%NZY(&YH6Q.1*=YJQT\OL7S$/.#63Z1Y-195'#Y]+L M972B;("G!+>=-TUZMO*<^5,^2;.3(L6^C8*@-
YWYVWV=.LIXH-.HUFG4 MKE.6X[&U.A$N=;,@HV?TL&C-\M*#TQ'9@2#C6!OJR +B8[(>_*M28I6Z$O/ M1I=D<4=D!Y)-:LDF_^/%-^G2C"[)XH[(#LR8UF9,_W%^\6X3;_M!HYJ:I:"J
MB;#(B9%'34I._K"P][XT0?>FO6E K4G+/OV)V:E#-3;5?P H2/ <_6 (,*,\@N8@!ADZ9IA6G0TP-C69* M[HBRT@<C$RUF@I>K11'3J'-E'3M.466/<-M8'0>W0P/$-GG*
HX_H(0VZN8_+V1!%Y39@@%XQS#-_SWV!5EMMJ(@K.R@K")RH(M0G(AA=EH\D&DD!X2^-A.W5/XT--9V,H80}(C@^"8A/UPV%#0XOGP00,\;H=__MI})'@DD3_*";0>W0P/$-GG*
(,D5N*2_@F'QA=,DX&@.,7 #5A8*4H"U7D!1* M,,$F9U0S?4QNA%QJ4%NZY(&YH6Q.1*=YJQT\OL7S$/.#63Z1Y-195'#Y]+L M972B;("G!+>=-TUZMO*<^5,^2;.3(L6^C8*@-
YWYVWV=.LIXH-.HUFG4 MKE.6X[&U.A$N=;,@HV?TL&C-\M*#TQ'9@2#C6!OJR +B8[(>_*M28I6Z$O/ M1I=D<4=D!Y)-:LDF_^/%-^G2C"[)XH[(#LR8UF9,_W%^\6X3;_M!HYJ:I:"J
MB;#(B9%'34I._K"P][XT0?>FO6E K4G+/OV)V:E#-3;5?P H2/ <_G (,*,\@N8@!ADZ9IA6G0TP-C69* M[HBRT@<C$RUF@I>K11'3J'-E'3M.466/<-M8'0>W0P/$-GG*
(,D5N*2_@F'QA=,DX&@.,7 #5A8*4H"U7D!1* M,,$F9U0S?4QNA%QJ4%NZY(&YH6Q.1*=YJQT\OL7S$/.#63Z1Y-195'#Y]+L M972B;("G!+>=-TUZMO*<^5,^2;.3(L6^C8*@-
YWYVWV=.LIXH-.HUFG4 MKE.6X[&U.A$N=;,@HV?TL&C-\M*#TQ'9@2#C6!OJR +B8[(>_*M28I6Z$O/ M1I=D<4=D!Y)-:LDF_^/%-^G2C"[)XH[(#LR8UF9,_W%^\6X3;_M!HYJ:I:"J
MB;#(B9%'34I._K"P][XT0?>FO6E K4G+/OV)V:E#-3;5?P H2/ <_6

*%7FG8<.&=V,Z>WVJ1UDSODK:Q7,+&N-H8X2E$9[FN/OW1QQ#G(@5%Q5-M/^D6^6:WR&Z4/G[!80YC+2W4-8+2*)3&4#15?FDL^2%VE(9:25!:!*51*(VA M:*K,TDKRS:O_[$9JJ(\$I450&O6'K@=$A57EDQ:1;[:(K ;[-\S5-#?#6GFH MV02E42B-H6AJ]Y"FE(l]7I,/G9D%I450&H72&(JF/G52VE7!$+OJ_>9W].%? MF\EI;J6MWE :A=(8BJ;J+H: [9:S VR'1B@M A*HU ;0!'4CB*= -MML'"%CO\U%&#TB(IIC4)1#$5399;.6F">[?7V*9OF -,"0STV*(WVM->>L8H* MJBHJS;/ ,)Z|UPA_W*8Q-\BZ!T =."B-0FD,15,[RLX3QP/&"]UXZ"T"$JC M4!1#T>529H11:7(!_+114>ZL|!:1&41H,CCQ@[,A1855:I246F*TWS|^>)Ex- MVD)1.2@M@M(HE,90-:+4#2/;N,,>.W5 3#D[+H#0*I3$43959FG"!Y:+ ,.3M<0^E15 :A= (8BJ9V M!>G2A0YT> ^A'AN4%D0%I%$IC*)HJL_380N3B2JWP4-<-2HN@--K33*.PK {'O#(1.>D/1U-XAG;<0NWXRA/IK4%H$I5$HC:%HJLS27PM?>5C^ M_MMF^H5W U\@9*9;]PZUVZ T"]6QGJ:\0&BB7^X^WGGM>"^HT3U+? MO M\^ROIWU?_\;H]?O>[S?.QVCS*GN)F5XNXP7_U/EF-&ULQ9U;;]LX'L6_"N$M%AT@C:V;+|TD0&*1G +;W:#9SCPL]D&1F5BH M+'DD.6D6^&7NL0T99FVVK:('QI);G^DS&/QST.*NGA.LV_Y4HB"?%_%27XY M6|:>N- PF(=+L0KR\W0M$OG)0YJM@D*^S1Z'^3H3P:++*M(J'|F@T'JZ"*|E< M753';K.KBW13Q%$B;C.2;U:K('NY$7'Z?#FP!J\'OD2/RZ(\,+RZ6 >/XDX4 M7|>WF7PWW%(6T4HD>90F)!,/EX-KZR,?VV6&*L5OD7C.=UZ3\E3NT_1;^>;3 MXG(P*FLD8A$6)2*0?Y|$7.1Q29+U^*.!#K9EEAEW7[_2677R\F3N@US,T_CW M:%$L+P?3 5F(AV 3%U_2YU|%R0O3.*_^)|-VM& A)N\2%=-9EF#5934 M?X/OS1>QD\'U#F2PFPQV.\;A$IPF@]/*8-L';KA-!K>=X5)7I//:V>P#F08 M-QG&IV:8-!DF56/5WV[5-'Y0!%<76?I,LC*U!)4OJO:MK&(RI=!3#XEM>C+#] {!H@BB./~% MO"-#DB^#3.0D2LC7)"KR,WE0OOXI8UM)/HB/">,=4UL>V2KW<^>?_N%_*4%F+W M!.H_'<GTYWMO13P/H8/L5W(&A9I5GXG(78=G/R!^O"S! F[L^)7M&X;=0 MILU7U471VM?9*MBIL,XA!9>@#_?[\KI.LB!Y%/*Z69#[%!*;IC9XJ0Y?/P?9 M@O5[(Q))/A5BE?^G2[%U^6YW^65?\3%?!Z&X',C.(!?9DQA<_?4OUGCTMRXY M(6$^$D:1,(:$<1!;DY>[E9=KHE_]8I.Z%QE)'ZI+1D[6\DVEW?)0F*Y64FEY M>1$E?U8IN@14ES"N2BAC@ZYE!PGPDC")AS-O[9;FC\[_^\^+[R69Z,DT$XZT(QD817(=A5C9_U<12 M#7^=2M0EBDW.\W3]>SUJ_?V-!?9L+":(&$/", BF-?UDV_038|/)O(B2A[+ MWB"4OW@Y:)/CL@HAU6D2$DBQY!Y$'=&23.@ .SO4|+'L_)>(B*NBW[_BYK_,34DG,'#\YM- ^1^(QO=VM1\+KW;$4GC*)K>CLH3 MM(R>D&8*KANS+U!^X!DIY.MP*6.S928Z8S%$ 7V'XU":#Z51*(U!:1Q%TV6D MO# .+?6-OV4):8G,HS8? 2*)3&H#2.HNDR4V:B=9*;&)2*D0H*Y,O=@:0.(ZHA M0WXFC\JAQ&.6;M;5!.RB4U+>_C#2W@\.H0XAE$:A- .:E<11-EXJR'"VSYWAR MQY8FW=T.TH*;0VD^E$;A- .:E<11- 9Y$R+ZW)6W=K2&-O#]7Y4\J%TAB4QE$T M76;*$K7,GBBX6^M71YUVMP.U1Z$T"J4Q*(VC.+14E$=]F4W2T=KSVFG.)#N MX!Q*X2$T"J4Q*(VC:/HZ/+6KVJ,W!M9LI',YA|))* (U":0Q*XRB.+/C/E^-IF MQQ?;K36%:=U:>W60N4*]A8*D42B-06D<1=.%HLQDVVPF?Q%YD45A.=57+;.M ME\B2|U_NOG;/^)EYO2\O2)H/15$HCX4%I'$735:.L:_NMU[/:4&L;2O.A- JE M,2B-HVBZS)2U;1L|S:NO22;"]#&)_BOU$^[]+$SSXM#\5@/5Y]6<6?MF:FXN MN[%K+Y6I M>*B>5M_4\=#MX8 (ZE9#;3Z41]$'T!]5Q%$T7DG*K];=V]VVH6PVE^5 :A=(8 ME,91-%UFRJVV56[U#P$TXZ%.I-Y. 0UI:$'T"J4Q*(VC:+HBE"EMFTU!9#AD M+LFJPB%BU=$0L:>'@RK#-0VE42B-06D<1=-O4576M&=>L!3##6JZ5+)$8A3 M!\U=LC#G["L++ (U":0Q*XRB.+@ME)3M'K.0J#/XGO;JT4Q%(/W0.I?E0&H72 M&)3&431=)[QW.Z.YZ-Z2P.Y[@-WX +OSP?_#)':42>S\C$G<*P(^4E(3VZ@0>'0P!#:.3 M>FL):BY#:0Q*XRB:KB5E+CMFRY>^[HA0!3V=$H'N@ "E^5 :A=(8E,91-%TF MRC9VQF\=[$!-92C-A\(HE,.@-(ZBZ3)3IK)CWL!AOKMSSWJ3AWQ^]0;LK0;M&>V6.K? +Y3&432]!9977 MZYB]WM^K'0K+Q5M/(BL7;;*$K7,GBBX6^M71YUVMP.U1Z$T"J4Q*(VC.+14E$=]F4W2T=KSVFG.)#N MX!Q*X2$T"J4Q*(VC:/HZ/+6KVJ,W!M9LI',YA|))* (6=W^[" =N;.HZUMRLAU""^&TBB4 MQ] TCJ+I"E%^L6M>=WQ;+T8OPYDR<$DW15X$R:+EVSUWO:?.01B'MX/M*O6[,*JO[V+Y=E3>SIK+XLQ M5Z;W2*\&+I3&H#2.HNDB44:N>\3(I1H5R2'PYRB)5IM5IR;@SBZ4YD-I%$IC M4)I'T73=*&?7?6MGUX4ZNU":#Z51*(U!:1Q%TV6FG%W7[.S63[2HY;.[97E& MGM0>K8<"'C-Z8@AXH(M^H30*I3$HC:-HNEB4$>R:C>"#?5GP_6!?AG0XYU":.M#Z51*(U!:1Q%TW6CG&%W[M9]&=12AM)*(U":0Q*XRB;_I)92EIYA6_/].7 M'4%;H\.=F3EK7[5 :11*8U :1)%7M2AGV#,[P_H*&W+;3&(>G+4RX_I>8J T-M*TJC4]+[TCB*HM&=F<7>6R\N]]"+BZ$*T]C4!]#TCB*ILM,&V2O^^5FK M|@=M(3[CZ<1M3U)9*]); (%#K&4IC4!'T72!*.O9,UO/D$FKI@S+TB>M+++N]-M^ZVY,KU%_K6>H30&I7$431?)SE/7S-8S8G["VW\8V-AQW/%TVM8(]AE]V(>H M89^B!K69431= (\IF]LS[3C36#5ELLCJ0V7T:G[Z\KWHL7Z=&S$78DV;;DLX M!6H;0VD42F-0&D?1=-DHV]C[,=M8WX9TU8A+"6ISGX=95-W!2;3@.C?=]CH? M^6;M=4I0#QE*HU :@] (XBJ8K1WG(WI%MCD8]2SB+*PW23-(^56079-U'4RX[/ MY'7J061E1+,X)*#.O8^G>P*'FLE0&H72&)3&431=0,1,]HWL?OS3 MIV: <% M-#-M- 0%":&$JC4!]#TCB*IC^&5MGSXV//DUMLPMJL>3UF0E!31@HS8?2*)3& MH#2.HNDZ40;QV'ICKV\.M92A-!]*HU :@[XBJ;+3%G*8_/Z8\0HO2EB_\G> MIO26R-0/_C4DV#08CF*5C? _,%*4?A!$5Q=K$3V*.8BCG-2Q2*7@U(4 MVZ,D$P_ELQX^7MN#X=[Q&^NC;Y7'APIS=;$.'L7G('N,DIS$XD$B1^<3;T"R M\@Z]US=%NI;!RX#&PO=V]R:W-H965T21.)P>*;OG*8! #T5.^,Q*A=A=VS:]M4R@POZ0[(+)AK("'|EE6YOO&.!$.Q6Y]Z$.:!)>Q)OD_*I MK7.I,Y=AL/Z' I9.7R:PQAR7-?V:)2&?6Q0();/ ^,%WT^=#4"8T47DQSKG_1 ML,)U+!3ON:!%Y2PC*#)2_N.'BHB&@QN>(BSP?,KH$3%E+=%40Y.IO67Z&5'KOA),/LVDGYBO!(WO+Q:2N00M:2&W M$\=Z02[0JMP*B&[06:O/#ZH-Z$,$ F901]2^F>8Y+P MJ2UDN&I2.ZY"6Y2A>6="CY&.<2E6D$T-^9.)&YRHL<T!0(,YUJ=.)%G\8P+AE79TIO<(.IK=XI1M,@4 M6IM1[YE1[XU56@5@BGR3:)$IM#;YST6#.W@V_CVA^ITCIQ>.)N&I4+MFKBQU-%XA<0-[KL/AE?](1)72P_PY2W M&E\QVV:$HQPV$M*Y;M#)"LO"LJ.H#M=.J^ID(6X;J: $V#*0#[?4"J>.F[" M^KIF_C]O2P,$% @ H$]6LETFD:^! @A@ !D !X;"]W;W)K&ULQ9E;;LV%,>_"]$-0PK,EDC]8F>V@5\$6K@_=C'A)-MGVF)MH5(HD?2<00LPX^B;-&M1"%QHNXEN[@_/&0Y_QUF,F>\4>QH52"+WE6 MB*FSD7) [Z;HBWM"B/+%^YLLB5KN]#R?COGZLFM-MK21I3@N1L@)PNIHZ5_#R&@=E!]WB(:5[<7(/RJDL&7LL'SXF14\L.RSVDB-U-GY(*$KL@N MDW=L_P<]3$@#QBP3^B_8'IIZ#HAW0K+\T%D1Y&E17"& MY6JQ!=-N&H!%M5" K<-=%9*GL52-=_=P7Z02D"(!<\KUUBAB>K#2WO:]]'XJ-MOX*+6RI)FHEW0&P(IP*D!? A[PW9"61,35ZHYE61N?."_KOB1A1\B\(D5{3+C@:VK8G-"(!NU7B)%;/P<)-+#0>^!$%R\@! M[$5?WX7O.61^DTPM9&!SF.G\\/FIOR6BST$-&EL.^<.Q+<2-$L!N*>C\ %!4 M'XMD%U/U[2O!7$V@%:USA',CW.@(C-[ZJP!V2M.YQ$9U8+?LO%1^85-UL \M M*V]$!W:KSLO%#S959F"+%61$!O4O.J@/D4%&9%"WR+PR;Z.FG$!_B"V.-6J" MNM7DU>GQ8/\;+FS-V\C{">J6D]-":,D+-6ZRD:!9;%=EH,FU#ND>XMP5-]*# MWKP407W4(LA($OH1U0AJEB.H#&Q;U:@0>MN'\#4K$AABWX)A1 2!:4V"6HJ2 M8&2!,.J WKHH02U52>19/@V0$0C4>UF"FHJ! ^2UDV$C&;A_R4K_7AMP QVQ6R.B&NWJ8'M[%?5L;)!7IW.?R)=E M_;YB3!X?R@'J?SO,_@-02P,$% @ H$]6HLK#?N,! S!< !D !X M;"]W;W)K&ULQ5A1;Z,X$/XK%GVV'(@409*8MMU MG+&=$)I:LTDVMN"S"=O)F*:PX$CLDH3PXS7$[#"UL/4R<$?7&ZD'|-ED2]9P M#_*/[8*K.[MDB6@"J: L11Q64^L*7X8XT(#,XH""052ND7;ED;$G?2,UEI:_M7A'$L)2:@JB_/L7]B^9\[91R)@SN)O-)*.J75A MH0A69!?+,W;X=0U'1HOR6*1 ,:)W+8:+D3DB4%6*T@H6G^3YX+(2H ['< MW +@-@%>!V!8 (9O!7@%P,N4R5W)= B))+,)9P?$M;5BTQ>9F!E:N4]3O> W MDJNG5.'D[%ZRY=/YM5(N0G.6J,.D2+8AY^@^/P](K=!-LHW9$0!EYFBQX\N- M@J!%3- (S]$#B70ZZ$NK\;/6E0)1"D(3&XK.B^AG92&P(!S&QI5GNM%>BN\ MSE?H=JP0N^B6I7(CT$T:050GL)6[I<_NB_7KI$QA.4 #?$9YP=!)^#]S)G8^ZH:QBG>]T9/9#4U M1]4:(Z,:- \];EV?HB MJ\DV+F4;FV6K)=8VL8SXIP9?GV1A3Y0UW?Q2-_^#DYI?I^)YDH4]D=5TORAU MOS">USLJGLY77!U8FDI0_!)QC(N%,ER8TV25M2N:,&VRN3K)E71.(SLD>,%D#6BO-)8K4:Q&M".5HK{[\ 6V! MYU_W66].6!SK^KT<;4_3^Y&@V;&F;=8C0?#43.(O[?">!#X'2%]C&Q ML91]"6%#:NJU7NR5+>R+K2[C]63$%Q\=PL:B]=WB]\D6]L56%_]4U&)S5?M_ MAG ^LU\-SF;\!JJ$9I%1BYDW<$>_ +8K;^)7Q-4X%B6"E*53*H!,SSUG%^(]DV:Z8^.BE9DEUN M@$3 M8%ZOF),OMSH"&PO=V]R:W-H965T _#M >3"'!J$C/;0)'VX6<[D$"3&,JT%X@=V^=WCNW_M<3S8,/XJ%@ 2O25Q*H,.0LKEG>N*8 $)%4VVA%2]F3&>4*F*?.Z*)0<:FDY) M])6RW,3&J7.;&#JGOAHP%8RCE)XXDBLDH3R[3W$,#-TL+.O^:!;-%U)7N*/! MDLYA O)Y^<15RS>HD]O4'0^?]Z/ .!Q7SDRI@ -<6_XA" MN1@Z/0>%,*.K6'YCF]HAYY !#%@LS" ;-I- JV'!2LA&3)KB,B2*(T^Z=ONT < M=.C4=2"[#!1P9X8,Y2.5=#3@:(.X;]U&TP_&5=:,P46IGI6)Y.IMI/K)T42R MX+5QK_P*T0-+U&0+:L+50)-LHA";(=,*?5V:-V,=R$ANT?4C2!K%X@9= (1>) M!>4@4)2BYS22XO:@XON"K01-0U5Y=50>N%+YH$G<8,=[G_&2&EY,T!>6RH5 MG](0PN,!7.5\'@&RC\ ]L8[X"$$3M?$M(BW20<^31W1]=>11]F>QU,YCW3:6 MYC66_E@E4^ ZGEDD:,I6P9#[8-Q412,:L5.]HMZR=V)) Q@Z.D*X&MP1C__MA+W6+Q;>3L;L8T^^KJ20BJR*)VC*[75> =7.PKA7L-TY3]I.LN0C=$@+Q^!UJ!B]G*P,G]Z 'Y'X M (57HFBT^]40?@[AGR$>]$S$'V#PRPQ>S63TV:L$=HOE@TND5YZ??AU6 MA?J6[%>0.@EHL 00"U5#E *R=!:59_-U2]S^?75K%[<*Q6V=LW+H-#*X_0KLA MCW91!]>0'&@_M@K2#Y.S(&R,U\!5#D;f18V>>!1)0C^?0)DX*8_$=)"ED< M4R[04BFMB:<.;*'FE3YE-OL'P<5^D]3L35S(/:.]\Y%,78*5C8[;AUS]9=N-M 1:RCNVZ? BQ=EY!URF1^T^O5@!6RCNVZ?B1GEW!U*R+6:.IU,UEH/;:+_0F- MNP35]Y$<=MWD%AD!VU/"*=V[A-6O9]W)H+C(-'B>.MXKX25LO?+>[35KL;'(M'KAOE<:)MMB8EL_%8ZYV]1S4AXE$TRTZ;/=$MZ9ZO*$\O-T?\F[1. PC_4AC M]!B)(&9BI<^5?XZG0G+U6?)7I6/6]':AT)(B21%[DMJG!K1/#0_JU*UA5\]+ M[\ 3Y=_!M"SMP4U=Y6'V!.Y>EE71%"2'>W5(3^D6]N1FQ0YCE@STCF.G-HR M%L?LMO>.XZRN&&WY>_GY31_D1N)/3>.YW,.%###I9IT1(H\2>QYTL)X:LFCB#L5N*:\= !GTS=@\N'!/C<7+$(%+!5*K-[B+PV MO\899V<71?/L#N@+Y>I0U_,]6UU?25?9Y=]V0%R9;F*F/*I&2)>5P #8'K M!NK]C#&Y+V@#^>76Z%]02P.$% @ H$]6K>],W=" P Y0H !D !X M;"]W;W)K&ULQ59M:],P$/XKIX 02+1YZ=LVVDCM M!@*)B6D3XP/B@V3M<6FM.'&RW7?\]9[O+"F3Y@$!:6/[[KGGSH_MF^ZDNM-K M1 /WI:CT+%@;4Y^%H<[66@+=ES56M%) (53)#0[4*=:V0Y.P9+P* MTJF;NU+I5&Z,X!5>*=";LF1]OT A=[,@#AXFKOE]:>QFYKML(:>8F5YK<$+ <>=/OH&F\I2RCL[^)#/@LR0HH&9L1", M_K9XCD)8).+Q_0 :-#&MX_'W _H[ESPELV0:SZ7XPG.SG@4G >18L(TPUW+W M'@\)C2Q>)H5YO[[V$8!9!MM9'EP)@8EK_P_N5\4XL@A&3WAD!P<$L?;!W(L M+YAAZ53)'2AK36CVPZ7]O(D.9S+DC9,_U>N M'MSXC0)9@+,"3]5=T;_AEHF-MYIKVDX_#2\OT# N]*MI:(B9Q0^S XN%9Y$\ MP2).X%)69JA4;95C_C- 2"DU>24/>2V23L0+5/HPB%#$5#>_XAZ#53]#N@ M!TW}=QYZ%\)+/\0^7O?YDJO:H6D60/++/13;7,+RZ6 >/XDX4 M7|>WF7PWW%(6T4HD>90F)!,/EX-KZR,?VV6&*L5OD7C.=UZ3\E3NT_1;^>;3 MXG(P*FLD8A$6)2*0?Y|$7.1Q29+U^*.!#K9EEAEW7[_2677R\F3N@US,T_CW M:%$L+P?3 5F(AV 3%U_2YU|%R0O3.*_^)|-VM& A)N\2%=-9EF#5934 M?X/OS1>QD\'U#F2PFPQV.\;A$IPF@]/*8-L';KA-!K>=X5)7I//:V>P#F08 M-QG&IV:8-!DF56/5WV[5-'Y0!%<76?I,LC*U!)4OJO:MK&(RI=!3#XEM>C+#] {!H@BB./~% MO"-#DB^#3.0D2LC7)"KR,WE0OOXI8UM)/HB/">,=4UL>V2KW<^>?_N%_*4%F+W M!.H_'<GTYWMO13P/H8/L5W(&A9I5GXG(78=G/R!^O"S! F[L^)7M&X;=0 MILU7U471VM?9*MBIL,XA!9>@#_?[\KI.LB!Y%/*Z69#[%!*;IC9XJ0Y?/P?9 M@O5[(Q))/A5BE?^G2[%U^6YW^65?\3%?!Z&X',C.(!?9DQA<_?4OUGCTMRXY M(6$^$D:1,(:$<1!;DY>[E9=KHE_]8I.Z%QE)'ZI+1D[6\DVEW?)0F*Y64FEY M>1$E?U8IN@14ES"N2BAC@ZYE!PGPDC")AS-O[9;FC\[_^\^+[R69Z,DT$XZT(QD817(=A5C9_U<12 M#7^=2M0EBDW.\W3]>SUJ_?V-!?9L+":(&$/", BF-?UDV_038|/)O(B2A[+ MWB"4OW@Y:)/CL@HAU6D2$DBQY!Y$'=&23.@ .SO4|+'L_)>(B*NBW[_BYK_,34DG,'#\YM- ^1^(QO=VM1\+KW;$4GC*)K>CLH3 MM(R>D&8*KANS+U!^X!DIY.MP*6.S928Z8S%$ 7V'XU":#Z51*(U!:1Q%TV6D MO# .+?6-OV4):8G,HS8? 2*)3&H#2.HNDR4V:B=9*;&)2*D0H*Y,O=@:0.(ZHA M0WXFC\JAQ&.6;M;5!.RB4U+>_C#2W@\.H0XAE$:A- .:E<11-EXJR'"VSYWAR MQY8FW=T.TH*;0VD^E$;A- .:E<11- 9Y$R+ZW)6W=K2&-O#]7Y4\J%TAB4QE$T M76;*$K7,GBBX6^M71YUVMP.U1Z$T"J4Q*(VC.+14E$=]F4W2T=KSVFG.)#N MX!Q*X2$T"J4Q*(VC:/HZ/+6KVJ,W!M9LI',YA|))* (U":0Q*XRB.+@ME)3M'K.0J#/XGO;JT4Q%(/W0.I?E0&H72 M&)3&431=)[QW.Z.YZ-Z2P.Y[@-WX +OSP?_#)':42>S\C$G<*P(^4E(3VZ@0>'0P!#:.3 M>FL):BY#:0Q*XRB:KB5E+CMFRY>^[HA0!3V=$H'N@ "E^5 :A=(8E,91-%TF MRC9VQF\=[$!-92C-A\(HE,.@-(ZBZ3)3IK)CWL!AOKMSSWJ3AWQ^]0;LK0;M&>V6.K? +Y3&432]!9977 MZYB]WM^K'0K+Q5M/(BL7;;*$K7,GBBX6^M71YUVMP.U1Z$T"J4Q*(VC.+14E$=]F4W2T=KSVFG.)#N MX!Q*X2$T"J4Q*(VC:/HZ/+6KVJ,W!M9LI',YA|))* (6=W^[" =N;.HZUMRLAU""^&TBB4 MQ] TCJ+I"E%^L6M>=WQ;+T8OPYDR<$DW15X$R:+EVSUWO:?.01B'MX/M*O6[,*JO[V+Y=E3>SIK+XLQ M5Z;W2*\&+I3&H#2.HNDB44:N>\3(I1H5R2'PYRB)5IM5IR;@SBZ4YD-I%$IC M4)I'T73=*&?7?6MGUX4ZNU":#Z51*(U!:1Q%TV6FG%W7[.S63[2HY;.[97E& MGM0>K8<"'C-Z8@AXH(M^H30*I3$HC:-HNEB4$>R:C>"#?5GP_6!?AG0XYU":.M#Z51*(U!:1Q%TW6CG&%W[M9]&=12AM)*(U":0Q*XRB;_I)92EIYA6_/].7 M'4%;H\.=F3EK7[5 :11*8U :1)%7M2AGV#,[P_H*&W+;3&(>G+4RX_I>8J T-M*TJC4]+[TCB*HM&=F<7>6R\N]]"+BZ$*T]C4!]#TCB*ILM,&V2O^^5FK M|@=M(3[CZ<1M3U)9*]); (%#K&4IC4!'T72!*.O9,UO/D$FKI@S+TB>M+++N]-M^ZVY,KU%_K6>H30&I7$431?)SE/7S-8S8G["VW\8V-AQW/%TVM8(]AE]V(>H M89^B!K69431= (\IF]LS[3C36#5ELLCJ0V7T:G[Z\KWHL7Z=&S$78DV;;DLX M!6H;0VD42F-0&D?1=-DHV]C[,=M8WX9TU8A+"6ISGX=95-W!2;3@.C?=]CH? M^6;M=4I0#QE*HU :@] (XBJ8K1WG(WI%MCD8]2SB+*PW23-(^56079-U'4RX[/ MY'7J061E1+,X)*#.O8^G>P*'FLE0&H72&)3&431=0,1,]HWL?OS3 MIV: <% M-#-M- 0%":&$JC4!]#TCB*IC^&5MGSXV//DUMLPMJL>3UF0E!31@HS8?2*)3& MH#2.HNDZ40;QV'ICKV\.M92A-!]*HU :@[XBJ;+3%G*8_/Z8\0HO2EB_\G> MIO26R-0/_C4DV#08CF*5C? _,%*4?A!$5Q=K$3V*.8BCG-2Q2*7@U(4 MVZ,D$P_ELQX^7MN#X=[Q&^NC;Y7'APIS=;$.'L7G('N,DIS$XD$B1^<3;T"R M\@Z]US=%NI;!RX#&PO=V]R:W-H965T21.)P>*;OG*8! #T5.^,Q*A=A=VS:]M4R@POZ0[(+)AK("'|EE6YOO&.!$.Q6Y]Z$.:!)>Q)OD_*I MK7.I,Y=AL/Z' I9.7R:PQAR7-?V:)2&?6Q0();/ ^,%WT^=#4"8T47DQSKG_1 ML,)U+!3ON:!%Y2PC*#)2_N.'BHB&@QN>(BSP?,KH$3%E+=%40Y.IO67Z&5'KOA),/LVDGYBO!(WO+Q:2N00M:2&W M$\=Z02[0JMP*B&[06:O/#ZH-Z$,$ F901]2^F>8Y+P MJ2UDN&I2.ZY"6Y2A>6="CY&.<2E6D$T-^9.)&YRHL<T!0(,YUJ=.)%G\8P+AE79TIO<(.IK=XI1M,@4 M6IM1[YE1[XU56@5@BGR3:)$IM#;YST6#.W@V_CVA^ITCIQ>.)N&I4+MFKBQU-%XA<0-[KL/AE?](1)72P_PY2W M&E\QVV:$HQPV$M*Y;M#)"LO"LJ.H#M=.J^ID(6X;J: $V#*0#[?4"J>.F[" M^KIF_C]O2P,$% @ H$]6LETFD:^! @A@ !D !X;"]W;W)K&ULQ9E;;LV%,>_"]$-0PK,EDC]8F>V@5\$6K@_=C'A)-MGVF)MH5(HD?2<00LPX^B;-&M1"%QHNXEN[@\_/&0Y_QUF,F>\4>QH52"+WE6 MB*FSD7) [Z;HBWM"B/+%^YLLB5KN]#R?COGZLFM-MK21I3@N1L@)PNIHZ5_#R&@=E!]WB(:5[<7(/RJDL&7LL'SXF14\L.RSVDB-U-GY(*$KL@N MDW=L_P<]3$@#QBP3^B_8'IIZ#HAW0K+\T%D1Y&E17"& MY6JQ!=-N&H!%M5" K<-=%9*GL52-=_=P7Z02D"(!<\KUUBAB>K#2WO:]]'XJ-MOX*+6RI)FHEW0&P(IP*D!? A[PW9"61,35ZHYE61N?."_KOB1A1\B\(D5{3+C@:VK8G-"(!NU7B)%;/P<)-+#0>^!$%R\@! M[$5?WX7O.61^DTPM9&!SF.G\\/FIOR6BST$-&EL.^<.Q+<2-$L!N*>C\ %!4 M'XMD%U/U[2O!7$V@%:USA',CW.@(C-[ZJP!V2M.YQ$9U8+?LO%1^85-UL \M M*V]$!W:KSLO%#S959F"+%61$!O4O.J@/D4%&9%"WR+PR;Z.FG$!_B"V.-6J" MNM7DU>GQ8/\;+FS-V\C{">J6D]-":,D+-6ZRD:!9;%=EH,FU#ND>XMP5-]*# MWKP407W4(LA($OH1U0AJEB.H#&Q;U:@0>MN'\#4K$AABWX)A1 2!:4V"6HJ2 M8&2!,.J WKHH02U52>19/@V0$0C4>UF"FHJ! ^2UDV$C&;A_R4K_7AMP QVQ6R.B&NWJ8'M[%?5L;)!7IW.?R)=E M_;YB3!X?R@'J?SO,_@-02P,$% @ H$]6HLK#?N,! S!< !D !X M;"]W;W)K&ULQ5A1;Z,X$/XK%GVV'(@409*8MMU MG+&=$)I:LTDVMN"S"=O)F*:PX$CLDH3PXS7$[#"UL/4R<$?7&ZD'|-ED2]9P M#_*/[8*K.[MDB6@"J: L11Q64^L*7X8XT(#,XH""052ND7;ED;$G?2,UEI:_M7A'$L)2:@JB_/L7]B^9\[91R)@SN)O-)*.J75A MH0A69!?+,W;X=0U'1HOR6*1 ,:)W+8:+D3DB4%6*T@H6G^3YX+(2H [\'< MW +@-@%>!V!8 (9O!7@%P,N4R5W)= B))+,)9P?$M;5BTQ>9F!E:N4]3O> W MDJNG5.'D[%ZRY=/YM5(N0G.6J,.D2+8AY^@^/P](K=!-LHW9$0!EYFBQX\N- M@J!%3- (S]$#B70ZZ$NK\;/6E0)1"D(3&XK.B^AG92&P(!S&QI5GNM%>BN\ MSE?H=JP0N^B6I7(CT$T:050GL)6[I<_NB\_7KI$QA.4 #?$9YP=!)^#]S)G8^ZH:QBG>]T9/9#4U M1]4:(Z,:- \];EV?HB MJ\DV+F4;FV6K)=8VL8SXIP9?GV1A3Y0UW?Q2-_^#DYI?I^)YDH4]D=5TORAU MOS">USLJGLY77!U8FDI0_!)QC(N%,ER8TV25M2N:,&VRN3K)E71.(SLD>,%D#6BO-)8K4:Q&M".5HK{[\ 6V! MYU_W66].6!SK^KT<;4_3^Y&@V;&F;=8C0?#43.(O[?">!#X'2%]C&Q ML91]"6%#:NJU7NR5+>R+K2[C]63$%Q\=PL:B]=WB]\D6]L56%_]4U&)S5?M_ MAG ^LU\-SF;\!JJ$9I%1BYDW<$>_ +8K;^)7Q-4X%B6"E*53*H!,SSUG%^(]DV:Z8^.BE9DEUN M@$3 M8%ZOF),OMSH"&PO=V]R:W-H965T _#M >3"'!J$C/;0)'VX6<[D$"3&,JT%X@=V^=WCNW_M<3S8,/XJ%@ 2O25Q*H,.0LKEG>N*8 $)%4VVA%2]F3&>4*F*?.Z*)0<:FDY) M])6RW,3&J7.;&#JGOAHP%8RCE)XXDBLDH3R[3W$,#-TL+.O^:!;-%U)7N*/! MDLYA O)Y^<15RS>HD]O4'0^?]Z/ .!Q7SDRI@ -<6_XA" MN1@Z/0>%,*.K6'YCF]HAYY !#%@LS" ;-I- JV'!2LA&3)KB,B2*(T^Z=ONT < M=.C4=2"[#!1P9X8,Y2.5=#3@:(.X;]U&TP_&5=:,P46IGI6)Y.IMI/K)T42R MX+5QK_P*T0-+U&0+:L+50)-LHA";(=,*?5V:-V,=R$ANT?4C2!K%X@9= (1>) M!>4@4)2BYS22XO:@XON"K01-0U5Y=50>N%+YH$G<8,=[G_&2&EY,T!>6RH5 MG](0PN,!7.5\'@&RC\ ]L8[X"$$3M?$M(BW20<^31W1]=>11]F>QU,YCW3:6 MYC66_E@E4^ ZGEDD:,I6P9#[8-Q412,:L5.]HMZR=V)) Q@Z.D*X&MP1C__MA+W6+Q;>3L;L8T^^KJ20BJR*)VC*[75> =7.PKA7L-TY3]I.LN0C=$@+Q^!UJ!B]G*P,G]Z 'Y'X M (57HFBT^]40?@[AGR$>]$S$'V#PRPQ>S63TV:L$=HOE@TND5YZ??AU6 MA?J6[%>0.@EHL 00"U5#E *R=!:59_-U2]S^?75K%[<*Q6V=LW+H-#*X_0KLA MCW91!]>0'&@_M@K2#Y.S(&R,U\!5#D;f18V>>!1)0C^?0)DX*8_$=)"ED< M4R[04BFMB:<.;*'FE3YE-OL'P<5^D]3L35S(/:.]\Y%,78*5C8[;AUS]9=N-M 1:RCNVZ? BQ=EY!URF1^T^O5@!6RCNVZ?B1GEW!U*R+6:.IU,UEH/;:+_0F- MNP35]Y$<=MWD%AD!VU/"*=V[A-6O9]W)H+C(-'B>.MXKX25LO?+>[35KL;'(M'KAOE<:)MMB8EL_%8ZYV]1S4AXE$TRTZ;/=$MZ9ZO*$\O-T?\F[1. PC_4AC M]!B)(&9BI<^5?XZG0G+U6?)7I6/6]':AT)(B21%[DMJG!K1/#0_JU*UA5\]+ M[\ 3Y=_!M"SMP4U=Y6'V!.Y>EE71%"2'>W5(3^D6]N1FQ0YCE@STCF.G-HR M%L?LMO>.XZRN&&WY>_GY31_D1N)/3>.YW,.%###I9IT1(H\2>QYTL)X:LFCB#L5N*:\= !GTS=@\N'!/C<7+$(%+!5*K-[B+PV MO\899V<71?/L#N@+Y>I0U_,]6UU?25?9Y=]V0%R9;F*F/*I&2)>5P #8'K M!NK]C#&Y+V@#^>76Z%]02P.$% @ H$]6K>],W=" P Y0H !D !X M;"]W;W)K&ULQ59M:],P$/XKIX 02+1YZ=LVVDCM M!@*)B6D3XP/B@V3M<6FM.'&RW7?\]9[O+"F3Y@$!:6/[[KGGSH_MF^ZDNM-K M1 /WI:CT+%@;4Y^%H<[66@+=ES56M%) (53)#0[4*=:V0Y.P9+P* MTJF;NU+I5&Z,X!5>*=";LF1]OT A=[,@#AXFKOE]:>QFYKML(:>8F5YK<$+ <>=/OH&F\I2RCL[^)#/@LR0HH&9L1", M_K9XCD)8).+Q_0 :-#&MX_'W _H[ESPELV0:SZ7XPG.SG@4G >18L(TPUW+W M'@\)C2Q>)H5YO[[V$8!9!MM9'EP)@8EK_P_N5\4XL@A&3WAD!P<$L?;!W(L M+YAAZ53)'2AK36CVPZ7]O(D.9S+DC9,_U>N M'MSXC0)9@+,"3]5=T;_AEHF-MYIKVDX_#2\OT# N]*MI:(B9Q0^S XN%9Y$\ MP2).X%)69JA4;95C_C- 2"DU>24/>2V23L0+5/HPB%#$5#>_XAZ#53]#N@ M!TW}=QYZ%\)+/\0^7O?YDJO:H6D60/++/13;7,+RZ6 >/XDX4 M7|>WF7PWW%(6T4HD>90F)!,/EX-KZR,?VV6&*L5OD7C.=UZ3\E3NT_1;^>;3 MXG(P*FLD8A$6)2*0?Y|$7.1Q29+U^*.!#K9EEAEW7[_2677R\F3N@US,T_CW M:%$L+P?3 5F(AV 3%U_2YU|%R0O3.*_^)|-VM& A)N\2%=-9EF#5934 M?X/OS1>QD\'U#F2PFPQV.\;A$IPF@]/*8-L';KA-!K>=X5)7I//:V>P#F08 M-QG&IV:8-!DF56/5WV[5-'Y0!%<76?I,LC*U!)4OJO:MK&(RI=!3#XEM>C+#] {!H@BB./~% MO"-#DB^#3.0D2LC7)"KR,WE0OOXI8UM)/HB/">,=4UL>V2KW<^>?_N%_*4%F+W M!.H_'<GTYWMO13P/H8/L5W(&A9I5GXG(78=G/R!^O"S! F[L^)7M&X;=0 MILU7U471VM?9*MBIL,XA!9>@#_?[\KI.LB!Y%/*Z69#[%!*;IC9XJ0Y?/P?9 M@O5[(Q))/A5BE?^G2[%U^6YW^65?\3%?!Z&X',C.(!?9DQA<_?4OUGCTMRXY M(6$^$D:1,(:$<1!;DY>[E9=KHE_]8I.Z%QE)'ZI+1D[6\DVEW?)0F*Y64FEY M>1$E?U8IN@14ES"N2BAC@ZYE!PGPDC")AS-O[9;FC\[_^\^+[R69Z,DT$XZT(QD817(=A5C9_U<12 M#7^=2M0EBDW.\W3]>SUJ_?V-!?9L+":(&$/", BF-?UDV_038|/)O(B2A[+ MWB"4OW@Y:)/CL@HAU6D2$DBQY!Y$'=&23.@ .SO4|+'L_)>(B*NBW[_BYK_,34DG,'

WAZ98ILZN+N.&?$KI$$UOTK6 FNPA*Y.P|>^($"L]{!F$CAP56D+9DW_(] MZXDB'&>@ B?@"@JIE88:+JHT-E@(|A|A;L<3-:YY]^95B+^Z;Y$,INV4!^@2 M#"L-]
YOW,#36+0BKGL%,W*W[82YY7 5CI;G-#N@)S3957E.HR^.#4T%2\B<+IF)]NB/<++H]U-HC.P@VJ*3K4O85;Y!1 M\P0<%&+H9M5)+G.@^)5JW7I:4$7SNL"ML@.=92'J2IZH.5
M'"CQEM8BHTV%2:0Y*E/W*=_O\]5;_IBG 880OT@Y6N(_\>11N%W=LK",,*,I M-6XFG=V1S&ZR]RF#)7O;9B^5U[UGV^W7*P= X6+XG34F< FM-3+T3>=>$@A">Z*Q[+X29)
<^>)M.'@+C\]M MZ@4"]@27@5XQ[5 +)YAK(^]1 [N"BN])[&9]S M>L0QZH[_/5TH:R*,P2PX,LWPC5[N*2QC;)IQ]_$V<@SN=RZ+XP /@_V/BW>/
MBY4G,R#4BTJZQ&,KB8;1KB%;SZ]_Y3:)J'NGJ2SZU\G7^7U8YSW5GCPFJ>D: M]HN [=2$%J^G'N,$\PR'B!KP#=0^LJ (38'/JBN9R]E0PJ 7%6:SO MAMF1,["E#V#!;B72SXO?
>B6EC@-)J0 =$W/S:*P8E%XFW1A*,*+9%&JH:%3$ MS\5#DA]S"2QR(JRI=5YY'N<1>)#.:NQSO7]7C?3L5G1R8N:193O;)QNX,FT[;I M\:FQXO*P6$UJ/CE-LF%Y)PVKG_-
]GB9E]L7K..!4+7G^]'5FI?@0NZI/%N_[M?H).] ZK\E'E!E^;D&9#H",XG$VK%\%JE:YPY,RB,&L]COY'#\1Z>O*UV !! M0JC8I:3]+E0H)KVQF^CETF<28^,-6(&8&+#=RJ@I5.W/^QK
W50Q3>^L"4DU*^W&Q5E@=\QF,;Q;A1WKTN#&H U_ MR+QZ(&>8P*K%"5C3GC51&1#J-:\|UB5:9&2 M"]@0H3Y97*_5E^IBUE%T6:-8DY*G&/9V28F$W]%]R^FW&-/PD/*1/($8%
M;'I7PCG(93ZCJY14N.^RF&PL80J-89J-C>2J8,!/*1ZN:S>& =7 M=6BBS8'K#%O*_?8,L>R M0PWG."4!@G=L&;V!DJ!3>';#LD]1SXQ\X+/ %2%E^/1GZ8@PLU&T?+*):!9Y
M&U%^QS%3$7@>H3B^TB*&K-W>:W:D5]:(<(2/QXB!,\JY* (*GN$!^O?]5I%" M3GZ>\P,<(JS0-5CW54HK7 ?\,RZ1X6UEWS#B!Z]Q0%%XFD VWIS2ART6^VB&
M2T9A=N8\F/LV6CQ'T] IF1A[&5['PLHUJ9Y%=-T59#2^'6,O9>&DF4:"7,$J M!0=T%9F!4D9;=//LK&#C1_UYN7J?KKD%/XR<2.I^DH^[PL7 0_V_,8!X5&_
MLWPWO%$ID4%C:#1N_45R@;4VAX^:;G)J$<:F[^K -['>%.0[CN-\ 4:(2DA M9>Q-%J)K)C4HSAD2T!6W)5^\"*02PBH3_#2Q&H X(*>3NT6B.XI3!!(U3% >
MC4([\9TBPB7GPL*AZ0W8$8>8A+HY/$;4,/R+V:+DL*C"/HSNS>,^%>RF6MK) M2F(C11L45J\8\&5./%88.5!YH&S-MHUYD0=&T:5-M51)&7)N=)],U[TKGI.@
MS@6;XX;>NB)K4*X/"(Q&O*5UU\;67EQ)NN0RM2&#W$*IFTOAULMTE2G[,:=< M\/Y4=NPA,4C_DJ\BUB!-B4PUD653.F:?:.T4Q30H/7&1TVDX.EE> P.+8S
M%.PC1YM;YF.BA!^2;YI@GG%N,K%MGTTX<3Z7':/HUNSCM#+?SF]P!M!5H*+7/.PV.FH]==8Z%*/Y[X=HV\:\6_W M5!47L^"R,+P1BY!W2?\IRS'J!D*#B-0U-R
M46*MJ@G4@\U'0L8]HQGG)-'3"82=@. +1F\Z))I9H9>'/8(+,!ARG*")?!B M%,C0@RY)>!X]>+N!;7I)KNQI8U$X26<9YF $M0M/#ZO=F+!B$@*.,'R-5[';
MW\,RUPC3!G&HSQ%QZ&4\:3;]&\&?42#K-=!@]H9'/K!.T%F=YFA@% M'USY\5UB27]T/)_\R3I?MN(%?#J&BMM)K\]]E%?2LXO0-^F1/ ']*+"7$R9
M+)F1%ZL[96+MG$"L=R[597UM@^U,7R@-"I3+EQ"X-(:N1\|I%W,\&0Z1J?4,*Z(GW=FLEAW7H_>6BAF/Q!V F:WPK75)1^'J=%C(B>2<] MO@$@PB V):T.701Z*$_66R:GU?
05EL'%)+KXDAG4)2[-(GQJ)L_"-L0U[LJ% M*0K5X"G"PFUR-'&J/Q'CRKDVI,9:R<*R1P"7!Z.RDC4-(X)W&X+Z+&XUW;.S M-.TV4T0&;QHR =-
G:I(ZCJ32DXZ23[00L6R^94]F>"K+#!K30JVIM%:]3NGS M:\EI=-;+>X%*Q1!%G:,/K3[S#$HP4,+7,RCA3CS+#$JX^YW820">",%G2;(R
M1@P6@EGC#41H$!;&@AT<^"Y31"YU*.!LG4@\3?@-E@6D:T1'Q6(+3[VB4<'U MN5?NVVDV) !^1-X[3,#Z 9=;N?XUE;K2(BT>'2Y+?YQWW3&9#>,9Q_XW/N4, M.6"-
LXYL");4NF_KLCN3$ .N?HHL.G# +KZ7V_S,MZ";/HACH5C6WF5D\4O MF%E$#Q37S('&8]\T;V%!PBE<$H!\I?@7]&'H;_[07CHLZJ![SFI1CIZP#:)! M&#AW_!2NLL?><'C9?
0C+7?"EF+. "4H8?A!T<%Y684->P#EZ\ANA)'B% ML@(MC-[C3,A!+RA_15=G5ITM/,H9UC'/J246-ASW-<(BP'&HFDZ*'QBCP:;. M6ZL"Q76!RR"NC4@2'TG4V+F(OQA4/6-.E!
[Z'STLE[]FCM 4'X3'@5K],'6+ M#0B\HHX_MT[Z%M8??<'\'"0P.%5I@3SA7P\DRO-VT7>4FF@"ABDG ASUMW; M[?=%E>MNFL/_(/D?
USJ]GV5\/KR,SZRM<^=W\ZRM4]XU;9T/*JNCB:P+Z8.N MV..W.L #JU=,R.C=+O8+;JYM@_9GABCAGU3!R8R#*UA#+Q+,0+ MG&/'U2:#%64Z)/?#Y: $@$5<%7RJUDKQ@\YG-
D6+L= M,>WJ">=I:Q([0_F]"S20UB8>[X31"SJRU,%(0UU*[89YF'"54;@A+?%KJ1+" M[WLV=# K@D; YG.X3>NAVD>^O6F#-
BB^8:&8(T/,@J$QUB_[^&$FRO&XI,U&Y2LRL%*UANG355Z' M?;J#J/\7@CRP91OP*MT,KQIZ 8$E)A?\ZO/I"\+?>#:]|8Q73"_R>/(BUWS;
MBT$D[MG/XS!PU&WT&5UD\IJR#;XJ+;B5;;YJ&XO.A(S.GZA=!0$ @BIS*H=R M#SJFR2E

CVGKF'GZ 2U]B9J(;!HY M&^"G, X/Z;J(%1%V/F7+&R*'S_+MCLXL;QOE&5.SRH]:E,1PR(PD8-*TRML& M\"BH'6'3-A>$TTY^3 $(#T-TXL8\|]KTB@C!+@0J"4H:A$YP_^CPRA?# R&T
MF/G.V1CP "=$]9HJH97;;9%\9.*HL96F?A)7P>-RQ5&$907CG\DF51[PO9"9 M+,.:R/($.+B#F/D,UV!::R?ZDXPN9]]8!UPVGKFKYAL49606S"7 Y@>A[N 6
MO<85K!:]4J2N(#X#8TEM5T.+/-(%58[0+$%6 [,S-,DH= 61AYD.=.KI#[^XGM9X X[/?;OV.+S;))9 M/*C"&D[)+P=G\X.'?_UHX01UB7SUY./5_].Q M>?
@%5G'^Z^^I_<258"%=9/9<5\CX0M:4%L!0%D!RIT/**F^&K["MU^Z>F2?X MAA.A;(1D=K2;">)5@JI4XU?F1F &C@KJ*PP*DJ M^^F*>M9[JFTZUY#,E3<4(5-1*P8.ZJ)K=!8DR.;(PL-
)>DQ%;ID*I&S: MTOHMVR8OMOFN2[.ISG%PL"5TZ%;8<:8J)JL5IN9#=7".3!7R@H69M/*05EA\ M>N>X$?KS04:^F2$C=^)99LC(]2$C\X%QPP,C=E*L',6E6,7T#% [ZJ/[L26U MU
13*L9^%R>B)9YCK$A4T1"C^5\RSH-NSNUL6%'AYG.[K'M6JC1S%J7KM\H- MGQ.)KU:%>_I7O#Q7:S&9(6?FH&U0#QS*AS3ML;B&6D-F=^:65B?B2GVN4',&
M,5_,>G(QJ7L\:\Q)$BU1'4^6)+F2&+1*CA&?*&%Q#C4L">'8GKZHM,SEG6._MD$7;!0_$Q>S+N+GO(59V0D:&9 M^5MQVKS'+XB([2XO6SDE1A$FY2%0RB?
6>3K$),4QU8B2M@.>4>X.WM.RBD* M\C0DYM0M_5C"5Z^925%RT>SV0H[#D:^5@,BMQ\V\;M)<\9YSQ1'JL^P/G/7L M*
<5+&%!XL@:#%^',Y=SR823G(D60QVW]QCTJ51J[BUX,F"QM M=Y";GB!:4>)-'3T&K>VY[C/%Y_\1%)F/R,+?<#SJON4-T>)4"DLRM_W52%6@G)9PQU+]+ #%JGX'>PO
MXG%-6$\0CW&Q<+:; H14>Z0X>["VW]O36R1W?!YYUO!E,0L[T4K$#K&MNI@8TL)OHN>SCU:W01'2GQ$1\8#BQX<=5HUK0M[
MA/\,)R3VTB>HQ[%H)XN7^:MTRO>HG>"QD<0[$&U G97%NNI+3@OTM33ZY"1K M]K/./*',^93'7U2QQR+%RE3<$ VC_' 2-8/X<46.7 :<1+ON/#AW^YYN\> M_:>H* >+\=1J?
^(G67?RBL)C16$R,I@*<#!]6SDX^%XLSB87Q[?YUO9XI=& MO]UM-]5?/^ZE=2\O)"W![/U]:#I%'9"/%+K2>[HDV-T8^$4<^?\P=>,[)VX\
MR%I\C.7'XX"YP!Q^O^X>%LHNA(P'7JKS*V87I8)6<3]/O4;'U^*3!#_PG()2P;K>AU#9:_V;S)V"Y4(QHQ>PGS=21S@ M!U^9JZ^QOL$
FM%51.1(,1(U1ID83/H*DZUEXSX0MU.9(6^.7*124F91N#UP MCA E6A?$5I\?&K1Z26-$L92<-[,T*3VUY^U@-598!SD2WC'K+*RPOAT*HA@A MOUM6DC.(0N2Z^JUM?
W$RI5"3T0+I7=/3WY59$VYGJ M4I^/HG/$NC>%=!SBOT@%4C5)R8>0GM#,[UE^^,Q-W62^(W*@&)'T)20HBV\# M#ZTFRVV1D_N9V:-G$OPH-
;,$O^FP.+\HL2V\'3)!\Z+$F<@I9K(;*)V K'AX M1]2<-[ES6O1@ ##KR?1MO#*IZ+J61UM*(X>&=F&_YTV2]'<\->%"@@:I:,;1 MD8PV;6),L_=AECERZOS]?
R_;S_X^@XLTV_7X\QE<=">>908770(NNI-N^Y=< M3B<:%-]O,0C_2L0E;"5F=:J(S-V5MD4IS2]NM=49'<:'96@?P%F=K]Z2&B>>
MQ62.)33M#AUZI_%RKLG#"PSZ!.QQ"=LKC/,PBQN-]?WKSHSLBY413!R9*Q[C MV('%N67LO;$!T:Q!DO_6[].\!E:1#G6NO'#@;K>Y2?BN6<\'N660K=7G3T<7 M]F0#^@%YA+J]K
9PRK!ER_G*@**9]>DA_!2CK6W";D/LF"QE<_A^B&4>GH/U@^TPT_ MEGWS;M_V+.%)0R M,4*B&SHDGV\%)O)Q05&21(:Z#\5V^,UAQ3K%OK2(VY([!UF[[L6*,@
M6<8LI)ZQ&QOUWZ7:4."&)R445C';M^5F$Y@4^ER2@T9L;=4*//;V')!1ZWW- M4 .L DB@@=XOD%+XX8%'SPPC1>&G!H?)CN&K#3]VWI' MB(3H**4SU6Y7F/Y'X"B+)&%:(H<
XXR+ [&^+%R3!OMPDQ:N7T S/FR/W% M / 7.RYQ'+&;PXV+67=I)>Q2-GV%?FIULQ@)T!MS01>;*CCJ=<9%STV)/=PZT,D"S-[3KQ$TK7E;B*IXQT\D8I9 M)<;=#=5].RR?
|E*TMX>I+ O9(LI/LH5WWY:=M3E=<:(.\R)][8PA<^M;Q N7 ME>@Y&= HIY$.O+_S,F WG*Q\5'O.';Z"+&2)_]+<2GRAN 0/WDB)]>:C.G//
MGZ:K4/0M7SE!,S:OF,JW#$MN^SS&]U,Y&*% PT(]5PRB$2AK^&5.H)HV./%F M4IZA#D]R(/+Z+6>], G'YS972WE#3#J%#-L3F"\QX9'Z]5E8P][9\ED6N)Q
M.9A#S$TP^%LDLF\Z>9>,NW MH-U"&YB11T563,:@%?J[V.DMS\,&AI/IBES@ M7-LE;5;,VB&M2T)_%G,V,G[BKL4AE"R2)$K])#.2O=/TQK$T:93#BWD>1FW@
M,WB6%!J:I+*$<%XO=:@L0^1B.@2)Z1Z&DMFC10C4^":MA!]-;&L&@)=:JCZO MKJ;45B.J+X[G(LXPB[1;D_6L-_39G3!+VCE>-TUI3(Y8>;K2,))LH;:G!9, M"_NH-\|)+8+4(KL?
5B]3'35A7FIQ3WAP%8^'T3?R\341!5XO-^8$@Z:CKX7* M!:)'(>Q7X@F501)Y"@L6^="#]F6H5*;^=]PS:086]_@4/5KX;X=:M]KGA0> M['G22_0%=A0N=+<:.46$RV8
:]^9/3N24HLM+M61HXAIKLJ)Z$SLD;/7_^< MR?)EJ\FL8/1E,6YG4G=R,/0QBB80?SP& V\IIL +L]/+563G#:%.9DB1.-0U MH09!S)!M,7T!NUNN?$Z['7FD!('$&(^SPXDSP,
<145BJS]0%+>,.('Q8-&*G!X M-<=NJEU"$=F(2#(Y6YHD[S5F0)#2F@P59U%BF@27N!#C"#DQQZEX '4-!OE[
M\5I%O'/M,BG>^[/ZH=;V5(A!$$GD%#;L'$7G]YK!A8A(>.K#9#!]*B^U7ZD. MT?T%\K[QX2//LO05AI'80\3XL_(U!YQ#WEY/[)D)Y9-'^C(6E=T5I[0M&&*; M@RY0^R56XLB-
E2JV)B*3L)?V]KYIP^!,%C^6'3D6*>/3OU720&%U8E8LYS:I MP78[5MR2Y+ZR.,6-*VF=@7V[)32T42BFGY?D?07*9R(1AFMD?NXT3L(",Y MS 0H>F-@=BQB[>:F18
M)2?!U]53ENYPEK<%_\:(38,Y.H>G4$<]Y@DO"?Q\UF.R.&SC3#1E.RE(Z/>V MY(=07Q:%=)=#OU-:]QNXS_?,P*44]9$;&(%>*@"KG4]E+32YG*3%2%6ABI;_
M&@;*U,K9=R,!!8UE8^R[QA'.HEY[%L\97D5DIOB?/@)V0:_H(KB=JFSOB(>R M""JNB>/<-7^^(O[#N8A_)YYE+N)?FR'D(VV5JQR1Q'?)K/@C'(O><@Y:7^5, MK)BF;85G&
>\H64(%1-:^M./$P2N_>-WIG^R""EC'@]W-FXQ3=#>P1/NAOP% M3Z<[+H>8?7(--%-11>X*C\;T?!:>T-2S7=V8+QFVYU!: M?M[7I;9##I>&W%<;O,MS[O_EFX5.P +8+QO5/V(]NW-
U@V&;N-'2".X9=4SZDI;KY<%G:")SPSEX<%NU\GM3G';3*R]]!MN V?9PXV:7[VN>O:['CG)J M3I=Z\;BUFP&Y/3'C,9\%YXSX44+Z(*Y(O0CU&;KKI@V>:]Z4&#^5FQM/(++V MO
EXA*0*/6(!I"*%%NQ=G857'[,M"4+YTI M_@-4*'B'8MXAQ3[ARO5ZX8N$*RS1G#"V**8_;PENSV+$0QQA!-)?OR/V'IZR MU**;7\8TX!5C8D:6ROIKX4N+'&JQS$&!]K8I%(X"D7;
*,^1BZ*36S28,H1# MDMQ*+IZRW@2O:R(//LM[Z72%*8=3%P4DFNVVKVW*;;KQ6Z^_Y[H[L9)+88:> MQ!AY^-J(4]B8=SJ!!]F9\"J^/I-V4,..1P^Y5Z<7Y@Q>QL>4:W918QM:RF)&
MCKV@[!YT\BS+?_5PAL.QON[K:&]HA5-^3)A%E(9/<\7V)G3$XW\@RFHP1NE; M9I[Y3IY:SG B"G"%0T"\> 21*LA;\5ONJBPJ)5]<#-RPJ$UDZ.XCV/X:_G@ M^Q+NB#^K X]5?
#A9.)K'@WD[;9YU-J!C@C!R1X1;K!-2GC"%/7.@O@8=!C#] M# L0Z-JFU;0B3Z?6YU?DC^)39(NGIR^>&08Y5,4#!732QM@0C+-M:=W#DW__M\P]/N\SRI#6:
6&N8TOC)HQ'^PB83C*NO$3%*TZ-6[1KY"*(?H_H^DWTZNNT M1;N*]3?+R]*H:Y,PUC%E#75Z;4KONMN6[4#R0\8P[C_%ZREJ@ M5\']2.L@G?
V,W*$'W2X$V3]@EVN"G*\;08]PQBMCX\ /'*W&P*8(>&]L0([9 M@LA.\ISP!>O!VZ.G3BY%05MSQ:O7.ZY4G"#_,O3.19+EG?=](D8CR1ZO9$UHI/7SM0$TR-8 W7!W@Q3\ZY\Z
M)S.KLAH-7J2E1-KX8&M(GVI2U9>3IY#^JC$#(:++.HM#ZI86A]QW<498X+: M@Z5)<2;GU]UHQ0>:_;E=+S,-UK?-XKR8_;F&[M+L.W_\R%_XP?4L M#=5?(R1:O[K;E#^&CX5_?
C4LSV4CO2\W_2[;0?B=8XL*+Z19R;2%\?[#?O;]?R>1W]??_4>YV;[ZCG^6 M];VX;-\'L^_O- &Y41S'FV7=RW M5)DV<@1Z[8)CH@9HWB64S7O[GS_CS9]=1G^P&ES2)DMY9G2#
MQ$G]2#:1<(F7+WXK=_CCM.JG FI(HW2.,?E.=,C>_;#<.7??/K)^1_ 1K>V MM/GM0J!EGW$:WD9D6&B[H!_QU:XUF^B?KSB1&WS8RNXW:KY21XEV5OGX1&L M3^& K$TTBW=-
O(C[*[XA?#(3^A4Y75)B]LOE]BZK+&3=3501* MLP'1=$6HP5ZB,7F9/L^^<(B8MBHCQQ)(,^\O5OL#RW6!G?^9H7 M5&C8V/:BDB0BL^E:X$0?
ND<63$HGTJ#,>]VM".4,O/8:S\^6W5_C8:#I@DV M0; (Y:)C5R^L60COPQY&E#DZ?U(4'2G&7)B;>J%]37RL]_#X1O46\'=-MAH$BF6#J2*N\Q+#[X9^7SVM:9$1J23
M]87FH&)_PM&G4JWA(@5VAA%0'(P" 0S+68Y2-VG6PQ8LJ1$L5/TW'R+I9("8 M+C\Q=V9!7AYT_^>/YQ^AG?_BX-#U> MOF!"]]SX"&:%_$EP59?\TM_:[H.PNGT;:\X%)
[0*TQF;&4T:.^$Y[O+25G:) M9[G:- PONW0:P?^;3+0D_D>]-O1=5\&"MVYEB8JKEJ?2DH(%:1ND3API6C"/ M1(X#&L)BQ,I+?>R%!N*JE6[%=L%JR6U+SCH,\@,ZO&+37HFO('GY'H@
Y=K7
MMPF'!##AJ6U!5$F5HE5[8+7;QH%Q\MW(8US1;G%CAIOMIVR9';OWF35CR66NI']@_V>VQ[KUFC:IM*+7%$O!6.W34FAC:'I6;V=]WY5I0CG:K'0T9(Q=8S[QAV;KN+BUJ6>\VV,
<1#'90],X1,3\5$%,D8QWF MA'U40NR#VK^[E(5I9#72%<;W YO3M:A;57M1+JF[/N%:I7T\V% L*[R[G!", M$=;TJZB.Q1[$@_W@G2E0'2_0RJ/&.GUF_%QQY;/WC;&+
(Y.UT\N@J8,U[H8+ M!K.SB32GT2*I,G%)"*B1)+I(,8L^Q"2R:? 5.$P[DO M7('*$9%TAD:MT6-$A0TL%PSF@QVTQJ>%TD3TTWF>T3U*)]N(>;_TMJUP_'> M Q!&'%?
AS27N^A&4%M+4ZS5"")&]XX2O2P'7&I&+C>+(]B48X@3N4$OM<00H MN@Z86CH=K@%#:F0M'[!Q3Y"[6U'4"UPI"UUD(-BW8ONB1)1B%ZEPGXB#8(;AZ4$*G* M20^FN\2NR-
3/TZ462:=Q:9-6HA>(HYK3K_CA4327N 09'X]5;++,Q&'Y/F5Y!BH\'<=OKEV..UJ:?L0 M$3ASNRP,CTD_8]9_(!ZZXSF3\5?I$W6YK-CN?O5X'
M]QQ\DL#)AZ&]E"1"Q#^$Y28MM:GM5UC"A*PK!'WX;+4T[C!Y Z?D.>GUQ3/$ MWSZ+EKLK]7NDTZ4$4X*PJ9.?OTZA,L?1GOS&;0]4P:FQ-T$!7IZ@ (_B64Y0 M@,?>V+LH!X1.X-
]9'+/HP80)#2V9)%+"FI;,-(@:?]@O!,ET63DSZC $TA:L MA[\F9482UQ-F[O!610QFT@V]M,KH3'#EH9NZCO-0)/FO3N'S*7!@W#-]\|T(MO391..Q&U%FI#!1F YA+"]<:=-?
E_:RQ<&F_3>)YVU+I&,F^9W\>,4A&8JK4 MDVF*>8ZY_<9.\!BK!'=H\4':T1[AO/W,6;IMD(EM%O A^BCB<(_Z9P\4IR/6 M0UH8E^)?_N:3/[X\?
WD7%,5__/OS3YZ],F0$[OV;EY\|2^6K.W_W(XL?L_6% MM4/S)$V?^8*D/VG+,C6"DO3IZ+J"<9& /;4\2:5!\;>D+8\/HXM1@:#!ZSQ#-OI+L2$0:G!GL[KS2E_"M01+U0 M% J.I1,%K-
6H]N8;_N2X0&_&F27['';[L-,,/-<.B), =%2ST&607/.)SN'1- MW:[[5A+"89>AS>B.N_P2T0#,IYZFZ,&G M:'Q*Q1)_;VR);/Z9>3GWR^JTBW[A772ATLK&B9NAP$Y3\-
!3<+2256*XI%*I(7LP0F/Z3MR3! !W0]3WO:*)_\ZTY;>(0C<5/XODQ ME(%5D9$>S+\F6DT$QE()BJ3@-\5A@9JW(RQZTK/VF#>;4+6-2(2I9B($Y\JF M9(6_2.W\M/?
18Y\1W4)2K!ZLYSXFYA+=K^_K1L65)3B!9DS!=%G^HW)/4ZT3 M2,"JH_.JJ5;UZ6Q[N,GU^&G 6'>16$[I?.Y ;WB:G8>:'6(C.J.6OQ&';AO- M3ZB'^YPFZ:$FR
M=EVM^*XP<>$3NO^$'U1 >:E.YSQ34L>9RHUGB3M%< ^?-I2-NL_2\J?A_J72 M2KDRS1[$;P)S(VL<+>.B[A:[DS/QD)4JES3*X:$3.KX1TI#X?D[_"]9W? - MA)OZ1V;-]9S
SZ*@Y2#Q6&*--$XG&CNX5TSD9"6G&>IR0INN0LCACZ6 MR5C6/12*3IOL =WVT[C_*IF*J2S%5-J!N8G3/#S4/%@1"7SN*;O3CKCEM6>I ML-8FZ8$#=>9029\7)1_[#S4[$\!]"=?
@SK3IIVF[K]G:H G*&O7)V+MF;AQJ MAWD[WZ:$OI\G&0FG%UH^N+]>\2^G>7K A*P0X<0:^@UR)6G2C M#Z CNI)9S MXEY,#1_>?_.;J9CWSKERXDOUV9
M2HZ1R49^CMYXXB#A*GC8# Q[5:H(Z5A6RH#3RIL!7@Q8-ZET+$=TM/C@=/]> M8EN;Z.0KIMOX['PDMT(_1E$3F5V#$ 71"#J+1H)^T$9\?'AC.]%DL81N7W8 M;3C5&)!
XNA5%73X1"??WZK9L-^*,,T!!9AV:+I>B,.FZD1P(]W!GE*"I7.A M$H_*QZ8*8?PP()$QRK_($Y-HM8$'5A&$92_*TV*BJ\VX3IM.*V_+&.[3-ED0GI)$NFP22'K/,@;/5B]5D4T
MLC/C7Z.6_)R(*[UV?K/XT$K)8'V;*R@]D!^I9'N0M@"THTY;-O(7QPM+-@6@ M?!%U86$=^@&J59&Y3RN";N&'M;/X@)[/ANVAIJDF_=_DPXRST%^"NXJ=TKJ@ M\7AAZ(?
^B&KOY%Y[A$TN]VQ.RAF[CTN"H6G%J.,2)]P85E2,:T/&$"&U0@9< MJ6DZ,AE("*!@9E_FI7.I/EOZ.'JKGZ3(DBR<2I0PE_NF!+UGU5S5X620E1]>
M+0Q7)8K5\WTXC;;U$EL>"=0H5N-I^R*+((S5$K0)(_@7SJD6[F[5+U#3I3R< M#' U$@E)RG#8KD7"G!E0$%CSBJ3\1U8$K:MIIV4\5BIGET"X.77,TA.NR*D(MGCOV'0*&
(^1VB<9SQ 'R'47EAXRY(X/$'7+[%\<9C=*WA,.OL1I63 M;"51]O X%U8YQY=UI(_#R(+8K8$GPKCXV2LGX".7SU_-:%)B2/:R8-&ER=J2J8$G:SU MK)1G*UXG)=/E\%V1D6YVVRE'B7!?
V%%6C!9EYZ^[.CI-ID))LXQEA_[0X(6* M6W2K619>%ML^$- XW#)\Z$PZS\@(:V?45V58 _0+>N4>WN)+2^^M,,&6Z]6J M=[5N([5P6$MEE];!H=^2M-^?NIC>+?JH-
CBF:^*WK.=T)R,F&9BP/87+V X! M/3K4T@MQLL8?(-9A\] $R?3O7.>D?NWW(Q;FX\3OD7W9B3H[ZR:FHH1 &_U, MK(0.WR=NI<920&!W!PU!MMES
%5D*)#@3XIHP4IMRJ\24\1CK;63V M6R44E3E\A8&(;)]Q0,7% +0Z*N_T^6N5:%H6ZGL;?Y%G[91XIS;A&<_%JG%A MN[ZJHMCZM6-ABFH,F6M$!R"Z1KDE=CM8Z!ET;6;
<<&)%H^$5=72AGQ&9]L=G M!>]/(C[B.5!6>NR92TGASY >D4B]-L(F'-T5T8@IWJ:E([//H&O%(3:,^F) MDH RL(-'2]:YRKU?]],L1%&^5_W70LGH_BFT*3SS0=U;VD+\7@H7L*T?
W5DZ M2WWF(TL+0V13TC;'R!&>/(YPT4O36V"9!YP@Z8O"MLSK3XB"N:A1U?*4I1&Z MG9I/D>[+@T!*24RR=\A:G7*M:,*V-CU#@EP!5K(>60_N3F 2LSY$+PL2
M+H2+=7NJ<71+95:[;RP7LVO2JX S@94TLPDW:T?<'.1N;.BMH5=N5B M5JE8I5Q:B,_,?_0I&28R(RV,/FUY<=%5I/&RYTZR($9\AP/5?\^(82;VH^MA
MYIZ,7'=I;FEE=0"\N'M&M6$D?DF+A,I[GBMH2+4DI0]R[9HPOXW,&]F]&0Y=MB/TAE?%U M^&#+4V]>I82?ZJ-%XO _Q;.GL2MD8^LT-);%+3WAZ,-B4JQU@F?I3.1D/FZ M#DRT-
;4XR?<\"CP#\=M<(@!3-9I22XGRS2/B1N>S/X?0N.TD1>R&8B5K ML!B;^$0A: ?)D/IXTFHXW(_GL_=(W4=:47\.I8M&K9"T6-=BC=+R]*O =$FJ
M'Q="L&L'BZ/C9'*RO*C,_TPQM*Q2OXCG+;TY1%KP4LB)RP' $*NO L'C0NHQC.-NPX&3HU&G8JYWMK\JA%D<6)U*52VX0R0^BT@!3/S8E2,1, MK(XQG:SDRX*=D 2,L?
Z+KR<'N08L61)F0I KG@]NAF(JY@N9/#R._N[0\BR M)KH6O(YL(NN.JD$QJTY?T!7-,U:PNW(RW4N7YTW;Z*4*G1TC)N.I:.;_P*R+ MKCV,\!T9 G6.!HX-4<.9BX\GP)+)J+-
LE'40030O!T 'W98SJ=X+C&X].) M20R3& [|\2J!=?3S;0=6KA.D+D-7KKVSXSP*X8"@/L8)K!#!"A^?P J/XEE. M8(7'S@Y)HQ)SJ"3PB?"%TE(PWI8:3?HM-.ZN12M<;U4/YMD62>\'?
[SN@N-T MUJY6\7;1QKE:D9$%LQML7-M;[?)L[C]%/52ESFYPES679&)(>>Y-9@.RBUL@ M0U@8W2TOJOCQ5.^/.6+,84^I*KZ(!FS8222?$VR<"22O"1FY40["<*W,"5R
OTX@Q4X3.2K)8XEL/ Y-]<:<%//OU,+J"Q_6+D?HQ M80Z19&MTL:;I1AH'Q1DMK+8B'Q-7X&'?"..,'5@&_T%KA=.5I/LAF&Q IE5V M300DU']7K)PF152I2S>I5?1E_5<:+"RHD28B-J_?
OWVCZ=XOW_WI-7)?"B2" MI7) JFQY*]7H9!EHUN_[@>HJL#*6)\@A3%H;5CTW&TL30UN60SD3=SK^#4%Z M+'Y%XZS59GP2 +G-G"RNS(#&F!2P)-
/L4W24;AI7=Y47#1O1%UY22IPL,N$' M3119*VK7H>4M'AR,ZZ M?+A=))@EUP[D&50KP$'*%%%B.HX:=^?)A52N<;Y//(,/*RZ\=G"*N'_V#B9& MX%*4KLH/_4=X[OX$BFJ7J%
<5C4DFL.&R[I9GF-%]|[(D5[3F"BY ^>LU.62T M<79H=XUN7E,%D9,N+AK5LXNY,-19'N$ WSB<[^B8P:>64L1(.+,?ES1LP&ES M0_Q_>;^AMW%GA?CX2%;*D%!'4YG^"0>

*MM|770Z*Q{HI],M]=N%H>M_A':H,,ES2N<-*?OF%_#,+Y<&?.PO%Q";K1^N'M9 MH\M?3G"WY> D@+ZX0MZ>NE N%YG?6; 0>KG27ZQTU9:2AENDO& -01?3#4>? 7%70D =K#WN46]0/$*4(* MGO%2CLOC&<_@!G+P\C7;N6ZZX&4.K-L-(@TUGO!P,.&DR5.^]LW5@^YXMXDS MJ*\=.3PU6^=4@SR4),\7?UI'UVUK$H/IJ7&R^KD1N-L<|,/D@W],DH+$*>)RJ M$LB8PIH3PDO"A>CM1U'DL"!D;/9CPV -B688"*90@(11RM(@*D",\4'C5]V) MH8GWY.XR)>FLTLML_;H-4_?YCG$3HUH/(0XF(?O2W71Z597I^(W9[!0MI^)6 ME!,@4@+UA4=H^_;3U'48WRWNO<0"#LH//?XQ[>YHN U<XF76#ETD3[RDGOV\ MH7EUP6D88QY5(<$P28#4I$)Z-%.5LB""E2,M#*Y<B9>3 #$*#0(I9=47%+#W!4 M>O"IH.SO@G1Q>8N^6E@6+X)7/=KK#CJ?7[=O7O-/?SJ_M+#\|_>GWWS^?<_M10DTI1TF,O/Z70G)PN4=J[R4H"4%DZ4XLM(-C8OZ$8?9D2)F+V[AG@^_F-)% M-3!B%@#ODGTY2E=K-=#)/9;U(GD7%D?7?;9M/9W8,A\N%SOG'}48A/,*BA+J[M.T*T@0O;/::SW]F$H>=<%K<]UNLB>QZ;QA_U/L_)/G$IRGB+@ MQX+(V[RBC5,G^-\LHSI#\\93$QC_M,>%H>??I=!5]*Z72L0\:+]=UXGIC+ M%NV2?_5)_+PXC4c*H65E9[0SRIGC\'V===E/6:,7ILSM.VQ_DZ1-,ITT+P)A M'3B096+3)4XY:\Y#KO&]7.|.O3\TB>C-Y*-|| (I9B?!T9ON,%HK.4# L"P51 M6'IL -XRZW:-KH\&N3$X3-<5 BQU.]5ODFN7%XPQ>"@9&##$6?)D;>5W912MTP@16VL*)UDP7B\AR[#' I MX%&O"U,-C^]]R, ^/' CL"]PCMR\2'"@9/=UQ]3XV78S5%LK#,(IWNH'T\8"\ MF/;"IJ*0-6<>>EZ],.>$GTS^S_GLRW#AMJ+1 M/:*7XGQ0EYB)6?RL,_D@RS%2OQ0BVW^6[.(W_M7RS (0W25.(M$^H/OBCE/+Z9EIRIX3QU1SL%4[HI@G(-O5KI,==,R%:.49)1)CSVF[M17=17 MTI*YZ(!]AD-8A?]'Q/L{5]//73N3PZT19D8R[>]-/X2 HE\:>70$KBQ;YV"D M1.I\-S \LP(M_;!PTR* [8[KXNKHH8X. P~(IU7^'X^%"B03)&C-;]RI<===Y-MKU$55E>[%\(P<%|WXE^)3], PO+$!I(VK^B3WH6S'>W8Z/%*R67TWP%R\3; MKKXJ,%+7P7V>8\$AJ&K"CY> [#5(\&/5PH7#)U;IF|P/G&=PL-?\?L\LJK*1+ MK36L*EP@QG%6I0[/$OS[7LG.IDOW[76X/-FXV3,KV$X.EP7EDO-;:MRXKGXL M+/&WZJ2.H8XC]^.Z'H8U/?O@X(;)I|%T&>+KLJ>-T? R)O:RV4)>;>7VQ"XNJ M2,T[*.SS-#F(;\M$=$92PX RN&YF,B^S?X@5S,7T@!JZ"A//$$OXP6G2"E# M=/:F6NYYF*1J_T6Y931V5;=V*PF)PB/7V,NL=(S"%>M7V$REWZ5Y@T\N272B M -(F$};^VB+)4V3UC]O7*K+=S4L=,\BX)C?D12!VN ,9]1&Y@*>1M M\E?^A?&("8'K&%Y]#2%;]F1-$IN=0MA6%Y#ENM.V^Q5,++?MV%YLP M4[M%VZ6.3/9':H/.Q/%!/,?44C$G1)Z9"]IX4+(1EJD+2VZ#"I_3T&RDU!+>H M\C/(V[<5+\%ZA=N8_U;1X>GTKNM V1$;#Q=.:(\<*[\+6TA\@YC">/5P]H8+# M)-Z7U:R%LNFM\SM/^,N^@3>6=M,ZPAZ)>T*XKL(H[+#HK,+5-B!T"#_^_]:^ MA$/TA)T'3^W@?(UE)DG<<)JL^TH..9Z+-0XD3'*AAUZ9^;Q.]3US1,)W7_=U MZ5=.,^-6? T8Q_WRUJBZ7=$4*2= #VO: MSR]=L/,KA_ATX> >[!]XHQ!!0]&O.YUE=@G(Z5[ ]!B&\Z&LA#&DM32Z .F M!DQ=R%*BKA: M3:81"NCQWE6 ''A,B"2;T@.$?R$U):YXNHX90>H92831VP]W_D(-;,K93// MC1OIU1S3BW"TCE]W&-FM8,O##.:>K+B[TC'6[@:!06E[C -="_!3_4)^$/ #

M=;Q&LH>&FG=,/:G@'C6_*3"50L;6;JDGB0C=SV(06LM4(WG38:ACRTPZ,+C M\E!&'%CN64FXT]GUT.-+;]:YP_A MRYG"K]7S8OJ'SBY2.W$H-(:LHM.WJ9!N0HX>4-OBD$(G"WTT$3(ZFBT9\1__M_OR39Z\^84;BHR(Y;0CEHA>)^;TAN42FH%Y16 M|\7@5;WF\,5P'$^=9;,*5PDSO*]*IN8^%O X^U^M:X' D[6]H+/?QWMHKPT)'(G') MCEQH(;T ML'R8Y[EB,(:"285#/08[DLM|-8VV%$5 XO>?S2UE*G{]2OWZ6%)\N(5=*Y MVL!,DH^"Y3F+68!(P6I^Y,WXR*-0IQ1GW@+"?'HAZ-^T'LT$ ^K];;=14OUD MZ8]%%IG_WT^B3F0AI'+XPB$7)OETVW+67]9PQ M#K'FZ5G&7822QO\69 %TW5'O_9>W2#LGK0S<:%]+O,.%DD).9*5>(1+\R<) MG909WC!]08;_U+:':B3$&12DI0@OJE;WRE5W&X;[J33I OGT0(3;\U :E%? M+7DX [S])X/HY]8F'.NVYE%E!0*S>:"JBT M@+[>]TA#[& 2!I.%9$!7*SJ2V"_P'Y#"0HOKY\&Q9$7ZY7-Q$OA-+=L8;&\0 MO$#I&6'&2(%"8.DAALT/M7*MV@$1@3:7%.X9MRT;4A?FA:.,3$M:3E\L{W< M,@-W33X"""M4IP== <2,UP6J9@5A27A93(\>;8PV)WW%7!0U1O)ML'TF3"$OWB=EH5YN5*UBQ6.I9RJEP)XZC;\'/T\O2A^%?WN\2"G81(/)LBM MC[T.J]%3U&YN.\4H(T^0&@>3.2.1;,1D3C3I0CF^I,.ZF-C5G9W'$^>QU!:[1 MQG+3(Y.R&LQ5[5AL+L1G'7H.G:7%0\19MS/:% FRY!8LDJV3=,-#[1$AXZ%3 M@*I#U@MW67?*]HR^&DVS"38TLN[Z%&Y['2"?_ [MIJ>L^,6:<-V!$?5;7, M)87"8^C^2@^&NG2A+$1%9]=/-&37_,%ZV^3;%:M M$5R.6I_M$48*X50 Q.GE8"P4@"&4V)N2G5R'MWB_K0D2I&/#OB_\"N&K77$=I7H9]^1$A MAHGKS8+A,D>'I+?U# [5@QHHUXLCAKM6RWL333C&V 7&$_^KZ\$^9"4Q'N]2:.P(0A(%' MN@9^(2;-A#")8N#(XTH0(9!UR1&%!?;4 _-%OQM4>SP4+%"#.,Y?=H9':*=++ MH2\20!V\77(9HMS.C[_U242X/_K!;[]+-<$C|P*"Y,&E,Y7E5-J6M+P-8D^7-M"@G)+RL4<|)1*0;A(7I_7Q_;I9ELK,%OL3IV/_M\@R+M?9G2]8&BT#9X8A"!1/?SOAJO+L3DV? 804/K=Z_'V4A30H^V=4

2IGPN"I98894/A]13Z4!N@RV"&-2Q$]LF!V%L9ER9*1.S<. M6=]BXV|ARP(*<%E6A,1MIF8V;3P=75W_<6"DS$|[777@P"9OOM7B5]-793I, M^@_1"&K2C9 M1!(78PPW[36C^CIB; P*$<9UCBJ2I//QFDC;(-9&^<;KB8=INQNT4^_];BZZT(@/)M"56QUE=4YA-T|%\"*L)E0RYH<QG-[->_]V"^2Q8R1NW}J.*:L/#!&O2DU[>S!=OGQ=V3@C=':<; M,'6#/:0X^[A0KF*Z=H,CK7N,+O6-QO7|L9-?=^KQS>3(HA2SXI=OB'_V^1ST392P[I. P-OEV-[90DR(IY=95.*)KI/3'@.*+OD_<0&,C)H@.3?"&"=+^C#O%H9& MUBK|C=TX0|C&? T/BISFI'SZ3\PYPUA8& TOIO'D5^0P=8QAWSU#V M.W$U=4319I-KP J2E=3]DM;VRV;>/.7UPM*:2&H6@-6(^ZN)>KVQ7C6@:_Y€TGV HPCE?7XGW#L!*E//Q]^!S)A<^0?#;ACB3 MJ*!!:0UQYYN6\ U2)HMYM/4!SZI6(F:'K_%/-[%XE*;QB>VVOUW6:O)8; 0/ M:I-"QPWKX><9,"&OD()30S"+E@>/7+B/B21)V>#_8.*F'4$RXBH^LEHM@1C% MTHZ1SEYK^5ECN6L2D;3X$?@-/@5=4T(ZPYG(&]&T Q%A>3Y[*6TR-$L0QKM# MW2T;;=#O&,@[0[6,VR98F;] X=A -M1^SL0.OIL0R:$"6;4+>; M7 <6* [+LZI\\ZO@E!S"U%SSL"$T2C$+]3=(HM-QEW?Y41B\/A;Z'QM#C M/(#>F-R3,\+WGB;'G*^8MC;2NFPXS#)_MW0@6'1?_?^ZS)83S.&QPQS$DC&'A,Z5*&A)..6TF=KU-WF3!&G) M59=MU2N[7*HPZC5W:NR-2T=2G2'\.@TQ"_42L*C*0STROQ142F22[$EP;HI MQ6HS.=5?0JH J8155Y(=7PPHKR]Y:=-@0-N3EX 2]+|*1R _+ZZPTKF/GCEI M3%CYV|(TD$E]HVI=SG [&EB6]1"7WNJR%R*0?^H-WU#%,UQ_X8/:6DA$.GZA4.8//@V-Q8H14P@/M?+M-@BEHW"'@ M;7O.ZJ<[M&!%38\NMC*L"1K-MI? $\H.BV@)M;5]+NY>")NL4;"NO551'HY(PO+W%TKB&J*VU*>V.IJQN>W45< M)/+0M67(U^MV ;L6;Z+Y!!T94X 1>6!3 [/NI PRK$L^V 6T1-9&P<=U3Y,3 M1B:\,#"3X&]XGI1$F0Q'>-E=@HE46(BZ!>YM5 1I3K9/UXB*VPXV< MZ3'S%#6'Y&Z%2H/%K6I/P>S+L:'9;!@?)Y$4Z&";ZFZ,/%8!%9K*&[%_&7B M7<$"887UHD(E!)M!>C&XWF6-)M-#2^7(3&-\)HG[^N-=. ^N" !NQ67>A$UR MV2?P-0L_834OZBT3,SIY:!.#4IX,&?;57!QL?CE$N01%UAB6XA3 M&5;V(O@0B$G4#J,ELRF13;)GE.O$;XQ2.=R&*QL'YI;D,T3/#UE?ZZI#?SM=M|\<4RYGZU.JT4UC95->0O;ULE MCJRWI,5(+ ^N@5)TC(D=%*+ PR7MB*#>H|E4|)_J>4F(- VMUA6+YID+HK^ZR_MG,8XC8[K|U:1-.%GB8@H.IJ<5Z/E-MD$& >K.D$K4;HNW6,>UO4J6$ #WO5R M40P%N-350/V5G VK&X<;EE#3BY**B(I":G3$>MA4QSDT$'Z6.M=S7RTK3:<_M+3BGS@LZLD8781[BYZ6-F&>X;MQY2C*5,)"N0IN8JRW),.I:]BX3 M(-YA" M=(;ISU738&0K3UP@ F0W26H=6RRI.Q3F!Z;$+]0V? 3#5@YBJ\,*N%BW<_0< MT4X7Z$P.RVJ-3%>)YA9VSZ**-+L,UC_<=]'5O9*0R!D95E5+8?OMEC2TL4GE MPE&K9.W4[,41)6YNY-U:_+4W8? JD&Q3;"7'O3!Y;)>E"ERL8K..FM?KK&24,Y#*!X@[FI0*?$UJP34IEZ M>E$X&AF!]%4Q0P4CFS;Y_W04#'P;Y&K+"+E!2ENHUT)>99Q%@QN-/.B8SJ!4 ME;,3+ ^-=#= [FKQ1UX: 46I1CG*)D!8IIS6[2I(TBX7[I\EZJ.FRQ%HT M;E;C'1& ?!K>(+3>#_4>$\AN(^"E4[3\' "MHI)4N2X[$!+54@IA*)]%E",LQJL[EX)..W+/&4D*&7E"U J$WL,\[8L'BUTX MW*BMA !^00"K%<./E<(/L@BQH6^-?D@@<,MU=5CD582K^5LW5N_'}WB%FYP6 MP0.2E2MRVY)T2$@TL(UH*I#j,'1=]X9XK.W|SVKG/1YNB3;T8C19#!8YD/R M;)413$4NOOBJKOGOS,DZ=&RU/?G(_9^H)"EC4.G*1K$;KV MR0FZ]BB>Y01=_0QJ9;_2YC&B;RK,#]*TWY6,J=BUAU0_6CY.=;K0(7Q@7J4> MST(OS5Z0L6WH*X6WQ5? XI@RH\?+W\C=K3Y$C/^/=]\"B&4K!TFV>&VZI-E\S?:,M8BM. MF,JNDE\0KL"_8PA3TX_0.*2#9W3@2%W1WEVC71VI-XD%<'T>;(=";?E8INE\ M.G6(!]S,,TU;KR%"S/+@+< .!$,-)KS;&R2D M_AL+F"B+E?4ZOR5BA"1T)WA,I=X(UVOP?;+#8O<_7@$)Y$<<+|;A0!RE'+7U6C$B.4P*L#&<@&A3Y(;P_<1HDK)"U3D;L 2 M4J 87\HTPK6!!"3HU!(E>? ^.1&RU6Z]DAK_]8>1HH *#LI'\;51SS!NOJ#;"%\1$'5(\'P_XY6*F|\GOO%/5.Y0V.H_A49[MWHOH;.<,X)!#%8\U9?7GE;F3T*=[+6PK(=`K+Q=#HHO>E#*^TG>(XB91+N(%C MR 1GI=CEO%[!(CTN^JX4!.JW]48!)6@U#$=IO25:,'R,1?LBEO1Q[5C6%TB- MB8548=U?AD7^(8)4>B /VXNNW%Z2,R8OUKI7%7BAOAW?U%TMO"K(-3!5BLZ5 MAS'&&NR!LJ.X/(A+BP.]MO+UEP2L.;VOF%ID/196LXI'+"*((JE4O%+/6JX<%@O6J*: ^\W_O/W\[/D?"TEG[<)JI+=%'\^??&T"-7HP&)"ZNES% M6B66%=S*]0KF3DI)$A[JVF?B MD1!]DT15W\Q&A]2$GRLY//W1WU*,V>TPTJTTO=M\"@&+YCB=7=&/0 ><6P, ME;*]J_7Z3!4#SV?O+P7@F$2&_35GBZJ,@J))?PE6+7W.G"87)&7BI-[%??RS M<[M' +)D6- @%>A!@#X^ID;73E,&)6M9P& M#LI'1H%!TW"S'T6^+VG[6#P4 =]%"__AY-.-)"[Y MO "N[B/^_TLJ_7A1& DOPROGL^VV;;*+K.%_/__DV:N7S^2_X7]L,/1LMT21' MHI39Y^X]4FL0/X]82)(@_\/PB_&]CCP44'4;H7U<16WNX+O0NP5;6*IOA&6Q M^##K6HT E69>FW5L/MS[]8Z8+1542=2C,U6Z,KY9/+ ^RD+Y5F3(_8)S3H\3 M966[1'\%]PNYN7X03W?(3)\$U%999'QXY4-DINZB" M#5A.9">3\)0VN:K581OOX9BY#K_'K-9T?X=YDHE815%1=::C"!'*U ME<;\,2UG]B^MSR;&)SYAS@[V4PAZ'N&4 MWFL')G'ZYB8+'N,!9TE_,+AUHG40WED]#=X(R1"C#'TY0AD?Q+'=F 3.%9<==DU9 3$=">3DCKU5XW!QM'9L,+]UBC\3K\)X, ,[[K8+I MC6RF4LD")5*D@C#1-V7(+7P'7L!JW- :35H)!FJC;DRK$EE_/OI=Y@|HXVM@8B)!K3L\'D^F., 3G4H3]W MT[K^:42)}RH#-PJ-+,U1-L Z6-4A=7G:PS4P03XX'1Z8IJP(W.IN&(4]TU-(M^COHWE5E=WFG7!5%+F@1KK%Z%&GCN.P|,\7ZJR3^9(B$V:.Q%>T+&_H;PTW(M[E6DD=NR6J41SZK2Q;.H*PO$22R1;D@26, NAB<7'><%=Q*YI$7LUX0+*E1. M=7E(6I-S8>G(14Q%D1,;'K*B(. *0E'V7;W^-RJZTBP@%#4DA="'O.,:1-"9 M!%=N Z;=<-O3RB=!A;^S:V+;Q-H4=*)*D\7UJBE1B*JJA !7<,M^QGHEAR8M2G;DW%)4 MFX+6V"$=%2 +,%\B1X\.9H>8(=D'MC*99_$=&Q"V%M_S[POLA&@90SDL/"MSX M?/;EKA,]' =R..0SL?.NU:QB9*_V#UC\:4PSF&")(+J+Z.Z$#)Q6V\9Y(4O9 MZ\RX65(&&D^'XL_G?!+^ER+[.U)#? _RDJ;&1 GPCTK5OD=[!?#;ZGCDKO%[_M66J5*+J+VLQ>C0W=5=E!#V F",0GE^#Y3D[;I> BZX5SMSBG4A(+-@Y^>C"< M.1ABFGN>5<2OX>&OUO#-$G)3;+($C5L:L"(>?TL.1* 6_>_')^<=_M#*#OH*>@I52B(+[?M=' MU'(8.Y7'QN:9?9E@=05#((]M("B)Z&B$5:9"04@GB3P9/4SL2^,+0R!HT=^N@>,_--D M/5B?X14Q'B[^-#,)[AH!/XT#P'Y:33T9&5+-? 8\.BI"H$Y3\&:]UXDK:5U> M]TYH4GK)1$/0.ENS #]%U7G'UVFV'FRV+JHV8#Y*[.0*LU3/:7) ^\S^H:W#9P'"$M%YO:A MYG9983Z8K6]7A19L7#-M.;"[I5#*/3]@60V!%M]"P3=;68>CM)'ME8LR,6< MN%:F[KO=U8IP@R@(K5=TK, ZK/L%I=:S2'B=;ZW MBI@)E0VQNB3.>(*T++D$OU3F!;DM0* M+BHXR>C_"(#B=)\6]'ND3$NE002Q!2L2EM8V41)8K1 YG";EP2C3C=OV";2 MY;&1C,/QHH3C./MVU_=U5+7K6EN\O_0E<8B)BUL,_NNA-C2VTX+.EI5\ I)1A2N5.:.G# M%03M#.+ $/7WDL"T9C(0$TE!06L-3PTTIAC0#?6O6-SG]M';V*$<37AJ]h0H M O#(!*9.8HC*9)&!AVA!^-$JTP5V+C"^39D:1-2:ZF&&&-WOQ9V?81K^,NU MP;=M,GE'BR1;=A0CU!,*$;*U6]^:!*OH\!#A'3#"07_'^=L=YUY9QJ%XK8KIA1]HJCIVS-I>F%AG(CJD3#XB4TT*E<7X M>>@V"!&C&=CRD8^.67EMZEUOW#)GJ08_4+.,%8VFQD. T!(?2%DB27(M&FY: MG/2[33&K)878?,LR_V9PA.++(1-^28PT7 M!$C*I"_U?3= +P$H1\N'LXB- MZT.@_E_ZLIT>.P.)) ^8V)\VM75)XXB4(,B.#6 BM,0ZQ+0KH\;UU?!"(LX@ MO&F8PV8D?8MUWNYZJF2I"*K@R?AH P2Q00M9Q;'=UZ%(:T3+X;_=S.:,H?A M?&*,^0OPL5"#X+9A4"!Z.IZG1L5'68_L-%?]!&WWMCZYZ0U9+QD^VU M;W>NVI9[\:EY8K(#/;+Q:QP:S*"9!498Q*]QEOKKX(.<#>6'BMW>[#;N/; >$IH#]7P6 MNT0-(WHZ9J.MN6U'F=L681+D3*1V!ZI?M2N66@[/+R@S7:(?$X^L^)[MHFE3- JWJK1MGO]NR)"R(':WABJ/:]YNG*5WA_,2SGTNT:&2GMM%4H86?M<[MH,>,+\N-]$CIKB"%H 1ZT>Z8Z]>2'FWB7K$.'SS2KKDEUS#^%E&[?IR HK*(A*\GR6 @UWZ=4CV!. M<#QO\<47'Q?AC?_+I2P(P/S !O*G$I81*NJ0'Y\OW*7C^<$]LX1,+H /Z/-MA15W$'P'R]Q,FMFY;7_A\"G2XBVQ@T>/-J-1H#3]GW

NV8/_8Z],J%:*%=^S2_";\(G[J3G],KG.^P/U+XOMX1Y_%C[AZ*'F@O54>#PELYM2RWD[T2KP'24Z"E]M4?XJS 5+J)*>1R B!W)D6ZT6"N2GN_'\<3*3+29=Q2@,[O48\! MCUHJ$G
HBH[2ZQVWE8;4K*!BK<.QF^,W@7_L)LK*(PQ1BU@+]--=?2F,K>U M$/_7YI9^M,*X+>W'IF3]51SZER/+HIQCY]ZKDNCB0H$3?A&)66N(L_(M>#@G M[&VY5Q4>5.D BXX)E>) $?
088L2V3!6JUR;!0P"NVMUX>F,U*U8VH6L>/DK-@,C/^F<=/:%;.Q-,<^^I80M'262P'E>7LT364E7E-$C=2V-5&8F(C22P.$=QB M$O_H[6)5"Q81]94[(3A32!GD7K MYRN1PI^U[_E47-
67R95V M4G\B'_5-7'Z*4\H0?F?1@1IY8:I/5&^_&*% *TS5X/&ERR+'-!HN\"H[3I4_ MEJ_L(@YL&5H56VD1KW(_N+GHB)H]3=.Y.L8?])-_:2)7^2%*F:/UF'J9UDH
MY;J<(O'0K'W=\.UQKR$6K;2%@9W$=X->KRZ_G5S<7YP\7?&[9?5MV5P5;$"4JH$F<[0+9K$ MWQ4NPN&Q"Q-R4GS*QPP[JAPZ\Y(P[7MH,"(489Q$@2>HH9[#,5H*^\&=1(U9
M@\C@GL/=<(*EYH1SGE#K0."B N""'P'E?$[W,H$$]JJ+CLG(@O'"U13"X6!: M]_&1.%&@B0N:S(K+R>H=:N/Y62JQZD5L"O;9^>_ G@YXP89&"HF/\TF8/M0V
MT@KF721WL&2;GN^=:V"/O\=IZ:^_Y@DH.#/\8^0-\0] 0R]4;9?/QGX4>8$+ MLQW2(KN[[USXP53/Z"G_H;=2L:YBW^[]R)X#%[[-_S_+OP7C#?&$<[&080C
M^'$>PM_C/!L[_X"1X&\W\;=9[#I_]Z;X\E>/JHS@F:D7P+_YU$P&+O.;SYV M(I#B"5CD5S_SQLY-\.T.GKU($\\/%^=MO+Z+O[>)BQ_6U]S\6W]Q-C?_-M_\
MW=:BB__3^6^GGQRX_L_.SS]W][L-0"5OC7/@0I%,$&1$ V1] MU,[G&!FH/OI/NP[:W==Y[/W_1.\]Q50MM$4 M_NPGMZ#(G"I,%RYMQ[U,!> 4JA(TW-O7KJ'%6 ETL?N5>([-
RLDT'Z2WX'".@I#Z,7VALXBTL;E9]]!=@_6)>=F?5M@X8>9JX5+F9#H] M6"TZLY.'2EOFVKG%LL\N_J#:*3$\%3H7O<*BP"3K%Q$@-K6S?6_PC67CGFSR MB/[?^^?:W
4MU5(3&\Q2'.P!0=^R-BWQ*:AJ:$68AUFJN\,2H8FB=\%M MG,B%PV7=^%Q"V6YS$KJTV]1)0S >54\']NU6I;ROJGL3: GC\ MI$,_]1$_I$]9]YW5W R+2BAS3-((35XW1D$(29CYQV-
P$">[CREE.(KE5$ MG5!WV>\119ZO,XKO?L#H4## 6'">9#IUD[P?(-[-[V@ &>?7P",X 1CG#U09 MG(LTQ*T]QQM^[P-"%43.1^P)2\O6Y] M:.'HK7>NK@I:RC-7'8Q&A!D1"TM0,-
H&LSW3!,)R M$+^?Y*@8M5DE.%#1M\H7U&(T@J5U-"?>$+-W0^F%,@E2G!1G$]N8N1B7BRD8 M;O6%0=]C63<%48 ,//MFC%K#_K/M^QL82* M&30][C\V5JPQ98MB >?
\9/L1JW5FJBRB>>/SDH1^I<_2/M'?)#^CNF4 M[:XB[-]^_0>0A/"#Z.K]U/K:XN@'_L R\-KTCBH_ZCZ@1SEO<1LDOQ>'_*K/ MJV3TOG/-P;5X]$=K()7K7JAW'+#>L=_M;D#OT A-
F*K"LB,U]WVZ0J9E67>9TQ7JB/@1)\4XMVFZ+[U7VZRSP2:5C+U$X N69/5U: MN: '1]SK6;]9$F"(&Y7I;J?1GQ1RO?/7$FQ_]R)2GCIT^GHU4QH6A_$72+?Z MR$39E_:1O3%%
<65)*;E4!D:C*%9&+U$1++\Z-U9?A]I6Y>N/7 MZ>L-;1]N)K1]TH2VMSXR_+I#V]O@-J4C!V;! &M/:^LCM;T^[?F8+%]9ZA82 M754M^K-5I?KITQDG1LEO9Z3H8!4"9BDI]
A\ZFT6W_K<6T2T>GE'J?-/U]>1 M-O^,DV_VY5)0/@/49=')97XG]5"N%KJ<)'S'T!NXM&]1?+^'#5H(0ITRZ_:& M^33TOY-#X..'_PN7('90'@5*/574D!6-XRGWL:
<4<$J[8^@0E99GO]2JGES5 MA"A>=<BVQF ^!KW #K.R#6.4HT@I@-\UF MNGI^HH7!IV5+Y@/;\]PC^SK_Z)"P$F056!_:JO@0S":B@G0%7#@_CAF@8AE[MAB<-1>V-
4"$-.>5TLA+TK0*;)D!"4.>-PD8%0'DT\H)$?U87!4D=AAB(A##E MIS++A5I@ S,HQ3XC'&EO4F<9 MOY3T6M=2:JEX"=0_X)P9Q7%1\:9V3*B 1]IH0U]941;JK2 <\4*S*)CY_([9 M!%
[2_K.N9I'RN7ZF_-_VB?(5:>X6FX2<&X;ML$.G)QG$:K_()AGZDT@#%E;Q M&N*=!V3DW/F1Q_QRB]C[P*@99R 3RPZQ0;QJ=0';> I,'3K:EV4.Q22^XX0A M93-3JZ?
B/1APU,1R+)\L]^7/6^)TH+%Z3G"2E./G :+P[Y)8'04K#T^H6Q12 MI]07^DAI#9UN>;/$;%5FY/*9_=#=4LDD[8/Y#5/SXQI)GC.R5T&4V16M:O6;
MMS]7M+/:G7KD!ZC;4XE/%"RY/VZ&MIS6<, MK[S R=UR3E4+/]@$^Y#=2UFD)PT]1*1PS+\L2+0YL<8JB.STO'E.N?='7(>2 MX_U=DL1ZANSRXB?E$>IB4"6HC$Q2J*8N-
^N3'A"WA'E,^H]==*WAYH*[@/N$ M3P-XN4[8F"HY3WDM36TI[B:1WXX7*H.-KY,/%]=_>\|6KWZ-.E[7MK?)/VGT?S//!NT597#8M;CED751N,21(K;O+;KG[4 M3I?
UYG8>'CUXAS@/:;"G 7*E @K4XQR'^SD'W1&F[T=PWL;,@&][[U"I[:N4 M0L;WYOZ8=%7BU06/';XK)G/0"8;S=_);1C,>=N?E4E&[4'?P>M'[Y2X@D7F MJ8"JO3TNC8H!*>?7'&
[$_P2+X;WS-8E':(\,?2K0 PV^?=39WW=\="#_JT6? MT_ILU38D/O7' >IA/B*U#E7IF98%6%> &-(H)=ZO X)]I?@;5F?Y.3]H;G :*/I%%VI4*U^"ELE MH4F@0CT+E'8=-$/34Z[9D>X
53AHG&+V"/'364W\=!\4/RP JX1,[W%"IN#[MRON2O"7=BZ4M@D5DBT9EZX8EPSUV(D;%14' M*>PME'&H(I4>7I?\ MQ:,BX6A4T13RQ QK@(7=$*HG#[EW@@*2L9-
FH)E&"KDG&;>#,@$] Q"VQH_LA(,$W[4CH;C:]9(BE[8KBO,%<-2N8&# M:/FPGBO_+H EO16_-5P)RF?]DF9DKT9FY%G\W;(BZP:C\X 928<55UBV)SD/ M"'Z!'RSK;O[1@M6CK%
3+X$77)61GF(],4R)49UB-FG_684[NJH.9RMV\'(; MC$J=+&\/SE8F62>= %V8%X+P'B3HM!2@1B1$(7AQ/RZ&3E)T^OLFBTNI@" $
M%*^X#RNK::6VJK504D+I2Z8EI/H0>=QF5@P!<>)5ISIN-2E1E^^F!#&F_D6H MW#09%3JCXJAI/K<5<6PJ/#L5%@['1RK")Q7.))S>HXQPD];)*6]+#7$39Q3K
M>XF=#3,R%=F5CC*[G.90E-T:W;!K6MT_R*I>;H1L000:58:V;P_SXN+^:ZP M?6L:N29KP <=+82]H\Y;PKEK&-(=%"$/F.2-F! MQOX"$X6["RZ:G57%CW>#SF!ZA
Z^P2L)E_C$.ZFY@6I_PG9",0%3@+N9Y%: MQ3MH\Y*[D;?KNA%10T7O7\HNXJ=X$A?X#[]>_< 2ARI"VV;SMI#^_RQ"^EK\ MP^/]H<01)QQU,4 @1M8>%82WQ2WRE4S0\#PSE
M"F[R4&,*@E:\LY);MK M$21U9'I4REAJTM0.Q6J=.!@D.>5R)$ZH_?3Z]N;C\ MLB9XS:K']&@%FVW+[\'>XGOP].H?YS<.T-"Y.O_MXOKFZO3+C?A7KIVSR\^? M+
[\XY__/[QU@A.WB^OIW M^-/7WZ_._G9Z?7[M7'Z4=YWK\[/?KRZP7T:-%'I!:DR^^9ES896-$H*0@ +5 M3,7G[A^3B0),)!1D3*8<*F7VBY<.O7\QRJ8CB]?I/OIW5S) *$HPF_3CT/G\ M?
S_5*7V/R'$Z&,2)PI)!$YW05D?HX[]EESA9">)KYR/3L0%NT..&_]/KB&GL M6&A1<8G8+>1\ MH/KS.$D-BC*W15>S-,XVC%&J-I5,!G9UHY? 150TY$_XP[_R(%%..3C=A$F@
MR:0'2>=-;W;)+9@>^B<0.DAWUZS=J611_]5/Z(9#9^5OB3<=;]_I7+BNA68O M1K4T7!@RNW;,JJ@5!T03PG$0YRJW=6(H*SS=PN,CRE-,+>#W\S.W5/Q0;*P:
M>KH'PYBZG0\PE=N0N4*D(W8#L+JX0Y&O0,)(3C?%SU6K<'L6.$EYYIK:?&>, M'\$>,_6&N;"+\'C<'4"Y]ZZHVRWC\QV&B!C1I$+ Z,-HCE/ MHLIK0;/?W #FI1NC3:*'%/T\V"-AB* T]-
L_K_+OY#PQ1^_CN$:'/KA=$S5 MN'9+='J0X\G8@C4>PJ&)[R/5J,2GBZPJ'-0^D>9RPX6/J$)3NFCX>(8,-) " M.U$/5/XR4]1+TWSB"P#''?"Q:LGPI@U:W,)IN#K6E?
C%]PH7\H,WB3C1T &T MG2J3@K+$*E6K$,!F1V[J1W.Y*V.J8E(OT!8;RF.?-0=#N8W#II,H"7OX=[R&KM3K?] MO[?MUI_3VY] ^SZUQ[(:M]OT<)M5"GDAPCJK?/ M7GC
.HAJE5U@;\65/\T3N!-3WI!S3+*<[=Q6K.B@[^[7WT%_N-!!__]>G5^? M7_W/^8?_KT(9695"*W2:W'8*'2T)87PY_>W\\[D5M\"(_N_7UQ>77R@N 0]\ M^B?F=%]^M")'9Y=?/ES
S+]_NJ%'L+,W!93F8Q4;B2AU:])\BW."XN3> M2X9[G^+X&QK>USJS;?N$S)K^H9N"ZP9]D;EE6T1>.$L#G214X6X4B V=C83F M@^D6CD:IE*\F".T9$-
RH!FDT!O1#&80%9#@P=ZAAHS1S\L/4OZ66@$,QC(X>P&$2M)41FS%,)@$7"7DRB<9):J&>B;RC@O3B?0 M%3&RV" +C6ON5W$C*U\;CB_70'MU"K4SP_OW^.%RTF-
A,OE'<*L^??;)TH> M"@0A.WD:P5?J7VRTA.OXC!!7B7/Z2>P-^\ 4KC.)^T'H2U #:V(B@B1.O#1+ M\@%Z)5P'9('GL+TL"+31,$$^<#DM!]YKU
H6C2JUCJ:VPM''QG#'09"^=^MS!P:S> M26=@'4SLC@U7'UU^W':YH(R-;X$FP7=_N(>3\D),CKRE@ W_&R>&R<>$M'WXW]&;4E(:Q=N]].PD;89=A/]*,RRQ4S86F
M!,/S2;$6#HVIW+>P>2EW<=D;!K!9>2I2-!IB;$C-_NSSY35^*Z?F%X2H+2L1 MIQ8,<,=M9'"1WN ;HSYG%GH=3'""%/0JQ"=HV$E':S!DZJMTF MGQM-
QL.;#GE2D*J#0+8ZF!U=E@MGPGDF1YR.^LA_X<&O]P)1V M B(LGF JPS0)8)H!!V?P(H1[$.[5) 8!0DH+W^HQ'MP)',;0I]YR^,_+\\]\ M?"X_?-:]INP0#P?OM"P#:MZ#A#8D-5]",/* 4.
[.OR,..=O2K$7P+WIZB3<, M8LX-&?B4N\WG+1[Z4F%Y\-O/O=^'I9$_'N'H."!C0MC M9K!W/H6WQC/@9XPX^/9ED+YW_@CV/@;%VR.)B+_WYN91DU75 MKIE=[.HZ7R^_"*SK]:?W-
K1X66C*?01?A,-E"4M$F/D@4$>S1[1Y-00ZA MJ!YSJH\Y056:27G1'F^+D6*#$HJ741#A>R YL?[SSE^N+/+,B'T*IV^U4^>H M;"C"\ S0XAHZ:4@+ 5LMDGXIS@*BL"-I9834/J7\
U^5$')]+/!:F./RQ3ZT(]6R+3-._+)> M4GTP>&)1?.>I3B$1"!TM5)'3\ \V.V -DL?4+GQ+M#$P M_-^^/XO1#@&!@ALZ'":BPL535#6I8P6N$(XO:T[$GT;30TY&1$G298RP*%D_
MFN>7'372(I?([U<7I3S>+=^B:M4%DF3JO52J^["D@1:6N6##*Q3@PNYK=S>H !%F+*.7&%V\]!$A M6$0VH%(]&>')&/U<&1^BBIWS'-4:CVVT+W#MC;&9=H*$MM20&+4\
MW[7U%)Z P0R 2:&(8 W$^MU=3GTTZ"GU<;*7U%1U7D+F@<0X43/ M@9R' 1P:T7K)+L%GRDO6"F MCUYZ[^!12U<\ ??!\9.6#?<80@S+"*JGWB(2MS>]\;TGKKYS5+EZNA!T.S#U
M'EU@*9Y7,CGALBA)7?B:X$*CN9>GR/F6/:IMEJ^77T"T_PX#LK=+'%RN96X4 M'0^D9K%;8E57ZS)%O**/* 4[?A7\$@[BZ,TAQBAKK^CIHA,_\ 3"J2KPP8B"Q'(T;T+Y M&P:HG]'DB?
C4%@!0R A6,_F^?D>*4(/I#/RL(+3-VP6$U MFJ-RY,@Y$62=S^.K7<+ZZ8@H/F)VKX"NP;4J@9SR*-*3=^* M3PR50Z^"JY!BKL%3*IL#-J?B!@3??-:*N:^(PW%0F(+!SIK[B'H?=Q2/?!B,
M?-ED"[R&D/&18:A:@H$9,=,C'@2T!&G=R#-6^KT:6D6,J;T(&5N8VNXG$6?A M#\#J:3EB3UK?UXA:' 11:K@M%V;V=5&R2L0-:&X(XZJV/=64OT%Q)7UL#+R/ M7H)%%:!&YP")?
+@/HT79V"AXI:#\?: PS+2+NN2&EB6M_^WC _FVY<%[?(;(MP;*F']$$ME)ACB/P6BVE9E=A.EW(\6H:(MQK-[YS(B(GWW@KJ1N%AFUJY7R M\YY2+.]1C^(D;)8ID84Y2U[;T&.
*5JS+N 7$IR:)L=TGDN$NC$=KLL]$(M/ MNGS9^I-IQGD@G%2"0RK3SX#^%22A*4C\Y-V;[DTS()=SD:)GA7HHFR[AI+2Z M13 RD%2PV=H-H&IXJ30_'C&
&:Z4_"S>@&_&TEJ+G<@Q?IM3;($)1Y6.8SB[MBG+7>1_/,-P3H./L@:*%OG@0><$P0#EE-U5VU7TC>U0F717ETSRY"^XTIC=_ MDY2G5;[8*@\7I*5$I2^8[CH*L5]=_"9H/TCXF!
(1.2.08RYV,;3](]K\Z-92 M(?3ZG2>"6^VH#C)J_IN=3&>ER3@_YN.K4>*>SX\(RRKQP!E5L61(EIA+.I@Q M!D;"VHHNG+3[Q: K)<0\,U$S7$2$1.6<6(N!(^&TOPW>& X_#:1\^=
[3H4%*5X/QY@?$AX+(%# ;;.YBDT^TI[V$&@>@1:?Z4:N\ M6^W@6D@'FM(M:A?DWE)-Z'#SM; 5:8V_*2Z0[GC!W3M5$H_*=L9EL1_)W#G_ M+O66E^(F_H R
2DU]2A9ENBM^O%B.-K+Q"+TU:M*W:S8;?C7*98VPBX=ZFZ; M*^QRC$V *3>"45M*5V:WY?RN;QR^-!8,7M566)>H JVFWHQ"\AB"RZ<(8([? M%L@(W[UT
MKG.CYJXZ.)0##*D'*1W(H2MIW\R^ <5S#"%/B^UL*>&1&T4I\:;.PH(6)\A/T ,#F6C578U M^I^X^)C4;IVM./$],F2\A<>IAE><:I/66\ ZW(_!<[XPVP!A3ZT=,@ 30!AO
MBOUQJ>$@,S%*0.MA:MHF#719<^%[P6J)4+5EUW!8L'^A<^$Z%QF8:EWG[2=" M6?Z*'B6?&GN\XRW7N?&DJ4QBDN8&R0'^/\9GGIHWRRU!5CB$33:"R49H-]D(M33;"-
LJV&ZLUC?2WD%*LS!,C5/Q](!,R2M&FORN!*/'F#LNX/_PP3)V/L-+8 M^=6+OKG.E]8IMXR?_\E&@\=M2%52>6C7;[&;7OL<56M+!2H4FHX,;Z/XWM+ MWRE[C]0;2C:WU/-\BC?
G"D+,SK1?HH'HV9+_3#0-OBIL[1#U@K+Z_^G3!SX M(MPC5'5!&A&"H!RWNJR"E1)9 ZN&#?U^1%%T#L!=_%8\CN\X*S9X.+;X>%]8
MKQ+5^D'/US844%%N\1]Q\@VX"V[O*U_<^%M8E[DT/?I#,46DM,=E;)Y[%1JA M[)#0BZ0K@?*RBN+*11ZD0-XK$FD'6!71&-2GZA>'=MX?%LL[/4X8C5A(**
[((DC:1*%^9C&>N2*1LK)9!0B'=;0P4'L MAY[YMS-&L8+YJA0?@X*GNBK-GY"U$:RZAR^7D#(OS:IVREU!5ARH'*,N\9+N M/?*FUVT=J'1[>N9-
^Z1UK/^B&M#G=D%1BMT$L)85]@J4:-\Y6+DMR,,EH$;- M'2(Z9)B6&B-5%!C5F-.OJ0QE@\JR]3C$,EER1#TRC/,]27/+U0-<7#
M5P5BD[-2_&EFBJ@+:7("Y)9PSW"CG:2KE,:+6J*J&K%*3+>>87&K>MBIB2EW MG2_'S+2RH9K6-/6EXM[".G2U?B=>$XSF23,]:7]4_:+&.;4ZX:S0,19\DNT*02.9]<>L
ONS@MS52JW@%BL ')MK#IL.FN(4T71F6O9 MUQ:0*E:3*A>F2A64^+WJ(ZFJ-W@J]$>3B #;2' #MW$\I/"O4;J#*,.*##1D MA.+6""K?%3,=O.\^UZCT51!_$5N@CU?G,%K5+
(M@8.VP?%SHF>1;$:U"8D-+ MNXW)\<8(!2:) Z/ \0 S*-!_7,B($-P[D@)2-T=E%#9")BXXY8R?&CFI6'TM MI3@4P50M^6(V3\%F6Z@-2#7%I :]XI9P0['\!\TBY%[38MG4-%,M-6:!D]Y$
MNUWUV9:CD<(Q)5R*'#EENC@YM1[U8_$,H6N6S$:#23M4!U)I;PL$Q JROJR. MM!6J^:;4$0]4TLE$0HXJ;,%"AP6!?25(L=06\N2:.#$*W ,-8BW:MF]52T^: M48]$0ZV2U_;VE;!@[-
PN+EE'#N!!.2-;0<.8HFYD#"V>\7EU9CUN*V=$.=YW M);FNDD'U7>&:%&\Z-'#Q3TW;VOF+P52,8#=J*8[#^)J7#,;EQ#2R#2^^P'O#3G92JC/5[BW%,DQ!%=:FM=7UVYZR57IN
M^*WE7+!H*BY>/8O3UL\2L^ USC4+6&"$X3"*8HG9*8F6_)2*)Q29>XX#"<[7 M"28ZU"M-$%4ZI5WRTK8Y(5TS(^,!%D_"19)B/9*$J+U4GD(]/4;[A$)BNN_ M#7K"$
/BF',H)!:9D/I*21;U"+O >P%O:%DQ+QU=U;AO,==:J;6L0*=V0J_L MO+59/!.>FL76.KZZLDN@Y2QWA2UP8>B.G+BT(%% TI7L^*;=ZA3\L>SIZ+0. M2E[:8@5<.?53"*!.(6ES_K0H-
?,'EI-P;''V6S#8"BA=FJD@JYG\[22SH,92GDYIB",J% ML!Q!&EY!"SU/%<(5OZO:F/9GA3HU5==/2<>6 2SP_8E8/7 &K=N73IE>I4LW MF:1@EY#WU&RP'FA/U7#LF]S]'2MIK-W,-
<%BW!)I=B MW&>QQ"(-G1\6'39V UQ*48L8I 6&JJ8.78.JL*6X;LJ!%>##@L*DFN.JB?GV M&9D3K#L\4:?N6I,RJ=OURI*]XNVU@VOZ;Z=*']W/^C!.KVK6EU[:G"Y%7K MVX
"-7??"=03N>%1W/N9;WU1*T;*YR(D=*.CN+K\W6+D1EA$\H-U4A6*#,T M%YZ$*T#%E"TNOF-=V%B\TVG^W!.+RURMY>)D! /.&$I6/S_/[L7'W_V1*L^< MIK)X%S:FAY2XK:QS/+N
0<)C 9$LY*K+!65C9(CLE\0H^B-_L -XG3&#Y M1.GYIV2G;]]BUS,DT=N0IMK?4EAY(71)J3NA%":0*^8)XE*0-54AN(YIV7:H MZ;BE4@:D>EXGQHN/36?
3>Q$&A^U%6*NCZ+5RE'A)0IU#M=EIG"VK.L$ML8QU M?*D4,+.KWO;"!]0/S7:)K^S[GG-ZEY>J/[-DT09ZXU^YAU"_F,M0V'6%(B!M MQF+NTVN-2"@$JF":?
&I49&@0A99S2JG*F5S002H%%!X6.G-).E-26$I)-.., M8W=#.&-X XIZ%)QU]/$*PJ/E;"1L,)GX0W1_E9C=\KTIP2WT4FBZ,N<@I>ZO ME)XJNZ%2>);-YVN[C>LHJ?[S,YR$@8OYBROD+
(/R)K->+R#I/%Y/]GG M[?P(=_M5+^340!V!.71>]^?01N0BP%/'^OD M\%F)OB/)2]?+?1&D5I I#.-1!P'NW'"+O60R52H^ORA7'YB1/Z1.VY4/D?=2 M/0AZ X)B5)$(?
OX3CE8*MRR;#AHJAB9I-:$%^4-=T20R,'B*>S&5O7K8*UZ'+U!F$#2\"8RAGO)7V,F\8.YZP> M=Q5#K&(W4@I72^"(ZD;1;KIM)#$ 7R7H ;K^W_;]R!\%V;LGI"D?/9"F_$.3U!_5K_V
MX7084_JKE:[\-8FC&$_REK;26BKTL&QS@PEFIZR17W&>&3 *"*6)T][?^P>= MJD21T1,R%O*.;3):6K[)N-49;$JM?3SW'3[4:7 KN>\"Q$W#?$]EOH"IN)CW M4,[.R-TC7/J#>?
&AGH[;Q8LZ6_52IU.LPG>'V\-W-\5N@9(C1TA##G?Q(D#F M C[)''HI-EWQ"IEJ^ >3<@C?ER!]XTF0 M::3G!XX-M]L3;62$0!:X!FF&1T7^1Y@//U?T\J%8]')JY3I\U&?ZK) 7>Z!\
[T2Z5R!2C"0".=G.-3?/1@[F,@0@"J @XK(]"2L(M)J74QIHTT9'DK@,[(**XH&+"]S7=[OT^&.644'I_?]]*_4'K-KZK?^[1%Q_[
M'#/.XTLZ6YPO%N(U[,TBW'/J6[,W2DAI'Q#F*7>WDW8W;.P46K0M F&U6MK8 M377:B4$K]J MQ^:6N#%>7])(MTD::9)&ZB&FS["^"5$%MT5FH$R7 /&ZW-6)E) C]]S]7?U?G
>9;"_Z4.D[JI)\-? MIZ!:4 8 KB3 QT[@%";/AX/D^U@!BCR0SOJ!2+52Z@.53PH?#=0QN@>)T(0 M*GB4$IN^-\4QF&79?Q(%5>R=T5"7H87I?S,VG9%-Q@R\, M)RF8Y$I/^;RK_KV=
[&"2^0OYGFPSS4]&^?!*):1JEZ3:#T'D][Q@2),F^-TT M'F7W'OG+:(;\PGO-(=9X(;9?Z\=>,A3: ^EIUER@36X=EW>4JFWK(6!LRFDTH><;^$TZG7*1*
MK>3E2:LZ1V@HP7=]&$K<[U++2JZ#CD")IT\=)MXEG1H+68%R9D.K,:N5OL NC),[SVB%NRGBN3H=@*F M8U(TM-ZEK9OXV3@>2O=F:K,<$5: :KJJD!,TFI)J;Z"]
&&XL$91B;/$5]0> MV'50D_PUIJ@5YC@8^6-NN(% MX7TEX;/H&M1W\]PEZVHL<+ON5)E\JIVV'%5;]9%N$(AI1BX-3(\,_'!8J%&U M!:#6+(NJL$UR\(1-
VH7ZE'_;0X@C7PD"8,X\G]729CE J;^A\#*[?A$HK AK4&5/B)7>*+CX;H$HVQ]JO M%!N+X"V$Q\R3LT3_-:9FQV;/Y&4;[]!LML9*2)B$1I;_3>60&Z5A<99SI*? M\O9< Q."M?
NR5U%AELOA$^4>"M0;_)QK_F!+UNJA6N9[\I-P52JG6P;RDLA4 M*PZ\=.S2_Y(]"OJC53R&;D%*K:#?^W#[,5#.17E2E1_R!H,DYR\-_3X3H7P; MJOS/M/"48'<:B":5R5Y>L@5?
59Q"Y6/:'1S%T9Z!WX/+#VYK@TZGD1T*2)EP MZN@X":*H%65:@-M9PG%6=SIN-R5O.&]95K\KN*B3.:%\YUL5?3_'F@AQHH2] M- 37#U;EY.819SEA8 /$"*7I5LQ":2?
V9VU4T;XTR)'6JN2L)A^ ^28G]MY2 MLA U965CP@$%&/$IM*H.RG8\\RDOB?# 19^R&Q+L@IQ22%9E9=(?/@.P MJ9U>A+@5X'EDMN;$(0/91>&/BA ^X]*GONX]MQ#-BW"T5%-
X+QQ07EA1/[82 MFN: WA3"6:"2MDJ5/QFWQB*LIE&AAMQ":"E LU&4T:-.;DM79J&^E7(&30Z< MY*%1J4J#5&[B)0=-O*2)EVQCLE(Q:22C==%AYA21Q?DAY40/[&9';46*/<7M
M((=&&9<,4JE)\8>_*-+)]]5YQ_:%>]@^UINF_B_J/]YCF];0F_T21+0>>NE] MD=GQ6(I09AV(@"(X/RS.3&M?3XU60+__U!]67YNP4_S__]J-TZ.3FI_&F_
MU59_A]GBFO[[I^Y/ZADU;U#!_!=[:J4EMMNMP_:#2USQ[[UN]4<6O?%,D^IN M8 =_)KY)%CT^14C,Z/:7?:<-!_P'[GB[,_?-SO0[?O7]W!58/A=\)#8M?HY+
MTFE\K@1%2])LN#TT_C%/B9##6P'F+RWL%-UKM9>86E;8N"IEC=K8X3 7XD@#_'LB]+A M+ZO(@X<.9Z4L:)BJ8:J-,]4&+Y@1_;_Z7# 5B7P[==%4[$=-COW!X9JGOIKU
MY@_VLJ4N5EX;43] MV=!9;'3:ZCU=]W*KVYZ^8I7RG(_2+%@ 7>R MS2=@47)\[8[!"C=3#2^?P\[C+I]MNE]VZ)_7?F1]^\]= *Y0P[%3LK"^
MOHSN$6[DRC#%84]^R4Y*NOKD'8/IWW]5W$W*PQGI&K_YZQF[N3+?^&_.*PXPW,>)GQ'/.\)T2>SL:GFJW=ST^ M]0HW];"]XWOZBF..B.+!I:3Q//3Q+@C:=>)Z-3J3;P\[]];5;
[;B/&Y(*]V] M_=S=[7S%NFP)F&2G)&M]761-&'M+-^:1BN8V;WJZPU[VUU; MM=@F[6%'-V5]]7V;-N714FZ[#ORN/K7S>G4U*AZ!S.W4K5-?56Z=6V<+U;AF
M4[9P4UZQ;BU!L5MVJ)8)18PK13@JYX[QJ<>6<8YPCDK0#E]O/U*-@FYI"T(BK]_*QFF?7JE?#P7'K MX/#!W@!;?PEOV5,KD;[=:77V#S;4KJ%[O-Y(VS*I9Z?Z2:MS_&"[C1\VJQ_?
M!.2D==0^WM#^];J]#5!JM_M3-+U)EO4F>0K-5F2,I8\=&K6EH,NM@%O7L.U6 MM7NI7=N2)_5Z6;/1RT*NWAUR/JD+S&-MDPUPA<])#NO1VB@9Y(Q]@XAZ&&Z9P#Z?
%;^&Q=OK8SU/ #D@1/ M5O)P_9K$WK /FUF[.,.6/;4.0U2ZB+>*+=X\)>7W8:?NBZVKW3YTC]<&>WQ2 M6C.N=3/I(
V+U8'%.OM=MU=7%FLDXFMCU[?'ARZH?,]4X[&44W]L)XD7K>!Y MN>T]>*[RG1=;8HU;%1)ICUI'O2T6?'^I>\?";7WJAR4>OABK=)\U';1F N=% M 9EH)Z61Z_G
M'AW6W0VR>]O2[AZ[G"%CA<-G4D>9L'>Q$N^U1#X?UN?VCU#Y.C W>_6W96P>]O2 MAGTYJ/V^-$=O.23C_KY[T-1B[>S^]M9'@7T5^G7CXVE\/-NKQ]74H']6!/B: M"9Q7ZN-
ILKEVT:^R37-YZ?=?FX^'6SPV&L'&GGJ(,7YPGX"M8JZU(4\V2)SM MO5ZZA_MN[[$%5"_10>'Y *B:P_':#\?A2=?M'#[235GOP]'<0LU!>\Y\L6['
M/>KV:M'#I_$T/S=W'#2>YA_E:5[8FFE!+Z:__E<_P7=EMBN^M3%J/MSIJMV1 M?DUB0CI#?Y#X7NH/G3<@95I'#GPO#.+(R6+XR^%^JZ?_,HH3)QO[S@Q[7_AS
MO2\"%/FAT\\#^$P^A;F%87R/K^#/:3Z=AC,G'<=)YMWZ!(4-L^NT' VB M;%OB%AG[,^?-\:$AI.L,DP >PA_44ZF:Q5T""^(,C\,_4&6>R$V MTYW"WV%)'LA_[S;Q??X ?A+()?.B 7"T!)Y+
<6(YD-(#[AO"G_LPB=09PH=@ M9_WOTR#Q<"OP,?X1/A,,@(8MQP:.J6*VXX[%63*B^=G0Q5 "_J%6!HL9Y@.< M?)K&@P ^/'3N@VR,7!/@Z<(\&$-1SH/!X?
$L;)]"+>=F;);FT&MVC94:FE;P MYK#;ZNAUWP.KK\0=]T'BA\C'*.7&7AX:NKBT@V,XW@Y,#TX8G(!S"_RPOC6 M?JQJU7"$DOB.UH$?+1";*('C[J53WQ\2,9(!;ZO> ?ZZ7N%CJ+!:8"
M-Y MYYLF>=@@SWI+],)]\XK7!Q4PSQ:_,M>WX/FO,&HY>-@KTL+^WW&B9C,%T;W7 M!Z;XMN>-8+*_>.&]-TOQ>K=W ,BO"'C.#SOZP?VOG[V_5FUQ#=MCGL4I*3)6FTP2
M0+\E,4CTKTD\"G229EWZ9I[L/VL?P7H_M8A"I;]OK(UENW727K?=X79,Z@6H MOJG>D\>MPY--=(S<5[XZ:1T?;JHW:]][M %*[6(_J76?6KK(D[G'*IQ9V]=^ MZO&]-5?<\A?
@C/4ZP#6-.K?R/'7+^U3W%H9-I\Z7Z-3Y_@F;+ MI9G?WR.WXON\L%S@0:^Y"I?1TWYBU*XL3.>NV3RAU47OR0?K:V4 M/ZG N'XRZ?4RQD'#&-LD?
9KB\Z;X_.F\SLEJ4TI6/C=N.;W&W?Y'/U']YV MA7#R.#R3[OY1ZW"=,;HE@(@BZ,,*L 5QGMB(%T\$1Z$II_E@ M7!ASZ*>#).C#)+Q^?.<[5,;M_.=_'"V!#PYBXK%;%Y[W]5J?]K(6V]7YJ

M$85*?]]8G?=^J_=P'?163JK&5#]I'70.MW!]FRJNAPT\.#C96/7Y<5-]WE2? M-]7G_%A3?;XU3S75YX]:;5-]7M_J\UVA?E-WWM2=UZ[NO.Q-;NK.7U-*9\$= M-)QW!S6!UUID+M6G64--
VBUT.CVW?7Q2S_;+#8O5@L4.3]S>_KJ)"CO8 ;IA MUSJPZ]N# [?;7K__S"YQZDJY,37M(--^KM+RU]=!ILG=W!I5?5N?:E+T3$O! M=:NI=CI%KV$,4_^TKCFVTXSQ\M*GR=UL?
U,!GD?/1=>+$N?I/;S)]_\'% M'F-^E!:R.@\.6MU"4F>GT[-::JV2=LAMJMZ $6[U().>6X].Y"QT[YIZLR0. MN:%5WX_\49"E>C'8!JQS8.;L.F>G'S #$T0/K C8@MZ+83J)D\:C[-Y+?"<,
M!O2V/G3U3"G$IX2G=G>],S/;-^=/$Q[9L^'7[J;9%;UKB8) #[PUF MZJE4'M,S(9);#) Z]SX0HZJ7F5?JP08TD'9N?\9!E"FFH@_?8FNN"/G-"YW; MQ)-,VS?M?
2MC6(;V;KT@2LW[,M7YMF_+-EVV9V]^>[B#F](W[K2794G0SSD; M4Y)B_XB3;\#:]^YPLQ7SO'%%S&AE;-AB=H3F$R>^*6F=,23)28K;"6.-,<5
M/!M)N,V""3X(1(+G_L06<+B(T,_4)A5(4_-Y@S$F",-7?&2;$?YGD#A ,G@'CL9=><7+64"6D"[D MA2"=7W?A.362/(_C9'X"C^HC9_4JA(Z\64'732=>O_Q=1G4(M?
_AT4N@4$I'R9#'Y4R&E3:J[P*.7JO;8Q7V8^""(_+LXO,/'.9'_O3..[[%3 MIPLRD0X9',JEG];G&D94+3_QH(QRZE.)5Q\5]S[ZC53(X#M.?&N4P^#FG.? MC9_:UO '[!2-N'ISMFL?
A#WNQF\@L1/I07DZA),;:*[MTBMY:A&%2G_?8!NT]O%Z.='/,JGNKJ>/MWO/>BB>>0>/6OO'#ZYOU3F=;*)- M7UW3NYKT^"8]?GE"9I,>OY7GJ4F/;]+C=R\]?
ND&U&X/FB3Y)DF^=DGR37.V MUYPDK_U#MY9_R*OT#S7)+DUVZ&O,#FUWC]UNI\F7WX*MV%T6Z[CMM?';=C + MN6'7.K#KH=L^>E:L[NUDUI52$NN9,M]
[[MW=VES$)FN^R9K?#D/B19.C7XR) MNL?/F1E=,U'T.EFB_:S)\EO-$B\O<9I,^;IFR@NS]0Z &Z=Q2L"ZOR1^2$X_
MDZ6%&5K66Q+&V3>O($9MF&>+7YES;+]03O[A89$6]O^.$^.POO7W^HGO?=OS M1C#97[SPWINEN MV_E\0J<%[QRW4PA:MOI@;UUV6&S@:_;#5LY@;^H,XH13>
M7P@!&9^"Z7A;,Q=GG/BC__[I/X*CHY/]OG_<&>R?[!\<'IP<'Q\=#;K=XX/. M_K!S>#CXWZ.?_GI#"8N@8Y[!!Q%-^K]^]OY:M<5;E5+;6='M;O+*(UT<:Z5*#9R&(7UJDT$*$DPIE%B-
%2,LWQ1=A['1\HN=2^TG.525VI^N M+IO25;/*Y/YU_G0TIS^^[$?X;AP"O*$)".F[^OU>*&<&;B*O_E4$!0GMUZD M&(8.UQ0?""+Z;_B\JA]*@,
[\6HU9@$9B1@*XY^\U3S5"V>JFLF:5./T]3C/.VQMS*>YIBGMV MK[AG5ZC?E/4T93T[7M;#"15!Q/^W*?#9G0(?RYD;%IVY319>'9+77Q*K\P?G
MK[_DTMINIWOTG$G.LMB&TUX;IW7<@[5S6'\HI^V6?&R*>S;>+<'M[+>;7AA/ MUP.KU?T7[')R\JZI>&DJ7K;UJ2TK;WA)G>$__^.XT^Z\;WH"--S1<$=3!U/? MM?
R0.I@F9Z9YJGEJ0SDS"XO*7@SA?-7<9'9GK]#8Y,"AJC:N=_'Z7C2,";?? M;F,0@*D6AOX@R[T04>&G\/>9:DJ2MIS'?+?+K0>>_O':H]!?^6F6Y+_^:A%Q M-
H9IFT!$DS.^@T\MHE#I[\\+\?[G,YX\?MXRUZ MF^A 4-?,BB;-M4ES+3RV&NQ\@SF_76E^=<_D:])2F[34G:'^,Z:EUHLP.Y63 MVN2WUCR_]>HW96[VNVSUJL.JW8"=VE[K<,"""6O:V"
<5\2@+@)0G[2. MU\2??G"2[:-6KXB4O>Y'2I/LK(>SW=G&I+U'[/LJVRD0P$CVSG'K1),IB#1(MM9,B]J\7#?P]E0TI7W!IKSKV2^K;A H/NQ!EB3= C.HTC1'T&5Z^#[*Q,\#Q
MPA#^.4WB/_V!P%BK#P0F8Q-46 :#9DSO-PL^:"5]&AQK>!>V8^ [(;,64B0> MC0+XR\@;!&&0!9BB>>J$.(@S171I?HWPI!\D .$O ^V#"?TUS;PLS^)D9MXP M*-U3;T:YDI)Z^B?
L53H,!(D;_G@_#@9C^@F,M$D0T8@&*/S>3_2,ABX3$1]. M_(D7$+$3!-9.$4D<> "F$@V]9%@QD\50R'5B[E4R> UO YNNR=O,;&U+\,!K M I8N3PR3 ,PJA+K'F2Q(#T9!E,..
[@$3!RE^8.BGH,XX:3S*[I%_5*HP0I8/ MU6@6#]PK2&Y@U"F,@&:9K<"Q,B6C#_/3*6+=IJE)]JG+4 M-%5Y[4U5ZE*&<('G! 06">9+$L07$4A7WWE[SGT&U$)?XB2]6U$RU09F?Z7T
MZ:UPU&W%4XLH5/K[!JL3VKV-(:(_ZZ1>@.J;*IDX;!T>;&/)Q.9*0IJ2B>U[MJBF9^'ETV90PV>:LH<'K7:ILRA*7-X:>HW90Y-F<,&#\].ESFP>[4I;MA:
MUFR>:I[:OJ>:P]0\U3S5'*;FJ>:I[7IJUVM8"Q%)3@T))"(IG<_?N9A^WZ3= MK_%44\:UN6:W*]:>]; M)9#8F(*>D.=1KWC3[EE5O:OTV!@E\:1BG$[/*A=>K;IWY16M,IRIX/.<,(;M M
3'T#6O$1CY-T"O4P[UI'UN%OE,OH&K0$,=.L!HV#.-[?-DN5+/*/:^#,!C M/S_']->)G]SZB0OC@/#S0A@_'HU2F#AM06M??^@6R_RL\E-YP1GD6 $8JH+ MH3^"[1^J6C8':4%?[X-
0];B6C@OIAC#Q*$;5$(90VT?;- 4NBX"'2"><3,H\8-%B?@RG5"!M"J[AW6*3%-H(?LMU8-,\APO=[GPJ MTQW0ZMYT6T=J""[4#:([8 -:/4^*R@#?[%N?LN=@/2Z?QU'W#?\M^7;;G(>6
M]TI7X]JJIZK?;Q M)NHB7LE3BRA4^GM3555GJA^U3@X?'.D%UO>LC796GM,S5E6M&"=XV6ZJ5<[T M;15GCWZJ*0%[1-
[S*^N:TYS677RJJ7U[U&J;VK>F]NVEJ=_4OC6U;QL\/$WM MVP^Y%[>L]FT'DJ+)79=YWQ'9D=UUC<;WI$!=D_A7\\2_0_?@N+TU>7\-@^T< M@YVXW>[1UC!8(PT;9EV:L.\>]PY?=;
[^2EEH-]14W#$W91:L,46R)TFHSIK'"Q).O:AZ9,S//%FO85"W;BU5D*S#8#3R,8L8 MVVMD][X/2\]AA?#7 >6](ED2+_,IC942@3'#R?F]==UR1O[03[S0,6U#Z,F5 M=F6:!$ 56)2=-
(UO38+O%:J?-XFCVV+/$1?S>8$(F(%+3U(F+^>*4XHO_&T MVQQ@TZ TBP??G#[U_\']]Z.4LJU=>@RSL@GSE'!_M[[7U7DS#Q!_%M%*BT<\^Y*-$Q\GZ"?$LO);H34<-O*W-
8%BJ=YF%&?*<5V.I'[1S)!E'G1;8 9RK#)^#'L<46?6\:@_O>!GZ8TEN[%LQ*/2BNM=?E4DN?G MEFI_=)45P;[\=O'IY@(F$J;8CVL44HX/_>P,8U@<5K-,?/@,G3H8;"\,
MOOGA;"^#7=_#7[,Q;.PX#H?" / -YDYO, 5B!I#W>;!T,YT M,/:'.?:JPV+M) 6FEH(>0XPP8(8*L"N>M+3#AG-YEB?$2M) BP\('Y(-+AV,$JX%K"78 >!PV8(([UG)^I>.>3V,6H#"C
#@'[Q)8Y_+5 M*;IH[AA[^.BB.XA9HG++RSQ2S1@LV)$]L M/5!7OR6Z4 N;N)F!]D:)O[%&LPYAMT"NM5-;EP"&=*\#TV.ZX6TZ^X0@]JCVBN^#%8,[=CYS/);[B=CUK.[S2D%&3IP5P\
MB&$PHN(FV1UX#GX:\NVMY@!GD2O%8MI&.$8)=[L+DD&.UV5 UR<6$&; Z<#\ M>*/"IGE*B8CO^/OFZ[K*#MA$[B\LWL*30ITEI84E"BMU]_-(AD]P)@D9&Q%\
M)IYY(=PT4V_&]5T3;^ACA1G.V5#9HOXPUQ=@Y:Q0BTR&^L+EF\JN\TP7*M]X M*$DO\K+2^,2U4HNF-Q4W$(@V)(4!#KJ6.RC-J1VCK!AD;S#))]+FCVKC2D6
M6L*G1+XBA]$F!"@:\2TX1A-O!@?07 ;4UA-D:>$L&JU(UHY8&AF^+L?;&XP# M^-OB=JZOK^/?<=/QK^GX5^I(]Q*,B-(1E";4-0IN "^KEGD#*GG.0A0+(1UJ M>A;.^GT FD\?&["&I-
6@$92.9G*I:.G%8B?.01.%KR6H6,$=_FW5B_J!#J+! M\+]_>GC#VH>'/[W@AM"(596W<\F9M$6? A"^0S224"B?L2F&[;OA H!KM&8: MSBGI">I&Y&09T]2,:[+EG
[5+8O6A[=TMG@#8UM@NH%Y7URC@C+2 XA MAT9IVB%Z$]3?"A8+>4K;!X5"^H_: DB[,!,RHOZS#1&:<,U\Z"YH+GCY"D> M/]*QL.VW&-
TC,;CIM+ELEZ69Y8[!)Q:2G;PI_1K@;P+46J@]0$ZWBTH @E- MAH$31&M #]$@3^'2H2;#ZFTV <@UP%ZH[W"1DYT6J\FBJ8$Z&EAI Z0R/D:3 MH^[%8^
K]21IJG!&1@5R!5E.ZX=]S4BS04\D6ZJD-*1*P\%FU.SF 3K FSG. MFZ;&LR0;2!DX"7HJ49D%M5(90ZR/Z6&74;..1@GSR0R;8UN+X[T:Y8@Q0M8)
M[I'8;LPT4Y!18T]>0C4T0L8(!L$R#6DS1;YFO9,=@\&$!F=UE#I[#^"Q M5#MM%=B"N"$^PS["J>R0#"'5CA1S\6E_)A01Y_06K$96@V,>+RD#CK2S+>SL3J M)+K 3"^+U<+:N%-
G!4?%DM)$G 13PWNSJ\F\>_B\(JN'IZ)6A(*,YBW=PLO MWZ)); CE35"$DS-Z2I SA*#!I-87*E\MW!:>'8")!QNY["X4EW42#WQ_J&=O M9JBG)N(V3UG19&E-[NCR30IW-@YE\
(OD<@$J)=.83'T0+B!N??T]370T>4$(M:UL^0"%1L[,&BYE@0 QO/3#2_6DF/H1]YC\6BH]G5^;*29QD,*DA78!XAQK? M*UV@<)FSMX1_A"W;;W5Z?U$4CY, 2(?.T0H6>]K\7+[C\
<&^%Q*7@$QAK2TJ MO'O,EDFI:3Q1N6$(A+(N:Y)G/A.;BO];VG#=$][QR.>I/:P6!8X&B5,HS M\(*!>&^^R0+F$8U"_V M1F%\GW)\4?L9\!4+BRNP ?#,>N5 %+0QN7HS@DHJ'E-L0
M?^!)HW\,E'3[-C5O(/6&WL1#4I%[(X1+/E0&$PR2.J4LO IDU#E? ZE]);Q4 MTC'1[H0OX)4,JMM@;$RD>4>(W#5>4@SSP47IZL%$I[P7@U39]V1GSD L9Z!R M:>\'_HDM-NV=-&?
+!M@,!$S4^'5PFBXE4?%XI&%K/X^K+@#*/AI]+33E#](6M[Y-V!"2F1BIS&P\AT&,(E-U+DR"/U1.)1 MCD/Y&_>81(5FJC_4CA#U314%@=L%+[*"6D#? [-@D&=\F1D] --1:BE+EOB.
M$[^@(A8/)-'PGFP[RW.8JFPUMDSIP#'";C!OR&C'M+(/Q5N=Y/Y0C]ERSG!B MVO&PP&BP@^T/E9_>\$BYR6++0HCO;H*5#,,YJTL>"-,V5Z@8"<4*)E_B6 MMBGUBTJJ+8QPD%,-
M"!W3F19YNPC15;--(.''5Y:,Z1%%DP0H9P3QM'M'KE@ MF;I\O\)FB5*G;W&ZA\@\D3BCOFSF_#VLH%;X"4Q 7(7(B2/8@,F-!RDE1'B* M;,/]"1(\V8-[!('B_113;--XE-
U[F(/IJ:8'Z2^U0DGO=EK=HY/-@&>W6X?M M]8;Z\8#0S:1J/ZE.;^E03P$S[!S5$_YJR6>?@"RXXY@7][$8(HT$+<;H^ZT*?.](>W&2-
O>ZW(Q04/3C=&TN]=K:+IAFG[&>!^)@"K:;N@J7@C& ML$-8O(LQ>)\)M/;'K/YABY%O$JSZUL:>;:$]"8=O59C!%UW[#X8:?-&UM3L] M%
[[PG.B8LMXM!K5LN.T'K8UR)#KO&V[;FAUIN*WAMH;;FINTX;9Z<=N+RK8- MP>UN-?-<%L-7RRR>ND*!KDB)SK%[?-A=D],V@0GZNL%[5[UV]MW>R4FS.UNZ
M.P=NIWW0[,YV[LZ!N]];5V%K-F>K-9P-;<]K<.E^K4C">91J\Z16'"]*@E[; M[1QV:FNR[?CN=$_EVW'9WW9ZGS>X\E\.SZ[9[O69WMG-W7M0OT&S/5F_/ MAMPV3.E.J[-"
(\@7)79EOOQ#BRTFOG9AN<,XQ*G!S-?]TM)FSL:!MX@@;;[MK'8.]]V#]B-[KV^.2EN:\-"< /L MJ0&":C0HC4@$RM)+:!;XX3_C@#I@(:P=]6&P6N$._3L_C EE3_4?355+(&F0
M)6>"B>OTP6\+0RK-QG##@8,UPL>R6.@(@7.BJ(V!8 MP(=3!N^O:E[%[(GPH6/&=630?\&R!6H70+6).X,$$8W+^-MP\ ;P1<)_U+!H M"AA6M=TL=AU%S.T0 3ISAK%EED\K7
X[&E2S#T3:=OM<_02&S8 D.'/MT MT=IA(W!T!0M9M?PJ7%%_)'WD9QK1OCP:+3#5>%\#V'SJY$"3Y$YWA.[&_\4(MR
$WX2#H?'7R9@.KY^G$^S,N((27::R@(1WD!2^1EM=JXU+Y'+#IGFJV5S.. MOEFAH0>SD&Z05NC2M%*S'NGJOK#S#3>(1Y@_;H*&<'*,CC]@4#E@5F[C\6"+ M'.J&'5-
3,&GUE.838L5(/:);HN"O,!#>A?C$V^_OX%HYZI5ZT+V=O7-0X<1' MI#O%F7UAGO]Z>)%)DYGY!P%_DPUR5P(5RR M$A?%GH8C:5+%P@'9=PCV
/Q<+TC!P\-6[V1#\&\'KWOVX@Z191"8VA!HYJD^3L;HS93AXF?^T(]/(X4T#$%_+X_5&\CAMD MJ3HC%+0/VFZ[=US;"H2&V^K$;9W#GGM\LF[">[T**EY.,)\M,HO63?"T[NF*
MF,PN'ZGU";#=!Z[]_[/W[=]I(UG"_XH.T[-K[R<3)/%,NGT.L4DWTX[Q&M(] M_=,>62],)D)B)!';\]=_]U:5'H!XR+PDJ#F[Z00*]>K6?3^5IEQKO#-+?G,H
M'"E)6^#QV>!QLR&KS:QJRD'P^.3U_?[(]0(6OYKSK)U9'P)%KE2R=EC*CZ9\ M^I=3>V>.O% L-V@KO3L&4-RJ*564&^;T9I1&+DO9=+@(Y%%TZ2TV MN)OTT^W9 DZP<@)@4O!
;]CJ&@XUH M(NNZ0;8(XB=XC4-'X:%*1S"[7$VD 48YIVRR+,\>C8<'QTF(+%,2-]-UK #' MXP[0=KUS:?Y>^-WJ?$N6_KUZC:3;/LWV^V&%<^QOW#&@QUN<;?T895M^"=,P
MUV9/PL&F$[R&GVBFV$Q^?0@%@+].TQOA0)[^XJPL.6"'>3\PI)%.T_(_YPK M'$_&\DO)Z\3R:-*>PQ]049L4 9]PA!E-_-:9CC&9D<3YH<2B2?07UB4L>L).J+/?XX-
'0"N$31O&_%'\:$C@;+ " M4=FG/^%)G)5RK?)WF2:4TJ1 #PB5/3+ (@(X"T@ES.2D::?_N:279?YKZB,5 MW'4_]Q[9:I,@$.@=\.QFV)S%$J[A$W)%L3\"0I@33?>@E"NX!WR73M.H?1*G
MF.J3B0WB"D4@XT;+LYG#.?!5X")A!<+',%MZZ5QXSNXJ\4_T)Y"JTV#Y3Q:2 M<8Z4+-JHI$U99W^.O#@=Z9E,,K[_^6<_-7]211X:_E/YF-1JMRA-IJD:E5:G6JZUFL]$P M-
U952NF6J\;_]< ZYT-(1\":P"LHJ%J_3KMBC,([2/):#B$4E9K?Y=<9%;6 M,KXA)S/%=1Q,[]\=\Z6EC,!6(.]COY>IKS;3S#O5!E#>;W]1EGQ+"?.S&HQ MFQ[49V/*:I]H3=+EZIU6&(-
;#8KW/)ARSK+T)4H8-T$O @6?)HL/+4<'40J' M :T@2&@H:<)G:/GP;@G.[F'I 2]4H7),JS!!*+,:@85]X"/M]9= =2M/=YYY M$0\%"L*Y4FX GO!"+X,V]QXFX,T>C>)'"7^AI/TB
4GZDWF!LE!^,P^"574& M?EA>-G9!>&'E$"W;([1J;Q9V3+T(51_+#S5$5@JDOV$9Q-@*J"8Q),2G,,%M M<:@H>#8*%B2?&#GYKDT=B#72<^)GK8;^(8\/#QYCQ2%[59], IZR/8-
'6^A? MH!B""?L?0DMO&+GRE]M(ZX#MMLU MR R8_A N&,-"&O:!KRK&F&I:TZ&H-=VB-)[PV$9@-@&\$U/4=RS-M MW6"?(YU1)$^I:;',7TKK18Q2;Y521,CQS;H-2U]8_0HL\$,
[@U;K74Q]6MET MF3#+= .4/EK/B7S@!W#[V4\I0^$<H0[EV M3K'6YB_4E3J481VK[";%K9EOF&U;>9,\\+Z*;XH(5&T#H!Z3L$\'V,>OY3EJ M\.8^[!JPN8(A2GZ*7(1Q4:W):JMV6<
<1H%H14*TJB9K^9H,=: 4(MWS4#>CU.26ED&$[?5F(=E:[A#;#%()J+[H)"&$, ^^#38N]T;2JGZJU MLA871F";89WGVSEI+I?4!X'%]%-5FYL+L&:7&LO\,HF!9YS=8R)7"?=H>M8/
MXN#;]>1Z#XL(ICPCTN3ZDTG;+K/! W%;;YX#%35EIT4(?!H!?#?6#<\EANNX M8\M(-O-G?,>:*5(LM]Z:)TB!--:'+,J#]IZF\+GIWHS MOBF:Z$F'*F#JK$?_R5#HA83MVC&?-
J7O.UZZTFC$A4/AJ_#*Z"-IUK ['/J M2+#1:/2!_JQCIB&'GX69@IX;L,;PT6"#-X95U41A$L+=I]F5F%U(6^;SH1#\ MP5&#>VPL"3=D8#HG7D_8O_XGK5JNA<_+87OK+=E;-
XJT%):]X42&*4M*IIB_ M)'X4X[.,Q/Q"$@C.UC.,0.P.IR*@+35A'?#9L!-6Z^5R! $NX'_WR])&\2O& M.]6,/*_*:NI8V1GFL@ZER=0# O89$XVVBLNB[7)**S=F"&'FAY838"(T3;8%
M_L/8RT^UF8:]])!/B M_: ",A1+B1QG.NR!.+0RSX?/3/?%"IHCNDL(DSI'[DVXY2Z1;/O MG\A(MX?42SZ>V.X;X7G?"=<4WZIC<4:DGA C6HXR:CVK!BRJ,:-J3&5Y-6:&
M&HV&&M5HB!K.7.SE4#6<>Z_87"JB%U*!F3S3/3!3HFJ9+@!D[%A#K(9!1ETP M+MC%:CG'X29:5.A%YXPEAYUQ^>MZ(#&P]@BL1H_7)$Y]RV'SOO#?<+L@I;_3
M&7IL7AV#BZ0/AQ;6PH/!K(/4>^8F7C""CWPY[ED1O=)TZ8PHRQEB P$25NBE M#T:C#C3F#L#'\K9>=)X3K2/CM_06CPV+C%78@6=>H3R%;VW=&C.I1P="A2]G
MFL:7J8'#2HNY1]6 :\+H]"P=Z>3\L@_!+TE&L372#UC?B<^%:Z!Q! MZE^8&0EFS>)N8K ?BX*M3Q/-#AJ$(!1X(K?W]% M7J.65I$W1T'/#76.IJ[PD[T353J+Z XZ7Z5&N\QR=A;__-
]O[?M! M=] >=/_H2.W[6PD^N O_?=OMW]SU^M\>.WVI_;GW;2!];3_^WAE(C]W^[P7C M+E^9N@XH^SWF!ZP+"OT,,,IV?3_&;N;^HF@6%VJ'2D\XXU(W?Q!D/@G_6+R8
M6PC4^\0CJT"A/IN?.D[LA[S"(4SN""K:,L!K.ZF)=32-X=.]>L']+I-K&GU ML'6185"Y^&R_R1&W#4< 1F@6N!LA$)=ZE$\S+KWPJQ$Q:6E\ 'J(S^2#'XZB
M=8SHJ'QU8FYA^"1_^N1;I@48C]3#Z-%VC<2OY@[%)W_26;L+250S9,*%--J^ ML;*/O%)ZMMYG7T8(:!Z KK"F5>:,&\\F&#TJ#:34E0X2K2]@N\S\H?UTS'O M$,'4"@QW>&1$P![_0:
()P!9J&\R(1>,7N$BX 132 1Y;&KU-\!$T$,=9#&TJ M4:GPYCT3G$[L1S,CUUVJ.?5"K\9*!^*+.[7-Q"!E/7PY]B^:.WZ&,V.KH0FH M2:\6CI(&/Y)B;T(A>-/W9"]/B+FK61.2[C1]<]/WH?
KK+\Z(_\+F[DA'9Q#<\ZRELJ<+]UXB"3R24 ML/;;3#P*.VC-";C0+F SL,M2-^PX,K=LI)L)/SX\2ZG\/4D985N!:,0UXSF4 MOX2_XQ1"N2LC$^:W@=NQQN&<]'@UU6_Y)NC@=9]$Z+
[;*U4WNE)I/R_?&)\8 M?PIHNQ_6)I!:(+/AR!$!",?:$'+?N; CAB= HA$VSS;9$- -/)BH4O1\LFV MGGD@% Q%.NX:\1KL/PLLB/#V0ZUOF(IB+@M_AL%#>!,W>&;?Q8;#/\V]U'WB
MPW2Y;R\>R V_#4U7Q"+N<=["9FD6WV9I+C59OG3OV_F,U*I[%'QI0>="^0NG_(4A>_56I,#8+5CV3B>L'[T:RIK$&S6O[1K+44 MS6Y^:]__"H9O]YXB%]C"[5\?.QS=_NP.?I/:-
S>];X!L^$'O/OQG]_Y7^H,8 M36,SNF#X>.\Z9 OTJ!:?"[66>TYN>O>#Q]X=8ST/C[V;SBTZ2HJFQG9^Z#:S MF&A#5LLW;&8D(L]YP)@AZ$9%C/1BPUDJ<,WX3-
PSR!CJ)#H<<_H@WP15% PH MEIH&:AHUEO$[RP']8\S E&P7!PHJ?SQ/@4.O,54@+0/=3,!?L74?M@>.'-K] MS@WK.H=6+:J7=",^33-A_;3@H";/Q,.JPOEIX4)>ZK!R=^9^3R2T\
MP8HK^^25&%,,((8.90[J\/M8O/'O:6H--0MA$?65,!>O^\+"FW!:T/Y,.*9/ M;7+L0DR= ?$]Q!<,6K_#[Y &3S'#A>,WU^_6(X.<.">])'C6?R(<<=Z6_\YQ
ML04=.DM&L/L78MLQ/E%5CRJX>,V&[H01?% X7QH)[B.SG-KIEYH,.G&"/3C M://P-#PPWP%HE&B2 ;!YC $V0&;(>1F^)]\?AF\3+V9'A>V'+\),@K$"FN57EK[&T)WKO8B=*\',
XKYU]1\ M9BN<^0LT7#^X>@(->6CA]3!/!"9ATAB1Z_LT06G)P8N6&-#V9W2\1R!N2='T M*Z5V\709T3;VA60I IW0W]-F-HS2TJJ,P%AC0]KB%'^37(@,R,+/7>14#,YP M,U^
/8!M?/4[2]/4/0_9#$9[=">!9G(B#1545#2'_##L%+$\EOP)#"!$S#VR M$PX5YB/$G%ZTJOB'C!P3Q)C8S@9B@J;? N(YC-\^4E[+[X-G+1*-.XICA7WFK;6JTPI-%PD:4L*&*]MDB]>*XS;
(I(H;V=<03RI)GZCYD MSD[+FV&(6[(P9#_<>H\R$39@3C1Q/^)Z&W&:Q6,5S7J)E8FH37+;<3 =@SDW M\(*Z+.YF4ZRCD*/>P2\1W-
E2%#X%4P]Z^Y.B5#7S)YA$BC2+JCCQL5++\D>A M:AU:6/3?)K9R#D@8Y8QU1PKL^ U>"&RJERR3IL,9:0K_BI6,I$ -0^E[0$G M:4J&*?
I$(J2[_K"T73IE%P:H:A@>B,$9&V_SF$K+>13U$_WBF=H.TA]ZR#'1.&1AD[&(#0-$%6LE_Y M5&^[N.GU>YP:H7T)DQU%(!
MB\;B4:9?,;L.WNQZ3@!PN+M[D&F(QV&]VIF!^(Q9ULA-)U.X3B,,&-.&\98W M9I;9XI/H"_G=Z7R383 @ PWQPBL_]OB.8#-6\<*I-W$&S0(9+./7!6/7[:3= MQ"K8B(=>F)E:OEP846
+1@.# ,<(#>I3YP?CO59&1)5<@P;]S&2D=7&D12(; M88X\>5H6BZQB)-OZCBZCP%U<+V?;->4ZH%51UG2LEP3B)&T^.'.=6#\DY%T85*3,N$"P).S?U(IF69PSMK^%(;(
M=@X.QQUG1IR?(:SMI'*AV1"5"^=I/J\9&7E0%$^7_X^=A][C0.I]D;KWMYV' M#OQQ/Y >.[]V^X/.8^=6>OCV^:Y[DXRR?ND^?MU$!3B>Q/_LZI[)XFK)1/5^
M(NMOW0'BFSM:XO3K'7R(=?M=QUADY2LY]G%PJ3LH*@NYY#DEB>S;"WP7;R"1F#VE*I\N M5YI.\F;&+5JK^TX\RUCB/&]H<',[S=H^4L8;.3?SPDL'2#V^81DY9%AZE
M'7EF/FSHZ4$]$0-\MAWIA&%ECB\G3/G=V.0"L0Z'6(@+Q_<9K&.-M&XLR1]E MGG[N>B:-7,=5@SAG&81O1 @/S#L38G0[]M+T,,$8WR,Q<7TQ4UMQ&9'+PTV[
M]SFD%YD'HQW:78M>:6KF'G][^%]&[F%OGR6)^/-4H//IUMQ)Q-[V#]T!N_F- MK>5SZFJ87>S15!*)SNO#Z7K,['1CD1B,,&[MM,2NB5.T[2&;T=2+C_3 M:@G:3HG!(2?2/C&(,HI?C.?
R(V:=\$F?^[OX+4<]BS:H\@%7PNXOJ4[N#)[(M9,HIG4-J\"P0?.U[XC3+PS0A1:8\E2V*I5J/T@V'(1\V2ZM?.:4@GD[8;&>,BS"'-3TC-SPR!?Z0\81N8%H" MRU+.XHV\$/T[94+D%
<@#B_+#SDPI.7T+63U)YKB4E3TE(OA\2_!OW(V!QQB!^#%57X:]^,52A@/ M, R<'VTFY1J/+-F(\EM!B#$>GVNL$]"TC5#4S"=O7RB72+"4=7)!2-D<<<)4
M6I9OS9;+TBR'-0G\T)9I%K3':E.IHJ1;'DW.'=I4P&+V=:+0F;?*\,-X0B0' M9LJ-0P!\DB[4R]672T\R^P8J_UFB./*;F,,@HF!\+MCH9K>X0SE.'*>-.2>\ M'HD6,@+OHG

+XOMA<)S0.B58FE K5B56I)RI/:'GYS#77.37@ MU-8\ZW#H:6%/'G3TP0::CH,%Z'BPF/ZC([*M7!XEFO,FYNC <)!EH_6RGGW@ ME"V_%/D77E1=3(>">A^\-
+$*"UKPRX=K1T'.Q^0H*]I) M[D>60O%.IT>4;=7G<*195.2D +T:G'[;"G<))V)U2"C_'@.F]A>=H&N'P6G MP[]T8;!+%*5NZC 7AF$LZYVZ'!*>>-!U QRX'G$("I8'M7[/KA%VN%/ZA-7*
M'H\%HW^CO*I C;]M8O^K'P$3_Z49SZG,#Q)[S6J05XQE\I_F"FQIOM26Z!GA MOSC[=Y/5.\S/[CA8-,=4'9?VEG.[\%A:[RTQ-:M#8!?(?8_!\NCZ$9-B8P&F:<> MF2?
QU.FD$+V*S&HRCM5>/C/"?%66U439J:>L^,I\93$%T'SIABYWX\"#84H(M1&'JP9BG*61!*)Q&['@A3Z8NC"D9F=CRB4\IFKXT9H.HFN\V!TYZMO&B\IB2
MM=0<\JRI*_Q^S>^*NPR!RTDG'(F!K+@.'9!G1H+5A9-SWAV<$7+-#6R+=L<9V+(&KE/0, >VW,GP-G!7"%O(0<]2-R30#1,?HMA+(/8\#HF+ X*<. P]=SGLXZ42%G:6K,'IJ-Z2TI,<
M+!P+621+.T#N/()JKK$U5$P#Y_83)F0VS0:E+0]60^B4);873G>>Y-RA=VE(N -Q(ONK>EXLS(G8B/MIBH,D<#CV+-^1T 79X M;29FR*V5.P*+J MOUTNK*[/UE&
<)U3ZG(#67+039&9VR\:%/73%SCQO%/-UNUYQUR&!>U665ZQX MDJ>1*WRO$0!V8H09HL$D92!)0W>G[GG'A5:@V"DJD@/?A=LF O MMNR,C*:!9]>&G3/J[(QH>R%HYYXVW
7)KJ_OBL?'K"F1^WXMMEKMT8V\!UCB ME"**=3/V8<)D=+;O4"S6S)"X6NOF.+GI[PPUV^F=04=QXV!-9LUM M@*0+MH1WSY.;%YG6TGP]=9[2TSM;XI"\HYJV1P51.@T/73 M^?"-
ES2K.%M&E!,>$)D03#%$7DIAPD,"P\ )$8Z=(M+&RO540<;\O8L@;*D MEHS!>7JSV@-E\?=-@OJ+%[9CW^Z\J^UFD,>?2]Z;[+AARX MRQ[EX?_.E_G99OOZLY(9;1J/CSC;?G%4H.%6-
TCI)9>*%HJ7;7(L\]92;CK^" MM.*",0[2N!):$UU/$3NIKYK+H%[JCJH-H=6#EJP(;Q:.9 2"5H316>%&8H=. MOSM;5-!9]H?Q/N!CA?*GG@N
MA@E*&>2NYV*?.G[D,57S,TH^F,I!#:TP8:XNB*.XW3> EF37L*G1+<("%G M' %U%&3-+X^[.9)24QAJ9)[04+!VUXQ84![*O[7:>_
MXO(/7LM8I:^#$,@U!X33QD$+,TA4&8AJF3N&F$M,*$M#F8 MV)Q)'N2)6]V5W:DVA"\X=E-"UN 8SC9>%QW+2>"D(]HI!RI0W#($OIX'\K*3

*M,ATPICBY4Z+_>B=Y.O",GNQI#6183[""HJG=%$V7'<_IRPW.IB^]6.'NLOJR; M13%-/8()<:!/Q18.I=B!,7="0#@&XY6(":(2O5 MZ*GE!M"&'Q5+,\=A'2,S4-,_^&X'3D04M_5H.+-8?5);65B'"\P3G MK4BH#,!!:4+U-PT+LO%[Z9S>\}>BE%3:T)[!Z##'PR$-XT V';<0>6$*B=A6 MP3")D>LGCH\;fF;7V6O&DC^;>L?GBWKNKB<= I M-"(QQ[YL/>U%!*(8<\'^%,P GI. M5)J27H2LFA69 "\],V()*FU#HBFX)5.B2G568Z(OQ;XYT7W=*Q$?#5?\"/O M*NUC1$B% MXM&%L82;YQ+JPNF?.!R5P=9QPN[@\YX5'\?LX"#@^%-Z"M4DT)4ORJ^^+BGC M'#,GA %*Q0H42I4L9VCH\D5Y[<\OsU'B31:0XD9\(*Z+ M.(J2.(\=1'Y*=AC >NO'#5I:EVDICB@'M\^-PUF8NB9@=]^^-M7+K{\]V:NZ^. #UC\&:A9=/V2\U^:\2S%;)/ & ML_L';EAI#R-(8HI!C&<>S" ($H0 M#0//B<) .]%HG\K$QJE-N%D5^3T4;S\"W) WR#@Z0$?-S%PLLYX1:<5MZ2W MEJ+EC*)3 ME,)#J@,7_^T"DQCZ8-G7S8(,9*-G+@[$-^G^6U> IL]!2ZAV5 OH^.[&'1Z-6F# (M&=)9E>,R"M'Z&22]H2T/F ML=@ME6'F"'^2$&HGDDOG[=-.C+CBU>8(/G2(Y[& 0>&=4(@"WX,DB%Q(PCCB M7N0Z*-"ZW-@=? NJ(B(.8\)37%'A1J3HBY@'K&2ETV@J2)OT2PUBYQ9_"9>R0>M$^RP,>+11PQ3#F5E6_Y9)N5^$!H96*"Y9)=9]^.4LJFKI.!YSN1!"[E(D'AD MA)AC!!F*"/88BVFIY?B? (SBQRC4TP#M4%/W>/>%/'_S7'R"2 MGEIN"!GD5^R+I>ZS7'R>F7M^?M*T_.\3_(^XVOMOS.95GV!UZ$"?>L2X20DO M2\YD._3&=(@?WHE_9W6S *9%V71:K@4Y3X/G-U>Y/HT)_86O1DFJ,$QI_Y[GAJXNMHPY+F0: NMFI.P82(Z1FC MGI&F4USO&,B?6V[#CL+T#-DM26)"1+V.1%H49^[8D)-$?ZCA@-8V:+OO!: ME@"Z*8OGC'V]N6W2KHVUT^\Q#)"\HK6V7.;)Q1%S(L)3:#8PCL0N:D+$T+$ MEB,)X\!WDL1QG65=U'BE9H,426M9H T#RDHE& %4UD%ZZE@!Y 6\6<*1GE#1 5K-"IT"G9XHD:DWU]LA:K_U]&UX 5?G4=,Y0_H 6+) M&HI6:SZ@.S;'8,II6$YES,TA'#,IH##,/011+(:$ 4F2!$J_"$=AC#C1\H#T M69CZ#E1'6VRA:MO63'IZ;6!5)CGJ-,=D=C/T.D>FY@"9FR5+1Z_O\%,F7(CL MOV7GW3:H6UZ0?-[4APH\[GG<": 71L(/XBB",'7%3Y&?A*D;^4ZD=?1ZCN#$ MIF=.?IN%(!E0*RIEA]&;Z;&)C)ZAN1 4;8.B*]DE\W&6W*S&0E7X?=.@_)YA MMN?1#MPWO&Q2(/.N17?5% X;1GRU!NGE3F:F;U,;P]3AB<,]&$8Q%U8#.S"A MKB>LAALZ$0T\84.TLD)MQB1FTM!DP"!ONY1E%76:T#?668:DRIKM?P#4[M-MB=,C4C]6H3H6?1&BXZR+N>I<-Z,(OAS'31K0E%A,MF1L#O#4KA,7*]D/L"\=_E3R!\%>]LP_MY,1XY+)NP)(F\XA&Q$LC2%D8"6L=AQ C/X013Q1[G[DG\N\K'XU4DF2-$VSP>[IC7N&-.'?%+K:P3H4W"9K0PL!<-5ZUZOH\[-V)%;\C.3S0JQ9R=R[H9\\9 M6^.5^F)!5;S*_6E8NNIM(+$W5,9THH])H[1N!:KWENQ8\:R894TTA]+_H^UK,[;?+61'Z9"TV/HA8Q#)%0; M)I%,>4E"$J#$92E"1KWS3M.<6-T'9,&&KI'&J^"GIO664='3?"-S+OIG1?1 M=D^]8$JOTUGO/ 0G^-LIO*IG#'C/EA_RJM2'WC65IVH,_H,B.@=)5X93D4C8 JQB!3(36P"6@9 RT$;TI X4A*0,ERH%5U2Q', M<:-@'R(}>Z' (SN6F04_0$1=>#-0:!/'#U@XH#C^+"= 3M==^S;?T-]&?\BH3 M3W9;B*,*=L8KV=/CLT:S3851IOM:._^*@WY[VY)MDM:8["9NH$Z>&V$;;3Y7Q M9]N-:@@[W)SJO&;K1/E&WK@6N? RQDL6>[_>RW5/79)7=-S=VU:?\PS?*J^HZ ME<^WZ5Q7]_E%R/N81K &(D!0PX/(S&) UG@!XD;1&F*M-I) MSR[!Q*MK4V391$3<_%-I>CS^'4V0C7/V9L::LO;#2)?^F:TH0/A#K2Q-H*A\ M]\]P'2QCRC/XF8"?[' ;OY?^99@INDY?]TP%R-F:J9OE1CM0U5GCD]P]C+U M0A1$OMA,Q5PL*(C%0$R<&\'+F83\ITTM3UM0+/=X>?V-H+8M(8;.@U?M2?I#[/ MTHQBV80GJ_YH:?_N,^*K*&F>Y?N[<'F)]=ML M"]Z6KB<]PCB$C 8$(1+X,(XC'V+*0C=P0LX]KGRT"9F=V%@&T&UA(FA0'.F > MX&&> ^OX,/ON/#;<@B?)ZD+H6%EH?3FDK ;AHI07 KP?FU)+B2IVL9XT\)42]H!]&HM=T-6R M6BS3-(@A97^_*R1'5X^U!]?>RH]4*KN,.:J.?/"TVEU+-: MIP4))Y]>G.@18H3]G3#08W\W<[*N&,LD_'AU@S/V*>^2@P=' MV\N(@$AW(-NB&,H;YQ@XGH$)C3E?IA2&D14QU4Z3W#>L9 $^ YCE@+8\ MZ/DN\HHB>2!V$=\5R T8DK@<3>K(+W9NF^S?.K26EK%%0C.NAZK ["_JF] MJ;\V#FZO;CDMGGGYIHKE2GAYA8HW664ATY#Z_;-H164]EA[?A/=']UM+S$AJM MK"/#SK;.GA=MN.HJ/&W@D-[?U^|>|ON;O,K_BE>?WX-V#W /(A>9&/"]=P>8H=S^GMI_J2(L27*W$ MZM2>'C>7&E771;PI8 7Z/.P=%6A";C6\9>UY4'"IYP"S57^-=_GT2]Y]2; MPFGF<6M3FV|!8 K$SA["><!#34+-OCWBU>KNNLIQ7U3)!@4N8&T"?)2%$KA-" MG/(4,I]&28I=&L5*NXH3X\\3K-:0!#U-W7"T74#&[8D%,?4LAIZ$!N%E1^6X M()YL=[R9 \B."G,8,7;\,7VOX5WQC:4/[4!9YJ.:G'WIW!/<>>Y^)@ZP]'C MK.VJ'Y7[_$)\[%=9V^ MYZ3^5%5K672I;19'H]!'$0\@2A 1_^,%,'$0@[&#F1/%00P^M=:.O2|$P4M*>J{(1 D@4] M75O=]#2DLW3,-49IUO,M!9'W#[947C%(1\9$;&?*SUE5[\7!4LU)/C7 Q MF M1Q=(P@O=K>QIJ<^OE%8$UM/$H:R3E.E2DLLL%_GD|/;E))\3;"S#^@6O M_LIS5I3OND,1{(0^<7P$4YIRB AR8<)O!,/ 6.%:6N"=.N> KFK7;G'->LB.:?2T]1?$H(#7KD3J-;N,)3,KTW5VJK0*B:(8"D5G$ GO$2:4AN(G&OJR MK5;"M2Z#1VA-K/+#<-C?\H+ (!.YF\6DY< OfJA\$]HQ51#%035G&)+ MN.@9#TFT/0Y=>=

*NUZ@"]O_"4"-4"W5A]0AZ9^//&M)-^DCZ;I&Y$PC"%WHN9& M+X2Q1QR8\#2{8R[O[$/56.+-J)-.;H%B56<4K_J]>UN30B,'=Q>%<0MI+)NF M*3,32RO2}D","Z)LMV/-%F%*

[P/XPNO;PC_J1M5^*_%8X?]Y# F=HZ5WYF-?L MXPK?JP;1GAQ@8IV057-E82-I0W=G^9/MN{)<5O!2CY(]#<2XKEC#0$]WU;0'

*MOTLN+,6ZGI72**SU]*BS1;">%6P8K'K^X4OB4F4Y+;D"MD%]ZRR_OWIB9;.& M5F]Y6I1\$]C&]P_?ZA(+&F*NRQ>9Y5T)YJCL8E>L5DT)Ef];W}%F > ^1R!'*

*MLE)6&%$8!PZ&8<0=$E,>$, 3B6*9D->)0V"Z"]WLBK?CX T?{*L_64M^32) MA)UFTM0V,=_)5.@9KWX6FD)]2DTRSG8LMY/T#8NEU=-_?:1MYM2I;.C<'!**

MU&KD[C2:PUWJ.C[,WAC M-Q^NP1?Q_WT3X8;\WAF%1M#A!P/MG%0.B[9)=CH.N2C0IIZI$='W1.AVQ4 MK#U_;/Q9,W?LNG[@Y=?L/L]2L3_-;ZGHN'JX$UYVA:F>>XNO33R2<*

*4YS@:IG1!JNP(-MT/$%!HPM MNDYR MT=YD##G3U'R 9$ECR=BUB9U96Q =]^KV)E3'UG9-"9109HB#7MY5/. MON'!GS"62G7S;,&/Z9!A%W?AV&*A"N! M_*

*#&D>=!Y#]$>9X;4E\KTT>%\G2:GN"R*SKZ+B@^RODF:?-%//7{N0I*G02X^E\B<&D>-&;> E7!;HT=#0_,0F5M6&>A,4D4KZ>IIZ M-#BTUE;6(@9[NMN)WT1 -Z07*

*@X3)AKP]/5:4TY)"GZ,V]V8KBKZOX$]JOF>FZ M/ "4=X> M[V]*SNKR,=>*I3CZ\L1:W] $=]FC7,,D85XWX0,ZL1/A3Z_<[Y87CU-/BV]*

*MU3B)4:F,]LK'1YQMFSP]T"""//Z@833XFE3\'VOAT'IX[MJBOB\><98O QJ1-MV'=\&",G@2@0.^7821!D#]=AZ"/F1$]1?&1>]!V]$]3*4I#.EA<\0FE>O_>\R >>KL(K%R1GD?/Q*

M_60_OK_+'OM2Y,^\]GG_[X]%F?),,_/O+6G+7):!52R'=~/_"FS$$7]L!-HD!5N\7IAY#FSF;,W_]?SI6__Q=%,KAG)-MFZU"'W I"_-5-[QLQGN?K=:"QI%81HA3B%)2 @1D3]AQF DT[?PHE-*

,ML07B].IH3!#RK/7[NV MRVW5+,JRY!Z/>,.(VE5===+R1$"::.1R!-$!==W0^03HN, FG$QCQ_WF5?5?\!Z MPQVHMTR!U5C2T=V@QVW A+@9F88M+T*

*RT^>07:=@P!&X*P8=W7NF)D51O9WA MM&B:]3B< E6MYH?FH(QT1#08=+8VB>8"#WLG7C'"*]7+9YYQPH8BRB!.,/4\8 MB'08*HXVB53KR F\%[\ M(&O?++W0<=TX<:#/B2)GZ-*

LC,WF-A0VV M:E9C)L3T+,IE-1+.0CU'481]D%ZOZ,&&D^^]J,$^9!:*%AP,.1K&T93CWPS< M.4]O><{3K%Z2($B",$700S&&/12B#GBT'7BD# >16'@Z)28&2>G9:CT[\2T M6?OT3-*

\'$YC44)(IX?5L3D=WV >QWS>]Z8B?OG@P".50D=):.,J/E2D!=1S8.*R&#(68^I&080< MHGJ=.49H8L/0$Y/1#(.^M'*#CG[IRMLB:QI+D=DP$)/=K'!P=N:{JO?AUA*

*M"P:S.PAC.+0N'E1D'+EM&'U]MBL&%2&&]PI*SU^2/W)P92%^\4YL.K*ZNN45 M%Z,^+$GB8.91#ET -@1LFCI]@#X6AP=&B,@/S'"SVU)H31,.:?*

*M^.IX:E9RVG)CDD&B@JZ;6V,7++,**6G*:1-D-+QTE#EHNSPMFC^'T;"U S]2" M6A,Z8TBLYH^HT'V%S \-.(fG>>@,H.\+:;ZA+3'Q 1V]-)5U!AZS6BAS7QNF M_8"6V T1\D(?!BP-*

*(1>$1OD]&# -]=]Q*8F\---1TF%K7E,5'^$0]VP 7C' MAKB386,2SKMFF=#R"WB-N*0 MV]RF]]$9*A>VMSV N]X+VDN21$8CUQ&7220.5+G8>]);=:!H1$K(D/)7%5G@.GSA-0C_V;*

(QQ0KLPS$2LQ-PG7NSPT/=\ MI)-[^9I)E]ET*E)$=! KW$E2CY <04<_%14<90',9I2/5]C5O R:C. ^.!+ MXB8%@RV+3IT]*W6>;-1YTE"_B_Q3S<13NQFG@V*

*MV7FE&^Q&S'A_HO*NJ.HE MC2.OK>"R9[8OM-4)"""21^&<;8!H3WW<=5^DL5HW<_V7OW7OCQI5]T:]"X `M&<#6*%CAFL@\FLR7K3GCHV6Q-%[6$D;,<.9&|*

*MZ4/#)EC20$AWP9)]Q*8.EC00_$2PL,E;=HM;6XWJ%_B!KGUC;KD8TIW$DGF< M%_/']2-Z;DIC ||L31$T4P CX +3!!L&T!X';,," VO'@3B$ A7:D&4RI3JHB M@% 7SR(!C[OF) MB -*

*4B),,VC-2(X=,[5E NUQ<>5-,0"4+38$,$/ M]-$#9'=L=]E"|],@PG<<]YF.-!D1VHPP,]G9L W+9M*T(-LL?79Yx,^\NM3Z9E?MJ.*]R,4>-6EZ'"]LS@6=9K.6F;N5A*

*M(^Z// EB++=16]NMT[_\3=2)E$!$2$F7O-ZC8I5NVI'?!OY;X<5,1AUF7II*Z2KXIF,8O6@>A ME%*MB@^R^>_ GXE97,%!65%L/NE-:8B;BB(M$A#BGNG]Y%L9[D {I),5XCXII-*

*>C:B_5OXK!)J>5%C0,)=FQ;ZGU;SZ M79&AXK;X@Y9SW1]-QP)?B|W=[_73TV+.]>]_H^7#O)C)(%,)9)&=]FS%MR,K*C]%,MY)\62:1915?.HZV]MURB4K%YA>B6 M442WG*+'FE7;*

|%2;.1J^]VT24>9B2.\IKK;E##7NZ4>Y&P3I'X0KM>$0]D M%O MDX-NFS<\,OB.DHO'F(0+I0 .TX6]F&QBNE-%\ Q_F]VTL&M3.3O\K5#;U^ MW.ET """%<Y?OE>

]K^;F^UM#G@=#IKI7$?X1D;20>$)STB.'%.IK]XO6MI#W7!:I;%A#=\@"SB@&PFAG$XX %VR8T M3IH)M.$"L1?T[GL#VB]HRPNZ'D8-,!+# 7!D#0.(3VH(PP$YM($M1K@P]^QZ

*MO?JQ+.>KE[H.64*21"C1L?1UZEG,(IR&H]+'ZC3-H"3\;G=A=*#^3^AL!+?/'3HIE^O4H7TBKY,Y=%+0LXE#IY^V6ZCO MU]6\D%55G_XW=;&^J"%|\5]YRI0LOYY[/*

*LRS6.W_@A%,92IPF%%?B"B3;08Z MC^\C-O*BW9!&<KH+TT=\>2!ZI87-K/5ZPH,V!]VQP&\C$T$=+28>TE-NJ1- MA#Y&&ZR1H_G1>DV=.QYZK)8\;H2FA2=*

*MVZJV@:S;)$4F\ECW)(BYVB2IQ&F2!S@/6<2X3$0:@*Z1!BE.O18Y+]<'P=AV MX=;G,3/;(9TB 5NF&]*X;&COMRBY&6AE;1V8/"BIVUCB_1>)?QW4/QS$;O#*

*M+UKDT+4!;C4'@B\94*II,RX.]O!V".OZ&V] M[6M =M>!],,W'1?(%N;.W%LLM8.Y *D!]G+9YF'-CQML'2ST9+TY94=O#%= M MEI5O4@EI;Z,87&L=HP8?8P7!;, M'[1\D-*

*6,1XG,XH3@+./Z'"],0LBCCF-\RC,$D%R4/6?4T1&MF'V2"+T(2F M^)R"1D2IGP0^ISZ7F*01Q-GPF#++MW]BC+PBS*1 8K8W8L%8US,.")\UDSCRI MK%RN*

V$4(#BEB8^Y^G#\6*IM3OIJ@UN-#,UVZUI= (L#,,PVH$N_-CVLC_U M-P-3;Y&L=5X89]E8)TA,G&YU7LCC?]>9^V4]C57_L&Z=F'KG>!$6*)N??>E M-KL'$JQ ;-%PI%S*

Y"=5/+;@'"HEZW'L%)8;_G'>W M4=1MT18^E]6'><47RVI=[A(N)!2.<,>]FG.L+(U,4Y3&N@FOJ$@]?0()1!M M:\(^]MG:CI?;@)OC!NW8L__]WY.8[@E34O#Z[X]^Z_?M]5\ ,

MG[ZL8:WMJGC&T^)Y#(D>4IQO08.;5> M@"E-?1S[+);$^]&?Y\M@"ER+BB(]VQP&\C$T$=+28>TE-NJ1- MA#Y&&ZR1H_G1>DV=.QYZK)8\;H2FA2=

*MVZJV@:S;)$4F\ECW)(BYVB2IQ&F2!S@/6<2X3$0:@*Z1!BF.O18Y+]<'P=AV MX=;G,3/;(9TB 5NF&]*X;&COMRBY&6AE;1V8/"BIVUCB_1>)?QW4/QS$;O#*

*M+UKDT+4!;C4'@B\94*II,RX.]O!V".OZ&V] M[6M =M>!],,W'1?(%N;.W%LLM8.Y *D!]G+9YF'-CQML'2ST9+TY94=O#%= M MEI5O4@EI;Z,87&L=HP8?8P7!;, M'[1\D-*

*6,1XG,XH3@+./Z'"],0LBCCF-\RC,$D%R4/6?4T1&MF'V2"+T(2F M^)R"1D2IGP0^ISZ7F*01Q-GPF#++MW]BC+PBS*1 8K8W8L%8US,.")\UDSCRI MK%RN*

V$4(#BEB8^Y^G#\6*IM3OIJ@UN-#,UVZUI= (L#,,PVH$N_-CVLC_U M-P-3;Y&L=5X89]E8)TA,G&YU7LCC?]>9^V4]C57_L&Z=F'KG>!$6*)N??>E M-KL'$JQ ;-%PI%S*

Y"=5/+;@'"HEZW'L%)8;_G'>W M4=1MT18^E]6'><47RVI=[A(N)!2.<,>]FG.L+(U,4Y3&N@FOJ$@]?0()1!M M:\(^]MG:CI?;@)OC!NW8L__]WY.8[@E34O#Z[X]^Z_?M]5\ ,

MG[ZL8:WMJGC&T^)Y#(D>4IQO08.;5> M@"E-?1S[+);$^]&?Y\M@"ER+BB(]VQP&\C$T$=+28>TE-NJ1- MA#Y&&ZR1H_G1>DV=.QYZK)8\;H2FA2=

*MVZJV@:S;)$4F\ECW)(BYVB2IQ&F2!S@/6<2X3$0:@*Z1!BE.O18Y+]<'P=AV MX=;G,3/;(9TB 5NF&]*X;&COMRBY&6AE;1V8/"BIVUCB_1>)?QW4/QS$;O#*

*M+UKDT+4!;C4'@B\94*II,RX.]O!V".OZ&V] M[6M =M>!],,W'1?(%N;.W%LLM8.Y *D!]G+9YF'-CQML'2ST9+TY94=O#%= M MEI5O4@EI;Z,87&L=HP8?8P7!;, M'[1\D-*

*6,1XG,XH3@+./Z'"],0LBCCF-\RC,$D%R4/6?4T1&MF'V2"+T(2F M^)R"1D2IGP0^ISZ7F*01Q-GPF#++MW]BC+PBS*1 8K8W8L%8US,.")\UDSCRI MK%RN*

V$4(#BEB8^Y^G#\6*IM3OIJ@UN-#,UVZUI= (L#,,PVH$N_-CVLC_U M-P-3;Y&L=5X89]E8)TA,G&YU7LCC?]>9^V4]C57_L&Z=F'KG>!$6*)N??>E M-KL'$JQ ;-%PI%S*

Y"=5/+;@'"HEZW'L%)8;_G'>W M4=1MT18^E]6'><47RVI=[A(N)!2.<,>]FG.L+(U,4Y3&N@FOJ$@]?0()1!M M:\(^]MG:CI?;@)OC!NW8L__]WY.8[@E34O#Z[X]^Z_?M]5\ ,

MG[ZL8:WMJGC&T^)Y#(D>4IQO08.;5> M@"E-?1S[+);$^]&?Y\M@"ER+BB(]VQP&\C$T$=+28>TE-NJ1- MA#Y&&ZR1H_G1>DV=.QYZK)8\;H2FA2=

*MVZJV@:S;)$4F\ECW)(BYVB2IQ&F2!S@/6<2X3$0:@*Z1!BF

B3Q:\;"MF-63=|Q=+'T+G0/Y8+|4:EBX.N M7KXN5W)7CF!G(L>YD#'A(0Z$-A*H\O.9#PBFDJ1!D*?I.'(E2\A4QWV(-,,u[@X26QGP9) M*#Q0BQ4[-D96(1L6T%/#PQ6B;>B(;)*+FB:ORJ[/V\]]4[+UTL[NAK-A)GZ M&1}?F"XZT^EUBWC+58WO)M[JBP&R#KJ^0H 9K0.L$1.OW T6 M1P9UC0:'`-MIZ[I>;/_X\^7?_]6;UOBDJH? V\W<4/_IG^4L=61)H[NYX]UT5;% OKMZ]WG M.BY$MW22PMR5&4!CV)-Q!P3P@&,( \?FC;FL5@L,P-"3^2]F(G;=%\,WI&NC MWLOR49=0:\|/9WX;<5_$ ?9\$36M?=)$,ISY+//(S=*8AK-"N@S&C;XP05 MHP\W:S[<+BWS4 U95?^M71YZUOE2?|SM- 5>)12>$1"L0,O<'H(EYE98 N!`M?:E230UI?20PN36+1 <^(>|&Z+E'W42MG'*,>>)G M&? -3G.5YB$D<$TQIY.,H#2,O%8$0 E;6?YCFV&<*AZ$OT';(PZ 9GB:XA0)X M67D4 -0M,#K.Z8*YO",%!KW^B8(Y!$/A0NY$3KW$Q]D/B^D>"\+]<-*-RBJ M=O<47^7]>T$?-1O_+ <6O=%Y\659M^_990DE&F9 X);JQNN^EF/(TQFF>9[X(-MA?1ST$FD"Z9&5BAW4MFMR@#0;F[=U!ZUG**6U;156:=>E?7=IOVT@&\^)P'; M_E[T%,)5YW*T[E>(-&? HG>;MEU>Y+;T81/=9M9-Z\4@JMS#7CF1A4-]MVB1S3>X'1&/H)SR:C^Y?#\3?9M&M^&M*;THQ>?B(RUU3G UB-&21)+G\- MV6^1R'6=CP#++ T]D>0!";,9LRS9$ESI8VS>(9]D*P%H91RX[L)M9^:7R5/ M/\%F&OQ-3@Y,S7?K@72D0'\K,4[4_;B.&FD?%0O9BG.UMR-LA-)GUANQ1]@1 M,M5,N"X<,CK?KU--9*KI.%MB9#(&++V 70S>_?):B+],%5WHB(;/Q0U]F[_H MHF[(O YI-GV33=DK^;L21^=[US4:M#0/13U'*+?[,\],D$C+_9$9)F'JXRRF M$58[E?1E1%/?IR /862&IPAQP#5OB'>8 SH)8|^:H0/QAN8"Z%S*K$WUU5>>^;)$-\NJ*3O5LNC0AY@(1U?^Q=CL3NM[3 3^D5\R%5WK?O.Y MK*J:IT]25C,_S:+08RF.DI!CDM$8IP'_?=BEOAA%DH?E%-\2&#L8YL..91+ M;*3'$1QF&O(2(68;,4^^3WWRV?1]/RF$NR;O^\-/W=`I|' GWX>2<>UW\!? M"K7+?"I$_7RU;%HD?/S6R*NEIF$>FW @T7 L@%KTPL%5Q7!*Z!<LKB|FSW:A MNPKTRPD*.3@MDE6(P<%0DX44G!:A&T)PY@EX/;=S);(.D@'C)(^)U%M-&M4= MF 2FQ)Q1)53D:,,I\2X]*$9R;'M_UTBI69[G:L^+8OZFJ#R0S#I>RH+&0XT6=$@F&#=>D# M-R]/0^?+1_E>*L=4-C_?TY\?U^JU9Q?%Z+-)#SXOKG'J$ARCH4,*29YS#%- M/(I%* (BA$QY DLY+9?VF>TVDV+F24P(M-4QC[^?!U\ R,Y@GRY&_ *\14N=MN'FUC/H-H.M+M+]D6#0S5N6O!:-1T,5!. MZK.4>;?!1**MED@495RK1)P$FH4\PC;(<2\Z"T$N%!BZ8Y#BR.JOTU%^CP&D M.8"IN&'PS)284TA@:JH7C1'B0HQ%=:1AANE-JD,.O3_4$N8OVNF!{T79'}3^ MMQ1*Z[2Q(-6,R3#B/ NQ3'3DA&[XF_*XCCW11 1C\K{("CP)V1UWR7*EK1 MGVHK;NC"UOLYD$3,;!*(% LN8TR\/,4IY0SG44Z\+/42WP/4U'<(U=3U](> MRM56P]@?8%|DGNZWPS$++4AV60Q*;*$V5NR\2TEKYSF";IHS^$D-F&X4!FV#;Q MMX 4Q4W(HAY=(O%$>^'4IZ(9YIA07R5*'&;,,\R3-_2R+$D;,DAL.!QY9IVM22--"FIAY&<0!V?N7VR42 MP=;7H3"@4H>G.+>]<+@WT&2%*4^QWZUG>/+!OMJ6BWVY.4[+IMQ2@495RK1)P$FH4|PC;(<2\Z"T$N%!BZ8Y#BR.JOTU%^CP&D M.8"IN&'PS)284TA@:JH7C1'B0HQ%=:1AANE-JD,.O3_4$N8OVNF!{T79'}3^ MMQ1*Z[2Q(-6,R3#B/ NQ3'3DA&[XF_*XCCW11 1C\K{("CP)V1UWR7*EK1 MGVHK;NC"UOLYD$3,;!*(% LN8TR\/,4IY0SG44Z\+/42WP/4U'<(U=3U](> MRM56P]@?8%|DGNZWPS$++4AV60Q*;*$V5NR\2TEKYSF";IHS^$D-F&X4!FV#;Q MMX 4Q4W(HAY=(O%$>^'4IZ(9YIA07R5*'&;,,\R3-_2R+$D;,DAL.!QY9IVM22--"FIAY&<0!V?N7VR42 MP=;7H3"@4H>G.+>]<+@WT&2%*4^QWZUG>/+!OMJ6BWVY.4[+IMQ2@495RK1)P$FH4\

*MMUPWXG:M>^!K;\!Q/.#8,R9>MFY# D>%/7^Z#R6GXZHT5(SAJY,#;ZM|DTUF M)D)H#M0?MK5>I),,$K01VG|$Q*D'SSLHXHQX+\9%G+O>MS',JAV|K);WIY5: MZG?JK39=G"_/"8KUB,!(\A2B3, ^*R,L(9B07"&<(,T'<^L2<)C;QFAV2UE_H-MAXZX;^^8$;3L]ME0&+BMY^?B]W0GJ.ZW$3!8ZYD14C-WHCDO],O&-!;W>(Z"*

M(4O=3M>TO/DL^K*]D(*P$A>PD#H']2 Y+&.1P(270BUUG&5)ZC3PY1B5R9.0 M##GPLUBQ[_>D_H?C#)>CP-BMW(O%=5NR+R2=8*V.BA1JKLI1&O-.3QD3\\6_ME-&+W8M>U9UL_FT]C8567X5#]V@E1OY>;T1@RX?ZA!\N{|+G3:D(F&6\A$G2!&(4UI9+]-L =&S:%ZA> ^&;&M<:\>+NIEA;IZC&&PYTPW-MHS:)#O_*.[[1HH_D#'(+B>&VK[LN'Y(/>K,)X<>]?:Y#!HC90Q7TA@MHKG M,$,BZ,#/=%]O_D|:?ZA(RS*H.2M<:E38!\T^;|E0EQ(R8B$>9*K8YV(&"0" MI9!*5*0%9F6:6[5GLZ(V\:YAZ)N X,.. R!Z%NP5U'G4S]O[H%BX:?06!CU9 M8$\<[*A[-&\XCX>]3@Z*BY ,':?^: &<&;6HMYXC"//^,V72BM3A#M6= DYMF MXZ):?%AMJLW3QVHIZG=D(^{6]=.,"LHD2BG,\P)#5)

*(4$ARK3Z@L993C G-J M!\M./"]B[=52!{8DZ&G:+=)3@(RKJ0!BNBDF-PFME!L9.49\P^K.]M2J/NP/-MJZ>>-\MB.R-,OIS.7>;G*M(%<>.$6'SUV2:0B0)Y5UT!ZY7XM!'WS2*A(BM*62J8 M\A@BDA-=OY,!1&1YC'!4>$"N95&",WJ6SHO\',D;\4=%Q2DJDUW6ZM'JQ]$_2CZ) "6 MH67V//#SNG."YHT33_!;B> MEN"A;3P 2-,F##)C;(T0C*]3SP*54^*

6.0B(9*E,$[U>$U*8H@ESY7%@1G" MC(@R=^^,>P&$EV>>U$,.P@%EIP@##B>_J5A\0!1W5"7)-+(0+6;Q[@M+\=;OC M{A\MV3USBY\R_"C4M63Y<;OB50Z]$GGK8@?0#/4_B5\ <,T!@4":P(;BK!K! 8+GFL'E M5GZ32Z+/9G/5!^.'FH+9:]WFZ^KVL]TOHWM:/4IASRYD'_W;1) M^_!#U*QJA"F0_*K>[*{6MON+#@*UUS<+207+,U1 7J29.E]0!DE"*,PXX1BE M*>;/R>$R#]3.TGW!/F:),SU"NV,HS?X8MRTL6$5&@G ES:\Y";|KG6/3ENNT M'%R!GMVN0M@P?-5W#QAP'#"G:,5YL0V5)S<3UO'E?A[/Z#%YE<,V-4PKI^^F-=.\.45##1-

(NWF;/.DYJ&6(POP LD=/36^ KG M-)?IB"@7C&(;FVVZ4M'1!@.7#KV9[^=[+=5+=CZ;J4=$+?D1S=8H[G]3C9_ MK+=+. NG^@;#-+NZE+M%AKT6!$YYE',29+OB4D"

*<1@Q&B2A1PE&D_G/9Z?S8 MF'@I#IDR$XVZT47J6*OX GH]QD!E. -B%|I5%|K'NSW?@JW&.CVZ;FK@ %@] M3.CG V -3Z!E:A WUQ=-^'0/6>5>^#)= Nl8G$[/NZIW MFJ_").FM{CZMY+INVU+^NLN;9444RXP+93*42]U%HH'4Y03&.18RIA)+;34# MUH7HU/9$RP+#0\0 &3%R6R%IV40*C!<CC;)Y0'YA$5.6|00Q@&$*

M%Q$5EWL]^D(ME[O@,M3S+GP5@?%6' ME-UM)9\2,_#4#1OA_'I"C3UXOIY0%N(=|(2RN=Y]^>I(Z;4>1[H[S-,[9=\&W2W$C(Y!ZI51)\T74?=9$Q4R;*

MYN56SS4VPSQWWVZ4Y0G*>0D)UFZ(%%($YQ"B3!)$.>'%DZ#>#SYF-]$W||? MD_I)UQ2UTWG:MN.&$= 5]N-,;3]3HQWO";VE:3\]H(|6?L>0!O,E=%=' /[3 ML ,";I]-\(0Z&GAR,>K*&'+GQO/-P M'E^;_CU8:L)70M=1/0I2:0|-LSVC@#Z!HVFWFM6&$]I QW#P[(0'GL9]8YL!?2\=/"M^:3'NUKP:O..U/634B2&S+Y>.5W{IB$D*C*6DLN 0 MB2R'948S2!*6)'$>B:*,793J"*V)=.0.ES!#&K ![>8*$$/>36..86:G ,A MX:;/- @M53 DJ[34. ;,>LE"ND!J9HS2K%K#0N3G2L#F%G=7T5=EQ\41S6*E M3:[Y^D%9;1^7Y;

[6.W3B]HF7IZ8*-%D8'VRN'0?V;J!3TI_W_ 00W&TUGI$9 M_*G)!W+NG!'.RY]SZIFSN7#,"#7TVIR|--"P#'\NFA4AGG"U-$1RRD2%P[3 M:,&P"(\$P<$Q.&()0>?O"!4K.2MIN.D9[6-?=W:&@6AQV\<<7NW>,:"KZ%H; M5[M;I4T;8GXPI6)53F-XBP1$L8""8@PS76 ;@93@EG*DA+3PKII%UEJ4R_B M^>N+[- <7]G;7+<'7O29G7OB7<%K^Y*M"BR^7=8]"X+BXM?X%)\G!H,6,L[MTN7@_#-F:WE@+ZVR!?R']LS\ +N-[!?+9./+))\RW7I5Q,&CB3WL M7)E[^H'SCAR%]=J3;9X_V^;L(.QPEW:YS>-+*T3]2[W>/MRN-V1IO%W?UTMU M[]?-

*ZOI^8VM%GWG,Y*YW40-#'ACZ8, ^"HVVWIUSKGB#(S%2@Z'B>,JOAP. MMU5L)ZC?"C[S[/E6KYV0!RO7\A;?>C|6ZYGH[T7[_Y)6-P^B)MHE_:O^>5*

U2Z[2>"SQGK88ISRA;T=RLEW19))3?V3XD\[#$;R^T-?", MB65"^{@R$"62RL-^H/#TJ1/NA@(")#:|5!F;*

.,Y)"X1 M3<@UPL=_\%K53$98+E2DS\30>>],BR(61DCANA*<7,Y AI YL,\ NB<*,7 M{J$"&0-%;H/I3TLE_D7B5]N(:[,9[|[-B'U.::3EP5# Q5\H[JW!$]76XJR=" MB|9ASV%JTU-\|$0D.. [DR[.KI8!K);3C#^NM!^KTK.X8,3-W1]7 %|/ NX5^ MVK3BJZ5QG:7&]AHC?5VZAX]L'_D)(UL^$M+R<AY#S=O/1#=&LG2#[A@X

*MC:7G1(%)|R)EB_%L&GUN579:#RAR!..9R!*K+SEPLGSNBVL_+RVN M[0U^ZSQ*W?LOO<>O[4&W=W]TI2AC!"CA&1MXM#F_]&#K3&N930;H1-EY/=Z"*

*MKSAIC;2AQ_6*T[TN)^.X?=TL@%N!:$QW;BJEB1'\-NB&%^_!IX]@",%K\W M'^AFV_,&L/"S[1K?2U2(#*][2DDBOQ%/D+%Z4R#?GB.M?$*%M^0+VU++),A7? M@@85/5C%-K ".WY;M70=6DCSS\\+/&4Y&>84*I6GFA*"DIA?;/VY M)+&"89#UK\"H?:5*S"MZ1>%N;J5KG2U?V(S.$Q7AJ5<*6KB4(&CW4FI M,3N. M>L5Y8(SV_62]JK'B&95UBS>1PO:0SVC-*

M*K$S-#V>/P*E MWR_-';E>HD7%8]WV?RD!HUD$=TS"|>?G[@_=LMOC8!8*SG1\9;J4V^.32A(F MM,)#*A%0ZJ7KNES!SL.SV[N6V+.BKDB)_MLLV3T-2A9SG]!H(3:? 0'C#UE6 M

*.MI2K4;K*K`D-A506'^X5QR<>A3&-O0;#\3>@)L#,C:>=U8K'SY!?(TE^ M-;9G+M(@'$7&"SA8'|*4PM@G7&"SA8'|*<9OGK2M M^\%PV]WWD-S

*P!L[P8;O;ZV13*L.FN$]=,!J6**\GG+4%$X8CNA9S1##63W8 M4MC3ZM=/28 U,V M,P[4^SV;[LW]'#W MI<%O[8'T\-CY Q-QN_?]A\[-2DV\|*T.>;NC(!'U%D,38K=";2>E!ZVZ*#TX

*M,V=$7@H-'MJ/P,ZZW?>+M-9Z/^8QW2I*9.E:Y,;|"$R\|]B7!YU';&'7*9KJ/* Y\RD-NY[>>_ $RD+F MU.(T@86J29Q$:,)$Y&(137O"^MR)NL-[5*LM1OS+J2TM\)"FEO4; %UNPN+

*M/8.GYK,] EUB3,T@X<;"[G8RX/GOKZQU-3P-4^5=2A+*2W$7U.7/M_&5T+* M0H%D$4K4%XBNG7M'6>[6=^C^DM\M"CO>G%M!**4GF=@L6!_,1HB*HHZP_W0&=]H%|S-

*A5B]O6?:8\N&N|MO3CPA*S1%>=PWD1!T=!DP5Y?%B\T MSDQ(2Q&2|BSS9VF,EZ=&:{339";KY#'WGK# M|-7Q16-*/>I>-'DJ H,D)!2\/,ES+!,Q!?R!,8)93@ .,/(+IHN^O)3'^JM-M*|K*&CMFS2'!3/K,? ;>.WT>A0R'C8:%*XC<$%$Y&;<]Z5?,!*$Y6?-K-OE& MNG6-*4T(B8<9PWZBM\R01#E<\N>(S"H!<:-,SB/O==_4_\U$HL0GQ=S=W5"Q MR+Z/+)"1(,MH0C_+-L/(\TR3)N>BO7G2++=B,?RG09]73[,TE$LW<3YGN^ M$SVIRPAKMIBS%6L&Z-\B5W,*Q?"4]1 #>|_'X4QC!-.S81_P:.72M\T&J*XD%)D'/8-8E]% M!8/^7D7M=IY">&+QNXDKRE+3*

*|;W:GI:'SKW_8W#VCD2V^L)1-DM\OO)@F3B M^%'L#CMV/V3## MB,(>]2">*9PS7?|0L8EAW7M,=P'Z;,-B;:XO(M$GXHOEC?=,+MGRI[\V)%W?

*M14A;5:H[*DE7ZR(F+6+2V\>D_XA85CP[;&4*_*:(WLAYP+[VPFOR6,=SE_W M2QG\)_5O?NO9<2!1K3-@1_$O290XWA%7>$F^<_T(§6C&I] M$E"Q^+_,?VG?=+W_1N:/,D.Q+%Q0"

*[A3>,/J7'\,C!E1EBBP #_2N*SB(K4]\ M\C"\RR=L=&#K;O\MAVZ'_NC38AK$#^+1R?1<@:)XQK[FRG"K55,K+=2' P_^ MWPQ?S%7E,ASOP^+G6JU<:RBI7U7*63°:?

5,OUBV:52;]HML2FO]=UN2M-6 M/N/H#)1Q&/$">2,2_E+12;*Q2W]=='?{*/F#+K#YBF4$>?A^1BUB6]LW?s[>#0.I)EG(MQO@1++):I22>&)5L"(F7RY@M)GW69.XT!Z(L!O

*M'9ZLB5U"!?\5Z0*TIRGSB5]BBQ;OF4_RQ59%?D*3%!"<@6"/ZF41 M'-68TL%T<1NCEX#16@;&YPXNL*YTH;8 $%2[.T'CB")OP>2I<)/'?:'0P)0^ M ZP:*Y!L%SM-2A?

*8\,H"!=U^D|FXZVBAZ4Z?@N'4#MNQS2';&IW@23>^/WOP M,_.*G],P"!D."P4YUIQA+86M/6N2]++ IR(5 4H_S8.HTQ&31_/P],DZ&W>+ M,!?(-N=$%1+IO,L9M<

*V@6T"VP2V'6P3V":?%2>H_:+85MFTVA(_U!D?BQ"<3WB>L3UB.LI.N9P?ZT(DYB/ZD[. #K*F$),R8RWHZ M$Y$509 ^BVJIL MKL]):\7#?TID!(&,@/V!K-

$HKK_TQ^|&]Q77P7CB5R-"S;F^GHMZ,=U8)WXM MV>UL$?W?'+]AG.S306PP3++V50OT5TGW?1(O #A;V=IEQ1LFK>XG)RK3R(ZQ'7(Z[GG2XLD3T@L@?VJ LU9:5V)/5<_MW;

[;>)NLU(OKA3SQRRFZ(^7$K^>B+E>]#9%$D+N+>9?YO4N/T '8R"3N_13'DVYB)6\(@M,8 MD?0.2 ZLP":9$O'>,1PI'0[PF&.Y6%$^?&!7\F[MM%^]02[M1T$P\3]^^/#R|E&?9:?

*W1\?VIXQ C77_T#,9)W!8.]_D\1F\U] MO?4!]LHH!746FJE4M6]E<:$!*Q6E)I244WE_\BK>]641P%0@=:.U3U9 MZCI&6993TZ194\!<<4@PGFO!#X;H#NNFP@&@/

*MGO4#!B;=66,+MHA/>1F!2'Z[/^,"/F%@ MJC,P21=?X/IWBV+KU]>EE,TL W85Z$XU"9^X V9D. S1>$S:J56 M5QIUY#.J4JUJC3D^$S(62ML/-EP.$B?QGHDWRVN^ZF^B MZ\OJ

#ZGI!26.?^ \6AHZ!|>4YYCD-U"A|!T?!#VFDM)@BO2YVM1:>9,"7$'!)T;! M&OZ]IG[0ZUH%.PW64_*<(&V':FA(B%^L(.C3F?7Q;&)X"<7_[U3W@*I]L!1

*MO%*Y^=M]YZ:PR@M?.E>"KPIP^*X)?C17.:WW\|2 0SAPO^.QBY?B&M\E8UYO M#HEN0X*MKB38F'L@_2D)6=U.NKG0$@ZUZ7.EU_]7%5;N61$LE] 4KQ3M@ZZH M&A

*Q/UE5941[2WS#LR94@G(R\R(RHS11' "]BZ%5P II5*Q4/PBLC4&%\Y>" MG7\O",)+\+BI9P46'(:A!L%FO!.IYT]UIK;UB4$12%$C?V?\F]ZK,=*=9R*U

*MC0"_!K!7SX#;*A6A'YT5NTUC)UPSHBH).O\M#RC%]:A5TWD%&L$L8*DW!/V(M>&#/F&3L,&4)R2D,2&ZF*B'*B=C '@A9Z$WG3LC]"D+:&Q&7/M>&US|(#\7P@

MJ!U0LBHH>0^4+(,YT3)[*]*$S=?;:*"]\"_^,F4BL.(F@:?,_^>6L$;NA0! M:U$H8_[/3&0!J.N6&-S9KU%?0G-SV.X,(30L,,%L_J3XY5^"-HM!@RC9?T$*;TR_S2T%;GOZ

*M//?A230_5]F?,_G6!M^2+^AMJQHLS+WAGEU+2CU,^ 5I&_]=5/]+P(MBCT|BE6K-(Y38W&<1"Y.!"W3ZC:,& %2SX/G3N#JW]0|H$TGK:]N'U.'2 15

*M7RM@=#Z1X(409XX839O6<+:JFT _/2#_D#E2M4|TTE>8'LUIMPM]8 M@@(G">9_H;8;6&O$D^Y(§,1ESU&5 PL^]"NUP3\MVY8&++M8Q^UE40665RS63 MS4?;&RAGFYD-L&P)

*C\C NFGW_X-U\D_M;IZ;]O[-.4Q-_"D;]>>,;1^Y4;]H8R_:V(LV M]H6&9.8V]D4S-W)0$C;'+CD6J?"$! -5CR'@SMXNH,5C6IWVMTJ4CBD;A4UI M!AUS'#17&B/]@/R ;^ZLP!@-

+6)G%LI'TVJ_5#)X %2CBM _A1MJQHLS+WAGEU+2CU,^ 5I&]=5/]+P(MBCT|BE6K-(Y38W&<1"Y.!"W3ZC:,& %2SX/G3N#JW]0|H$TGK:]N'U.'2 15

*M7RM@=#Z1X(409XX839O6<+:JFT _/2#_D#E2M4|TTE>8'LUIMPM]8 M@@(G">9_H;8;6&O$D^Y(§,1ESU&5 PL^]"NUP3\MVY8&++M8Q^UE40665RS63 MS4?;&RAGFYD-L&P)

*C\C NFGW_X-U\D_M;IZ;]O[-.4Q-_"D;]>>,;1^Y4;]H8R_:V(LV M]H6&9.8V]D4S-W)0$C;'+CD6J?"$! -5CR'@SMXNH,5C6IWVMTJ4CBD;A4UI M!AUS'#17&B/]@/R ;^ZLP!@-

+6)G%LI'TVJ_5#)X<$+_G>DU?>LZ(H0IGKI8'=MCW+ M0!["BO&_,<X'^Z9\ZI'_$@_^,,4/CZK/NPP_IT#G]M$PD9^=>BQ"!/5-^_M_+RKH1"1 2'LBR4542V9!HZS+Y>,N(P

*!|_R2)/^'|#0X6HCZV2S@.OL"6F6# M"EH'(P:CXIF_Y_G]AG|.2(TNU3MHZ\+I,<7]U4FM5$JX'#]X'?5!L5,KP: M!#/;&=YXQ$0[?;X6@TVLIID(^044]LJZF=5H8MKH:/1\:>BY8RD

*,%';$_\[MT;%K$&\FS8K"_B2V[4M?=._9E3[KSG=9NJ?4/ M(NG/X;QMFNH'U :_H1\FN>=B;;_,F3 M;YD6FK;/8. "7W#W(.GF!5]6T0\[9%R79Q%Y5T4KA%-G'LO&1_4)9,H(=2% M?

*%Q[HS3=]L2S;$FMLP'.*Q-UOUK&"MH2E_+4E]_@=T=EF "1F:]?3YU5SR"C M\LE:M!LX)[+F"H%.]=651AT5 E6I5K7&O*GKCL=60,EYEI"9/H"UM;6(EE=] M RGBO-

*PN+XKZ>)QAQG9'VIH@B;-<'ML$.7D+1!6=!\Z2VS345]W"N U\VYKC M-NF3Z%S(-8ZN[$=$UK!@&2ZD#(]3 8FN@V?7.U)-_K$"L#@-^'I[WPG6 0&3 M@B?

*=P"__0QQ_YO$#;PHEAX+?'M'-IHT2AFM:+(H1I;+['+#PP6"W(SQY)ZYR'"%WL=+82Y)K]HS Q.1B[KI0.]A6 M*2Z3$(-"Z$NU,S&L1-GAF;(>1:,28N;9G(6$]D-Y\"-9T4(&>'E:<\;RV&.$4

*M(]X&W4FT_P_1@5NTHSZ]&'.D^1TU#6<@_)++P>],D9V%?_^@MRBK]H(:N3X!`M-L-XR+.7=~V#TM&/ODM4.3#5BS;6G?$*A_TH9US"&%'#=M_]9T!|"79ME+I"Y!8[%

*MFH/*2T'D>25R2AU=QYP.Y'RR4S59E+71[H;$%#!+P@Q+W\;@30JH M)*'B"$[" M]2D@DX1,BCTE)0$4&KB ??L5<~HI&L36!W*HMY/"]A-C>K,0:OZ>#U%HL,+ MP_]H!

*&&"DBJXVKER"VUUOFDM,K'-M2TH45+%3JF@!5Y,C6["|FHRJOC9>L7*T?OI&-YOP)TY^,A'_*EQI90D1Q_# M$8EA?NRRGPX\\\&U+<,B_H/G&FW3G8"M]\76GTO45:

'OY2LU^#CT!HEYE7@ M36$KEOE+:7A55TO7_"?_8 M B"#11[VQ:,;9 -K/V8V=GT6)?)H#[D)!,B_+3'1]U'<#K+OQH@DD/U/A$_"8> M&%@@/TR=@\U+;,-RK#R?

*_V)YX^)UC"@:Q54%Q169XC885*2J]=+U@_L"%A60 M7QM [CF$#8ZTI[QU*]T!A2O1@ZF'F4?/A(D@RX\3! \6-S\N16A"P2HT1U4E'/AE*.5QXD*&4/E**NI92%Z1F"4M93RM_^1U.%

*M4#DI4E%3A4]2%I2F]*W<+|^49ZE"T6H5G[!-O6+++Z;=5]>>'?HZ8R|AJ')%V M1"IC[OI)MAIQT?N$.#XCO4?8!-S=&W<71R1V/H':E; Z\W;@$1QFYORUPC]4

*MC1+4D0\M)J@+N(HNZPO0V*S.,FHFK;R[6DS&,9E\]FKTU!S@QFCW/&H48S2Y& MLXO1[&(TNQC-GMZC0"EW[_O'=R,=X_#__/QX)W4=/\#16M*M:TQI;MX5U<:M M\';S_-

*QTX=6.&TCZ9&)T#'X>$LH50^qSU]I=U07DYZ(H4]|^#;P)?J>0'\& MX$]$<$LIT.$%$]F(%H^@9N#NV,'O?>,\H=U3 (,I;U;WX[8ZP;Z^^NXX]?P! $ M3<)'9T/?&)&Q)'A:=_^3?

*M.W'|RIF|TVYC:S.UT9SG?GS S^#OPX;,S1>!" M$A=NR=!RK'-$A;OV9X$*252XTY^(?6Y0%/##$5B0Q((CV"FXQE*A^/U3SOJ MP6\P["0!8,I<-V%>W*)Y0?VY%ZSD@3?UZR;,!;."Y

*%/C'11HE[X>"0@GE4 M67#V'MH?U6J5FS4MJSM**U>UYDY\2*UJ6:NKV_B0WA7\/4IR509BROUAOM"(-M!S:R0SLZQ5@6F"T^F/VW4\+LKB/IA@'82=U/B-U2-

*R!G]5Y1+IXN+S3U\L*R-M+MD,^>?09NQ?_4Y9?|S$Q0668M!/TZZ:JM:DWVG5]V]CU:S+-./,EAZG-ODH M.H2$1]T5BS$T<<3X(A4_N!AC'IYK2SV43''&'EN*I17XAH4DOUO+-

*VS7 MQP1P*HJ,D>Z 4,-DHP> CFM:1O@VUKK22#|!EX93S[\'T5Q*$\TAMQ F+Y9M M4Y_<$Y%,K*TU)3R%"O>#_(^'?7F$|8+X@(GKLSHHGA.^^50\&VIF:Q=*+B-<*<,]=[DX

F#K1"PUWA9J!>&^N/1,R%O4=B)!2Z<%^-15 M,YW'QCT\|B_I\3?610O7Q?)>G2<FH^9!)P&:DV:#X10KZG"8>(;1^>5&_ MW$1A.KX4HT_\B,G+&-UB@1-

@P,;#%U+_E0W\S7I3Q;MT_ZH-HXAD^G>:!S%I M^SQU4O=1,SH^CV69D!>QO+R>FMTVM5:GBKVN5+BMV+1P<*W&)8U$FV ;_M%O)>AY%I2D>Y4&7+YP>B3-GRF($U0|+_I

R=WF\SNEC;@1;^FXH ;AH"+(67-M2)W%C38KRU-G\0S8KV?#VO.I)\P6;?VZ'O)0QKM?A$ZG5OVN[_>MP??'CO]

M=W:KEQ%,.4[OUAQ]$6\4;64#G1(|/01E5]TH5Y&=4.QHKPC.,,OE9:6E6> M]RV-0+R:.*:%)L69,R*6N;^P402K8$"9_$1&NCU$+HT/HGC&%LAL=LT476+T M@?HT&+D>'-

N,F.^\!+>]JN5%9;6(V6UL3!Q>6//NE*NJ]D>M?P5337K+9IM 9_&HM6[+XXB!U*?=D:N<6N!9>=*@YNY OS M\#+S@X2?WSX>N3G'4]fP=[M_I9!$[<C]N?

*^]K'|\$V6'D;EVW=Y>6;N$ "S=*TS[.Y^ M,[++(<+$)W![#04<|_*T>D"Q"HPAG"GLI\ $=>QAPFN=E1;BABQ7M%C=)=CZX M>SXWGGAEN2=>^-1SL9>C^]0/!5++[(_]/|L/$|]+U)

*|,.@]WG?^*EA4\O?I MWH]2^^^Y,>N@\|GOW?>GS7]+@MTZ_(ST\PI_W@|[,$C*);HRD'1WU(KV,7#_9 M/IG5G*-GW'9?,'O,#ZQ@&O!,%/C6M=!OOTP)9;G! ?E!{ H,$9#B|@F&P|/

*M7\L<^V-90U\\3L^@7]GZRW!]2SKO[^P#- %&!M-PZ'1W7V8)$+#,EB9A0V<_M^L3VAP$$-N(T^9&,3G\\FQ3.NM\AU_H8|AS/<[2G=%(':,@B@R'A)7 Q(LN MHTS@%7V1\-F8^(,U,

[0?-?R>[QA?&24!T@"3;,U6:9O5(;OLW0/Q^'AD" L M.>"/V2PO2);>T:7#TG?A/2',?1VLG=7@34"6?LP""L$;GLMD.P:'N95 MPR* A0O2 _XS1@)@R8U3V\2-

*8MX7Q6V95FU@1C&PO.%,F#L,;QY;WIC^$UX1 M4\12./DS<(0W(3)$>,:V$OV+K4!\BU#=`\^&+8&NX3=]M(0$+V-\/RPN $""W M[G!|%?E&#D=/B 1[&XR]+ MQ /QWGCK"T.?Z$9,.

*[QOO.D2SWGNK/E1.EIPK],*W"M)T\KU1FU7H.9*;S>A M)U<5;0=;;;J^H^B>4BLWJfO/5X!>.ZT+>@M4CK[H90_B-.U.&!9[+MT]B!! M+\N)=J++:V/M>>"3(ZDZ4E_D2F?I^"T+=

*,WH+(&TTD6W6>^_5)&'O,%@#\## MN2#$YA[!W?I2T\/S|3U'YP^V[*3:BJ"HZ0\Z?W3NI5_+TEUWXN>G=WW<[TN[_|NY_/4LJB84([R5B'U5\"*/EN.C:.1?G|Q

MG>>51(SC,)Q9"@\|"8Y]3G'>Y2APC3ZO.XQ@%XIZH4 U^ZWUM]Z5.67IH M/]Y^NS]+,7)'=.$"/GMM:C""9_B4%'3/G#]%R50|V6D0!B&#/>V#0;LG=0N

M2^W'P;=^]RS9C>"U9\|K;W4P7&U!5XP|2W!;_.Q[+1X[4W\L7?WU[UT6Y8^_M=!|_=!/DM\(9GOFS/9&]US[S:%D0/0?^W 8"VXKN.VOCYU?>X]_20\EZ;;W

*MI=??.H^#O2YEPB&>^8,!U>/&,;,]0$=_H\@GV!"9Z,CV6GQ7,'_6\7_YAW MI-^[!|*=|VSSO45;/;\Y>[GU|!0R?2[Q@$OK/VE)\]4,Z|[^>94 @=_V M|$Z#@BO]HRQ\|?TE/

OG=WC!<4O7;?L)MD)P'T3?H6\|+#LM3COXK=.[Q8]V M0>?/W_N?OSW^:)1NZZX2V\$00'\O7/ M3JZ'N5X\9[UZ2MW)$ A-%4,@SK-AU=(A.KD9"_%5?!V##W5/EKJ.1<58H-R< MJ

*NW_(J=9."ZJ/BA8TKC8J=^.&O'/U:GEE:Y46ED[=32:)6UUFX5$RK-L6\;_@7/-&0<-XH MP.@186%<*27)T<>P/Y-8'}M3TP*M'(_1-4M4_@ZOZEKI6JTV?_XP\YCKRSD6 MO?

*M&K^D:"VV0?GCARQ2"8R,$3=_/B,?-:HI W6//8<&$=L2$[@HMCHN%[&C8=:MIG,F^R-"4M4D08,Y1$&QF9=T.*Q[^U]-%B=H|&$>@N:06]"V-%^M_=MFPU!C<>^M_=18V,E-

*=ZXXXE'1L3QL=43V-ONF$@7=ZJO7PKR+ AYP@TWFX(\MCWUO[R+/6F4E>?8#U_@^_M?=2IK1:>NC^2OMCNBU!EBT*<+*&MBJ#&8[_;^ZBQ7KJ^=[&U_2:A%$&2 M!2%)N-

66LHHD%S(&5]8&B"_%E^)+|>6)?GF^F4_;;C?FB+S260^Y3-/Z+'S MT'LOGV^Z]Y{]9N;WK?[9;^?>D^ M?GU_AM3]).OCT/EG5_=,O.$PX=GGX_=B3UA.=C]7J+;AA+/-$EM3?W-

*H?.Q-M+ =GV?&Q8L/@CX1(Y>$H&9 V]U>5;0=;;;J^H^B>4BLWJfO/5X!>.ZT+>@M4CK[H90_B-.U.&!9[+MT]B!! M+\N)=J++:V/M>>"3(ZDZ4E_D2F?I^"T+=

M'#_$76(03"3ZK[\I]_!D/DQL%2V7)F G5 M6#Q48V.H!KZDX^?HN$4_Q6=,J,^8C;PQT&LU1^5-'2]Y |+^'^/$,F-SLKD M$^9@ Y9K2IC*92YXYELSG),8G 7#:.M#RA

*K(];&^J69P.9GSK;-8??+2'2V/S*G'T)<[#9%,[X[R\"6NP;,,]/A,']HL,#+.,%[,D$@ M\O=\%[)"$+F;@ UA=HGF&I4LYB2R<1GTZ%|1S *LPW=!S;M0B\9V)M/Z"Q(P[,H_DK$1Q>*!?

PNNCJUHFB1XK"G2Z!/_&@% MH%H9&UQ+-SP_]W!/ :-^PH^?/>;G_0Q>7&\IT?%/?;>G_0Q>7&\IT?*%/?;E"S?GZ(4>0MO$0@IH M(%0K4\?0^4&;QGW;`-^P^F8X\X ;P33tO$<0 BIM>OX=(04=X

*O/B(T,9 MO^*E3^R2P_HGB;PBR\)[!@!,G7]/ -9#"Z^=,;[<4&"Z9O%9]RW&R?A^K1^YWYE44=VOQ&\3[= M6;UK_G'KMQ=Q ,0FRN#\LH1<#V=A2Q/&P!+,'D<'\PFS-

*$T[8GX]X'5LS+ 7 MC= U^9Q@#Y$A3M_'96PX<3=\YQ*V _*W<+TM#8!)DDOQX$B\H;7XD5_7)!+9/ M349O:G.5!,XYM6?)A=Z #X_3HJ_4G=PJ/&!$Z

*M+7R9<4'19N@QUAKI8G

XN[A@ZA%7!7'!2$[&(Q@0]57$!$@R:>U7-N,V:^V#N7$45TN;72->R%9G%]QEQ-6;K!!"VX M:$N?OV.*[:E97L(4B$R!VG)3($/Q#_85$P;$61D0>:GMD;ZV_WG7O>^T'V6I M>W^S$0?
4=6^MR^:]_?=*3^;YW.H%^THUQ0?1L49%!I M,$?J%9/:0MA#G$))#TD[9GPX++KWFCT2>[&?:1[57%NXDE$[9#/P6]D8_' MG\2R;A:,;GQ_]D"\F5<<1(9!"*A^B7)V-
V]Y?/)UYOZ>.Q2SOJ6^6YDSQ9DD"H\(: MZ[;_2^E*"PWSJ7_UK.N3CX@A;XFI+R-[V@Y M.U[WNB1C$11RJA32.@*%@*&N-!NRVFSFA$(RR\0A_5\!96)_Y'K!%68\8!E1
MX%G4&X\"Z&6)E"+7*EHV]+*"IS=AS29>UV] MFBI0:PW[W3-JM2AJU92FV@1W#:W*U7LV)_K0#"T,@TJ8R M89>(I(:%3DNM+*"2:=CR;>=7[A;G>FU"\W\M2(Q "
63%?!7;O,M:5:C5 MIX@X:UCH-HB#\P%:_B,$KS">FD#QZ9Z!:V,YD0Q^]4,:JE:[4)1F8C)QJ&T%4/R&CW@$\UP*>6K-1. M3&/-+]L=N $6,6[/8?G!-\H#.%%R6>MJ$\2[NG6P^Q!(MR-
=.;^\^LYUGG<7W3L/%6;+Z-Z]ZQ@A M[2R01Q.4E1-* Q%8LZO W4JLP;!<7LRETXO)%4W_?O"PVS_OIH%9C!/6_/2] MT;CS\ "N=70PH#[8NA, >79"N&;W"#8KI>M:2]8JE9QX!(4K^:
>CMTADE*Z MKM?EJE:0?(P34)<);8-/P7#E#]^FK,9?N)"WX*P]-IK&>:; ?<27](;??$+- MS*P4H6*FJ*PT1:+#*6+2&M:Z4TS22M>:(JNY29DY>;6UZP2Z\VSQJ0ZT<8C0
M6+=*=@CAR1QVH%]T7GDCEE]=U\2NCUF)H@J::TVNY":6+337@R9![!ZA:J7K MAB;7M;R80B>OP887)?35]_+5]Z(ZAMNPS"\W14Q"-ST@\WPOUC3RAC4GKX?>
MKFB7+I30C,PR!&:7=G4[-+J*(Y MQ*!U;M)=8)""R8-RLR*R:@^:59O./?>;S%C@5BR9SW\Z3&"CS.&L5*^6KIOU MJES7MB;[@J0,"\H2E/6N].BLE*71SAK-BJQN7_@D,J-
WT!'SSF)C#2Q>-^@' MKO%]Y-H 4I_WH:?)=<'R>NP-P)&X(PUNP72G&/_,V$_S?7KR[G=W\CI8V)O3 MCG%CDP:=[W,*'>/WYU,;'/6KF>AOV!)#M/@\EP:&&[;=>6!X\;XRIU:59@]I
MC;Q$;41+3T$1V_8/VHXB:M3E6-N^=YRH4\D>D*A1 MNFXH1^@T4*5 M[;D_I#OY'(2X8Y^-70ZV9MGGH0IFZD$2>3;?G1ZM5*K I^MRJR;*E4X1G3(U M(MD%.F'TM"ZKN9D^
Z1:)T*NQLD:C DTG(S:/GDE=7YXD^AK.ZJ C1AU6U!$4VJ5BAJ7D+Q M0DL]=!WH;O"H!7BD@7JZJZ;^0CW=R&V[;W?M&3C/-O?89B4*I5*ZUJI-6:OM M2F?-1;'DOKVU9X!SFSML,^,
<1B!;&MA)6_N=#H%SG$V'F^ U0"A#EX*M=$Y MCU6GE6US)R_\;MSQV JP9SK+8$3J@HT3QU@E"#,SM:QRY-6W/CJ6_4LI*9D
MGJ@3>\;A'LD=Q]2KPCOGR78'!]F6NV=E;ML#0EL*B'2643L&R\C=[T^>\/M+ M:[#?5X:[%VK9P>\/ZAH8]_S@A3T8:=6]+/VTB@,]
M$*_TCVR4K7OWG])F37*WD+1ZD'W>EX_P$RP/W1[2N*GY,8[BN0OB!/AU'_7(/7$A5.&G^62P7*@"I'Z*2<>6.')/Z#':$OD MT?*&/ SZ<]:-;8$T&BC0345N*HOE
MLUGO)O5BM"U4Y_/(#MN6(QGZQ KT]\UV.P]#>EWCE@BF#P#2KG/#)K@(IFU M!["EFLVZW%3S4KHA/#.'[.&R>X0"<[A9:$J[181M ML]SQQ",CXOC6#R+9KG]N7;,NMN*^/NP?
_I;2^2B$,TU2ODE"FR,].$$OQ=>_$@"'=YD=G3/ 7CX"3#?,BAGIHXF4$<=Z$-=U& VIP^A#><1JS9E MP'O JE;I6L%)R>IB,[>#8]7)9V*R^J-WS,01I2';^">2"; ="NBL9%*ME*YK
M2EU6FUO[(T15TDFAWAI/Q@Y03\$1WH!Z]5W5W^=KPEG1BO,7:D@SSCG;L&J) M031M@)@8GK@S)T.&]J\(+?MF#M@2OL::;J#6SV2/2/H6M#U,8N>=T/7^QNH
M>B3*IOK(AP!'<(6Y0HG2K<1S#)P]SA*7/_\Y.&/DRE&&_SL@)BDTLH^0B3= MP&B*[KQAJI3C!L0O+]UW6/=9A:=/7)_&V#YZV,C;^D$^O5AF, IQ-/$K?G.5 M^"?Z$US2-%C^D[P
J%F?2Q-+_(G;1;2W&HU6Y8DT5:/2JE3KU5:SV6@8FM:L MJA53K=>-_U.KF-K+?C6*BF@G^C.Y>O*(_OU*\(1/^KVB_[F(](E(#&VG'!+ MM6:Y!KM>!K.Q[CW#XIA.EL-L.-P;S!AI
8=P/3IWX2,0-/%P%6Q'S\U>I)&' M#/)OZR^O 2H[4K_D#B6LF\82ZI_Z-=IB+%X&\B4YOSW!T+HA?G*%*&_MO]Y MU[WOM!]EJ7M_LYS2\[+?F]Y]OW?7O6T/.K=2?
P#_^=JY'_2EWA>I]]!Y; ^Z ML"#WI[BP'"D8N5-XANG+$GDU"(BB"?%8YJIDZH%^F>D45"#%#)8*0#B-K4]\ M\C"\RZ85I:RTFNLVO^'G-4W-](N#;$IKUG:U*;6R
M^N5KG#H;5O)O=N$;/BP?R_8/&*6V\+04ZX_QE<-8.X$WS;Y:KLK8A6^3WS=ZE8$/.NEB$;@V'GO9X*!V!- 'B_ M %:WXT%%BSG?DT#RR _B3,D&F'48U6U/D<0"^T SG_]T7)S*:A?
G(\/=+YX[M1O,=G_BG%8QNICX(EC:OD_@_\QW)!ZB>T>K5^2:NJN*IEP$*U9$ M]P4="CI [W#K58O+[>D%-N9FK$$3SUFMRHYF5$LLC_/Z3FM1WR M8-U(I2'74QH3">0Y
>39*^=IE:ZKC8I, M0+K=J!O;()U:NJY76W*COG51@7 Y[&(,:3B/6R*O$^+XQ-]D7DB.LBYR-VKF MV+_GYY#C\0GNF>,:'&>"<:/[4YP>E*.$/@T&_L-/++[K#MF+?Q#788+XJ]
MW,:_IY9'S*X#4L<@OH\&;V;1HY6N5;4F*\U=B9Z"J32GCFEK8YN'0[4J3H]N MR;7*UN.C!:KE$=5RQ-5J@&JMNERM[LIUD!.=N0 *2)_8\.&S+#T3!]1HFRHB
MNCFV',L//%IP5Q!=Y$S+#K_)5=)M!N>^8J.?EF)E ,LVM-65-W548O M8C.Y0JHU:L>>L K#Q9HJ*]N/4!=8E4>L.@ZO:F(20E.N5+9.DLU7*+ RD1W M/-$M#_5$VBQYHW'=>5
=SD3C7TV.\>7UAETGT)UGZ\DFF)P7^)&^_ZOKFB^6 M;6>F2NS?**O:ULTZA"V91\Q:HS_L%;7J%; >Y:J6ERDO K4.J43L%[441*VF
MLMCI6[@E]AX7";RI$4P]C.L9(]U[+HPV<2;:_5KW87R!-^S^,I.?6KJN:;+6 M$%Z'D\2@]<&.[5$(&\6UY$93N!A.$H4.P84P$+:+ML;Y=)&NEZZK2E!5M5[%ID?9Y(IBW1J?
8'O7J@'J])C>; M O4$ZF711;9'O0:@'F;DJ%LKLR>4=WQ4_&##Y*0+C'9<2D//'8=ZB^L415_A M8#\UTLTTV&J!=)<,MHIH.)XBF)F*FYC"J\3 %A9-
R:JZS0!+@8"Y1\"]*"_O1[L&%HCBQ(;JKFJT\Z6^%,W-TL6>E\0/ M)(M>:4&TE3.)>JX)>CH_X.(PZ,G(,;S*S"2),]MD;7OGN B=YQ&)UF5E[J+
ML!Y6KM1V58(ML"A76/1N7K2(*%B]5MW5>,B"^"=R(.!Y *4@$KZXD6<=6J/!M:[%DI?-69VPB'.)4!L':W:+41@YK,BM MZF*#7(%1N<.HG49?=HM'&/^3JXV\%$R=O".&)
[067E\XT3CI7I2)G5%K$\.F M-5E+R3\7T?JSQ<)--9#=H2&60M;D6DKC.8&&:^=-GB0.'IX5LD!C2@1I=RA8 ME+R1'*6]/A&X1A)J-H'^*DIUBD3&&U)QG/@5#O2RG"D IA?
E.W^F>,#6#1 + M.J^!IP-L+4?WWKH!&?O "O#MGDL[_[PWX:")<62M*3>4'?A65';ATS@*1BXC%NPW%Y0=W,2#9#9+K7I[8A+*5TK:DVNI"3]G6_/GQQIV-*$>)
(_TCU2L*&C"3S0X*9- M=_IDDP5$.-9(T)/:W?D, /FL^Y9Q?#K8.IVX^)*X0,)VI4[[0+P^5)J2Z M5+/MZ)X#8/##QU $C>1L)9:S*AB+Y=9B"X,B9M8+]#]]]*_L&/^UTG6EW-JF M(YC ?
X'_N[:UEJ+_//M_)]9C9X1R?5>F54ZLIP+HB;>6/0V(F6--,9.F?XJ, M)#L \LUF#JEEEB]-?6)*@0MG'$_@WK!^O.@AB<70U"Z= M_IO4))S;[L['U,Q)2.)]/
M#W0'(<3].AE#ZLW2=5.3ZY6MW3XBN3FGV+4F27Z_Z-4"]*K(#44,K3U5]#HB M]U(KF&W7E"M:7M#K?)(;'#/ :* B&D@1X&;WM;B% ?/6+K@?6# M?'JQS& 4DDOB5QQI*O%/]"??
141?^I.\ *C9F(5%\D_<+I*;U6BT*D^DJ1J5 M5J5:K[::S4;#T+1F5:V8:KUN_)];;93"7XV\\ P3H/NK)X_HWZ_T(1SQHVZ_ MZ&\^8GP2]H .OH_?]"OTQ#CJ!C<2,7@K^U_WG7O
M.^U'6>K>WRPG[;SL]Z9WW^_==6_;@\ZMU!_ ?[YV[@=]J?=%NNE]?7CL_-:Y M[W?_Z.!I>E\[TL5=K]^_S/VQ+BQ'"D;N%)YA^MFWNT:\I/V,RLN8!5/I#*>U
M]8E//H9_^11:\)9#]TQ_]&F6DR#/F?=SX/O8UYP=M5KE6EU!CL3=+?S%G%F5 M 08?%C^OM M:.X 8=9X!C>,>&Z&8"L?IM06UJ780XRJ#V,0-=@RS?JJ!6UN@&>; $& 6!- 'B_ %8/
MP>D*V'X[AVV>MO6*9DAO$HTU"MQ8(W=MHM1*5;2)$F1VUF1VB#91:J4FVD0) M,CLM,LM+FRBU4B]4FZC#."V*0#ILB#!&!STR(HYO_2 2JO1T+""&0P+]M2A5 M'#ORP(C?
O\OG)L:9%V:5N*K"K!)759A5!ZW_/$9R%%48OK@>_-.1C*GG$<=X MDP(/GF;3W M)-_\U]8,QID\D%0B)#QO&?_ZTPXDE5'FY2>HNB?%$;)\W?)N# M>)?M:),#_35-
EVV4KM7FHAXK68Z$80U9>F+S"+(?)]/<]MT?K%FZ;BW64O-S M:9+NF.^_J>-<50O,CF9UV9'4N?R=?*NO1QU5?[RJEKUX9)>A6QJJL=>V'3.! M>+_JEH.HV?8L'X!Y._7@SP,4" M'7?
J4EE3W' 0+%Q$--JR>^OQ6P+7Y9NBT] RL-FR(!>T?3BIK)8&BYU/%N@AWI$#.R M* %BSIY,YXS2XI;MC(_>>\!] >-_<#TJ,(+ LYZF-)-\X#[H(%""-+:/%6H' ML:,/>*8JG&F-
$7T0RWDGAZF5KITA15,B=85KLF E5PHR(A_'B MQ9KLS(TR#V*="-0Z*$O>&K?0?UNI"^3*,W(=U/+='LDRFKM-P$"YLK.^I<+F
M%:O$515PU:&+08YF]CX2P]9]WQK"KN8CP6C>31V/P%[_Z;N#FSB=]N-[X]1 MSA\PEA]?/'?<[MUT']A!VHY)G_/@^H%' LLCN&C.2DN3&:W5MO)!#.1]G#2; MZ%0K8!C(2F4Q2?
OP%O9![EU53L8$/VH4ISAYV#O(=DA5GYQ/=" PYC/BK"B MJ@)E+I+E<295"93,A?5^(%S,*$(TM+[J*4[:(LX2/'$T+: =Q^R]4121
MOR'33.&7[_:!809"M2FKNR@WVD,KCMW5A[Q[\^=+:"=*99LJUKLDLU;INE&3 M6REQD=U1V;F1V(FTDCK7/E(])"^M0BL9Y69KL<1[QUVE#JO=AU^'EU"C@SS2
M'Y';%MB;]AG:Q=CJ0KUKJPY*"S.0PM5BO%!!QPLU=S)>J%81XX7.?;P0VXP% M.W""CUI]U?6(>4.;S1OJ#WHWO__6N[OM//9I3+[Q2>K\[]?
NX*_-4J5]7T;XZWIV:YHN1O3UJUL/QSUVE0 M<[:'VLJ7N;WRE:V%94>>GK->.Z%FQ8T['KN.U]CG6K/+7[^Q.G5TPT)Q31%Y7 M[3:2=):7)
(J)Q"JQ2JS*\2K!HL0JL4JLRO$JP:+$*K%*K,KQ*L&BQ"JQ2JS* M\2K!HL0JL4JLRO$JP:+$*K%*K,KQ*L&BQ"JQ2JS*\2K!HL0JL4JLRO$JP:+$
M*K%*K,KQ*L&BQ"JQ2JS*\2K!HL0JL4JLRO$JP:+$*K%*K,KQ*L&BQ"JQ2JS* M\2K!HL0JL4JLRO$JP:+$*K%*K,KQ*L&BQ"JQ2JS*\2K!HL0JL4JLRO$JP:+$
M*K%*K,KQ*L&BQ"JQ2JS*\2K!HL0JL4JLRO$JP:+$*K%*K,KQ*L&BQ"JQ2JS* M\2K!HL0JL4JLRO$JP:+$*K%*K,KQ*L&BQ"JQ2JS*\2K!HL0JL4JLRO$JP:+$
M*K%*K,KQ*L&BQ"JQ2JS*\2K!HL0JL4JLRO$JP:+$*K%*K,KQ*L&BQ"JQ2JS* M\2K!HL0JL4JLRO$JP:+$*K%*K,KQJC4LZDDWOC]][M0QK^!;U_OX-\,@9#C\ M--%-
TW*>/ZJ35TF9!)\"\AI6&/B2_?D17ITQ[KSW[*O._Z53SQKR!;Z MUG_(1Z4";Z;_?"'6\RCX6(7GV)9#KD;LWTJE\O?2]6?=UAV#2'H@W1*#C)^(M]U]_4^J53YHB2VI%57[^@-
M"8)CYO:EW7E %KV?^]^KZWS^YGDF\J\"=?(0' M2+YK6Z84WE7R]BM2"@YX"/Y<(<'/UBN"\HNG&X'E.M+4L8)';OREY(]TC_@E M (Z#!Z"?&5<*@,@DAC76;?^7TA4 W-''L-VI?
_6LZY./-^YX[#K]P#6^]^D# M>M/ #W0'P5*2AJXWUH-?2M9K\-&9CJ],-[CB3P/(T0(O4/+_*4TO%(UI73= MJ,N-1O/G#[.[O&9X.H^?.
[L[_);>X:9WMQL\W"_NY8[__+2W^]OXWG)&"O@L63Y_I28TF3J^5/=":3 E0A%:DE_T3W3ER6'!"?E M1I^[N6,#1MBE^',[]0 6#[MUV1><_KG9]TG)J#;A#B^CJ_,
MS"D;J/QK+65;/KF"7/>A6X5@S_G2*W*2!U<(MR_Z1@!UOC !/)7<(IXWM_).RX'>4"%= ?K<\:+"%"1]C38H=G\+&JI72=:U> MW3XZD(,
P(GCR_O4EQQ>3_[95+Y6G28Z9XN9;F*.+^%]5.G+JMY5E=*UIL@U M9=%;*5AC[G#I9%BCN!YQ/3GGQ)M8WCOEQ&K>.7&^M 41/=\<\SOCB>V^$<+C
MYY'!#0!Q3LK*%E[%0\3)0W2BBWHO#O'\D35Y &1*XVM:Z5JI+N;EY=?^5IUFNA\J&#X#$]\X *6L<2,>F"U=%V5Z\U%7V7Q2?(T4>QD.*:X M'G$]^6;06X3#=\>@:T5@T/G2+41 ?'."H
AZ]81.)0R'1YD;)V6HGZ\74CB) MQ?6(Z'/^5ITF.N_2_&V;_YKZP9@X@3]PVP *?*)N/^B6V75N](D5Z#9U$#[- M)QT^8GF6;P6D3[P?ED&86O9(#/?
9H4]Y7\2D7KIN*G*SOJN*Q#R1[VFBX\EP M5W$]XGKRS<7UB*AR_E8)=,XU.I_F]63+]&QMV*>,:A W2O6BZX ^0>Y B[@G M06\XT%\?7]?V X"SWJ:!OJ33O;N
ZC13I!9(VZ6KC59J=:WR <5&"<8@KB> MK5._<\(06CEG"/G2/$3,>7/Z &R5+(J[)V4.GZ^K4'ARQ?6(*'/^5@ETSC4Z MB^L1UY/KL)Y:61W6 T4NMD&R&ABU2NE:46MR9?
MR+8$\.42>=3'A[9!'*0;R MY$L?RD-]?&Z;J)F>I)V:P[M9/IHLK@)OX/# P34?;I$IIW?#(FK:#X9&%0JG\,^M\K1(DN(($WS&_-2/? MKP+?
5]5=S$DN%)6>&]9EBARJVL%&GM5PY)E,Q\5O&PP4B%=\Q%L8:;D_Q,-! M8#59:VXS:D]@7HXQ+Q/B+0QYW#F^-4K7]48=$*ZH%E:^U,:Z'R/W8J[;XOJZC.QQG5&L!
MNZS+JM80_+(@"'8R_%)7+-G94URT?[9<[U2"/:<+[UBSQ;]\3FH*Z!W:?D>\2L0Z03+S?//O_*UZC31 M^5 ^Q)WU@*^KV ->:
[0$QRP(BIT,QQ37(ZXGUPQZ&R_B[ABT5@0&G2_=0F0& MB>$<9QXM$<$L<3TB=29_JTX3G7=I]N:MGWN]6KJNU62E*1(3BX*.)\-=Q?6(MZ\DU,U]G(N>.F=
<*PFS:WC6P)HG\%H>YY8T= +.Z+?8,1LFS7 M:,9E.2Q75]]/"2"9E% & 5X E,S[Z]\Y)S.!Q,(%)$B"5$[TW+)(,)%Y\NRK MQCC-$%
[U]10;RI$QF2O"$'H59PC5TCQTC'F[81P79P2_7L>@]MOJZ]$QY>H] MI=&YTNBLKT=?3[5-DN:V@T/WFJO0[5\->SCV+UL2O[V%H1&HB@BTM4V['P(- MJHY U=(+=-
QV_Y$OH4=R5(U95^LI38)K2'"'J3@%^7X3Z+/>-SN]<^T4KAE_ MZ396*S,)YF"3$7JMJV'+[WT2 Z->(!XK>,A7OMJV&@ XVON8^)KU*LPZA7! MO(Q;LG1\ZUP-
N_VNV>R>JZ"MEMJHDR+T2 [M42_)T929A'7TD1P]RA'MU/=N MIZ>C-CHJJW- = [(0=TRVPQP.VC/]U[O:M@W&_L[;2I(CY>)7Q?#+O7UZ.NI M-'?
>QF=^6.;0Z&;WNKSKJ(9[H6;W/9P!-VA5NC.H1J0++..L M/O^JUE.7B<['LLY+ZZ7Z?^5^2.TFUM>C8]+5>^HRT;E,J[=J[9'[S:MAMV,.>M5N
MCZRYZP5R5WT]^GHJS7J/:71N=+HK*]'7T^U+9)6[QB-ROO8-Z7= M,1N#;)?5BG0JUQAT8)MV/P3J51Z!JJ48Z+CM_JWNVQ=EO);DHA/]_/C%O6L! M^4R\Q?I,&#KFZ\86>JL9
_U!Z3,&SI=.*R$CS^@IS==N)@"43=N!KFD_2N(PDT-6MJUM2L4O.V M7M42J+EY-6QU6V:OF>T$J>E9T[.FY_T5[1W\!P6)N'4U[#2Z9K-_R7IV)4SQ M6?ZC[1)X!TD>,6:
6O[QL;Y)G6,8,ZPQUKI9 M[A)NV'"]D 6U"+MV/,;P'R,?09):9>V7\A5B?YTVK#_W BH0?>8:Y]U+A%4>.&P3]^LX9YB'%,#!ZD -#+1>__M;O[[R]W73S??3>/NZ^UJYE&1[=[>?
WVX_W+W\>;'IX_&PP_XSQ^?OOYX,.X_ M&[T:X9.W@"4F0:37D_2)62))=-B08\T#]D[^X[V4 M7+9+Z]*/WBKEAK4VNW\7ZQ::?7GG5:S M,5H-,V%F%
(%;D@=M'A=9;>ALF3VT^;0;@J:7 ZZ6!E<1<#7S".W0V7H M],< M^'[.4%D&<_-F#%8=V&MLF\JRXD-IB^#2GOD.KV%S1ZIT/)>KJYRM"FIV7B# MU8Y[I2*?V"&\W8FW]P?
GG?!$'MWMCE:]K/=!N_)9[X7*)C0U7"HU;)M\L!\Y M=*Z&O9;9:/KM>D2Z6EV-[Y%^]TL;4 M"#W#9W#;8]MAAIM6_O#KL14\&7/?>[;1,S):&F\6.&3!=M\:7F3$6)$1\VX?
M*^;4MD#E?E^2N<%Y[:#*.#G#YC__IOB18;D3X#=S0$Q[_1"/,RM6/0!G7L^8 M/RI A'\[C/HKN1,5VH7Y=>]JV&F#SE(5=OV*JY\/@% 9O?<(&-4'+;AA=AI=
MC5$7B%&GX%%8F58W>ZVJ-$8O2:6LOAR_F\TMVT?=DIJEK7%JGUGSQ*/+[AB2 M]],[-[3<1WODL!N :1A\^C5V%@B:WSUO\F(]3D$":=7K8'29S5;6[Z"[-KXH QL&^?+/^1%?
64M^HM M4-K:)IR\(E:-MI./J+5MC4A3^Q>;7/^;^5X>#K6C;I<:B2X0B5Y768:>"_'[Z$0!^)^!]"^!&MZR$-7PK(5U8D<'FN69'^P@N$KE6Z#''PZX>
M85>W*GX"C5U'4'".AUU]])P/>MG6(I7T0EV.KX):2ES39&5CK(Q6UIZ)'3T3 MU*SW0WI2=6%Z&%P-NUVSWJQ*J%7;DT=T2I2#0_"68:=C-GHZ >02<>@H? C>
M,NPWS%Z]71$<>C56^DJ&< :MRJ(6V7SK2SZ](U]:J2B/1J;&V\+Y3I(,Y9*F5/6]P[6MQI&KB+ M85H@)Z;1+RTG1IM-9V&(%\"B++8,P+IN94TB;5N?-Y*4Q6HVZV_-^M6P9;9R
MXM!'QZ%78U'_Z?H,MO!O-C%PM@$VOG"$D;VO('X=:NEZZHC!&]/);L*XV:A: M@JHV;TYA.A?"J"UX;A/],;WNWKD_&JDJB%3;VLQE(Q56]9CMRN0^Z%3Z2W0< M)"O]'$9I=(0)U]
[T>A&P?>K\SE:Y+[/.3_9"^X*PC<&]0TN\5K-]->R8G4Y5 MC9;&H@IBT5[L*(LMW:MANYO-]= A^N.X\UD8.DQ* M9\R!U(GM>Z70P?*3#\R%?X08ROK.QMZCBRK[5Q9*K?
WC@OWP'B+(!XTBW+6G M'0QGAF"E>OO+0;$M-$&J-JK7+Z-;_F4C6,E9> =G88.JL3#M>;A$SX/4<6![ML.^%'3PEO!"&8ULCVUD_.DBU?W]IK.L"BS^8/[,=D4-+"G_.;3?HH*K"H0.
MM4UX1,_">B396G"TR@NN:2RJ(!;MQ6JVQZ)FU;#HU7@=WN 5OHU2%^#*X%O7 M&"]\G[GC9=S[[W5Y(,J4QY\Y3&\%2'_XL"V^JB2?#PSA_L/Z5=0D;%&\L-EI
M:9.P\BAUD*2&0^)6FYHW[]_<1"-8%7G6"9D653+UFX/3,RWM9;A$+\.G7V,& MZDQH_3+>C+C7+'@+V#ZUQS8@L\U(U0F4'D+6B^5/7IG+X1"ECY]F<\=;,O; M_&=[S/*[>0#+$+
[,S[XW4[_Y] O_R0HSE"ZF/S<[>U<@:1.TBI)J@R>C+)S+ MHA7V#MQ+M=;X5$5\VJ#YG(B']:^& W.0TSE-EW <"FUNGRSW$5;#F$0\O912 M'\GOH40C3)J'ZDT-."@;P_?
P3VO\KX4=V'A).TXZW<94>8V_+U-3;?4JC($W M8]YX%.?N,OO9&CF,,$UKHOMJHG?NV$)6=OZW Z!6FV:P=>NZ\9M9X)9I:JG@NVS*BVKO_EL;MD3@W&'74EC+E^)0EN4. 2P94-
9X22] M<2?Q$+KB5,/CR#WMH;\T[-HTL_PXZ-5%G;'5W*?<1J-7!=7%W2V0@Z!9C_K(M]+/9,)7,?#U]&LM)4V+.U3$1!1KFUI)'&7!.YH+EJC\\^3?[N- MO_$[$4/IX%*^Q(
OS$[Z.*JATZU #8 DW5@MEL5,%DUHAVQ MY.N:=;K69>L=F9H M9T;9*LKD>P3O#N98$2S;G8'%<@\UJ9E16(09>$6]D!MF-U>!>HD-6X= M-N'RZ+@U(-QJM[-
]!'3%Q*%PA#)G#,=S'Z]#YL]>;\[!0:,.!.6OGBLR._9P M\77KV!6JKT=%7R1>%0Y*E(A8#4Q<&32K,D9:(U95I'MY*-;$44J#099WG6N5 M167%^E<6&F,K>$+O_+,]81-
CM#3>++#7%K8;5=IMP 4\[VW2CSQ_POQK..X[MO(W <^R)(0]YZ:2U)67!E=S"C7P3%_)A^2?WR2CSU!5G!7O3;W?H?= ?HE.]UL[:QSM0\;T0J MJJCLBTD]K!DU6WN-
LM285$5,.C9/ZC4H$ZC1WT?3U9'"[9KP8Y10! ;5EOI1 MQWT*(UK\8B>OR]=P2+G]81' ^X \@J\LO)_B-8AO)@4F=_8J-[E36X8G%>); MH]467+A%_H964_L;JH]5!Y7G)?
&J=M5XU<4;X;X'&YX$AN-9+DAX. GS#=<+ MF3KQY'49XR7(="QVDZ#]0I#]$P'[%>&Z:F# >LKHE$89VH"J(!JM$.+EXU%7 MX]&9X5$IAO@NB+2%_L?
K".'XV@H_JKL\KL:Q*7V$E#%M>9?G,8^ 6H2W]JNF MO6J;Z(@)LV5AT4!CT9EAT:%=Y2O0:+-\[M>I!6RK68$Z_TNWI!\ ]BB:0]_" M_1H!&R]\726[EUP6"BL.
<$;PWKB3/ZP0H;J\G_YA^3]9B%KK0P3I FRVW]"& MT"5CUB9AO1]J;<%ZFY3>V1CLW<)3HU<%T>N4G*M5-?-RV?=8!$1)GYG7, M0>N0I=H:(<\%(2O (7'*7L/L[=6I]>
(J4L#SM*7DE\3^]EV+7>L:V)/51-[M>@P_(K6G*AR0?3+4=GS M<> [FRM0B!#CX=,;99 @+IX/BY(5"I M.4A;8=!F)6Z ,?!^1^<"RM(.9?5/%/?F\6F,9;H>K.9AUORQC^UE5Q"/I+4
M3.^GMP3:!X1L80+!MKQF?9 =E:+-Y?-'I@(I2.5@$_;5-3L=/8WZ$K'IZ+RI M@UU_ZO6R.N)J WH],OQAN_9L,3-"ZY?Q8H=/3YY#><1SRYX8@!PC]F0Y4Y3E M3$R##O!
\%H6^/0S;ATIVPZ)7E'!^B?9:8M?W#^V"]^BN^C\^>__!D^>R# M%;)D->'J004Z UZZ>?^=S44!L#;G2Y;T0 \Q=-?HS.M=H6+.&GSZP3%OV7@ M$NQ6X]*9X=)!Y/>VR+114K?
KC:MAJV%V&A48RJS3\2[(:[%ABN T2N3=LU!* M@.62Z@!*U&16)/]':=0])_^WZQC",YO]O;V A2[P#$S,2\+$HY9(E8&4+; [
ML8]X"7:G1LBS1\@]2Z3*0$@L(FW73="SJHR1E^XC^32=LC$E(+)?H#.[C\SP MK9 9_-\!1E%XJW)WPO^!]*>X2Y!US9>EQOE(%7:'/[WTT\"^M\!^//K76VP @]J#F=4A
M4+%0\C'P^X-X.UZ#5K\EN]^+NK[!.;R)O../XH;A;V>!L%7IF--V84G0OQIV M^V9OK^&)1;'AG(W5UX#9VVHRQT;M+/8.0(_1B'O!B%NF]E-M3@Q4!UJ3V6WL MG1U]#*R^=$_-
[=;ZDV&%QH@]VJZ+422<<$^8\KJ\-47(='! *BU,=#BEL=_/ M]=3K1(:S1[5FITJXUI2XUM.X=GFXUNA6"==H[F'#[+7V[NZL_3 '4!@8?+Q2
M53A@(#4/9*F!VZUEGT04FVQS6TKY<2KQ<8JR4 MY=(IS7(Y$R^8ID=-CU4V[[JEF7<5<."=/C']#'O.'H=N\CM2/RSF,%"Y\/XR2K8^IX+X;M
MQM'PVG9W),/YE#S_ENHSL(T$]HNP@<6CR;Q/@>YEBOC+E.(;HG9W AV^ 7Y\ M9<7#:KVKX<#LM[EI2M"4<-I,CGTI M88"44.]59?+E19DGVZEX8V_&L)-8MMJV'/7Y
BF^^/DOAQ]L8@>(3C\0FY C M%&4'S?K5L&\V!NV20J7;W]")@O::Q#2)%5<^]Z.Q!G7BZK:SW00UD6DB>RU$ M=F!!UJ11P?UF60V6#TMD.@1Q@6YN]-F:Y4VJ&WT8NUBE)%[GO-
3? M0?%Q&X5=GYA]73<'@VQ+L[VTGRWNL]K&AB;(UT20&^SWHU)D[VK8PHA?65DV MFB(U15;BX&6:_T>ER#Y19+]9LD/N0!2I38\J;;#TP_X66H J\-^)_3S\!_R/ M?
%K!D#'#1,^RJ;Q1WT3F37+?,&98X[$W@W3ZX4LJ$5$DMZW^'&G#:O/ MO<"F(BL?)]P!M;Y_L2?ADV0@RJ\$\=3CGUBCP',6X>]?5 5 .+=1A87ZO[A=
M9#MVKS>HCUB_.:X/ZNUN>]#O]WKC5JO?;M8GS6YW_#_-#JCNXE=/OCS#W'ID MUR.?63^OK2D<\9WEO%C+ +%'@<3,=N66.OU:!W:]"F8SRW^$A]''TTF*U0B$ MA(_QM1!K U
ZUCQ@[^0_WDMAB"@)OD>P;QZWA_0X)O/Q*=B.59F]&$\^JB;_L9DR08'_033A M38U;U&HH9\,:IJA^M;=ZS:5RJCM"]YX,N/)]]7_<_/>7NZ^?;KZ;QMW7V]H_
M1OYOPZ_W/SX]&#_NC=O[KP_W7^X^WOSX]-'X?/?UYNOMW[D9-","-2%*P>1%@]I,UEQ="V['9PM>V;CG@))% :-4/HUE\7,UAB

MG/4WI;1G_]%R[7\3BJ."C!7R},>-._GFLP!#+!_CG_53,4+&\<&AJ75251YP1=YV%VQR$XK/< .,U:HY"F%_ 72M;H!Z/3TL9@#)9*, MHM4;-*

Z!+'"Y1^,;;`),4\821TU=*'PGWI_7CO:%>\C967,E.SSH==**[^P0 MR'>\Q05_!.CY[IQ.!!#ZL C@D2!8J5(EC\'YAPVXXYKQ8@64X.;/D=O28#GC(^A]+Y;/\-\/; XH-V*^T:S76S4C]7O3 M"+U'AG;@\6*'3X8=!L;$]MDX=):$4W!B^>?+$^@ARVOOQ877!(L1F(2VY0,V MFZ/D&O,JXY6JM:=B!8+Z!; =#-. 2;,PV@5,O@TKP%?K+0L.9S1^Y) M@2#?_A29.!!0Y? @COX<Ql8\'7-ABD#'M7&T*+1 @%#(\[=5TH/S LQ\&3(4A# M(%C<)PF/Q\ Q3*> &N@SG#M54("0"9B &\%#A6Q/,,Z8^::] 5=]`N>,E@>5J M9Y,O,6<^6>T8@[% 5H4V>.-6@[O7Y$@C+XW]C9,1P.%@:8L_'"M\.E MP=Q'I!P)1#B=C\\()N2R\,7S?^)>0%5E?L#A,_=>X(KAU:!;(P=4X$B9]WW M@3&&&_"_(07P7AM@#]0C3L8,AOCE>W!R1%"\]=$B]'#U&< 3KGMF ;27>6#9 MV[AW{0W\ 2O'4QM>CF^1/& ;<_Q+ZBQ\5EY3S[$9^%RU/I3,7C;/ *U<*E M@0]*$Y9PSA+,7(KV#V]ZM@&]->/3+VLV=WA,/EB,G^0WT:$CI.9# B$0L!T; MF3H1ZT>\@'OOTA>F(\+&%2B"=> 3^9L3"* L(G._ '^]N'NP32<07 MO\RXGY, 6! R*+HZ>^7;_E8/GX\.7\]9?]O5G.TE/O@=&HL_C=T^8714M?^WN! M@R&ZD8O5Q.>M",49\"? MWW_K_&Z,K(!%X\%&#H[GJR%DR+7]X8G]HA8,P0& MS4BL/2T!L\GE!!)V\!]9SPL#ZH+_IA%04+T$5'1WDJ' !0>#WBD9PA MI.WP0FI#0E4@>;S,J@"M>EK8GX&_6 %-N&RJOTO!+_Y@-&V1/4$!,Y,_/X MLA]^\=,$UQ8Q MAM]O;K]5C!O'X.0C15L8NXP#<8@HTU]9)O".&U!F*$4+E^9,*7=AU/?H&AR"KQ72>_@;PM3(/_'ER'((38(G!EK.A+Y!M +0 MZOG$;WW" >38*$U#V.AW]LQ ^Z<'V.\Y H .$!4)L9XN:&3PV];U9!(D(_/+=Q'E(-M R9*G* $L.*-DL3%4>% 8*\Z!D*$1Z?\G+NN"+D\IC>5>)&@(KY1NC1O+B(G M0N4 M1AA;7+" <+Y0$\;,/D,T4):4MD1N+#Y$R>C?'PI'&QVCYS: M>#F=$XRF#%&C43,9K\' & M/"9L1HR6N!Z1 2HE?O:T#K\6#]HJZHP65KA58#DB;R+"]I.F"HKGT3_TWN4.XBL*CFS:O2%G@S]$R? <2UW(GE3U9K M.A;/Z..K8YT,V4!PM:,X%X)D1*4$HPIH\W:91!V;8 %S')'@/HYBAY10C:8D M, B?)X]*^]GD:IWB5IDC)QCS^ 2/;?)RM+G#N'4?QS.1$V&:#"9#BNAHTIR> M+,8BDR6^?V%Q1M EB;<&PAPVZ'6[!BVOR?O&@<*$7XBC([_R."8% ( )<].O MQC]O?8Y) ATQ;1NK6Z+8.R#)>.%(+P%NC.=4TBHC%KZ@*XM:A0&YI^^#R]J% MW$VKXC>#YP(%.1:;65P7QF6 F00!;@3N%]:V@R>4>Z(>)Y6M(35\>"MP>EA8 M5O98@B=CE)+V!"+)$93JB H$E08\9Q)'K9&@IF7F87^\;%_TTHF*@>]<3+*8 MQ=9IS.*]E\#B\]7^N,7+=C:6>G#*4>3]+]+87-6 M+!\VX&BA6.14/02DF8A)TW#U4Q9&#(X9_A7[_13\YT:IS^91]=6S]$K9E-(S MYQ6ZB>R]$*P=;ZU\-R0DD M0(^$M1:MVWE]U?/Q^D_:XQ=[RA+]TW 3[R8+_P5S,YD;H_O@:CA%DB6+)'W[MIM"YB'!!(T&P7U-U[HR%3^CQ_@+Z#<,2)_3.@@7$8L$9*WT1?(&C^2$%R2+H M$C_@"LNVP)9I@ Z^FW+Z2O)GS7XY'"%BAQ_QA!3^%W%S%+-H%BF@KS1;$D0TZ M\YG)3&7[,]R^<+DZE!/*Q1%7"RG[FVM@8_C.1CDHOA*A"JFZS@EV,H@P=KK*DK*;1/Z \%)'1I,23NG%^4QS*Y7E5 ME=CL+'<-+$B5]A!WR.1@2:,]9YS,E[*3. P),] MA\INA7ZR4)TCSTSUR)7'/;6HHG6P0_<;FA?I(N@n/Y$@45&-3C_%I#IVI=!$/ MV2PHIC1&0.>OTL&W/ [%36*`%HLL?W_Z#.6W7#,J;>IQ,/X=4&,$%CX8*&L MFD<<1.G\^2F0&"\0@C444%<=L!;&4J:RN7)\(OQ=IV0*/<00=Y(@\!7&2N'1N@3A$4,(KSPA2A!,UP2G MLQ,EC4Y*E*")'./@:$$>4C#]):NW8S!PCR"SB6=8F,$+QCMW&/!P-:=/@-!O M\,-_84UMWO>I?!I/-+&,JM.3(LL2G6'P6YQ'$;<2345+0.YP5!$318\5+4"Y*@AG>_@?6G@,XS M6.[!H<<313C5H;)\>! NCLF&G-@6 '.6L>638[-G2LN?8'M&S)%"Z1^Q2KG4 MY]+6Z+0Z$8X%HL . .1;01M^IA_E$2 M+_E0^%ELBI683C!['-Y*$XK@Z&]+@- MF-\E80.6ZV*:0AZJR<)7V#/FA5(Z-W9%X[YOI=PBF2 O+IHE"8 3$9;6\D9@ M<2*)PS!LG\DJV0Q,M=W':)FBW!S*BTM/0 @FJ0T5Q:AX> R\(.5?7(0V%]_" M+6BSZ34]+=>^M|07'D\&NL", :>,%&&H8A\$LI[K*7FS)P'01D?>4^0A (= MJS-",BC-182@B-LHK)05',6=Y0HF50RE9,D3X=&,;@$ND[\-N?$]ISF,B!R$>22B! MXQAD* <83XO,,:B9U^1B3GH6;<%!$8/OF1/D>?/PQX5C^4[,S58%=FNE.KW 8PP M64]+(%,09.6Y* M2P-JS+QO.#\).!LDR66N!H2W6E\)#1_^Y^XS3SMK#,9IVAS\]$O8B=*PB&:T M=6.CL(UZ,+)#3(&?.PY1:;'=U@^\W<[5L%EKK]PNW4ZQ'1\:P%W<<78F90S@ M.$W+H:S-*;_MKE:KH_4^VX,W9EJ[MZ\>J",=$L2DTR@U\/NDY8NVQ]\YLU_7 MNKV=DZ+6OI 4-=G\60'#^>@VC692MXDDER].9B'|\OJ:)0=^ MR-;GH&UB989E ;[,]H?>5Y%:P>N*EL)%^XA2.[*21&X)CRYNY5E C]2 M0HWTG(!W#!:0$XK_W+.IXX0!&A3CFA!2@>\Y4? A#3EA8^5;T5)3^DI(!GX2.M>%,LI+DLU:*1R)&**EF=))LYP#58-)H$:A#GT:MOB;$"L88411ZN@25"OJ I M'$7X>5Q)%YC<;>6S$2;<<-T@7L1GH/ZA]*%,&%S2T#Z<3C MI: <2=I2ZJV3/YQP^U*N/YF&0(!J32Q"@*YSB_!W8 C"<=,=1L3%+P.K9\FU1GZ(^)*I= M4,QQ/Zj8'81_2"*-^9K $C3%YM0D)NK[EWL$ ##M+_7*(&/VI(A=&8V0#QIY M'<'[5>:<2? 4[O0TQN=6/7MQ"OWB)PH@I3$;%*=GJ1QZ<=YK9UH4%'LLDV/NX'-MM.54=Y;Q8K;@Z5_1FBH 4!="-PSA4X3741.'<)E)D@NIHVG^?5+HU';>TTYL M]6QOWX5XDRO6FR0-F%5UC0BOA=HW/TKS R25O6*49:GJ,=KHF:D!NIM@D>S MELX.U-F!.CM09P?JJ,""V8$YS53@T\[JNBCN*B=*P*NJ&%(MQ[QB>F7F"Y"V:<7*?-(VRVW=DVN=R8BH-+A=V>00# ^AVL7*6U)OB7?!"0R9)DVB'T&.DXN=M05<,-1KX7Z6B+S57L!V MH QWH;0%[]$0&;\8HJ@3Y)/LE9C:2E!1<@VHNUW@=6^NZ&@&@[RSZ M=\5$ [7/:*PM"/=0RL&8> :,,*-X K]Z[D#&MC+-<48L>P8A96KPWIP*O+E3 MG+X#H9PD&[7;+$ VGO/#6,()"3>/6K[\UR%;%/#BCHY>]VZ;M6LP!IG8]/L]QXNDRE&T887;ZAC?T4.C4KX;@&W=0:&[M"0^^(!CNI_P\Y'K_G6_\1N[[+['MK7&CTQ!]'O)KLE=,9^5CT.6[HL;. 1^\ M'D1MAQ3A;T53=E;H',KM9-19N,,_LM$-!>=DUT$,P(@A- M=DR(GC /,F08ZM%[\[-Y7H$TI=9# @&)%C>S. IX,]OM+M,9L>N(16\)ET1T_BY#:.0[PW4OHKFH.+-Q%O>!G[*EQP?I,FFFK"2$@)]Z;?:.(MNZ^?TP@"> 2,YGYZS^?UNI\"> D'6= ,]B$PW00#U&'5:PH9,-SD0^\+XI"V' M# (J.BW(:E*CB$S6R40#,I?]AO%4/I=6(^8O2Y MYY,%NN]%8@B%M*_%9"M*SA4;JAD16"4<1/ $NWGQ!,8H.YGG KJ\DSZ :?O MT 0MX3.6Z23Q*&6FE8P$EY;I\M $^42I?HDA1W]!%Q$0 0BZ8T4Z>L9^4B 8V M[\W+C^!D5#W]Z'N+.8THQV_(E?CDO5!>F.SMQ;RIA3]F$DQ*G8"2K) ?H5J_M(PHR (QNZ.E/0]AX0869]U.0Z9B; <68DON'$=LQD>06IE>;=HQY:.X@1V8&83F/FI^>1V%17DP%F< MQA,/ H_/)3)6OOAEY5[2O1DB;B(:$|>X*--327'CXYYE2EP<.)6_YIT(/%G3 M;_EA5!!/9=K $GC6JG"FQW_R*&FV|)L|+9) M=OU!+'+#U[!987=7L&OHTZ[T:C()((/+AL909[-%W3\R92<]X,2*. M51A-@C<57)CXFDJL&.Y]<0ASU<9XPCDQ4LVE$B=%QR4)C7CAOSJL#([5]IZ MS+.'I/C$_&)XABD[$:?A-R@V3PP+E20[(@02H9XO\W%GC&?=`/,#C05CWO[%.M":7!8C;#,90DM^*4YKP7O.%!E;=EMA%^>()!?D"ZOU6FQ!W3:$9J-X\F.3!0 M"&3GD38O8AALY1$?,U9GP]#;9T:*\CAA=++9W/&6C,7Y[%%W$!N'-M8(NFAS0"&=@89=*(VS+$U$;A+! C MS<4;ZXF$O\?+.K:H"4!E"Y0XAVG5QDPY!'"BR??? @#X8F3R19Y:4,TN7 FS:18ITB2 MSP2-I% V)(E!)S/V(Q *K:!,B?M=3+X Z?HQ;MO[B<,1+6&[6=]NMW19X?;O MZ@00!4(7.M.4KFUX22YFF8W-7<+E/IFB>]M1"I? ^AX$+927+6*#.1O:/.&7O.%=1%:M^=9HB$<[5T.]D)KKCY*4^6@&\DQS5]2T<;>_S&:FT^>D0/)VX6NF >),N<_" MHJ)#/#GOAB>37Z,F7G\#GPUP"KPL-(Z]$Z7KK69\P*]2T5#D<#GG9H&P47F1 MX53D[%,E.B_^VNJ** V-C$VQ*\J/E(D/OW.%5THT1Q %CY2PE>HMY;-0I)DE MUXK3^F5WJ4QOVQ6]H3:WNY5]J1X?,;LL-MH]W(61ABK9HCN25U=RM]Q)+GV# M,8!'DB\R*&^)X!//GL^]_0'JA'QB:ZF<}2@=$5L,8X2E-IO!X 'IOK1ZW\S MW\L|:Q\C(O7$T3(-\OOUGO;"QY<#9M;W'''RX>]? 3[.#4L3%^5O<#S'95S*E M$RL\-AYG%-<7$B7FTER2L-,12YXP92UYN96?;#+(^;,[":3^&:7V=SWHQDA?TE'XZSQX% M,5202/H7!(Y(/(%TY5E(#>6- @:F!AK]%85_GPRBN!9A!6,EWT\E8!TJZ,:`M==@O#"AV594%GQ4S]GQDEAY7YX@#7GO3ZT7 9+5+H]X%O1=1.UI\.TJH!1\ M.10KT^D]Z&GX4F&+K"]*1BC(WL>B^VW"8<17B.Y &: GWZ18QI1E&&)>K]'.MQ[SH&6YQ\.?V7NC(]%=%0!XP4*+,+V'"8U"\94]7P4ACE+)/!=LT4Y [F?#1 M"--2=?>IS2E!LK!SB.=;(R00P;WSO3GL%RKR@>SSX0K/\MM58C-91"DJ;YTC M)\WJI%F=-*N39G72;,&DV1S'*GS:6^V_X^IYCM+>K&"B;;3VK%)-9&0PU@?3 M.(%UTM$/9+7X>];@G#R;%T-#2LB=I769F39C)^'T'@S_FW4201-&!2!5<%-UP] MM58C 91"DJ;YTC M_0SS^.?I98B@TA38I/8\"3X{E}BO)\6]YGO1Q[];)PLSHV)8? MJ?9)(PB?)AME&3VM')BV$B22)L2@3R7HGNRB1QW$1A&!>3.1'F5/];186<*, M,P+2H]^DC9.S#<\7_R!,*=E-\@VHG^>8D%/M&[5GX4VMVQXM@E_(UUTFOF ML'F92A.Q)'\%GE_E(B _0#<^%?(9L$S RXLY#P87&S.A.;>0HD21TLXE0@-M),U-[DB4N;(C 2DEAAN!3'P7Y5/5[5*OKB3"IT0A)1\K@C9(#A!-'QHIY+4?Z M%6JCK.2($[(W.5-1.%[5[2N_CV1?-B6&F)D8)(K3>#F91_-NUVW+E(U. ^)@C MWEXP2N0@MD^FOB\Z/XLJ&NQN$[^4,YSLPX'E6-388^Q'[@1\'0WC2>2Y!<%B M-A=@_9[=+[]X541(?PJY.>3ZU\'B9O]T10_YA_5KI VY= L?B MQS1^8).-]YQOM7R7+FA,_%&A7R(M:2H> +APK"E'+;>I1V^A#E>20Z%HH0[M^1N31S:("]'KDO@MPOKP%8E^ZEL[3K5/2K6D2DL2W)70&I5MRQ9$0DE@ M$ZY(V1CW3>Y(4705$M\)/Z9XKFAIQ9DCP"V17P00 XY8$T=F"Y!-D1=#KEU$V M,. ^0P]LFT6"BJ,%V/)LY!;K4**/,043/U*BQGNPA2)GO+'QA H)QXCEE- /L M1U:P>M+?*N"*-M&\5I#Q:CS*K&Q<-VY\@\YUHOHUBS9X)H5(2LE<%[.];?T_A0Q_[)*#<. MW@ .:WW5>"_TB0"NG0\FXXK$ A.]H@%K8';A^(-MD&&P")\\W\;)C>;.]MV M#\U)L;$YEW90Z5:%3_U]\E_;3QWM\C!C/_1";BQH6RSK"O(NBY%&R2V=R"#66 M--'/>"R+S[D 0VSADU+&,]4B!0GWH8]85J5]\CD)&!E/=UGDP)@\|M M.>K2L- H+N^KK5%S7L:Q;"1W)H? -1;.6T M9B;8LZ5D $?]T:. ^5A ALJ%*[LV1B/H:\9_ M9=\?RV6:$AXW=\^}A0?EO'W8L*+3FSN?XNXE=(9>#5]6%S("0TXR5_D[=_$ M56=QL[E\>,F2'2SK,V!*RQ*4Z\$ DMJ JDG,I>5N* MYMO'P]?7Y0ZG4H>E/B(X3A3=5+9$R!ZEZDN#DMN7O!5![KY(\ @_$((K6?EO MY@$L)DQ$BHEH%$8%365F*2/1^.P)K>UGQMGN^IKP7LXT]U[[,MPR"6!((?3F M"U8_7JKGI.CZN2D8B[*A]YP8P$9U5ONB8V*!GGQI.3TD3#G MNGG+SN##S!(8C3SF+] M7)Q!*7%1QX%DJF!-^HCK3HF:4("V*RR9L1AL*S3B1YI.0_Z30#.;57:0]/:L M\Q:0Q%5V@%&Y9.G);8^60TGL*_G -D6!2G3_7'C %Q#KPA^"[_1 W6>)I1V^A#E>20Z%HH0[

*[%###8+B_"1W5/+|HUGRUF0JC27-MS'SNH_;J2;A*2#%&W\30PK?OMD>WXSHA!L#*;ZVB/HA>M|8;%)M)O6JH)GQ1 M'QS1<7"DE-M5LS>"L6_/$_1;HO5\TK/QK*7$L78MNBO2!J^-^L-3L5!_\MJ*!{51U?6(G#9156;["$,LW-RK&$ M6K'FTP%+R.SC=/5*E%X?)-G_2'73$9(JJI%8XAJ?IZR84W&1R#Y,,NZ#).!T M*8BUT;N?#12B"+ANU7*T/DQCY\;#F\;,#:*

*H[5];_>0ODV+++#R^TG}3)MV,CQ_QZM-5; MVVO0/DH!C>8W.?RF49B{!'JJ-DN384IXVYW9DLRE'H*C]+_I/]?QN%S?#VA M68;>< I@4IPDZ@*

;Kl#!T$W,R_0P'7(^=Y8RV_X/I#+CUO(=SPCLF:R!FK'P M+R,X*9 *&UM7>M'_EW,!YJWLW41?+I(M9'ALQG I*CCI8(:,9Z%%=%\'CK\AE|%W^@DJ=MKJ9 M},MY9E!!BW%#*!\H$]MP^P944]V(W<"S"(>)9L;OZ^?@:A+?UD$NJM;X"B>QA.V]=VO9?M1]#'3,?R["DA%K0<>0-^8X1*X P80PC.9[&-T.$F7(MP&LMVY?5!=)76>S4K7).W<5BOFSG?/70 JAP9.N!XY:H*

39+YN$1RPMSHU_?5S+^J/:XU3C8[5Q9![+IX^!#-EJ9M?* M(lE@5VX7E]_RIG#C]{2*^\2IUQ*U0T/L4EW]:[=CBNC#3JRT4PXB8@Y%.P,# MR6&4IN!{^$&Q??+V3?V%,XKZ,WG 2KUB_UC_%OUBq#?)DH@X',A@8#6QZG M60=^T%K'$'(%TRHL?UB,L"FX;/(_-R-1<0U$8CRTMZ21=(>IE1N2F^>/QCU MXV,F,NF=1P1\S?*

*YC8XRAN&:>0**TK8DKCM=@B,'5N3%)U5;--01TZZ#9$ M[P3\^NC@W=)8<.P$.!!^1\R32OBCFA^M[8UPZ:1MQ_M>D@!:.&GXWTI#R]LI3"WA4F-O7@R-K4S8SU?!YWGZI%;TP^&\YR9_FMAR MY.**_B$![BUP:6W[D"#9/R2]J3L+WS&ZR-OK:W-/.6%PO>NY7NNT\H15V%G= MJ'4;&\&@-\4WU6P=#6&V#!&H\[%V?O?:QNOZAVEB#FLHV->L;3ZO!*<#9TN*

L$YQ-S<"X6.]? MIUA*ILXYU65>1"WK)V'8&P&FWI4YM>BT/?VH\%V@OM6T4]W+X\RK8CL;JF)W MCV_%U;_-)DB+OCEH|EU<7U(##TI1FB)64\3@"!31NAHV>F9_T_4H2FBZA31 MK1^:(MI $69OL/>1X$P4WD2XJPQA{:BJRWM8W.G*S;1U =^F12-]NKYD%4PX+0*+0C"G6. M@$*8H6GVVO?DE-$8%&-0MQ3=HE6_&JZ}\Z\&@IS&25&14.R..][TF[7]-M<& M]=-

*Q_4MS?98/H,MA.4?PF+0:5|\.RVSU5E6/G>XB3V1.;U+6I'P 4CY"#*35 MQ HAL]??VX31M*QI6=/R2EH^AES&V91FL[MW/+/"I+R'H9%]KY+]#5)&[17|-MP?QG]F'Y8SF'[[*

UM_U=IVIF+W3.JO+,.'KZX!5U\?RJK$6I7M2E.%E?`M)7LA+A-#EX/UA92BDJ[%V!:M6C!5U%6-QP#DN}!=&t2ZE53&3K8KC(=>.>^WA-M+!,*3C1NS!6$CRZ'RS.");.47R9&'/?*

*9KG5;_.:!58JU?K-MOEU =U;MUNIZRB MI78Y$R@;S=I@4.Q\KW53+5Y%N'_7M@U>F;/*5H]2K!_B%.M/VZ=8EU2[<58@ MXUDYH(>9N-TZ*^= MJ^&@EYTV4:4J%=U;1E;\8GR1_F-*

K,+Y[-6S4[VX;H3%>8_S!.,Y(?[$U&-.^K M>AVBQG>-[X#OS2*5VQ&^%)RVQ^)_L|?N^5'203Q&CI^?<\;TK$R?T[WMND=-MHX)L4%9?

2=T>]8HHM%/A4@9+VG7=0.M,>08;5+.C9+:I&@,JB &':/0N5UV MH?/1];4S=#/?XAR^N;6D:6DZ6GGVR?H39F*VCGR*&PE2-3<-;9JN? M-*

>,SLSC.P(+7+2]HK8:A;)8@HVQ<{0UC2+GC2*;-+4B*-*Y&N9U&M H ?TFN,OOEY/KB >AH.@A3[\;=W,0 SV,F/"'WZ5|-*

*]Q)#&GBIB3U;9/1#V#*Z&W5YV5)S&G_/&GZPF?!C\Z=2OAKW> M/L.V<1R2U@NC>KOIU&2"9 II.$6F$^V8II)IX'RK*

*M5K^L1,6M1XE7W95S45A73+^%N;1!M!?,":SAL=W_CL:L*F)6(<0],G1G#3ZU MP)XO;7*S1JMS1ZN=LI<+2LGVU;!OMNIE%; <#NE>@]-5YWD6Y+M'2,'J8,2O M,Y;*

*E[6_HXHHM-.HJH(IU<6=B\]7@XXQ<;'3*VOBHD:A"]+0$89D=/#HE&IZ 2_M>:. Z#[0\S\S.&5H%]6+P]9-6RUS&8S-BER)+]N':1MCN-8H\AY*

*MH\@F3:TL+M.EJU&72>;7QH&[9QK7A"!FB"FVF:G48%<[-?@=!/)CJ6[X$K*-M$NEB2*2GK=YS09T]5;924HT*\MHV&,9FK[6/1:#1]XKHE57W3H%>G:MAU^S5*

*M*Y#HIM'KL+K@*;"+EQ.U.Q6H G@-#KU-Z8!MG0ZXBPZY4RO.@I32NQJVS7JG MK#YN.KOF[+%NIW:8!,&.FJ4U]^\1I;'N4K#N"$E=76Q-5C=;G;WM9HUV%X)V*

*M1^!U/8R:@"7=T+F$5<",RP(WAGCA>^2#&'./9IPI$RU]978>;MHH<<{(5) MJ+%*2=7.@C'HAT@\Y(U%REFYC!'I_J7(&%V6\VFN_+M3Q+N,\3 M^40T16N*KH;'?#>*

*[FJ*UA2M*;J2T8A5%+V%04 QV&Y_[QCD3=2.J#51EVCA M[T'3_4NB:7(3_!9:\$+Xf\1^'LIC?5W.X.;&_&^$M^TN++#KG/^ Q>2QZD^U. M+)#OFCV&X&-R/[SF0/K/[/W+_8D?))#I*

MH/Q@*@>_\0: 306X>]?*(8PQ:9?WQL;N*>8&=)8*C_B_M%Y+)[O4%]Q/K- M<7U0;W?;@WZ_UQNW6OUVL5YI=KOC_VEBO$3\ZLF7AYA;C^QZY#/KY[4UA3.^ MLYP7:QG@]2[@F-*

FNW%,G7^O ME7B2[((2>]CW\=;[%6Y]L4'BWQ9O%U#;[Z+>>?S M;]W9Z,9^5;\U\G^R8JENN];L|DI9BG.U?]D-OKN+C[?XQV7WVXHH-H^9V"RGD\][V1WP1>,C4[_=]S)*

*L9Y\E##_L9DR0='!033A38U;%$Y41&.E M6& FVKS5I7*JR[_6PS*S7]YH_N/FO[_UHC5?IW_\>G!^%O MW-Y_?;C_GC\;GNZ\W7V_O:KX8#S_@@S\^??WQL#+RGH5%I#GF2:FT*

*M3%&P>K_JP\%&N+SG9KQCX3X5*90)W63WSUO\F{{SHT[N7-#RWVTX8PW0<#" MX*,=C!TO6/CL!R5PP?'&/V,E9,!U()#);'(3BL|P>08*RQPEG{\ 61+ +4WU7 M_*

*#OR$KZE5D38G]^-7XFIR7-U=RF8/>|ZWXS@Z!*L9;W)"RK=)+GO|RL4 MG&,K$/%%^G8 RTY[,V:$3\RPQO!:V%P=,F8L?/(FR(*L\1A4S1^:.#H%X5I2$

*{GG2*3J;?QKVE Z\!NQA/A8'L(L3NCD'V,@2R$[O<'''''7X MVWJ*L'2(GO:&;'\LU^"D$!<^6E+@\UCFT\!U8"P_!_({ M0YA&%-$Q@9Y6/-7IAXM >Oþ;#\!NP_;$]PY2P%2X_F>0D)Y.<:B7M-4J6 \E M/@D6P\#A;Y@4I0^4LIYJ'R1TJ%?F%**.K,A3+3=2\R;5%YE:FZ?HWSTR7UM, MLWXSYX0J(TRW^1?V)DET27\G5!%X<.=.84L0++]NYI!Sj8">NRRTAZ\K%UQ6 M{{ FM.\XL_9U_6'+?V46U\N.)KA/?82T<]_,_Y'9!K0*&T%1F-?TfVSM(E9S MY%EBCE8F)/ !-!=)4^\A;8JR95Z(/I-)?W,+PYO'@O9;;Z2TATI=P"2$; C9 MR)&-_DEE0Z>R,:P+/L_% ZU\-Z8+^-#=*GCL93P/S*I5L5U>F(MY.(N@C3>#-MF63;WLS5C]FH1YF*TLUSK';UN1F2!M49ZMZUW2R:Y*KC)AG#3 MCHRQBKD):_;5-ORW)MQT\2&'[X;W:![LLXM= R!&'6?(#JP";9\F'QS&?2K7F M4Z! %E)XD"[_?&]D*F, ^JDF9K<)X7W!3CIMY)N6D *J/?E@\O{Q$GX(+X M^,[X?QV-B M^G/),+|\G(ATO^(PL#AY%-.YZBEU;K\'#E]_/=0/[@PCSK&UY*:37BKT9>"F M05M7ZY+E_1^]@#=#AH]]VJ M_/%;]/81;'AL/)&*V1#;A>HRL&%5^*? G;$73?"__&WCTGR1C.ETOUY:|_1%F M9.7"]AE^T/;!6#MPVJ;_1#X[F#PL/*;7RJ4)S,HV\^$MLB^%GB^/(<&XY&#MS@UBB<>,'2]3#*$\B9)X90MB5V£(ZSL1R[£%3;P]/SG*7Y-D7M,6B7>(-} M"%IO-7**<[> _?]{78I UM453I4,S[@"I$6(MV(,^>(CWHMD;JVNXK%<. ^$G67HQ MO /1T38Y+SZU%!2OO;\UDI6<1HCMDK/I'C8=F4XGZ<7NWY>Q=R"!%)A1'LS9 M5A?& UHDGH-S;VWIN^%.%Y3Y-MMXTOM)"K_F.Y(AV8Y/8*E38CY3D"!,2-)@ MX&LF<#2R>[F-43)X!=M&T\XJ9.9]&9R*]/B*+[EE[_@9O,*[G\V1Y4M[(/#PK-*U8IU!UODB? V[***&S5\83N9H 8_]Q17G[DV&]&&|>NIEQ2PQF.*"@WD&D MR*SEQVSV('U[!W5JQ$J88]?+IED&LK*G=N2>6@D0H]KOR&H^CGFI6572?;?4 MK5/Z_BIY+MA\? K1C)IS*"_Y7+^.;8V^@%TS%J,Q=IX:*N_9.1+.E NSF15G?X;..)MTHU:_!K5-$V#-XJG.Y?.F3O%96(Z M4-_W\3^_W=[=C^\Y1=N!ZP2%/HTI?QYD![OI>O£NX?L[=?QH\W7Z2OMW?CMN^O;\3?IX1$^^'YS]_BP#RQEVFDY !V.FXO <'6[5S(SE_7.AOIP:=*IB34 MZ'3R9>W"ZI.-3]-8A.H$H+6'[>EP\QO?>_=]QK^$A_4Q8.P1QTPZ]MTC(XU1B>YTSI"8B=_+.| M/_003415 $DU5_1YF/6$2!;Q\ 5&X"&R^4P,R["G)&/GI 408$)@HE,+)F#. M31@./C(DR[&?KO#HAA,C/HR#4-|\"C.E;S67R$/.G(VW\MF/?#WL[=$H^1R$ M*S+/M];6>T7,QWX2M.7BYP.?T<)$.X)X;22@$*LY.SN:4P(9W17OIG&!+;% M?Z-*.0DJKG;S0,7KJ1,&7Rg%.$Z8*G((@7FMD4A4L-AMJ7]&@>X9'SHF+^O*V_T0;F#EN6*EKWQ M5GNMD=9KJ_K! (OUJ:P5{2$=DD+8AHN>2;V.ANJZS)3O/VH9,/@,.5"ON M8S9:Q&4B)}2JGLG1K0%-[^>_!Q1E@E%>)++#N5VMK2K*Q;_%2F/J<$RZF5-:E>; <8H[HWMS#Q;@=OMM64DZHHTK0&V"TKRQ9P<$W46- MFZAQJZQL]1AQS2$8(Z7=KQJZ1U2M"HD6$GV.*SRM6_$5GBA:/32+#A,?8<-< M:\"YG>*>9V72T(,A8P=]>87]H8KV5RZ,=9N?1!N2S1,ZL1F^#.\ES2E0CFIU_ MJ6 6Z@$KT2M=B8OFKI,4B2(KZ,.TX)EK/A,;BXSBY5,\&(G??R&6A?]U\Z*6 MM&()*$- >5R;+$XY&H8P!PK)/0FI09/LP79#9VB+WMB_K05+3Q(4DWDJ(K4U&:EH[P?KI@=F*C4N@2H C[%,;L ME279:#HI!>AT>B8LD.'9.,KG)'F>D.SG3YX1BSU5UE'3VA\%G@]XO0L;WOGT M:!|.E-:FK3+N=T0&Y*6&%78'"A]#-OG&N"2X>+AF;G+I\$(?3E)M)>7.7R0(MUX:%A'4C;15+AZ#UDAIZ_UZ=UBN=4+O^4WKRG7FQ/-@UPQ+FI,]4\V:>^== M+30X"|5%%/T*!-U7NM362&OW#N!?+M(G:LA*NR&_JV0E#15U6NYBG5A)G(%R M%36QG^!OA$*78 X!I$Q=;P]$]W>1XKGI!/#3435:^T3"O3Z*>UTE(_5:(SVU*U.=^$CXUOGZV7DS+/|- MN- 'ACY^4CJ:L8-J4EYH=M+!_6*%.UQ@)BD6U"C")$IKI!X>^1(N[QGX):?Y2 M&&1Z9;Y>+RDFW]A2V7O*-UZCR2OC,!\8Y&%$?C=>\0^P0BO/|65T0ZN'$"' XF)&. M8FS2:XT&L@@?-]#7O0Y]7'@4]RTU3"$$P:#),UX'7B).'GYL8=G E,A/6DPM+S(S!.H8R M,)C]A_X]#VBPY5K?ZKDI#U:6G@>B'-HT&^(MNG3>SBH"^:<-)BKY;:^2;EI-M $YUOZTK!^MRX5?75)?+B;'-)2O&; (L;]PNO,D<'<'B?N(X{(0\1@&R&6A?]U\Z*6 MM&()*$- >5R;+$XY&H8P!PK)/0FI09/LP79#9VB+WMB_K05+3Q(4DWDJ(K4U&:EH[P?KI@=F*C4N@2H C[%,;L ME279:#HI!>AT>B8LD.'9.,KG)'F>D.SG3YX1BSU5UE'3VA\%G@]XO0L;WOGT M:!|.E-:FK3+N=T0&Y*6&%78'"A]#-OG&N"2X>+AF;G+I\$(?3E)M)>7.7R0(MUX:%A'4C;15+AZ#UDAIZ_UZ=UBN=4+O^4WKRG7FQ/-@UPQ+FI,]4\V:>^== M+30X"|5%%/T*!-U7NM362&OW#N!?+M(G:LA*NR&_JV0E#15U6NYBG5A)G(%R M%36QG^!OA$*78 X!I$Q=;P]$]W>1XKGI!/#3435:^T3"O3Z*>UTE(_5:(SVU*U.=^$CXUOGZV7DS+/|- MN- 'ACY^4CJ:L8-J4EYH=M+!_6*%.UQ@)BD6U"C")$IKI!X>^1(N[QGX):?Y2 M&&1Z9;Y>+RDFW]A2V7O*-UZCR2OC,!\8Y&%$?C=>\0^P0BO/|65T0ZN'$"' XF)&. M8FS2:XT&L@@?-]#7O0Y]7'@4]RTU3"$$P:#),UX'7B).'GYL8=G E,A/6DPM+S(S!.H8R M,)C]A_X]#VBPY5K?ZKDI#U:6G@>B'-HT&^(MNG3>SBH"^:<-)BKY;:^2;EI-M $YUOZTK!^MRX5?75)?+B;'-)2O&; (L;]PNO,D<'<'B?N(X{(0\1@&R&6A?]U\Z*6 MM&()*$- >5R;+$XY&H8P!PK)/0FI09/LP79#9VB+WMB_K05+3Q(4DWDJ(K4U&:EH[P?KI@=F*C4N@2H C[%,;L ME279:#HI!>AT>B8LD.'9.,KG)'F>D.SG3YX1BSU5UE'3VA\%G@]XO0L;WOGT M:!|.E-:FK3+N=T0&Y*6&%78'"A]#-OG&N"2X>+AF;G+I\$(?3E)M)>7.7R0(MUX:%A'4C;15+AZ#UDAIZ_UZ=UBN=4+O^4WKRG7FQ/-@UPQ+FI,]4\V:>^== M+30X"|5%%/T*!-U7NM362&OW#N!?+M(G:LA*NR&_JV0E#15U6NYBG5A)G(%R M%36QG^!OA$*78 X!I$Q=;P]$]W>1XKGI!/#3435:^T3"O3Z*>UTE(_5:(SVU*U.=^$CXUOGZV7DS+/|- MN- 'ACY^4CJ:L8-J4EYH=M+!_6*%.UQ@)BD6U"C")$IKI!X>^1(N[QGX)

MG&89B!VMB>MXFS7 ^NWV0$XFH!\!4:0&38T%EDCA)394.'.-:+>1UU4ZU@UU MU(.AN8Z!)5*/2N)_;_WO(A$0SHQT$B52;:%YF-YF)6Y* 1_+^*1)@KQ$HW#B M(9W[C[4[70
9I)_X#"N;87_A&J1^-4V9"T[GG_P% MUV]YN8OYLG;1N49&QJ(TK-8'MDTXVFU\PL6NH2XI#14RW#!6W\GKSD!#L++VI6-SB5X%+XU5L-T_/BQB042]58% MZ3X \6-XI"-S\,
(M6_X#9\L;?4;D3:&:L52$ M?X>%:L/:,I924\:2:0\-/1D%W(:,.*2);=+[#9H2XU8$\T.('W1HV=H];[UD M=BRCW$)5FM?#%L$*(HPBRI0D,'*;;"FYS*I3<0VZB0.O>H&L?[; 6;\"0CL(
M#,%:;E,NQ0>6SHQ8'!<&WA8K;J4>&"\)#L=BM1DT]A.1O5F5&@.EHVL5%464 M+_HX0:4&N/J]84634O1^99.2=PY5K_R+W-N#WJ"9=1G_0L-_DS#\!:I4ZKH3
ML8A9K7OAES9=3*"7"GDDNLM[55=DYVBECP]?AP6OVT 3TJ9 MP)-%V+=T?4 52?K;<=NSW37L=9)J9(]>M=\:#3I:,K-.NLH^C.>2X5S8I(>1 M8= :J9T4[*K"V!/[I0
*B3M$XM+Q[^K..BJRFI)L7[NWQ*4CU]6=#!IB,W6& MR60:(7(U%KE&=K!0]2Q>VUOF&EDLJ@YIM%Y.ZI[",EH_3>^/ MJ[E+\.88SFD(D8WH@7OYX]65QM9$(94%.MV\4^Q7)H*A
,4B_;AQ7V'?;OFV M_81=^V[:F!J0!H2J=5NC?J>?3HV[JNDR6 9&ZS!Z>'9*K_.4 "UXDE5J(M11Z_R/45"QG%8E"-6)Q[F3EBH5"Q2#82$G)Q/KF0N^?6HSERT0>W+$TN?BDO M&.=?
9XY@##+DO[A@U,K];%J<^(OY;,ZP&U\$"H0F!$)Q M01[EP0*A"X$H)!"UXJ $N^S^/IQ6'XR\C]/WVR M6T=,RNB(1^(N>ZGMB' W(I4P;(VZG:B'5UB"5,%F'2$\T;C-3K\4.M-FZUVQ
MVWMO=JW,7]/B*W]WL 36,OVW*CSO=Q>B/4O()=JS'4%:'2\O MAATM6;E>\TN]C)5FAVEUI34:#CI:M1=[%:7FO&/I.$/\I;AT8!KIL&P>:7U7 MFB,=%)RLTT_J 2$=
[RP84UPZU.JDHPXKS9$.K352AX?9CJ/[H%M-\'8B<-2P M5M=-SR2+EX[_;B+XH/?CTDP^_=QXZ'Z5'EQ@>G"(DC!^" M3EFOX#L3QYYYTHOI+R0X;JQ=TS?
A&YX)2S)PKKTP2MLQY=6QAN.'HSD!: LL%;B M$4)+A.=KQ/QCK]ZFCF:.SON,I>#0;QX%]%7MS_HZ'(Y-)-, MB]3KJ)4!HU2&UB(F56)2.R!DWG4'XD"
[BA;$62V(;UZ).S7AA$Q!SP15&%70 MC<.8T!K.OWB?62Y-Y!))-'YZG-?L<02^Q0BL"E7N"&4"_D)\IN3#"YJ&Z!"6Q\Y3.!LY<-SWXV M+(0X[Z4 "PR[M!>GG$1KO4Q!+O/]0FLY],+W-
).KM+7 6C:P;QH)Y@#R'P?%XI?@PSUJF&4>$ M,A]V^@=[N37DP"9^O_:-NNOZ5*4-Q.MN_@.I?F]U\J5[R>[P / TY, M&<6U^?Z[.H.*?
N:5G4+WJ<7;QMS<[F'.PMI!.Z,TPX6PTDF_7S0RKQW+G<%P M[;!;L6;E8WMV\[HR62+=WG9,I1VUM(-CM#7DR29^_QW?X%;9O?U=]F?73WYS
M6S+HJF'0=9AB^BJ^#ZJ#.WWP,:YV8BN:K>>(6^/N9G4:?DYI./&N#K!-,@-% MT],//-?$>&V+R7Z2I6$B7\6R]3!93]X-/C(@=,_GVX3I MEKQ?
1BD?!Q;612>GI]0E,G@B>+FS,M+?:1Q&@OV+%/ZJ4PVRW<$6*$=;)4%^42DZW>%:)AY6>-TKR6=039C7\(RU/P#-(] M.MJE4,"7HH#KX?_$I"$L"COTD-)'AZC;2[8^/(]&?
@^W'C$W]EBW'KP47H$= MF#EK?%&PK)C'FO)7<7))!W+8+U@;W/_'-IP+>*HH#EHC):4MV$%7(E4P@K@W M$2&\IM^;)$4P[^R2C>??R? \[Q,>[?/)GT4ET>O37JJU55!5=R]L@'?
ST8'BQ.LGAY]*(D3I" MUTV'"@.J#9N'%8;0JG/#=!G,JX<(09OH8"_$C2.DKBEF*8**?;9@OZ^ EHZ% MWV/@M0ACB@\LG1FQ\!
%3\+@H*_QO&P^DQ@2:VPLACE&L\TB,C<+@4Q5._)P M)R;FZ>O#LF:R]7EE\%O8*%:I"!-,T?.!O$I-*A_ZM!I,L&*[E#O8<%]@TQV@ M\,>!
[BV&E/0O\)6D&]!ULXV@2@H:Z"FWH0B9U.WKRJCRO)TC>DM7:+[F'X/L=.;GD\W?.J;V) M*"@L=W\9'V8?]DL*/)]]^)G>":4A9D 47!9M"G:ZID?(45^!H6XY/[%>VXE>
M1Z#/L"5@1U'J<+5>WX[:Y\BVND3%W#3'_&Z&.!W%(_?1SD2 4,Q?1Q M/]J;K[" 1%[EZ7K::4UHCTKY%_K@6G/Q,^7!)8]PQ;>*[@#5/7 MG,"'DS?I:6W.$&0(/G9P+O1#_.
[#S36^VO2H:?=2MPN3_' RL>[G,\,W@,L) MHW22%A9L!$[2#GL.QC,*89TBG87I$'*WUY5N_KO&+J2W-IH.3!7$1.Z. M=+.S.WM&9_:-
WJ=E&K7_G]P6[5+#=#3READVJ&-9%XDLSV!30O6%*3Y,4;4I M:@?\)%/N^'.9I.9-@-=!U7?;"8CH1\VW%+KNJ,Z+C69L!XM-4I!MMXZTK7A+>"C*8'?9]+< M=9:A"*2D0%?,]C]E[LS
M656G_Y9U,,"[_*>CNTN)9%WJ+O6Z':E^F!YZC.#1IQ0'R0/& M-$ O,AO[P8 SP8-(-'?X#SC:T[$]^PJ? MFT]V5I63K":JG+98(;9FG$?:JN6FU$;-.%VH4-!3KDW7"&<-H!R<1K&3";H,
M)MNV#\ WD=0^TC=X$,?]U("F:EK6V^:'5JZ M4[YZA^NDY# 71=3L?O:"J'L35:Y,E&,J[G(H](%&E)TU##'SSE)>=M;KO,!E M/0A 0F!DU+9GV,ZX!_(SS!]^2C^2?0-7'(_2U^P 0ELS$-
Z,:>OX0[R FTHC M]Q$:70GHN5WJZ=10?O372!^VND@Q@"?&I XM=LO@<$.-- M(#2=5&B&B-?=EF71P^)TS,+CHJ*GZUG\,T[]TJ*B8+V^BO[9(8W(:XAK?YGL
M=I@_!31\86:YW76[M=TP8\/PPY86>(BHD4+WU4%T2KHQ0#$(Q M",50RY/+\=3! (XV6K_=&U85UCRO4LC K=_,FLTI_..;/N@#5ZPS305K.1^O4J9E[0M#W MU([<*Y>
[F)GFV>_(ZDXT^^*SRA^J8&9/*?B+]/U5\I*)Y_.C*6TV9]!]#M.J MGVCM(SX%TS%J,Q=IX:+9^-/N%'ZM-:()XICZC%8#TZ#_^A>C.")LZ4RK4Z": MI.=9?1__\]OMW@: #L/Z)SV!
[AE2I910)*LDB@$>G^44B/54O3HF@@F&=Z+,U_HUN)R-RO M6Y)\+2<)T?J^C"F\:3 ME&Y'"M1\'[\2$#O#$G46[R;5-3]FS.6:LT7B3)@:VM5:(WUX<,<%D>&BEM74XF1PCAJ
T#">$H=IU8N7!@H8/<[G8/SJNM5Z%#8WP_ MBM/YSDH>JG>5*!7'[NR;,RWH,/5IV4)-,GQ%,OD9'(P]>*;7&JE)5$O!,Q? M,T?3,S(FYQ[L>]:KE* QUO60DL(+;#VQ?R@B@*P[U-
_L*ZU1OZTIR5K!QA[& M!#.5/MI7QDW]UFC8UH<'^W&"F^K(3:?639@>J[3[*4@9C3X+U]I"4_QQ:1E]VY!AR3WC47%K/^E;&A1M6U MI@L^%'RXA]]0&1_J<,('?:CUFL"'[P%,X
N9$]CB69'$F*.W[KN8[[^WFYF, MK)P+#YH>!2TA$$A.TLHT+UY>=L$#2&I>@3S5<,XJ6FY?E+62W#/HMD9*BM$6 MK%,[UJG2^SN2+AKT@)ODMI*"P2*N>NJ=2-'<:.I1C?
7&76=E8B)C,MY 24;L MFPA&+-CK (M]'/ZB]XO#_F6 70O^RK/K9^&O/NHO5:^!_GIWYW$!#UWY>9R1 MM#+A&-#SN*X+).B+XZS2Y_&*64MMC=3V\" @.\%9M>2L$_.7BJ5O_W]
[;]^D*)(M#G\5PKUSHWN#<@1$L6<>(ZJKJ_?6_757 M=535W-W]:P,A+9E&<'FI*O?3/^=D H* BJ*BYL9&3[=BDGG>S\GS(O;4[MG$
M,!JM^%F&JQGAD*>X[B7%-6:1"O>_/:DUU)2=6V;PY,'&T]E^(QUU.:(]&:\N MNFH-&0F<&)M+C/O(9:B-!.DD&;&KU97$P%-9:S$>BKKF\H%8?+S%TJH&=
M>^"9#D1)/>NQ4>DA45L.]+@=CXF!PZ,2R#_J 7DDL(!AV1:-ZI9-].CU3W.B M!Q!"6.*B"*8% /%\8>RY4SK90Z<1:P#H=!8&Q!1"'Q#)9GZP='PX@1Z$@>O- M!0])^A^- W$Y[- -
EZ*SP(I6XK/ N&S0/@L$#X+Y*R RF>![&D6R%E$D'\D MUMB'$;/_/PIZL&1G\=$3I]Q@?"\U @L7)N.^E/B4UW%+\J>8KC(N4'674VL- MU8XH*?EVNZ=8R,7YZ7SY:=-
\@2,SU(!VRY(+NF5QAFH"T9TS0^TEJ'D4-NIC MTY">J&I-2IG>4F^,=J$=N#9O2/(<33P-4>B7B44#TU):VR#,3UQ/ (_&) M[AD307=,P.XKL=W9E.#EGD=,*_ OK*1QMQC,1OP
']PPV,:PKVZ^=FEIF;Q+ ML7-SG$!.4CLKZ#IHBG7]Z/0:T!.'$]5!2Q7W2%0]2E12MP%$=0DN=M14@R7= ML+0=T.76Q;4_WK\67VY?@F&H+RF 5V>5?FLH:^)@]
[X$W'EJI!#>\8)A/<$5 MT!3.S.[OW(#6L9=@M?^%+C&3YI_2QR?HO3" M_/3]*_A[%W,M0UA^9)/H-NIHGODL^X3\R8%^AO7KYZ,KW70A=?4G><0K
MB22WG1N_;YJ30$J+LK1SLPQ.\>W)]W9./O\$&MHINM.FU*-,)7,$C M0>CQR,S6D1ELE&K^&?H!)J3X3R0(;$+_>NV8?SBA'^IV N]B^ZO7&BJU=2/B
M[FZS@N";7JA4)*.J"K2/_1[[W5WZ/7(":Z)PJE,FP#)$ 4TK_<&FI24PIHN0_4J*S%C8E(P4S%?.$7]Z$;1S]'RDFH MKI>[:.U)G::$_R[!@XXS#T+'(U,KP-Z@1/<=%U%!+BO=\FO6@CJ/^1
M /TV@GD\6:R .=3BS 2>&7[BE+0B*V%?I-1K#?N $]=9$U?]DBM'1+ K;N M9"51V^6NTUF3S@J-OC/MJ)QVSIHV*LN= AK!LJ2==2MWJS=&\/_I=DC1(>@X MA%1WC-RH+&Z)
[I@N>#/1G1V*' M]T8\3X+;KAY@KQ2GT0[;O%3@9 CNH T4]TIZ..)+[*EY X&G0?#,@!TS]R@ M9,A[5;,S.YI7 >(RW1 GNJ^=S7L)0]WJ@DZS1>X^C,KLW+?*PA-,B6%/[-;6
M\Z$F1#9TO")G8L[$>S'4=^5BJ34WP7]-ZW48G^D^G +*#/9O@U:2,P]P^#L\%I\I0I;:!6S& MC44^><36\5;WMS?+#"8Q)E._BD[:6?Q$'\&APJ#\)ZDC&02P[AV>(&743_>:6/8;>?=/M-
G_L(\M2AH83KZYJ;14V4';\ MJ>Z]P,-(6I6DB70H$A<0)A2#$#%UF<^^13_Y;?8.[0<>C;ZH]^BU2.TX N6 M"(:^CWV]V&*
[P[89^9;1FZ.OV_#5KP6?]]JRU"O\JM.6BG]2LE2OVY9[_5J6 MHKM:O=0:+[JBLPQX+,4O\'\Y;8_'>Q.V;,\@]UQVQ?,)!!7Q\"G8CMZ8O0@3 M#\7]7ZQ^?] 9$4TV.H-.M]
<=:%J_;RB*UI4[IMSK&?_JMX;/E"?^_ZL,E_EV^*-D(J8SKBM&Z7['4+]23WZ__\>WN_O;Z413N[F_:OX^\7X?W M#\^W3\+S@W#SD9/OA^>__\5'IIE(=% M8L
5:0[ZYY*Z2!*W9155"3W%_% MG7O5/,\3(N!D%!?[@_A(U %\8D8 2 >_= H)0?<(_!6L&PS9^I]B))^$GNAW MVH-^/7I"DMO=0;6ERC]7E>*7;+4IK0Z-4W@5,MA>ANW'W-
$)4S_XS:@.H5(3&Q2I%3HVT,I'H?J^D6CP8(E$Y;5AN.A7L2".Z, MH/GOO BVZ_N"H7O>?.QZ;[IGYC*(=T[?:QP$*D<$SS2LIZV.ZN4\@(>8:KX! MT=RD::9ZI
||$V4@RK5%^DX@ZLX9I4EGJ\(H@R,R"DY;&8A:;^?&QLW*_CT9 M=1E/LJ=]0TWR2FQWADW;>;5M[?H%&^M2H&98)D9 ==;IM8::*O94G@-\CM15
M52C735W]UK"OB7)WYWD+S2IY/!G!G.]\L-J/X25)-0OF" '5.4?#=&5U]Y&$ MS3'].6W5+)83VBH@GP$(WC-KT7LR0O?:,+P0>_2R1!]_QV[ZEV&I;"%NX\^B MA"JT4KQ7@G>P%
.P$NW(5%GVRCC0I"_VY9T3);E-W$!*VT+X[HW2)* T19OZ MW#X^#MU\(]I/!'<$.Z'I(MP>KBJ@L4)_F64H5!\2H%9G"QD;Y71W]QJY\=M M0BJ1OWLA)-IQ:=!MRAB=2[6$,7$,%.?
V(O8R+)/=;>";%*#!.HEJ#/S;Z^5]M364 &+H"D>V:79R4^!:_R\&H$VKD&8 M7X:9LS=A_C31/?(949%^)M-5V>K'I84B0/,/&R$@<0M[9.0Z7628)^2H-QI M"@E>FHU^YP2Z\X(C :-
T4VZ@UR;3_^:ZYIMEV\ Z"S"SKZHSBH;5^[W!SC>" MW/QN(&55%=6U4M:@-=3$0>]ZUJX&JU^I* MTVQT?Q%.>?L0>]M1'EZS=?NB5EL@>,\M,2[(_/Q&?%]XO?A.PI7Z;%:5US6T
MSU1D8*%.1P1>.GX#36YZUDI.585P'>2DM(;]KB@/\@*Y:>U8#Z_T+T#O5Y5@ M]Z1Z9$GI8@ZD*'5W+FVHBK!3MC@O@/BJRKNMB$\%XE-$5=V[K],@H[/1AF:F ML-
Y>-.G9I+I^.]/B&+^_M(O)KS@V:)?]>G>!.W)94CUKZ))K5\M6)9\LUZ) M&<<7"\1=#YM2Y@.(FQMS_*QB62SN:K&@ET_S/#C97%[4A:9R4*A<
MN>.KT+_0V[\ZA.A2YFK,"7,&9'IF=PP0I@"N;DG22L!^@1?#XRZG34Z;)4+7 M34X#S.+4"F9^-2WPHZU(&8!9%T$WXN8@[NYW6 M4%'5XQM$W(X^HJC?
E%@D():"*N^F6<\G*,A/,+Z%+0O-=(RKV)Y?=V0^]N00 MT&FV:-OG34Y*QFT35^_*K6%/$]5N76F0)S#$:(4[Q;F9<_,QK\9VY68%N'D@ M*OV=Q[8?GYLWF&74^"$/UX$0-
\%G\%TH^W1\%?<8=*K3OLM89R M5UL)08_X,V+@9"Y[WA9PGDA$0W3WC(SHW6R>6##371B1%^P [V)?).&T0_PL-N8D@[+I57W. 8MO/7 MM!LP:27*6<&OJDB9-
>):>9!]Y4KNI-N)B1H X@)E^\EF+ ='5L J # SI.?: MG837@#_?U!JO/A$IZP2FBL40G174#!RLH_62$EUMX<3D4QI?$19]*IEH:(*2 M0!)J%J8DF+@FQ9AA(&CX0
@3(V6(C[2!Y"C\#:QCDFW'8Q"F3!,2;PDY, M@56K(R3)=.9ZNC<73&L,OR! *3Z09_!&B$/W,[8\>"=(TSUGW@0/Z0H8/"FN\BJ'> E MWP)D^;@Y07_5+9O._F)3-U^9*'("QW6*0"
[FWAFX=^A[L&:* L \W9HTG=% M(]?,""+ CX@2LR2G2P3YX?[)T# .@]"CY$/?SJA)I+^8V;KCT.4#Q-T+_27N M"B",)+ @"S"&J&L#&VP+7UT\\0O 'XX(._03=BW&"(6(>F1?
X<6G97F4QQ; M1F@'0 &,!CWV7 X<%,H@YHQP&K*YIM2L(91\HGU2ND\;#?_]% MDZ7^;Y26+.!KI&3 QVHLY#!)I^91^IGH^*/"@^*X/: YIB@*8I&B8(#WI,/& M81/X9&P
%CZ+&XN?CX5\P8,(AS^!M7S3BH3^&X5FU@(J B#(%MJ5\\WR$R2E MN3<26DYP,":[Y:E&> "BKIXS4&9>F$Y0+U*[6&O7;^GBW1 MOI:3"&J!.'B(]'2XR,BN[5R=^@XF@R?;SO=2J'
PA;%>;8?;%FN;Q)+2)U

;GET_2SEI8#1G+9ED),%L$A6!LL3!#!QZ5<5JD\ >F[9G"4T"- MF5A HT@/ Q>L$_H3-,O6L0>0#*#*@],*="(WDZGXJZGUCE0$)OX5;B*B,K!) M0*=F)**
(>A>@@SJ./@E&DI^R"A;^AX_NB6O\%/(MBIBJ!\5A&1: QZ)65;(? MOZ2Q$;HE-FL..@;R3JN >&JX']FBUT\W0K_; 2Y.0(F2[\6A3U%]6Z8M\=DG M.(D^<[U"C;E,BGP:>IKN@>GY-
'0^#7WY!HU/0^?3T/DT]'73T+O%T]#54QE& M7F#PN.AYK35PVD_M'>P:Y0!VC4X_!72]V.X(=FDM6G2!\8"+)Q/75]D]Y-W M4"H-8D6-V_9F^L1QD^2'")
2JR=QZB,D>&NFQS%/.P^R]&$V@10@]V]WWY[O M1!8\!M%E ZFPB&2 89@HG&*3%\N/0@7&!-:C)B,&;^+XG:'/K C8GILXF7. M@-X_$ FLQ;XW7)\&-'SAC6
HS!=L:VJQ+_W8#F2'C:.AL.1R[",=!SW%L,"! M&':59X=H"FTDF043CSUWNN"XF$ P*.8Z5]%5 M)3C(9RMG"8PQKC^:P7!SU M29%H*9EGW)CX-?
HAB8I^V(()8C"RS1BQ<*S0>H*=0DN,02CT#/U05+,6<28 M^@L0FQ\D9+?2+T%NQ*

I<(>B<";A@";*<%K M"QHHOV*!\BO$Q!4-E(,MY$]9E0UC>P002E&# LHUTU<0>GIEO T@05OXL=A> MZD4%YW!-^!Z43T1\D]$KVGB%@"H:7[Z;!:%"<^.1;9
M+/,@B3J5PR]P08^2BM?BVNJ(XA^IMSWK[W'3VL*@81?32=OY8J@MDPJVV]DS MT/"?W= V[P!L1G ;:T1XY!'(J'#C8*>KVHJK?"0[RB6B8(W3S$NOJ0(@AN3J MJ5
=+#B)O%O4?'G#'0HZTR@+Y9+6W(SCRK&-/+]\RX(7\QZP(X@89FPA?SL M4D&2088XP00T2(5,EYA]=[CWWPZ+=Y$ >7"2D#;QHPD8A2CLM8:=5>DB>$F6 M""604(F\8F"FK!-=Y?
KE#Z=QGS:7_/)[#>KF1 D:,MBL$=9B3.UJ? ZI1YQ= M)),IF;_VR2+@*;H-?AB7H.+1M>VO+/N"1AV>8;'/-MAM*>CW6P(!I,PPG@DH M.A6W=^PBB[+H-XTQAE,T9./,BMA?
B5S2TTGT;,YU:_5NWPYU.>)O56UZ>5>OX5Z])4K37L MJ6)/V[DN[53ZA3>:,:YAJRQZMLCISH0@ER[BC-#SXKS8"^MGM4-FWJ;<=.<8 M'EXD^(_T,@4
]-5SIS<,YC]HB!:>_A$CISKS#>BLOX)&XXT<1\)5?7G'U8A0 MRMB67I9;KK<]HUY(^Y@M.35!0(93?R#(:^#3'I8PB0.M^0UHSD()KC:HF YN3YZNFMJAC*4I]F1/1GNRH]0U M^^D\
[,D3U('L"=/U_&K9D]NQZE[MB<5M"=5.=_9JVF=:<]"":ZV)Y5=]-S% MVI-KVF?59D[2K"6QI^SA+MU3,U JOK7U@E7^$2O-T66F[Y/"PWAB6PWQVS+U'2! M*2W5,&S7SU4-C
@^3Y.UZ#:BTE^Y(_67VT=6Z%W23*)853^O9F@F*77"NCO+ MM+"17Z:(,F[H%55.IZNJD\Z5?N8G8E3EAIAX 6GHT1J95-'-!*35RT3X3HM* M 1/]J'&31VO1F$*=$L;PF%5'N;
[Q^\ETYGMSI-&AY8#;P]8-6I<3Y?=31MH MW"2,$!8;%K%=GVV-Y[AV1#_P%$[]8X6U\?M\$--^7!>^##,L7'GQJ(ML6)X1
M8GV"E:I\98WV@(KQ0'&)J_NZO)NH/E",JU\!#JQ"$KLAFBE<8-$>GC#J(43\ M=%4ZK:(QXJ)!=QY5T:2Z-RZ_L*C.$#>>+KA(]YU:KKQ9YNIL^8T>++V4%EKE MN:F\A/
"^P+UROL"X7Z1C=?W+)&U08MW$^+=A'@W(=Y-B'<36E7I>7C01'(> M;,Q*E:,W+E6CC/0>+?_G%\M'*S?TBFI$>UJ^1Q)\B,MF2T&9AYPIW#_%Q8(.<\+5?*%IFDT;Z*
MMBNOJFW='^KHBI]HGQQC V2N@N&)=4?XFO2NP(XJ7DC[0,3F?-)_ HSYQ#E, MV8_@*!H4%"K.>JR[U%ZHHVU_2#5PP:?T'W668;^!;L5O8+)[40-RZ.6ZK08 MG, WP-IM>*.-
]U+HVX*UO7 Q,LVJT?DS(J)-_7JI_3%U/'W:TYF\SR@_T8.P M;=,Y'*,Y]MLVJ*,0^&R;:(@+$X!<_"3U)H)YJOL'0M "!S?QA;%U ;;[9-W' MJ7'J"U-]'C=;9TVO:#D\;L.,]I;=+S:$CAL1>-
@6E'8IGB>=H9VH>7JT_"KX M;EH-WQA&*Q1')\9A:5S"#G^2B/AFGHL-FQC1P]JOEL&*X>&-X5@WL!6\Q[KY M_&9Z$PYK',1P5Y@GNN *#8)^]F'>V!50?J8)1V?
V/;2R\!\!EH$=C$"FS(P MP2!B1M+'SGHPL3SS:J9[3;Z]UDS<=<#@J:+Q$T[(LO"3: MK R[?22O!%1 $H)BG!W$+GGBBJ.G:^.Q0VR&XV&$(IB+Z2:VULR*6]A0?BO\
M!=UKW%%MXPUG@3K5?Q(_9ZV' G9O$@O6(-'27\AW%& M#SV,4?U\GN.?7X%\7*_(3!B<7BN)A1V"H0[0*RB7IBBLUI\-)I9Z(F.9,$>%?YI-9+H@3^HKG4Z:XN9U_S49LZP
MU):TXJ_*_.KRSU6EVDJGMJF>O+:K2".)H9X6);OO4%)/L]_)/[%_Y&VN-=(& MCO1IXVL_3VU\/=ILHBC*C-CJM&O0>#[@*D\@YN J %=Y_5Z3>'P?H?)CI*W\
M(!Y2O=2TEC722YFZ)X&+BAQ1@:MV9;YFONKX&+N$5-W8KQ2N3XZ)SC,]N#1# MSPG1M,V//.VFT_3DM10M'& MZ972JUHSO4HXF)?3*Z?7/=%KKV9ZE3F]-
M_.N(3"DL3T^WP2**D/$\UCBK]N M)<273KK.)^.0VEK=G6$!;YFZZ]>L[I364&Y$9T"N[@Y<9<2?.H^G.'PISAQ M*&UFD5^CS:)Q7 LL1:],1 MC=?
$Q,I\=F9!5K^8:I%3D'X[PM%R=*JL6Y(\>QJYFEI[(_JR?13VJI4;:D# MI!_"IF3Y)-,/CY!N4AA^&9QF]N%!4@Z;@J-S3.3B:8*UIPD>G\B/P#"G<..3 M3:-[\;#,K\ FV84C>"
[9T2GRO/+2;BZL/63E"QNMY@N;;FN([5AX?D+=^32[M<6CS(+7)5>SQA27/"ME2\'ZIXZ;]; B9YQ3LH*(&-:LHM354ZNH6>J8JZOC" MDEN\6PK>6V[QKA0GV6$X-
8B3'EB\.X\'X!8OSR OH5>I9GKMMX9R78.NSY1> MCZ^R>![%F3W%D=" IS@2&O 41T(#GN)(:,!3' D->(HCH0%/<20TX"F.A 8\ MQ?.:FYG77)KN$DW68RUTXW%
(<<8S<3;/=3XJT.B*VS65?@IG,]LZO:;2R;Z% M5$_<.-UZ@?Y,"C;K'8;CDYS]>;"+/2,"1U5>LJ]<-5!NRNOG>722'&Y\5,; M 0+[P#8O.[S.32E:M[9-'3!E_;2ZIO)>N.>(U?
T\=3ZYW3P5GG?,/<6.N9>0 M'?)_X(BXI]BE<[.G-L@4V*@.X)S3".2:TPBTUE"I*]%[8^2<48[!WG)B+I[2 ME9HI?0 *:.=\44[IG-)KI_2:FS=K':!T+M,/G3=V"74AD0%ZRKU"MS5 +Z=2
M0ZJY.;N7T6D*O-7?7U;"[KLKIM0$F MW>G&%,L[+#356*LMIG@)(J?F_A :]H?8N:'W>5BUYF)Q3>7S5CB] M[H]>Y9JKD;4>G[]V%).N6<8+?XJCG3_%T/V#I6BRVJ=]"#
M3/TJJOWI+'ZBCWS7#H/RG^3R>(]4727AQ6T:&.D_)UZ\G1EXLE MMRWW^O54_>"N5B]5;[]SP&,I?I55E8/C\=Z"#&S/)C%<%I;Y%#I 0O@4;$=O
MS%Z$B8WN_O;ZT=1N+N_:5.A??_P M?/LD/#\(-P_W3P_?[KYW5_?W]Q=?Q.>GN&#[[?WST\;!)=R,<\B M;4/_7%(Q20BOIUW)I41_:H7"?R/NBZ?/)I8AW#ECUYO2LV8I*Z-[EP*DTG)$
M])'-EOKJN=/;=R M1[?CUI?^Y_GB==>@4WQ*UL^PVF?;-7ZFHJ3]ED!\0Y^A MPO1"LA+<#2E7?BZ8[P2PHGF5>D#,[.2MT5QX68!>!V L)D7Y$VL&IQ,)HSR
MLK7+P@<+ITFY(>S6]#\>J91YH+65@515;2I:NR^OK8EMI%7:X*ZX33ZCTUIJ0Y5P,:"=]3 M+@/=I#Z],0BH\:G!,B[/H)YWC]7BYPBN/5:+GR.XY+.7"?G'!Z9;KTBA!?
THISQI7498B&71\& M8J<_:'SKAW*=PWN,[*E H>:^4=J@->SO7'-ZP3U&*E$Z5SI196CF^TAET M6D-5EL3N[I-8N=(Y/Z532N<2.B#>AIX[V^1RHA'1RL8_=6$=P0I5:K\!
M*K7;&BH#L=O?N4=*'6W$*BA-WG5N8[U8BX2BTH!;YH$&!-Z5 MQ>Y@Y]@+%XK')K(RH5CS7?%@ #3#^VE?4*;9'T!AQ!2> CT@/H^5'"!6N]N)8[4AT:\+S;N7)ZW58F
M'O]*5N[(.$92'*AU96=PF=@XF5COO:K<45K#1E +%XDG3:Z%(O'X5VIRIPMF M8D?L]'>>?,9%XK%IK$PDUGNE)G=4()DF4$L31.(E)),\$C_VL0WU[--'B?A M.26U*
<#CWY_*G1X8>&)':<1U&+\HV(/^Z]9[>RIW\/:T"=32!/W'R;56B=@] M_N6IW,'+TXZH2#M7Z'*1>&P:*Q.)]=Z=RIU!:[AS\CD7B1=/KH4BL0&7:5(' MZ%L6>VHCYL-
SD;@/D5CS99HD<9%8=S8)HSRY+:L-CY@\8Q^;\ M$R+P,F.FYEMP2<&00%V3R8](JTTPA@[7](*K1JX:*ZG&!B0D2-W6L#=01+E7 M-#4A5D+#46Y3DCBBK-;?ZX@
M]T/2$@GF<%+OVG1V8>\0D.K7T17CRBPY=",(%#2!TZ*R$U)0%%J4!T8T)G M*.!+8;^NZ0O1$O#6[-S1(PT:W7) MZJV!VM&83<_D+]FVK?<[FM:32,85:6>
M$8RU;DK1NK5M:J"!UMK73:\U)]=*@-50:49;-Z?4LZ56IEUYE[#C% MVP==4&'XS<1R]).SKG9#0O/H[J^\^FB_5%5W7D\57X4?YXK[7RO^EU#.\FU]Q 97:-)]DK2E"_LK_.1(M-
_9_97R=__,QOH[W!9OX?N8F/A<>IO?Q> \//YD1$!BO\95\.PN32*K__=?-%GJ M_^8O\CJL3&K'M6_IHJ [)NPS!0A12.*Q8GHY841L"[9&"2J U_L@*TQ"'\G M$)B&BS?@S_V
3'V$%CP#;QO-!2-*L/.C-QJN-W-1M[$CYC;MDZD%^A(W#H!* MCH#)(7XX\LF_0SBT/#0V54T4OENF"5B]U?V G?1Z#,2K M"T"Q/TG MG+O>L%$N*9D#8B(OEJB_@SQ+^EQ:5EQ?
P/0?0-&,C&',/_S_]& MW!=/GP'M77M$]Y]1'#[# I^!TGZF]#?(40)Z?09K!5Y(6B? 97C6*QL/*^CT MM&+"8XYO^0!CH(D98L,+YA3>@#G&*")2NP@RBC(8-2>NW/%5Z)-D*0OHVGFQ
M,/$G_HC^!M=Y<5WSS;)M)*Z7!,!((/I2"I'PP4+N=4,XJ.E_/*V,HJ[4[O57 M)Y%42+>1!W5EMG3[/;ZI$]Z4=HC$I-5.H+1\)QJQTREG&NPY"VGE8X,S3-O8 M8U+0.8)+.33-

*5VCXO+2"RHQ|UY2{1772T[?[>5 1N4Z2!G'@,N**'DU5Y;=4Y'C MY=8P|FN^_E);PW|-Y;9G6|'(E0E7)GM1)MH>E4D/E(G2%WN#G:^XN3(Y/V4R MJ%F9]+&[4>,)K0G*Y!*

(2)]@H_K.|38II^(I45MJCUYGC]J#SDJ014EJ1*]G MWAE\#SJ@5W,=DHS#$OB@>2[L]B+LY(T).Z6#BUA>6XJ&NY!C>\4_GA -1LAJNF*_=X6:KT6L.N*HD=;>?,F]HQ>*

+Q(!Y_?)VBKOFZ M5;FG__CQ;:4)BIZK/[RCB\YBE1>?X\WO IV#=0&XD"[*XK-51Y?>2G;K?EV M61EPE;?/D1O+##2OPWXA2RPDICC++%]=''2;A?>/?-I"Q_XY!%;OX88BP+N7[(E M^1&T.XN?Z",.;B4_R17=?.DNGU)TI;Z>Z3^Q/TBF5K=[_I S(IIL=.:=][MT+1^WU 4K2MW3+G7,_XE#^16_*N)MRCQ>B%7{X_H/_T,9SQDVZ_Z7,?15*Z MH8'EQ'M2M3;6T)*

*+#DZCEEWIM6:I6#%ZV5*_;EGMK!XULQJO5 M2]7;+IT5EA7C5UG5R6(\WIM 87L&^>XR"?X)1"SQ\"G8CMZ8O0@3#]717]9S M)CA4M,|*

(WO#BH#/L! 3[K_IPB>O7UVD>LUXP!Z[B@L'OU__X=G=_>_TH"G?W M-^W?1]ZOP_N'Y]LGX?E!N'FX?WKX=O?E^OGVB_#U[O[Z_N;N^IOP] P??+^] M?W|:IF:U2-^L'O1T>-

P.2^W&6K=;)8.R"OH6]/M,&,>!M8[T\\(2Z=;6?S M&/><@K6%>'%?>((EA7A]/Z^XTP2[],13>X#7K>]7<|1&7G3%3U8 C&)L@+08 M3]Y)VV([JA&<&,5Z%F:).'\2V+9C_W3+\G<-

*{14%|B^?0>F=G0[P<3G M^8^H[=*U8SX1{]4RB%^$_QRBf]^W"+N#,9MA1&SW34A:IH&)H+^\>.2%M@!+ M}>/R$1VL.!1)-Q12!VU96SMU]T ('K^;X,86C=3N2=5:Y1Q@1%E3-*

*R7++!R.& MHSB.N=Q9^>(+SXZ[6A=DG(+%#;I6AEA.CEP'G*T6G'/L_.!L;OOX;04PNM1 MDW)O\BJE.>KHV%-1X)Y%CLYGS]?-$5C.IS*0H@KP$_0Z\VPO)$NJL#8,AMR^ M&W:*

(@,$[2_B_^:R_5[ZX[&+;?JDG:M+.B:W-J=;B/'.^/,T@&<4-"X44>4\ MPWGF'%'BFI 3LH#S3;0V[T64E6:W0-A+]*)26G^_W5<;SEG+TR).Q9;F!2]9 MN5!S;5]7Q8Z+O.*%%_?MB5Y[-=-*

*K#^RX1M3S<7H]2WJMN:"PVP<;]bO[+]7 MG3V5[4'GYIAM0GD/'K5G!_*QLMS/LI"/HT)44[QW4H=-;0U45^'L7Q#GA/WI'>@5]EF>L7&>G6-K>'TRNEUF5YK[M^ JXHUXG]-K*

*M8R-3C3;;IRQI_N!%QI!N-&0@]QV2[%CVM AH';97W'!YV=!1$/%C22R-0&-M$)D*1-;OBQVM$=W*.9'53F0E/60/2F0|#'OV1+F_\V4?CT@=F_IX1,JTA$*9 MQU3S7;I-Y{E2W,/?(UJ-*

=.K!AX^;|S/Z75?]%IS3U<5KXZY?.41J2TC4B88 M)ZEVX+NF,(TM /K:IKMAG,.]MN%.'6#'J09]#JM8;\K=A0>.#A/&I,:0&-X MS0U$UN5$=J9$UH"\1Y6C&L]49.E1A,9CT[QZ-*

2E>$^#FN_5>WB?OS-[G[?W MQ+W!>BU6S.]=G0*:=73]H|!9TRN/3FT!9_ 4K;9U2-A^CL@+E MM*>[*SK-%@u5 ,$FA%QZK;'2ZXA[;5;+&YH6VD.(MS%]_$XDT(W?

=;PQ[V MKNH=?[@;YW'.XV?'XTW0XQIX9(D=T19K:M#7>,X? >7:O5XN\9/7'F,QZC0 MZ3\^8-\7@@D@[64"_R7"C3N%7C!L,R_"S_T9;:E#[*E;B&O0A4(?@(-0]T-*

C4KR%=G;6TQ'FB=$5-Q]6%>L# MX9NECRS;"BSB,WB&IHBF:TH1,6J9!DGP&Q$8D)H1:3O),3(]N+(PAOQB*#/ M-(_OP#& V;GP7U54<+:,AD%K ;3FU&T-\GK];+\5M=OD 0*

*HCV;P8-5 MVN&@[ATJH/#;>8$0[S#+TH5584<^* 9@JD',_& &!!WNOFJ@S2"3_7YE,!Q M DXF.$V:2I.WB07\!OQ%31)X4'!'H*ZIY/*!@U^)X+(@!8V,#(]):X UI&9)(M!DET_PH(_P*

*6Y${U^:?\"GC$SSV(PE"SV%_9]/7-MZ<,/N.]5.[Z*OC\|&EHKU0N_ DIPLQ T$@A&PB=F0?@;4B9|S8P"%H1_0)@@ MI=X\?C4&(D[,CV4CEZ!(2]8/A%.!5)3*)7IC^FY_NC8,+R0F1?*

*J/9&NK93(V M*5?:>>,V=K6Q[0;5UK OM?,W=ZNTA@YR)"US=?;>/-86\G="/V-A4Y3 M6.T!0.65)XU'HO&;"(P"MM%3\@A^. *PVSKLCUK2&3^06M(^6,U7L>O(E*/E M 4P!F/#0/:*

(UR\WP%ZG6#S+OA<^.G +AGDV2]2 BNW@ \.(N&HF"PP(ST#\0H[49;.>7;Ll2DJ&N9.J6'GMU$ M"P'+/"'<'R.P4QWC%VZ&.G/K/MR[DL_+0:DLA8QN[!JETP@7R6(D9+MA*

">,D>HK9%VIA9> U4I8^N=F%?_(9Z;D$4G11;J#EE<^]D1.'&.NP&=6LE;!-O%VV0.??60 M#N$0"V^.>=EQG!=O1!?H#E?&4UI.J+-W!2BQA/2&OX\\OcXMH=^(;-0NT-7,

*MJ2U<|A.J8)N^NW-,H-)?/>>^E5T^=Q9_$0? >^$0?E/13_)??XMMWRZ$0H3_Z+5H]0B;^8.GFG[Z/?;W88KO#MAFE0T=O MCKYNPU>_%GS>:\M2K_*

K$/7%/RE9]M=MR[U^+4O17:U:>DWB=\7\)L!C*7S2 M5O=_??]S=WU-^'%3ZGO__+1!@GN\3A:\H;>=8 MMT@K[XPDI1V;,%%"4=Y R%H$WS#-BSR_Z>C)_,-?

5S_&7[PV0;W(Z7W^\S6 M_"U,S.L@_A 7)& ES%#9@5_=&K(5Q"!8R6-S'1]=D%/<\1A#"_1Q'_U7BU[*@A/Q"L^ZH1]%0>)H M/AC6 QI$\9,?T=MY%]QLR]%M 23*E-KK65=V)?*

%V$M";IT#*?A,.T1M$U.\$@<\[;,>) -MC_4&;)]C&>"ZL ^@.RV@8 MQ>R6/54OOK0.D4 C;Q9.R$Z72=B9$"<37K'*(8, ANH&/06 LL*A#?PG>$K M.!#+XJ**=I[P@=\6GBST?_%+!%]*

%L"//-QNG.H5T;%@:.&?COK0AI+++\< M6L$&:,+0'WVW!4=A"8N:GF(%&,(^,W3,#9\"O=8':LP YD$TL<\7P**L"%X'I MZ[EO>_"Z2_C16#?8O6>TTRAA+>$[!C[$*

*P(9U+D1VGH2PXI"6L#4=D@//0ZQ MCWCTJ$6GIRWLXFH+3#3!24 >)A'!W8Z=0+9(3"0Z68%%(M+5D0[S 2Z7))R/PCZ3/H:,-HKBMW/6UFIV8Y+G\UT':0#_I;Y&@9&(M=U9:[#*Y*

*MMA!>]++!PPHC8[ELL H$Z7EX\\D(E$A."H+FL:3A=I";B'16[*XBE.8:X'\# M4:(0+2[.*ZR"K,&2&.S*B0)/,9I/(AJB]6UUH-83PI#;N"W@ !P/U8!U:.|(QI=:0?B M0|VE-\;YU1,6'?*

*%B@+7C#A>J?)_1,KN2TCN8<7G-V*_DN^P_,2O7!@XP&$, M'5$=[#SGN(YV+1?2X018O5<;\^1](&OBC7^"M?[\YE9GB7YKJ(ERKRGS(14YPE,K14'7:XE#LH3&M<2A^")KV[H56>)*

*.:I(*I- M&6)U(6IBP-7$05C">]VL)91.!IN.J(-&#-*Y$"U:]WEICA?7%2MF&L$]*Q49]+XF:KMWIZN* MQ^.J'$8^$#EAM+'F(5AK:(NS,&I@WFP&ON/*

M!)_TRWG&P#RP7E>@!8KOF:NASS%RF2->2%C=%,)AULP!?=<*IIGN52,773' M#U7FI<$-8-2J5$G5276VH."975&J[&IE?B]#++5"O^!$3<%O+ENOK.&? MI-*

*]"53;JM88#L2OE/1JN:/;!&J[SLB%/;"BOMNAYO)$2:ASH#MC^.P>@9HN7 M_4N7>]R%++2#;RB MH+&%TM% _;3S5_F+/A;5]M2I95,XT;ZSHN&2N$7WKEK)77HSLK;-C*6JI6S*

*M]HD5+3XMFYM(:SO":=?)?K*Z)&M>G^12D.MG5R#^W7|C#^PR>T)\?#"O MB'GGW+JP4S>.U,'YF_17V;0AB-9:*T".50O?K5H+_X,X*

M/@#@VC%I'I0?(%\\$EBLVO(S<'0WBF^KO]!8[LGHV5GH^2'V8H0?/$7-EJ.M1PKX#N_EL-0X[KI_ MXYJ$-53.U4C_.[2BIMJ+O8KPG4>A9P6ICTTQ[KV=@A!KD^C.XW?';0RC(CJL

M_7]J;=\C(41E-VO'#-)'(2(B/5#O:$.07++9E$)^DFI?,PNH^C(2YSB9YIR M"[,(9/@5?H-4 >]RA#]#$_)-BU(,,N7C2;|-FB_)D.SN4,_18Q=W.E(1*A M-\(N4G7TUP5R8]WS*

*_:RF7^>W3STD4 WTDG,>6R>TUVHPL3PEED5C\<^0'(#[*M-ML;D!B+6XH#D6;K3+[4/BSW/CI-.0!MU,TFL7V,"=-*W>GE,W)/@!Q4IEA%]-MBSH;#<@L*W@8O84%]=W@$\!T*

=^\#"^/.Y0D6:&?'^5?9/N M8S)A!4 7P^5+2)[=!;A\J3H-8XRIP+C.T/";,2F6"6O1;=ZZ"379!6[&,/?`MU.0Y5CX"SC>.9]91?@3%H07 D?#WJ%[G?2PU^UC,&<)L?#%L^3A6BQ_&@R

*M%[5OD*A"6Z>-4RQF5N1L)@$$/_9H`4 %!H9#" 7XA594*%V=W]3T5($(+E3 MTK,]0I_,R^MX*7?*.U[RWI6]=R7O76M%+,[R>^ MQ9.ZEE!=KPK%UQ[+WFF[M&=_/L>"YF+4P$[\--*

H9SX-=4;__L@PYC;_'0WUXIY M%:6_B5YPZ+.O2AJ%*:)RFHW"7@D=65K@(M) 9.Q#7BA6CP@IV"'"QO*60fZ6 M3XE:QIG!=#)FK@-CD'LM|??)FR>X5I3#*

8R@TD"F_83B_RC|+.+N85T M$@E.28Z[7)*9SI@<[W8;H5QQB=AX/;4MMSOUF.5=MMJ5ZFT5/GG@]Z@GDVI M/;ZT~GP7V',MIZJVL.A6]D.+2'=U@0%I*

*4FIK9/<8'TGN=,"U;FVD1ML=/[; MQ02S66PM%.C&3QLPV5IPK..^@_W^$I*8?ZS HB=),<"]+O4|9UIZ+;;P]# MK%&1L><'&R7E_+3/I^JLU^LWG#&?*

*B/>*HUOP8O/"JO*VO[_=@&TCN+*PZN;=_M>>1>;=UY:JK*]J.@YG2T=+-0E9_*"%;?&LI*7?U H&E+">1*2,_-2'-YQ9;U? M32S3),XGBAEM@V<&K>%=U*@F*X*S_[F,WC5[%*

<@QF.L82<'2JIVI!;3;'A^-T MLH/074LL$DC=;K\AU'))?I>/2&=88;6_8[E MX]NN[!?_^'9W?WO]* IW!$?MWT?>K\/A^?;) ^'Y0;AYN'IZ^:;WY?KY\IHOP M]>

*[^^O[FIO]+\/0,'WR_O7]^VF;&=9%]3_]<4A>)1I*ZX":/%#E;D ^3+/*;)* M\LF8$#.TR<-XE7+T[YQ;.N<|C O3 BD5/,-K/MNN\7.A(WOP(@*JKH5/X^HE>2QLZ39!I#>9RKMKS(.Q175;P"*

MI-%4YV?NHY=I'E M+'6N+'5@L;L=2PV;OE(,%&8M_WO;G$W?#Z8V=EM*X-JV?SEKQ@,9)[9R3,[MFP2D@V9VGA:H+CNM\^_T'\04=-B4_I*NXI53*B4$!8KEOB;!)E>T-C9?>LFC

M!<:$OB2K@.0B4W9I5!'E#UCB]T6T#+XT74Z>8_Y81/7\#S+7>I.!S;[5I%*T MY*,3A5;BLFVATRA'\R NZV%=`G|/E/9QXN1"5[DR7HD"#U'!B-K K4OTOK"9*

MO!O(\F[]=!YCZQL@ZQEP|4A1|+!'D:(]05\SZ/D(AP'/3^LC?#D[-#;DIU MP_EAQ?S/"^6'BW)DZH_?7KH-NV_'IF(T2Y/K#^)R-Z?!,DY5(E%JC.3NV^NI M>K8*MQCGT*T_W3.?*

^'@6RY[$K?.S??8O/Y-@__QTWVMLQZ[NCW_#R! ,$+/ M@_,(<-2?)$AY2R/7,>DJK ,[F!O&!'^ ;Z'?P2>A9P555EU+&Z9'(5(5]+& M^:-*

,U^W4Q+ILY_E4RQV06(W;LEYPY$"Y)78[@SWI.-)WW3/O+)=]R=\(J;= M/O:++1;0V#Q:D(X '.+@BBU^]V[1H,'S/B85]<_A(A-0OK%8!:"!4PHJ9C#'&R 9;6M,@-E]D(?T MUSC)*

(I;$GOMJL6$E>H LCC(RC(4I>;4 M#T<@.YW @W-Z?8B$4"F,]N=DJ38%#!66_@!RM49+MAKM7DQVE3[;A-ATCJQM M_3NTP.[3_0G=']FT+@<|> >2PC[,7"+=^ 2(M?*

DSFT5O+ZDBT?B/K2%97C00E+,9&K9 $ SDJ=U\)TZ8.G$08XSB_:=$|IL!& M9(ZF")VO@U@"5?>F?XJ145NB;R,8 DF8!UWUU:OD*OO MX!4+S4S|V-*

*#I!_FD\L+U2ZFRK5RX'JMM)E:6E/<]+/S\1NQ7\AW>,EF8]*F: M64UK#7OYN]NC=DH[6(SO2 S=V^]B=],&-IP#%ASP3[#2GM*B\6U 78^.J^6 M+$TG_#*

|/<#@DA4\\0HI(?]"@_2YS]"~AJ7^0*9115I <_;<.7VW-^.5,/JE' M(1\(SP?" M\'X?)" \'PB_NLWE@4'#Y+S:%]JEI-RXTZD54*/AVC%OJ,9\(8AYS1\K$6W7 M!'._B('"-EH#+S!?*

*0K;.^#^,.KW-SYU MH_D:F%7FUO91;DU;AJ7?C:XK>+J\9 M*G_HY*-B+-TYKP .UYL+/T+/E.@^RQ-[",'#HO#Q:.OH$46+ M2"^4TKL@C%.(./D_IF MX7?1VT2%NV E%#!+4X!++*2#5I;*

*9:4Z#05M3E:KFC]MJS2EKBPG2:YF295_ MKBHU===!5X'SUM/6M<5-2N|[@,1*TOUW2)L#$V&SI:C7/C)7*CNIH;EQPNX+HD)Y^76I7UL..0+$]*Q%F/*

*ML1Z%LMZ:N_-4V"-CI'9G/JAZ;]B7Q4ZGKDRJO;+?A:19;9=4?AEI5C7:C?:. M$\%GMC$9NWA;*47BA.FA*(A;ORG5T8V@7:U7:6,X73*IK*

*M[7ZCN@YS_Z@)6GM+4M(X*9TS*6VML[:8G[;"L!VZJBK(4XV5V*VY6O[/*>M.NOB'7NG)ZK=_'"/T^+=#7L4G-08 MDH=X9K$'^%S:8!,__$GP1W14-OU<"(@Q<>" +W,V*

M"V&JSX41SL^> B<8%B#D/\2,)K'@ F9H!/%0@ZBPE_C8-8KP"+A-QT'JQ2 MF_@!>. -QK27^:+%UI,$I"=K"W3AS4,N'Y?X=6M%8!X_ FFRX@H=[<+WT=!L\ MLQ_/_NMYUQ",*

M0WXPO-^S?V U5H$/#$),_Y&XAS432HQ+E!TI_^$+84(TI'QBON!CUV*?RBT M*+XLX0^(PT9@1)1C"F-*_CGD3?17G+Y!'(B@CU)C],QB>D!C<',37,$;W!<' MZ#@:;

{1X5'C#R3XQ52:E\#B(PP7:QZ[UR7@E2H:4C18$E-H<,)\KPS$;.(]C MI=#Y$GKQ7"DVV(%0&1(3M5 PC"7-- ELS?)!9@54GAWA>7?_]2AT_JAL?FT(

MNY.BZVXU8TTZX:.JK:'C;C+&9XHSNJC$G'GDU7)#WYXO&#;^FK)XEKW1*[%"-MGK9OB@0[E<%%#+?>5$D5TS?4>/EB^:,P(SRR/($D@N,)WUT\W^G(#DEE,1?2

MV&8]2H@IXG#O_PWA{IDG1C+CN_[+7'ZO>U2-6@Z5K2A(OA/O!&SD$\(F1 7"&Q@TL\'C<#3'=QDN*#L!%O\,.E MEIRYH6TF-A8H'#V]"JRAD15$D_M&!B4+?L$7^LS_-

*<=VG^.SB*JPG7]\1MX MG4?9R"?DIV#]4SICCG);ZNR>Y=..!5IF/Z65<_S M;&XN[^1CV18I5:*YG"$Q>NX1H6,707O9)&#V(J,GH<\H:8&V!>0LYER!34]H MG8T6A$V6)X)4[!T]V:)PB*

*?9-W@_@)++&,*H=/!"&TGDEBN)8<\(7N"R@1@ MT @$X9ZR(L(F3P0M.P,(!5A2;D^>8#**O MUHOK+6P-G.T)S|%H4%Y +V&;CM^+S#>D.3<,O6-\"?TBNQUN/8ZC?*

7]Q=]T^9PV!MZUA\))8WLP5;?_-#/.X(B!QI&K25O\ M52M9U)^@MHC4;^1G@K;0 M/XIH).4P?(,/,L(P'L-O2 9 M%/P$K \NB;/X'CLW NO! XZE"X9.Y_'".G!'FT6X\VTDR5LT,;Z^>+

+AT8B MA=>4&!-!:QEM$91<6Y"5^/U[@,&:U_X\-3^7L;5VQ_A[\HZ=(:JX#6XQG1 M,A(U(9N6!)Z?T22]<{]#*)'Z2/U!:.,%%P M+>QDEO438<>2.A]&B>EW^VY,I%*

*<6K@UF<3^&8)E)G=&5BLH'/(F76.EXA,8! M?Z./?9#7OTCN?- +7T3=D"1"(G?$5&#$H^2ESV;HK$?:SB;Z*3!L6>.QC\Z'*

M&U$RBZ4X]+*#;O0FP2OLX"L9>2%:E!*SI;IQ;*OP|_%AJ/*EX\@7DG"JFV"P M J99N'9J^;@I-)E\Y(VD)^2OP!/NU IPY6ELH8/IN';)MIKHR(=F&,QI.#ER MF$2D,J!2)PXJ18&BQ

*6P;$-4JH!=@?Z$/C9E!DW&[3FQ4ZGKDRJO;+?A:19;9=4?AEI5C7:C?:. M$\%GMC$9NWA;*47BA.FA*(A;ORG5T8V@7:U7:6,X73*IK*

*M[7ZCN@YS_Z@)6GM+4M(X*9TS*6VML[:8G[;"L!VZJBK(4XV5V*VY6O[/*>M.NOB'7NG)ZK=_'"/T^+=#7L4G-08 MDH=X9K$'^%S:8!,__$GP1W14-OU<"(@Q<>" +W,V*

M"V&JSX41SL^> B<8%B#D/\2,)K'@ F9H!/%0@ZBPE_C8-8KP"+A-QT'JQ2 MF_@!>. -QK27^:+%UI,$I"=K"W3AS4,N'Y?X=6M%8!X_ FFRX@H=[<+WT=!L\ MLQ_/_NMYUQ",

]69K@]FN"]NP>0N;/72):$U+8 MG8 T2D!=`BTX4P);$RW8G8 &-*C9UW9V07@=8&,2>#",$%YKS$|$W5^^H;U& MW2=HNR?5DQ75#C";)O:YEW;FQ+ -&U>]&/%)T*< #1>=)/&O4_&[$@Y6@`U'I M[OSKYY[|QNA_Q&G4H1&$'FV_>A)J_E)LZK7]@E*HNYGHWLL6=K6JM(;J DS' M';/S)**U+6_J(*(NE=Q];><2?DY$C22BM5U;ZB B%6Q'4> [QF_[#4<'==*9; M'FW||8YQ!ISNO.!PJ%,)U^^V;W&$EB@\6%\ER_I>R0%?M(R"5-UWBS;KLZ8 M/>R7)"OR9N//F2>PJ.[>CY,352.);8SGLF;CPUDG4I*;4O5Q" M0&'9I'@%VW#*QJ*=A&S@<@FT!P9M M\]+@3W3XZ0R(DH@"D=A.P!F0 EG,87Z3MM\J+;\#[XD4=D;DA;N';FPM+[MQRs|PJaSIX+^JELV2B3aS?5 ^XCN!/ZP ELS%Z>- D/(;=P@^"""4C3EXG@SH@3 M;R%96A1&R(1"X &|,F!'NX(IO^H!L>>"0UI#1X;2[6M:8XN8 ,O0GU$\ MBH+K"0'Q %5T5Z-Y9G$]H.L"%@$\%M!=&.!IX#>P'T $B+*,?&B\ %@)9P17 M AE&'?\; M: O&5@X\"R!2OP\,+)\IC\,T,*VR(^FGGDU7)#'WZ/"R)A?7#< MMQ2P/PH@8E^ P1"RPI-E6T#.PG>7KOP!9;R@? 3Z!1S";OW0#D1X(59/T1?. MB>Y%%&&<0Z@44AB3$CQ3[1*)@L5?EE!2B7S***>%C#* T W^ MH +C*5IQ34Y6)R6VE!665\D&-X?=8D4<1E2?*]HDQV)>-"%3.TN7BV- 7!LVX"+3/(TS2@MH9JKRMVN_DT<%&G%,H7!M4+YK7[,W8G'FQ M,;$Q>W!,M=T?]/,S-]$DB 0IU1&"_O+B$;]<7G4[I.?19T##[[SJOH]IV479 M4UVIN4Y1^IQJ]Z^NMT#MP_B&0IN>M= HZK>&BM3.YV@D-M$Y<>(U)<*8\YBC M&.L'QGX%,,O0:YHM%Y!):\L=4*Q(VFH/15U.I$YNW ML';&6UE&*-BJ/OLWNC;4R(`? NTZ!J9_EA+P+G^*-B"35+M#LS/6IL?ZO)SBNS M7LEO;Y893.*(2^I7462BL_B/)O)=.PS*?Y**0A@$TIN.O';2W%L"3_K/D6O. MX3^38&U#_W102P,$%-@ H$]6D\)\-L(^7@6BM]?@-;H^ZIY=@=_/RU\YQ%S01C] M,#AXO3]P,'691^CLP^:#SP^?PW>#OO_WT1Z_ -1S^2_3NVCEG;KC`-'#..$8! M]ISO))@[P1P[7QG_1AZ1<^NC8,KX8CC\39&=L>6*D]D|< [W#X^38LFO_+T[M=8\.W!C[P^/CD^GPC>M.AI-W9V/AL7=RFS>O9N_?`>V_>^=Y)T-O MWVL.WIR=NL.3XY/IX?1XOZORC_<||^U;Q?1)OI?N"^0(TVCXOV3^#"8\!\R M_=[>]^_?7W\_>LWX.;]P? _]@[U^?KN]5T4%_%S!:7J213#BKUVVD"2';PX.CPZ2TL"+U' G5 2(NBEW+^##8+7$XJ"< M2/Z^![^#H/WA_L'P\*! JJ<\'.X?#?-*>D%*EM7P>"_Z<>"@(.!D$@;X4N)\ MCJ*+*!$SG"-7- 1H/P;2HK$K&+Y/>P' CX-X=/K) ^$-]LRE MAF(X0VAD)3E+]$TF/O[`1H,Z3RM0H)8%/PX1N"%\-#PZE7VRMP[MV.F0T.VH M0VGC])%1ZD^BUW52%N;M1HQI94:Y2W7$(N$ $ XMA$HL/MZQA[W7\;2@*]_M&D,92?+!IAGDF:V\(9H.13BQ4F'EQ>3)TU,#*QS9T4AS^ M*)&>!HH=OXN^62T*G+/[*?@6M]7PP_,9-:IE%"@- I/.P>R#%]3_T]!QQ% MC+C+F8_K"^\M.5MB'A LLH.P8C#G>/IA((?B83)4_+[D^+54)"E1X)_O=N!G M*0 +.5XIVIHO20@E?P7C?32Q-5Z28/_ MW6X7^;9V2Q(W]+=Q>2!_D+| [Q/LP.&-R_3!PX+O/=U39V.0H\$5Q3644H3X^HM$&IK^C!?TX]!D^0H5H_8U0PGWBPL#U%/DR% M[^<8!\+"NZLXU.!P' .'G\O;PZG+K|FY<2\G(A9#TD@:A&75LUO0*2> MN^.39Z<%Z] <+.?G'.^_=12\M+8$FX[EN*94VZYA5;#2@G94!]J;J<.FSIHM M#]?TC"VD87-.!7G$5U1B@J^9V!VI*KY:(-^8 YF3X41"G)!]3-\0*Q'8O6^U M%J+%_+@1S/O.N #/?<# <;W/F>YB+BS]#$]QOV1KR$I1;?7|SQS;,zR<2T ,Y M/4>B>NFS[PUTS"DG+6O0+9JEY.HHMAT"\QGB)),*RT0}>[#O0+QE6PB9$;) M5/9\!-!BY*MI)Z.Q6UIPKU_O& & [`70OJ.U@2$N'Z3(0POL%!9GC#_'XNQQIC+,NIM5B=;&(E^6R,>9*9H[AU"(O34,CZ M%4+.!2:$6BXV2HEU2/RROXE$PL;)\ND0!G=8!#QT@Y#++#F'D!N319G)13JU% MX6 3A1P?)V'4(1@^,N9])[XO^^TK:02=D8F/1T+8Q+7]>&@A.=R$).&FAI(U M/R=BV"%H+F6O0%V"_"L*3JJF2L:8E!)KP3C:!"-EXV3X= B#;!CP' >(^!8# M10FM%H$WA7$B&RIT8CX=0N <3P+C*E>%M75\O%G'0-A*E5+Y%,DJ2$8@JFP MRR)5D&NK_9?-.E>,AHJ3DV75(2BBN?@=>K)8UV5IM)7^=K/2X]F_(N]019\Q MV8G2(IK;L^D9QOX)[HCXEEFAGH4BD'7#A9QY?.1LQM%R3MQMS]W-2-."6UB*.MY^2JL(J2{(#H5IG%>"I=3;/6\CN:W+W#CYB&>,K90M:AK$ W$+!Y.:TFBY6)-MCI,6UI*J/>;I %,GY1KMKD[Y=@BM:RS'#'-(XN*Z>G];6*-'A!VJV(O%TF8 M6@6!ZWAH42FLS3/B\LQ!4+)\.C0_6^52KIQR2L#!-7Q\<'A3%FA\25 M\W/R5Y=V"91FH1[0Q+< N8Z'%L+"@%235W)<CAV";"RW)0E/C4LM/ 4QJK2 M)%<7@2G-5UDB4|=#"TUA."O/?'41FYKTE25">DY:G JQZ?!6!?O*BMM60)5 MPT*+4"&,79HCZR(P)0DOV\&GDH,6ED*@NS1QUD58(+MEB4.&1%OQA2 T$'>Q MGLOS8I8U7\M$BT4A%6'(V[];%VF\D)6.)6Y,R MM8@7P@O-)N.ZZ#/;7)KU"LJ,GQ;K0AS"*$/710BC%)HE3CDB+1B%[$-$WL7. MKLB_659_/11: M8(I[Y3.S?ET$8ZL$D>VVW9V$;($MA"EV2D+%8KOD Z7YHQ0DN=*%ZO+.B1\& MV+M G,H:2\O9^D(CPK0^48B@U&6UAAG_4 HHIXE5I_A# MU#==5C7B$;6'7PKCO? M^,>1^V=(A\{I)Q,IR8PMY>F=81"F*C*$;+|?%(D*_Z.5,UEEO^BDBY3FQ!OI M NPY;Z$OB1J5YN# [3D"'<-HN<[_*B= -=]N%RB3,F NN)_^Z2M!YO"%55>D"F M]>?+P&POENTHX;U7U&,E/V#^B"% MO)\;6#*5P-4'FV+L$L?B:/.)"VLYPS.JH/6=0BC1IKM(E'{B MK89*K1(B.9 HU1RE6^]F%1A'M>B783M:0, ^"O!>/,$,'.LPY/-IH'6R0FS2 MQLEBW_(K?"NKEQ,KUGM8+,ZEOA7"3@-M']H=;;>'SK'>%(*IS3G6*R=2K^^^U'9MO_>0U1%- ++LLF.IQ;T0@JW"O5]FF74 EXK2+\@XIY= M]K_7?5Y(3^!FD\8035[G-YA^.00H8*=;,=PDX::!W&[$:\C1%&;N0HE5XE M(Q",2QFUG$0O1_I4JIG*Y_==2 'A;_R(_:.2(DE$M%%_,I:F!9U"/-? =Y1T MYZBT:..49@==I.1LV!B@,0<_H7KWA^1'V^)5*%QXD*61O[6P/6-6\G3NDDA M[%M^PTKIEK4'Y%?]13 M*3VH&_5_&SV'MY(- - K#$KK+FT:N;#45H07<\([]#O!$IFK8]=17:H=8[P+* M_&;V>UGRU8)=")M6@=VO,XS:]\AU>8B]6SFP8=DH NQ&0],9=:-=N:$HK0L4 MH!\&[3V6[2CASEIZNG;H>_X*N. ((`4S#QL$<\S.YI)(&9]9#16]?-,'5:-!*UO%,++%N.<$\GL>Q,S;,0/Z$!,Q6G] MPOS^QT]_$'TG47IE9%QO=XVGTW2F60S9.?S^7_Q,!<4?4NY3?DYGULJ@!43KW M*#Y"G+N4HJI M5, Z5+BS(*U2% +&%7Z1;O5@],-'E?I,*=GV/Q?^^O=(DD@3]>0QWM<-^(I M%. [[#+J$!L%4;958I6*OK!S&JG2.5F'0)$.WG9O4.4-]S;.6L,A9"I:0^1R.UZAA+==5!H0)9JRD^+;R& NH]%O'S2M,<^?*9<= MW8R2?V-/_A((@.*.^,Z<(GU'W&NB/9M+T>)=")16M^>L5-5\$ID."9BR9UT MA4;N%\]TUSENP&>R@OI>(C=@W-.#7D0YK>,5@J<-WY*^,11M\ (Z83E;J#R=2 MO??,SM29X>3&CE:YM:EV6D]^YB?E-PX{2:WC@]CKZT9ZWS5Y M^6*S0Q,5/=HM9U[HJN-)}Y@_$M=^(^R/T$?KEX7(MMF+&V4=IZCK.1,=HZNX M8RU[%RR@O:%K-G>1HG,;M%6(MZG;] O>C2=<&D';@)46TD*P.G(NI<>L@-EZ ML_ELQO$,!3BZW.23%+0(%[=I%=V:$5KOYMJ6Q0;=0M0Y13>[63T1EUOS6@MT M$HF.%- GC;HZ+O?[HJ27TV#\OJA7/-C72<6_#6XMW(:E0 5!4WIGK@5[`ZN:( MSC"A2!2$(OJ[(4]Y7N6T MKF;0)ED^@JBT=0AU4GV3^+>3T?A5YLX7=6Y;ENB=M^@? MYR L]0KX#? Z%^7GFB%K!9V"K;Z5#$7KQ)%=Q(NM.3;OU#U9;Z_"%!(^AP\=V MI$X>,1M5WJK62-ES@L6&$&UGKFDIT)(BJS:.2=\6C)QJASV(C0C3^ETAOI.3 MWW5]_Z$:.SB? DND[TFEWPZA$:-UBD)ZQ-I$KEKKTCF^%UTAK/J$[7E^&5 MK<(`I MD\]3^\,2DX$9*8OR?T%F; LTQDOH)5]%^[+,#%B7$/%_U"<,!#5D'<56UW? J6$7HM'(5@?'37)L/JKX_'KWI-XCY9+(KL$^":Z M3"F'+=%?R6^P\V" *W%D__[*)2=2:8;&4V$2F4-'!3_]6$0\!-/'(H6^,.@ MNCR%F!HG/D]*/TVX3]X0.2?, S4_#+PPRNX/'!%*,A*$\.DC9^'RPR]3@*\ M&#B[*AY] P=4Z>Q*?@],!GN5AM1?IY6U9XI\L39(1Z>WBU 1(!HD/TVB6W ^ M#%RU@\'*V@6CTDOYRL#>S+WQ8W6!R)5" (AK1+PR#

((B$*#Y(P$$WRJ#;>8FD:(H(@D$]CM=R.Q(CBZH@G^:"9CFM?-^U[C/`Q'A]3*;S)LDW+Z]1>@`M4<7]?RR>%,POO^(T?,9?KRXC3FL4](@+!)8OC9NZOY;$[P:J-+%I)1)2@HKC:<
M#@S!R1C!F<2)9BXPT?IR"M=I`4`MS]Y(+;AL;;_M!:!/-T1=QPK4RU#+>DP]$T<+'`MG,$(+/4".X!76H$,C!OMK$NN=3KE/OB.5:)[C+61I/AVF;B8!R5DM#5H&EGM`MRJ=J,=)Z?
\H+ID2/6_!W$^5/N3H/(.[3?MX9#^_JTQ,*^10UY_|VK0DF-L6L`MHA.`A,85Y3"!0TY^8?3<2B$;B.YIG_!2F/NW7)R-74T%UNRLOKA.OTGS17W1U`MNG!LR?=^BW](@-.O&*_$:))J;
<=*M$4+%$B!AK`M;2S/2(K1':/N*%?=HEC^:%/+4N9lH>+UU'!,K%2`O>>3%U%;,-48MAPPA`M2`E"A9"D$IGQUG>CC\+ITQYW$FH<(H9NM[%U^PCR?
^^VF+C1Y.MV+F^&8UK#`M7X9?|=Y[X_7?PW]-I]J&838[?&_K$$R3#>]4B]5H%WP$P]\X'W"??&4.&!(`M*)2U@KHRH(1W-J9BVS<=?QS1T26UMW_ZTGK,W`1E9
:1D@.53"TKH#4X&XJO`M;>]U\SZU3V]T^]8D"`WZF6W%$V[&NS;4,U,Z>KR:G')=ZO@H-+1"&X*<,YK`MZ4H5P=/<06?M7#3&:=4ZG6=_E+T*-CH/JUK([_P[!R,3?"-%E@5NSFU5?
*#;`M]?<81"?;@YLMVVDV8NN2E5$$L+$Y""B^]C/)AIZ#*$%ST+<@?6.C(:OO`RO_`M*ZWRI|OJ!7-/AG/+V:#8CB7ABL(WM-Z.!G\"1,:TJO1%K38/-[Y,.3/:/!?`MAVOJ-O&8CW)%G\?
\W^2JGDSN9K2,16<-11(0E.HM8D6Y_09Z)=2_+'*>+QX3^8!"T<8XI04K9U')5,4/M#J%:WTJ08\:: M9X8> ;=/4@*T9J4IR4M8"!=C,1%$16\M;W_H?`M!'3/:.?
-':Pl1(CG-.WJLQ&=*2*1=K8^%% Z6PB&'15D-1.!I*A3ZW*>AR'=`MLZ_>_Q[&[2W&CN/SPJAFG7R\0%Q?:M^<1#R0F!SNIB(?$:'7:.0V,7!=+,.1
M!S"UX/D#8]_+!A^PS(WUE@./@1P%353V,?I:+=]$:2SG-CXAC%W':G*]NYG8`M?F?`C>MGY3E*X1?Y+9P>RQ0@1DV3M%::% 4/H74RT>[H^G!HT@D_'KP(;B^P`MMO$"C^!
f.7\5IM/KX?CSOX?1%0Y,82$4LBL]*C(NBUJ484]@M;P@R110[=-D`36-D'<]K&-$U+,CW-#2=:=.1U0X3UI+?$B.$:.!D#SS/+T3@FEG<.;<:E
MKL\Z3L*E]F(ZG]FU;DlYW8UM=>_C.S>@'I!0HVNJFT&J25^R+-/':.2:.!6#:RI0[D6&U51`M683,R74(]+R56'SS3NH//(^F#]7.TW.^W?3EZF1LV#UIAJ?IE[-)SO3B>#9(6
M@CF907+R&)4V'KQ("HPO+&=7F#*=$>`6DC[8*-T1X/!%/]^F073[@M/Y-7FF`M=0/\4C,1?L4C0O6/&*SS#66?R3;.7M9#UA+TM=`8YK@#X6H-!.D@^5]EPZ&'`MJ`-1).L2G67%-
#^5>PQ/@_HQ#W_V.,MK-E*)42@#*<&2',TW*8$(V=DC[LA7-+VT.0!]G"(&KG&M].7=K$=7&ES?[>_WA`M<*.FZT7B[:@23(F;G43Q%HWTD@#+CA+LO>]5R\
M]%Q8'YF5O/E93ROLO0I7[(Q]9Y'T^7;35;_;U;%]/>Y=+)X=:!):3?[Z]#`M=[{C'K<@C?;@^UV(URDIA47-5-)`ZTLVFDK$*B4C&)3!Q7@\3<.O'A<41]VGW;`M,.0!Y==*
(HW[QFR=KFFE@)ATA2K&+FUC5GR.*(^>8S=`ML*2A1-J=7D_&\VE(\UKE[=75;#ZYQ.GW]K5&!9]ST>`DYI4SI84H!8)SN:0D
M+4NY!5W(HX#Z<%K=+4?:R:.E#5\G^F%R'4;,TW3RQCB9PK@=1(0`O.)`MYD\4;5V#8"N8/D6T=4]^(^5P-'WJ]=W:\A`]>IRVNV,SG5?]FT7#`MQ)N-ZT9=*2U%C+5W8C6$A5?@)4I
$TJ6F;XVKX'U.*)=>.'*]3O0=&9WM)-)2`M4ZQMFW53X%"D=-8:$$)X4"4&*$C?%:.M=SQYELKNNN':I^\BY5-UF.],&QRS
MHBTE^PG3Q7@RFGR^_F68ZEG0NNK5>IZ,\>*#E9!]!KQ2KD#@FOR7=1/S7<+K+WSUWV3=?\))5ZE) I>B<@]ZI\F"=`DFO02/9LSHF9TMIY.+)2
M#S]5G_9N!H%6PFC&CH>K!M6=]K;0W:R_=V_34H7<'D-$SA*)P[)("(DD#D5`MH9%;=*UO4P]'NQ.WGO?QYXE$V>]0:155?L!R-<[W,$6?8I0R@8XQD>4L`T11
MQ\-2.SSJX]LWRGDMYGHPU%TM*8>1=`P[\^+59E]FIPQDIVY/B^8K'R;S`MQ>|^U&6Q@6!)Q=HGS)8:GA!]!J>)R!&F*(N2#N!F.#]FV.PS]X>9X'HZ<0
MQEFOD=>WYLOKTLGEERE>D`DW_(K?VWC$Z_]+R9@6L;/[Y`-QG.)BN<42-;IA`M?@S"KSA_5SZ%,^]KF`,]>_/Y=!BOYB&.\-/D?5@\`E9)+-9K*`IS?0X,^&13`M/;5E6NEBIWQ8'KQL?
1:T:W?XFH8_89E;\>[`N,H8`M./I%%5@;M9[Y"%$:U=DC[LA7-+VT.0!]G"(&KG&M].7=K$=7&ES?[>_WA`M<*.FZT7B[:@23(F;G43Q%HWTD@#+CA+LO>]5R\
M*WMA,WQCU5%FY^UMOZ32JA"B2"XI2DERR":K,D%2%:JF.B?UF[U`S#Z%(QV`ML,3O:H1CE[O9%K0)9"/QV`M<9"FD:[!NA]%5/TPB'*G)1]/66-TZ>OMA)'W:`M0C]1_H&+?AY]/^`--
?Z=ZOS[X+M0NN'FD&F$P-TM8:D20C!,@_<<8F8I$;3`MNN5E2ZU?/^/MN-XS5#/YMW%8!OQC?CVY-66D)$]2QUL%6V8,OV@`F`M,Y0/R?O4.C,Y25"]X;*2TI%R,BU"5FGH2?8Q2:PU,
M8*B[E0#'K`7E@I;&E\R]`M)35K`M2__WYO>OZ3^S^3"]'.19`MQ9E-QK,[\'#V\[?Y--"C0JIG>OV6&+ZH"54##W2$TA?RWO2OUK;QH]^A],YOL3#WM#65!A$EWTV#[`8VIZ+*0E!
M>TV^H(F^N%B2:!U>`W_=H3IV%#PPHE>P->]:.^\(#\W.ZP@73FV-U$Z?]SOGV:3<_/[=/)`U`M6*^/5A=%+6V1/8?LR!(Y9N)-I1 :=)5QOAIR(*(,.04.7'!UJM3$+C*$(7-
M,GCZIWE6VA8HK5SE;3--)AA+*

\V3(K[8DEQ@S,AUHY@M?)53!] M@RO6:&L@=FWT]>HBC#_CV_'J?ETF@ZC(,LT1%:$D@%XZ#84`%D/?,=7:VIX7`MXYX%M;J-@>F26)T*[_37$3^7@FE^DXQ_O_Q`JO<#ILDX#4?
KBKPM;R/V&,&S`MRXB#I]WQ782-9!!);B:I0=ZH(L;X8!1H;YTQ,H@L6S_IC4WXFGV[R^]N%/-O`MXRE>#N=SS#^`Z7@X_CQ;/39">9%KOR^A]\W(C`5/3RT$I[/.QIBLY1/L:P2E
M5]&>+8BSF2A]:E$U#A:H>&]A?=ARQ-E`N$#*/DC2N\P`>1\:@B"X";GDFNF`MKG4<\9X0^V3DMZ39*236C%9U$[_)9QJQ/E\M,C@K+W%?AM?S:[`Z.;.>C:0
M4==`NJP6\8I4|@4WD@G`R)%`;G%F1@K6^.MX+8)^L_2XHU9VTM9JOTZ]%$K`M+\8IKE9DDS4DZL.07`1II/90H`D<[#DM:HUCH9Z=:7QCL.;]/-7-/)^.EE23`MZC);P*W#=X=?
AYGLTMD@>;U8U*0E0Y2D-+.O#5,%&%XKA=?3[VQW.)MV"*Y/`M%7-;6T9=K'C76H5>N"FCE8:TAR]7AQE_=;-9V*CV+'-6C%D+.,3L%RF-M`M']82P6C1*)M-
IA#O;3@_>IO.X)/.K&TNB*--LA3K=XS'LT<+:&N#9,M;_-R'==5#P&N;I_4`M6W,=R*)2<,(#IS6DS3'3TGGFIH)1BHTH[JMSZ&JWI'!5)?B$5LX)Q-TU8^]>`M%:.KX?T2-
;XH&$#8(O6$PMCN2BKMT2"'PC#X`!"4Z&5ELG75(-I>U=,`M(0N;BK!KOJU0#>_>)L[N7S.&*GVXHH)%!9-KLUM%9D/.P%T.JB3EF7:GH=X>`MJ'M5DOB$+.Q*L.%D,]\K-E(O*
<@8R\$BK&[T/7851;H'4`M*GZ4/G[C@Q=G0F^&8WIT?R&'/R]"O@4I+8J\NQ1KBR"[9#-&%4#QC$9M?`M+.^^#KU>!,2VIM"V8M+G0FISD/8#N>M&Z+4_KPD_*%2G?
BFU0(@:7@@;.R0.H`M8!DX#!%,E+0X009M=FFGN/.`O2J,U@5!NEO^KIA!DUU5*O_>(Y@%--X;"Z$6`M>/(2C3R$F))]0#I-!MVPPDEO!<5'GTX)R*0&Y=PJ*`M2B@]9T'?`DQ?=?
_,Y(`L#1FI`EYMH(O;"6II)BFY$`;#=$C*EH(@:6KSX)JSI$CY=(=89;D52(Q29LR\%#SAAQC0'!+'C]GQ57D"GWKM/Q=-$>#`M^=$WZ]=6YT^;)X
OQWEU3#1fY(@P%^VX2PPLT[E66R-)>?)^5) 11L=EPM:U`M.+N81Z^U\OX\)?/*9.[7HNWM(!\DU;6VAH,O.@*&T=)K'RB"BT+P$Q0-64% M(=;DSTR
98B&.>RJ$MH!2C819'?,6U6E'`^N!2L7Q;'+9/!F,;9`M@`#$(JT$7\MB*UXT>*T]<$N>'F+FK'NMN!U>GQ)$3L&L1H(Z10[;HHU_OOPR`MFESCK5\/D%EABZ,Y2%-`V83@R0J#9#AS-
"\K3>M+V+8S2/4!P#DWWZ/%W:%M`M)GDWX>C$:%\.YZ"\>=ZH[PZ#%>Z(*V+!R%[+!+3F!D*H4:[*"Z<51WW.+!$#`MBWD[OC[EKYR";JU\U?IT>@%^A<66C^O6/$O`KOBR-BNU)
[/\>`X)1R@-EFS5)QMSMZY`OJ6/JA8?J4AI*0`JT?N-,=;ODE<&L[?A?S#BZHP@H#XWVHQ=P*>($>`MB@^%92]2*:M0KNY0MW`,,#$1&9)U/V+`M#)@@%
(12(Q9U2E(E;P1O;6ONBNWH)JF/C?/;.*\;]%4G(M%;5PE`*:#0/I=E`ME(&*D=-.+Q=)IA1#%ERKUB5/#@+,!Q/73MAVK_UJY^)LUR'^89#D>DIAF'C`M(WF=RK/;2RYP6HAZ')=B\])U9-
X6*'TZ'=)UI(D@5PM'A5'M$/JW,!S7`M$[5WXT4-XG+]/TT^X)>23<]+E6.5T/M,WD9I"3&#SDY9<@+!=*Y<.]*24F[@R9)CFE@=.,+I`(J^7\DO?G.6A/!E)
MN32;X4;/;1Z]%\PE8%:;&A%O:KAB-C'3M[[U_<"3H/JT(;?@R(X:]$"I`M=/TXK&K2#ZQ02@GRJ%,.MM8?32`M*[W;G[Y+OY3&.J=G>G>JI_9-+0N21V'`Y$P6>RH6G.4!&!
(#'6VY7K2^F.N%`M;IHQSG^2'#_]/ADX99U-%D%+60^,,(#GA8$U1O+$8Y2FI>;.^)\0^;7^=,&PO`M?_1(&3;,'7<%^2L]VY]^Q]%7_/MD/+^0#5S6CF-QP%$JL])144(P#'S@Y#X;
M*%YTO9R+<7:Q!VE%[Q;RCA'TM=G;Y,WD:CK@/#C'8P%I,GE5V3NR/2$++'BD`MA2(+P9U+[:\Q/DO'^%3*;F\AGIQ]+L91<1:FBRDP&!9(+[HHJN+J#.XXX7G6
M,37/'=L78Y_B2'K%MX.$>!:J?2+JT!/AM0XZ<9)";;//#,AAVRY9>3F6Y%-`MGY;M#;)/$46](IO^8NSVZ&0=5_D!Y\/IHG;'\^U$8.]3'6%1O&H[?3R?,A6F.`MZX#,
[V%4LS=A.*V)2S@]H6^7$0UAG-]9BX!UDSCZ)]T&$`MU9TQ]DEID(PRUKD"2I.%K&I9O7&*NEL1WYBP)/LK?M,^LA=O<`6:Y&]8^W(:A10(!J703/4MGCF7?,X@U;8
M^[!)/PNNMI'^N;A[>`C4/ERS`M/`MF'B3;LQ*QWA%)$6U01H%528+*.D*02H,EDUM@+):>IAX0<5[;F(>.]^G)Z>I(M0M;`6F2#(2:&7VF5,.^"1TUI[Q#O(FCX'4.P:!=7V+\RSH>(AD
MNST+>C6YO!PN6P'<.;5?,O'F:.3!>-'?QB36M^.O)/UD>OW^:HIN%.>.GP$Z2SP&QRI&G^:6YTIU.A3T:.7X7!4Q%*?^:\RNSCZ!,-NEN=0'`M_+L*N8N)K)5:."5F"#
<74<+L`WFH%SFDA=2KH?.OF5H\CZL.ATLF(U%`XS0BS`M?=*?+H;3)3`I4O*1@$4O`BCRV<"%H^&C$\74X":1VJ[<`587C\WK`1L3(O.*
M@8V,A*$MAR@8!QVD*R4DEW/KC>E10,]#XQ[&F5V>D\,DT^PQV6OQW=!=L.F=+[R//,*C\:J9*6#%RLI;N$E.!88H">#$14VNO2.HCZV:O\`MOC'O,&F>A7CU$F5^L,?/
7,&T/]2FO2T%9#999&X-/Z/:`MNP6U#W>T_63?X1+MZOAJ8*,+G.4$,GF:>$H*')?$K46M7,+2N)GH'0A>G`M#!L/N6?*8")Y!L\3J)TQ%O7CU;83-Y-
4-.W7K,H*/(^J317H.&W8Y4SA0#IT>`MUGZW/;BK%5AI>F1HU%P":R!DGL$GG62R+-C2.ES_Z!.HDU4DZI@9ATGA5*?X`M.!(210MA"K4CD!.$*=*7H+,IQ<@8FI>'//H4_U067=?4.%
.G7+C7M2*]*IV`M,U.UV934F8L>?"AD/_B<&+>DVF3S(G\IX.J3[=4U3XZ2R0FN=^[ALUHY.3TM`M_*QH8*('(L08+6SOA17@FYMPN^.[B1/3ZZZ]&(D,ZOU[8I0)0\0BW%7H*1
M6=C6%65:/37GO_HYBD\/5+]B.OL#K)DP<1.!#(G2]IZ\][7Y2U`0A8"]XN`MG.\J:&\'^?R704W1=@JAGD"E,.HSGK8R9:O9F@KYZ,JI6G#*.3!-)%%X2*FU
M7[D+KHZ]:5T8<[$F@TE..[>W&IPI%JP,DBPSEUCS/L//QYMNSIL]7>Q]A'/N-ML_2L3#8V1=#2UZTE6/#&D5E8I(G)9DU6_[,Y2S^_LFY$L!,(LUIM/:CMWJ00`M-
=&J;E*,0$5/3@9R*0BC1X)T"K5\0K>B:*E]I34(RLL:+5^+208!2D9=G"$] MT+PAU*%N10_U\UZ,N?N\=`2ETUHR/)9A>27EVPX>>,RUAXM`H1C-B9N4G+A`M])9,#Q5O1\PY4#
(GC5=%9@MW"<%H\@=4JDF%3C`0PGDT+A;=O&CBWO$YJSTD`M/25C#I/+"0BS&6"4:H<6XP%3K7BLLX60G0(;,R_%<\^QI7GI_FDHYSTO/25E
M#I1,MYEO'_%S=6MNVOLO.'I+MO@EUC9(Y8S2UPZ`M0/0,E,H(D?`,3[L-JMZ%Y,.;'I[< -'*LIWEY^"<-I?;QWY6X'YY^_I=%5IN5<`M=WD>.!ZB\;8R,9+%9#G93N@#*%*;(C;%>E-
#:1=P+!8*^^\QU.E+M*HSLA-6G;`M5O,O9\OLS>](<I]%(QFCK`PR)/%!7#+A.,TZ*;$K!PGER3^B,K1^^IR':=SFW`M6<1FUL.B'^_]Z;0,YP.!.EBT%0 /=3W%? X,+ 8?
HF;&A=;*3B:KXMD..GOK`N69.FI8-LM9D@///T9&0K4%9H3(TZ_#A/;/DY& M^35^F6(:!+I=[G%]>5E/Y?Y8>#2LV)Z1MAHG:D60!59(^\IM*N\CO3:V3J0X"`MNF<-E;
[5YW1':\:OY8P_A6\KE]]JMPP,T]IEG4B)>5)=-A$86Z^CM4H\E9`3`M:QVXN07*+ARQSX\C+1:^&0NJ\8*SV>(NZ@WB;.'X59(5"4(5VL;\D.!1&-)U
M3%@I&8K2V@V^>BV$7N;OG)_>CEKJ1>S?'*2DF+U>E=)836]&0)CJ00297(T+X`MHHH\KHC(KH7@D]%."25#WL%]>&J<703LGXT5T'OE&X8/S.,3]S2_FM9^WA=A`M^IE8%
!0EA8(%G"l8L\\3Q(0"0O$I1%&K$[=/M[Z/8Z<#'O:\GO*CU[Q=]'5* M5U_":%U7_C%E3$')P!M)_#-.T;Z""HSQAHMH=4JQL=0WQ])VL_P/,_@-=[Q`ML'_U>OT2PPS_^B__'U!+`P04_"
"@3U:_^)BL1\ "ZD04 % &UX`M;"TR,#(T,3(5,]D968N>&<@.I+W9=EM)DB7ZWE1-_OU6H7/0ZZNZB4I0EG]`M10CI2HK,KB#G[[@>-(?#?_U+_Q?%]^PF$:Y?
[PX[_^Y8\/+\']Y7__V__X'__K`M_P'XO\_?O?!EU&:7>!P^M.+,88IVI_^[$\__33]A#_]8S3^9_]+^.GM($S+`M:'P!\&_S?_9B]/G;N/_QT_0GP81>_=KJI^._II*D4(F!UKZ`2BE"=#Z"SM[[
MHHI//2OV'__]'.N9P^9Y0C*E@1>>P9%EV08LIRLG7_HH#_\YU_K'S%\"=:`MWG`R__9?__)I.OW\UY]__O///_E:OP/_F4T_OBS8$S^O/KMORQ__>NMW_]3`MSG^;$Z2?
YS^]_5)?!TOTL?RG__&X^,3^I_99#K/&_LPVG#=.G]HXDUS\!V2I";!*.[\9=^`MPL5]WV$;?5QH=;&/1VITL"9"#IG3X;!9N&(%Z&0S-XD;]WO/CI>T^.F\5DQ`MXCG;^,&WW1#!HTF?
R.TS?E0_CZ=C2>*W0Z'??C;%K3FCZ,WM*:A],>&J.<`MH!-"D.R)K0[7L$4PPKQ2N(B4M0`MO$1PC#QG*T5)PE@;#3O9C4Z3>XELE>0U+IYB(D4*QX#4ZD%93R=!\2GD3ERE
M=7GX/]^@^YOZ=N\2@S?CCV'8__^_YF4C2>S^[N`CC;Z/ROD_G8.FG,)P^2VDT`M&TZKD3@:!%,?)[_4;^O!9(^`B@X,>UZ(,H=UZ&Q4F_(Y_7GG@>#2D+],B,.+-
M^,6G,/Q(N\S5W^@/4Y\$_?U>F3MN0U!DE0=+,Y\5#KSCM$FP(F6P(65L':_^`M&/3A!]%^`!99W\(R;EFQ]#9;LNH"UQ\#2!R4L8&QIQM?W=`/A8117'Y>+M`M
^]8.CUUR<9D/.VJ^N9IQEG@3*KA,!E#F0D*_!)@G.J"0Q)Z:L V8:-]*E7`MF$C??6?AM0>>JO3BB/H=`2KGAMD.ER"6R5W;P-BE!F,;M,?/F+N_VN(X=]4`MWP&2ZU"1FJ>*@'2-
+D+8X"""3UL>"L26B.[B537AJ!6ZHD6BOOUT$UEAO`MOY&D+F872R!.$I`->>^CQG-6#Q#Y]{;.&`M&855(.'K%2"9&1.0:7"BWNQ"2'PDL.]PWS4.0:YU07"?O
__:!/F*^P4B;"BN&@51\'BJ1$+G-8`6B`MP9BT*>I>VVNVFVI`MCKDC78%:I/4R,`52)C)Y3"G@DC3`L&C4SEEA6E>ZG(PZ]!}3)G@-S=E%'0\9<`M?!U4>'F6J1_"Y-
_KJT8K6&SI$`^0N<%J$5EP]"1PGR/&'#.&&R?6K7#HQ@\`M_M`M5&?0'U=,;\JKX90$TB=#[-ED@M/)KU`38%,O`MI?XV&N4_^X-!3Y@<5*(-4LN`BV+@H,BHKW=,/B8CM&E>,.+
<+P*=&L.ZTU_@@`M>C$:3LHLP<`M*^RI!V`M5Y6B=Y9O<23=!YBG0H_6$F_H"FV"MLA5'DWG]YO/H/1GI7/X!RI2%FY(OY`M"8*1!+B
D$($KP+CZ*TDK'MR8_-3GSI5&NFC8274}J3O:D_6-^4=3F?CX1]# M>LC?<(CC,*!M<#;NJ/\1QO3_Z,DP*/4<')J,:"LIJ?0UF< 6US:'H4N2>`M,-H-R5-G6(=Z:U@75=&_PR\XG-
5,RIH/N"}I$P?I<-7XQ<<]+_@>(S@H(NH`MH@7C(KT9F!%|=!D\D2?1'SX*O06WMGW>4V)0)SHI6 =5,,X/ Y54_*[^1 8G`M*,F8,C/6WOS$O-DI?
N#!!05&VWD8@[9M1!D#42JA@"\]MV"XIL\:BGQ{[6DF]8`MZ[35]C<`]{L*NM@(W$5:L@P)@JYA!4TB<-*A<-OL'EL|["F1H[WT&]8D;02(
M,4SQV3"3(!*2O*8XCT/15Q_'X6(!V4<3Y\%5;C!Q$RQ0>U+`MF/L?_^0U%A##>N.YEMBS2D.X[P,8.Y\J46Y" %#]ZW'VIZIAIX*&5(QD!_H`MDN::&Y-$V.88NNLA3XD@[:3=03'.!G
DB/$L#%[.OO,2#2.#]UA[M;G:Y.EV`M;8O.6Q#>*6^XM=<TKV_<`MA3H5%WVNJDH&969?BFO/E,+EN5POM%9BFM/5[\
M,0H@IXP3V;V'Z)VIE231<&V#:UXGNQ',4^-,&ZVT+,.IF^,*U?]9A%8YF3RC`M<_(+Z0$G/;.]HQ:7714TG[($7R2"71T*%U3,G[*C/N?L)384!#..]1?X.>`MG:.D3_Q$YM(OY,D/1O-
KL&=U;_LXE\W*POHP6KKX+T?C>=!AY&KQ:VTWB72>`M6B&3BQY*#N3CLB[>MV_EV7`!3X64H]?^&BX?W(KK-;U:B)=;`M[.M;3UFM_3=EM8R>HQ&<^)/O'0)>#>?
QST78<]HBQIT?T*\;!U-2I;`XT`M+KHH+);Q)%M(,;LZ?]-$YNK8! 8^>@6%.YF5R8(IT?BMO0O/P6Y?^H1Y-L"K
M!L'E4R,/QWUY,I%]&S0*EY0#)F*U$5&!+Z$FXPJ%1D86=>OJPETQ'JN@L!E/M;GEW72EOL.6!=TAOGFFI&!:GG%YNMUS0R6W)'1%X2M?_3;.MIVOC^"..5Q.-:.L4JBA0Q58)U&
!QM*I")GNRR&R\5?$>BWG+1QW?Q6JLG%%W`MDFV80+RXDKOX'(;?_F.UIL@D)VDG`N4U(1&V$!)6('H>1? \Y+Q=6M?53WU,`MZCQ`7L?9TE^,)M,W9;G;_.MPV]^^S
.PTE{QO\/>IXY67_4;_#=2SX$X;G^48RNJB3F.1!5P;+"YPKM:!D[^-;VNRXG)T`M(A$@&PSM7L++1H>@XQ*(BXUF4=!,.ZO`BF7LP/2+6-!5_AUO0E7A4C0OVAQ\7`M>E)/\!\CAU4>(=
(16.>-"&ZTD;53<6V+)TO]>$M)2H8R2&IU]4RP+GF--,9`B&Z%*[\!%2OWVC'0RN3K)&G;,R-KQ&%\!8Y7T@TSRG; MZ+W$V<&@DS4+O&P97A/Z:LU+FN\L*|2_?
OV,B=RA#^'K+5@O"ZZU=A?U\JJG`M1%9)DU>=`">.,JD@^^1 "A.S(<.*UF*9(3#UC,"`MS^1^,=-NGTM"P#H<6)E`MG[F!;ARKGCG#'F'/^X7=^/)P?>+NRCEW.\7K6'! M(T^@"T9;2]
(02F'0@A%"T%(R:TVPAWZ_N)/ZM!Q?W$4-)!DNV@;@C_O%G56Y`M\fW1/GHX"6%\\!P`9C"EEFT(\D.#0`1;.TD6%5V(K4<>/]S[Q6YYLHOXFS0C2.(M1*|Z\===8>,,.^"`M.VU;UJZ5=
(JK1RT5\71FQ/JW899&#SI-*_ZX+ZAJK7'KA)3SO5KJ3+&IWCCM`MHI6CW3BME<>5^/>K8;HU?!G'=.&JMCP1*M*R[.F)@0U8V1]%-.!ETI:(
M'S_CC]C1#MH1]X">]P1G*A4L(#36KD^L@!@]>+4-OAJZ4(;#)O'_^FO)E-Z_2XR7R0Y;_W/W]]{;T(%]V#$&KSA*`B1$QD`M2M(2T1N+[0.';5?
PZ*VUHZAVXY'<]G[E'=+;.DO3^7CA90WMM\856+I_H\6] MR8$K:W1'<@U%S11[-LRU0G3\Y6KA7W;>LL# (*<-S&GR/S674*+UQ5DN4FQ] MW&R#]]V=R75=U"<-:][M/'-N$9HU=
<0%CX5.AJ12)")$ /C$!3/O);L>]'= M=Y$-D$S&}) :?21 MX ")'Y$07$MKK!%DCM796VXW@\V$70C6]X MGE45_&_T-B<9?XGLY-7`BV6=B_O_#RE V%SK3Q/M?
9%92%YY05XKDUNU2[!S M([@MR$]*8OO`M0(UT$/2M4Y%NB&#Y?FP#K'/K;R.H_I#_#E7AJ$OY=["C; 982DE.10]*YST$`M;:Q-Y#4DB&1BI&(/'HT7NXB] SY<]F9;UH-
_/_]"9TP+5G/S`M0RTD%A;(S,E`%!7!*92B>3N7C6",:V8T4MBH"VEWD/+PZ\7GP>@;XGO\@O/I`M*$M8R1<3=8C@9&U&$&TP&'\@20O3>)ET8RM;I,AN@/!8*M)!T!_O`RY#F]94O
M!J,)++73EVY#G6R+YP8DX6/N:TY;GB9\ZUEZ,WN,V=/=6`GDLRC]ME%PN1BC0'IO2;GIQ`EE4.(BC"FP!+ZW%<[F[\%/2T4'5_K7;9]/`M8?P1)U<'
^L*"@NU_3.VI8DA0+:"BNMSX@W`PB-O^/-_IF9U=IN^_|F->KKO@A$YTB)!'DF@KT99X% N8`M2-Y*1F53;EW.<&Z7ZSF[V@I"@M7T`JE<;@H,BQ!SY"A=*!);WW\^U,OU7=AR
MR.7Z+BHYR\OU-1&!@F2A2<-!2DZR@3AUYV8L&/X`M=1>-'#>ZM@6P'^'7G56X?9AM#_D?E2#HJC`PPJ_=L.+7<3> 1\V18.D.C9+JX!Q18YFIJGDBI:-Y%YF'XW%FY-SGD+<
M,2=E;1EWVT72'01>UT

<3022>GDTM9Y MVA ,,V 3EL?%@B82;YCC7HV8=>O}?31\$2:?ECRE(_%9_L_99#K'WJ,S+PIN M,\3:24WES$@ Y);0\60>"T>.EI[PH.BG0) \.4L'4:SOTV0INUO:A-2H?

37DXR"Z?)ZU8,:8F%Q.YR M \$9_:E^T)4?M"\$MN&T,7:4A(+@B|Q MLN0#YIM))U0XSNB)I*./56PT7AJF[JPFJL6AOG5;#'1"^LST84Z0O M"7Q,N*

MFP@I%FZC\D;KUNW_MT=WK+R'YES9G/?05"'GDO9PQZ>?WG=Y[=R1K-@9;6\ MG:13H%3"*9<(S)4D.COX6(U-M!F@;N!WE2 ^P(!319%)VI?GN*-=/;&= "M#GU:R3MPBDQ8Y7DA.|E[T%YH@T6[-M;%]?V<=!LWMR,LZ59;NHJ_'M[>M-(N%A_H#ITW T&'W!%MKQL5 Z)3E)"3*S> M*-- M'L^_]>M>@5/,6&VT@&0#+9S[6D,B X\$CM-ZS\$GGKLKD[3UNJK3310?7?B]F MD^GHHB:N#!83Y#_U/Z^@B2*\%<+5,30,5!3S=\$=*RDU:NAY]39,Z\?3\$DPT*'PP= YZ:4&9[,"'4D 7[H*GK2VEUE<]UP \;AKL*

M+ ^L.KOHV+_R/"9;9X'6_U-'IR3@M%|@IZ#3*8)GC),6\$05}P)MKW=MD&UUG1 MI\$V@K[DZNBC3WRR\$Q?!1Y@B)-!Y\-@I]KCP\$QB($E0+M8S[%U+]D]SY,3XH] M>ZCAN!&+19RG-+F;S,IUG%QM/_?_.2U%I3WY*I;IH P MF6R\5;.T;G!Y!YS'QXI6LF^\A,(2\|%9\$>TV[<3O?=#C47E[N79PV?)^5*9_AODFM?KRRL2^:MYQM6GJ*

M3\$:X2K1I2>]]=DZ!Z#+T#KT(P,2\68W_>5MPCX]E@=[N\UQ@=F^&DTR^N M/H]'7Q87)DMH"3/73"&H2-N8X9M!"ST6MT!#+!2#ZMBT,WPVE\)&DE^PYB

*M[C43;SI>;'FOAB2(CV3^K+!E6F9.'H%+ZVO)=**#KB3(CA:-AF4=6KLH=^%Y M?,1H)OW;S-#[,F,RGO;FLPGF,E>R4M%_#IC.LI8WTZZE:M8G(7]0 MV\$*

*1*B]4YK#L%CC0*83\$S4A,NB]]'%],-66?SW*>_J0Q^@ M\O:6V3'#\G],L,P&K_L%>ZYH&QV/Y*&I1/P*#KRMV3 HN(U*,:M:%V=L >N, M3-*

*_73>Z>6ZNB@_#K\IHA_&I,XI'tC|RVO"Q=\$;=3"\"MK7IH9.D?U M;D1/AR.[*Z"#S>192K.+FNJ'~1?\/;47XY,_SS N=B'=!0^>K\$^XV+H75H+XD2NT@7+P1V.\X[6DN=)*ED&QR*

M/\$Q@@1)6\|7NR7XF.:66,Z!7@4(:+E MH-&2;2<2)Q\$T)L+5Y\$IZQ>|MW(V!W>,E^]+.-YYA_O7K9_+'L0YG>S/IA.,,7 ML_%X+[_+O/AN\$H!W?GS7*<&'R:-1DO"+\+D_7HR8"-*

*^7!K4N(5@(_E]3?N|NGI\$"HD=P&SM'4YO.U M'B0&L#YBSLZYE%M3Z"P;AK53^T]-OW81_X/L@K3- G\T_VK7_&LG0AV]'=(^*

*M;'B0M\$?!HF}T^A7IRD4+!"]@@Z2VMR\27F\V_#F_^=+=YLWX4\$<3,CW^\$R M<:_ # .PTE(BP!-/ZVN,%2RF054D+,G<.3GU0QR!XXABUESU"G9:", ,EP)%6+S*A]D'!0]SL--*

*MZ3ECK&\$#Y@^#4>#T4=:;*K1A+?AVSP% M(EXB4[E:!CF!(E6#DK|##'2ZFT@WB:5F0RM,I;O1O1(&-*! M^+O9(\X=?]2%XG+8S/<:,A'GZ>(^6)K1DFE:=:.F\FGR>TS8I4DA&*

*<6]*V7YW MN/-9CT3QG8BV@UNZ=[C(_IU5>/0-G9NX8F6*@B5-6U:,,;%XNP,!)I:\$8[U52 M7!K;.@_E#CB/A!BM!=_!!=V2M^]&W*@&EHK6"'RP(UU("7S1% FP*7"@#LN ME-*

%>]>93VC= >61<:"P#@HSWG>MT<>?IP7CWRWFA?HWD_#=!:M"\$T:U,N9P"]'M4WF>OBUWCU-^F2 O^Y/ICVON8Z),),5K6=(= KY[;..A_7/0Y_3!:P9V\'(W?3T?I*

*MG^]&TT77VO[*3W3H1<9)!MF!XS4>P|\@5=UXJ,)',/RV1BYNE<7?9#+L|\^]'P MXAB"7T.4@S,5]AA?O.(XDYAC)!<]UP"\HR!#\3V0'NAXJ;DW'R"[/YH'PG- MCJRV-8PJ.*

*H[S^M=OBI7;C@O_:G\$HY"FCK<2)!6G KT:*8\$5)8HL>4'=N@G& MW8@>&7,:BG\-.UK%8]<@HY-3V>1]3W%1L_R=AIAUA!*C16VB+.H%1N=\NB.]M6V"C]7BH[+NY%:*

ML#?IOA,L>189@ M4H'\$K\$[6FIA8ZV#U\$:ED7Y?!L9FPB["i:=:Q:6M<-795U E"ML?2M]"E%,C#1:=63]ZWIY?^<3:97 M^D('H1 L4(.S-D.L

JT.AH31(5_N0'9\LG2DVLT\$:J67KKL#D>@Q M/\.V.RM!!X&|\SH6)M[(7MM##/0GKB? /..H],.4HZ?O7GQZMET.N[']V;3Z 1]&|\-X@?E-^1"^7AU: M&9W.#

*V#R&OB22@)/,L(T46;*LH4_?D:*ZJ*&KUXBUO3F. M)PN#H2?H=?+<96 8:?=%4YMB,PWM7?);Z(X 4.Z4MHM!_P@B7=P MWKU)_>=81F-*

*\AZD6]O5+/RVNG%=K7R>7'D9M8R3[T25%NV&MR8K1" @L.V4U M"E-:6T_{(7V\7#]"YCHXQ^[:@&\NY/O)_)*D7.7Z=N\$E/ULV=7H[FDS'..TO M)O5>/=1)P"2%U1&^\$D@OLBQYM*

X"+YGD!3B0M2EJI\$#TR@L10NN17"==\"-F M_X/&1AO>U1G)>69"-/"MERBY7W+5]]X]3'%_4]5P.O47O!?/9 \$L%03'O(3(E M0.12Q^:(&7K%+-*

U.\$YUH7VP,F`_83M4QATXSC&:+641@M(00NZ_"5"/0:. 8BY8B%^M:NYO'),\$]5]7'XL N M4NY]]!A|L\N/A"NWT?3R^Y5] Q*4:<'H&>+(1=,.TVI7[%9*D:EUCN1;(*

*M\1VG%EJZ.=3Y8!\$WC)[7 IU?58AA4!&]'H7AA]?/_\]LB*01OIIV1>P.;C[N MK-X6\$3@Z[>CPE(YQC:EF<*E[7(1MGG-\[390Q;@C.7;P;E!W9%Z\)?A;;4AT M,9J1YZV35%*

*[P#.3L'L^,P298QT#RU/*V932VLB\|"_QN=']6W" Q#NX+[N. M|LX"10.2@3,G(;2\ E(P1F[B=.!<=CS(L>,#CO4U;0GE@2=71#(YO'N"FU\(4E!4Y2]-*

QXK(7_(OK6V8H;H#P6(APN MYP[NM:K5\|V%|I?1XYJI8)L XH^JLH#KL%#6P0L>9539EU;IUT]7G/PY%[RW1 M#BVG^+WE/+&1FGM M+W^>Y3S H#!X-2RC|<5RQN AET!W?

*F2KRZ#M<7=*921G,0Z1,\BG<\J1 6> M%P%8Y\/6IGB!=VL?O^[R4HAEFQR9&V!]0H"]"_-%%9 115#6*Q?;FWIG=RFT MBXZWN13:1.IG?2G\$N'(YB0)%:D;*

I"O@A!=UIG8NH1@Q=.L;T7._%)D\|M<_M"NTBX^;=_VR#ZJ>"NVDL>TN\!/81]_'((/C#+8+D\$RVIR0RXF4^Q-G,G48N3A2 M1X,M&P^<^Z50!QS81F\$9+3P\$&0 4SN&>L.R,=L,

M!CB_RX\$6NMCE=F 70780#ZXVSYNR:/>Z1.2B['\|>#]NF[\OAB,1.>> "Z0=9 M\Y6;W_C>0O&@%=]

*(N%WLYU<0O0QIW@MMOGTYA446%\$P1C7'70M9=A'G7X'1=/>;QDO+,X.O*U+L'VXF,OB::W((>!ZOA M2%O&-9S9*)5X4.!,BJ"\2E#CGB!*JA,C8Z2=[5'0Y#ZS\"0LV47ZC8W\$?^!@*

*M,'D9QA|'S\/PG[^'17CNV60R2HN)>Y<)\$#Z*E UX62%\52?I\0!8E!5!!Q=_MW,)6W/)O)[F0H^(*\5H,i> 9".9.5BGV&A1LB[,W53Y MX1VW'ZTA<:!\:*

*[A+O(YHE<>Z!:::,S(9U>\$YC*ARIJSM52'X"@,S ,UF*329>< ML\$ 2Z\$%)ZR\$83SS/R3CN.%>J=8#X>,]_QP XANYWD6\':.G^'7T:#+_WAQ^O@ MEN>0]L5D20N56,\$5R0F<4V*

*2*LT%*]JU3AB^\$]),A,?K+-;TP);",R#@__O M8=ROH]Nf,%T\$0:WC(47-%^;'4FB(Z=*!<#8+GQBB;'WLW\3P6 |]@V3;02|) M53Q+7F^#]*,#_S;.TQSWAVGI#I4?(.*

*(;MOUUR@@IJT]I6@T#"@5M:D%HL,IS M*QEM/KQO]>BQE'!/_=`S\$G:0; >Z?HEU6L;@Y6R8)[^6@FG;_X+O_PR?*\15 M@eSM%IX_Q"\>@+O=C8G-.9_\$|%LL#\$+4^-*

*E;\%K., ?]X=J;]2MZ+OHMX5I1I;(MFR\X'M:A/+[41FOJFF<5S9G \DD TIX7#KG(E%RJ3:%.FX); M0GOP+.E"!8TC@W=#?//RW?M9_\$^B]X?1R\%HM *+*

,,"#0AB'"R7C;>Q>&'Y>FD>9)ZA2!92_KQ% .T7!/ MNG'HD0+D[>Z&Z)/O;)1^NZI-]\|%[?_M+;Y.*^0\$]7*6H, %C%S|O&Y6V M?R?O=^H.\$/X-*

*]1T@N89'\4TX+&K)D#F(]=0IK<1M\S3M^:+5M\O%%:G5'-13 M*W"#@]9>?|L(K+'>?B-)7#\$M)\A3Y^NRFI >Y;P1C2S6.::55H&U M>S1WI;".O*

*/\$ONIADIS(.'K52"Q,&>3@%3[*RK)/,2:&HK)NE!H2<)M M%2]Y3WE7'_H E;>WS#IOFO!],.4Q3[;5NKKTR]^2=4 _"Q^O1Q"%UP0V.CKD ME;4E'<%!.T\QCF+(K:>+[T3P/.lLVM76-*

*-2)UU;\%C4|L^S--Z42X=L7NK] M;'A9\3 IEUB.&?%L51 *8F@:-."(B9T2.7@L>@9.M(^\-HT-/N)#E XEVT:5B33+@'T MC9Z/ON/1GW7O"I_I)]-O/5JI*L4GP*PUV5IDYT;);\.0(*

N/CLOF|\%WP?TM9.]=6):264# Y-9I&4H!B[K5 L=)2W%.QGOZQ?1&-+CX-(I]',.9J:M(?,\3/J3 M]Y_'&/;X=6K#M[3P1H>D-6\$B5*O)ASX9 LP9@2&P%UHWE-V6VP/FU"=:N(V*

M8^PA&]-Z=Y[HW1_E'K,YY"P]"\,R&FF M\$KRM6==.LQO9|IVCS[//GP?1_^MS#^'V[_V0LPF:VMJMRRRHHKRTI6HZST<6*

MHM41[0Q\:1KG5QFTB^"W_HC^%L@GEU(KX875ST%Z.1\&H\$,#-G M,!<)]"8\!VT8ZKJS6QMX;:85^7Q/\W"V/: M2 ??KL8-ZRO28@&LF66\$)\$'GQDY,KP0(D78PLW9QVLUO?;#

*M'[Y>#Y?9&BWN'46]C:A;/Y*S2,RQ4%3MMKK-9H;N^(Y^T]XL7H"PX#K1*_X)A(]:YN\$LM06P_I#&!UZ&=TFK8)YR,\$ M[9&V"2DC%T6)M+M->-*

<3'[ZN.Y+N&A(<%+C<'N:,!T91^8]Y/Z>+S:!S&BU!) MF- I@HYAT(DV'\$^>K\$%B,9+(-: /HA0O&Q*C\U8GA)O&8RD#:4.BGH^_AQ MC!_)NOAN<\$ZN'%8%*

*(VJI*1YCDJ=X>6U*H!,TU!(>7*.;4&6NY_R\\&G04(IK M%-PXWKANGD)T[/"4L@:;Q;\$ 53D:F)2_#FB)4R\$XHV[]_^0.:9=\$NPGBH[->P*

M8^_8XG>\$MX@T+]HY#;DC,QS&9.D'5>OQ,1U+MU(F!7\$TK:. ^BOTOUT|\W;W5W&\5C MT?M!TEVC<-]%W_OY:.5.'I/KD&H<3I8CU9MVPM_C(2UZXQ^ZMD;=\M]_"F.|

*M#6,\KIG\|#SM^.,,|C9]JW_UK X>_TY\$GOR8K06*DZ+*. 5T4!NJ(=2=E) MT3K5Z7#4!|?3ID^89P-\4^[%,MD\$9E%N9)QUUI,'[RROC4I)AD%E#9R;X"*]*

MQKZYK=,,_+'Z_1^9I;R8P^LI% M)R'8P%AF64?^G+FZO-/52=X(@:,&FFB@[3G%995KZ0M'344^8ZDM/TD]E? M,QM4?

*(!8NU>VD]9P%@ID5:^60Q(09*G=L:Q)6:,,,3>L>,L=0\CW]8[K2\2[2 M;-SOX=?_FBW2UFHL\ M68*L*6!^DLHZV[;)K@E&I59@,Z0^%&)D57FTS1'CC M X[O1QTB]5%KD36L7)J#*

*(C|GI QUfE2\|G8W3)SU\KD#\$*3DMK(=B'!D_,3&(M=3YI8(5K';5T@F^CS;L?]W\UVE!\SO=ZY%F:VQ5?\"3&HO%>0I1&D@VA+<1, MH!%)B6<14C#+,;3?B^_=D/5H<``ZJ#"]&%V;>:-*

*.3C<)6Y\.KZH%@(AO0(C T M.:"*77NG6XQNO 7C:MO/^NNB &/L+XOLRAOG&F[/-FCHRP,M8SVD,^0-H'Z20R,OW?ZRL.TFNG)F7=D4#2B8R%TS,9'\$HJYSA];!I MS+L[*

1W?!#N\SF|USVZEL Y:1+S%\?QJAES N5 F^_/A52A9MC[>B"T0.| M:-)LRB(+3D8:QW(WP#E!X.:**F#G>B:I_GF\Y59,.1",DG^#<%1=18,[=Y> M*

8N4.5A"[8.J:V\$

NPS5@JXZQ47NM!-)"YX=^[9XCA04M9";M M<7#6UM.:V#\8,W!RNF@+\7?Z2BM33*J75C(^'.E(#V;%]0X\=6^?|'4'!]PU]Z\$2_NXCR>.&7^49%>QGM M=Q\(@9<-I;'D4-.]F:E-3+P.=*

*#5*88F&\N<+K;\$X\15U@:,\00/O_96Y7;2D M@2:ZF %Q+|@WPQ54Q[A(M>]B[=D)"E5M0R EJ;H490HBG81')\TEO,=-F?VT M<)I]YL_1BMLD#^%* N=K44G_8)5\$IS!0/Z2T.FWC|+M*

*.]Q\$V8_+31T3J]W M\!,)%2D4 RMK0TYD!\$*0+R6L5U\$+Q0/:RLTX]^\$!IW4L]I=YP_YU-YM(;P/C M\8TMA3. \$NQ,3#4.:+8Z_T^MP*U& M#K30WRX"ZW3D0/+T;.X59)X5'0&!O)Q8ZJ*

QD1)\AS9M-(:\AU:.-NEZ^]]NUTVL\$YTD1 M[!0]/\$6BUB8)?F\?\,:\F4TGTS#,Y,XN+K;6O6>=Y+P1ZBX5"L "P&4=0)CC=X@ ME&@29A7%K1Y%IR/Z&OP_B'TLY7=P63L'&N]?*

2[RYEE^_?NZ/Y[^\[!>'&,B3 M=>36LD!O)&,)O"%7-S\$CE/'>Q=#Z_]\9^*=)X:.KO6%D\& YKDS\A=WU[\OH M#VJLE ROO]&_G?:"92NDV7ER;0R9%V9HLZF[<0]:WF;[#XU

*M*1H/[%@:/K_,QLN191NK"GO."\]02_"NIA R0U\QX6K<0Y:ZC#UX+4^&NF=%BH850PY>UZHSX4O2U&]A_\$^A0R%[:9@B)>T R>@1MFXS=+'_'>&W6,\/TI^*' U'JG2UMM4)-E];*

M0:&=S#?]'05ELL/I(S7:A-&[H7(M3DC\]^OY0?Q3D:/A\)AJA"T.]!H< MQ_S'Y]P/4ZGBIYQ(]0J32KS5.>CX:SR=0PLPRCPA3!#Q2R9[I%2W"*

*M)3JO4(M^O[O]M0G0[.%=)RL,ME07-*8T(Z!X23%[/QN(IBF\?#=/BFYX, M*:))D\$83G)D2.?A0(EB;LM0Q^M!;.M B.\7W RQ44,>/)A-`V#JS^OO9%,'TW_Z?O.*

(T^#FO/!)XH@1:6'!A9+SE] M;QF2%8)DSFG)N!&A=4N7SA;SY)A[K1H.5.G\Y4M0LHO1^/E7]?^XSTC6;,_M;&V#5^-?+F00QT,-SRAS-G1FM+9!C[O"'Z_&^-1"H]22C0R[!5QT&ECN[*

]^O;!ST?47@4BI8M>;WHS>3W1PW29&\$MFL35-IFF=S_E!\$VI<5W+7.4H5 MVI5-ZY9LEI>C509T.\$^>74W7FE^33MXBCO\V'LT^\$_M3PHH17Y1)_K_'F>

*MP+&L(-9ZL>QD\F:;/-.6F)X4STZFS"[F-^TMQ\5*5P';.B3._[H7";-+\$8\) M#*!^4A:!"IM-8[< %EP'3V5QF;EC#DV'S69"@BWE4AUB7|Q_|_L?/U5G:3&+*

*M<7E+=6.Y/9*L0TP9HJQAUVP+N)0"),55S-SK\$O6Y<'VGE?UX TY/F.UCNTIP M7BOZJDT61]BK9;+B8O97-B\L>@LW+ M^,'X(U-*

*A315!5RU3ME[3KU_)7.M/\')9\RC9[^%TW!|. ^NGO83##7F882< 9 ME'5TM@6L%[;< A=%UGQ=[T7S"6\'6>/%^#49%GS1AP^"F@\2HAY4O,.KC3' MO 2?>X&[PH*VD*

(/%68"SY6LT=5@2K"2XV%9-:XATG\NJ#^-K M8GJYM7HCR&W';.TNR&WNRCJ7(;FUL@+_L +D-N{(: M;)[#1MMYNI<3MZ'#HQ-%*E%TK(-*

D&6=DUFH)3>3R\E\$K)Q@OAK=..SX\ M0>YIVWT:?NPB^@YX41/F:'>M>2;+UF;91"U;3H Q<%"\AC^9U)"RU;+XJ%-N MW7CD%HCC>Z@-E31J>\$.6G+7=E+T@9^>#?,O^*

4'II\UQ4N7:-7?K@B90I)T M7)H:]DL>O&<)>/(V^]I/A[5.;M\"UF.B16LM=-'("P?THX]_PR&.PX" /LL7 M)/")=#Q/2%IB7;%;Q^Q=G57,"X^@8I\$0%6.0;=#1\$N53^W+870 ^)O)TIYDN

*MJA(/YK^#>;T-OP3,8RD5[K(#X;0"Q9RM68X%7,DL;I23=*VC'=LA>Y#ATD,\ M\@X4MO\$8.VHH=,V(QS#,-.SAUO6LT2O57.ZK,-P;3-D1PBI=B/%)PF["N=K-MZ3ZO^?*

*>67AWF(:)#T-)S25MFLNQL.N^=8=A5!.5]X0J*KZX2HH'H.9?@\SQ0-MEH)SS>V)QAVW86EW85==U'VN81=K\:^M1L6*Bl.:#*H)LL.@4.!T3"\$P\EIC) M%VL!]>H:@(.*

*<;,1ZSM3!YU\$+0*FUU3S+8EJ'AA\,;^^)*)\Y;7=1,0=T7>,A3-Z] M_V,9M%!9,41-/B764R5PA!"L 6:E"]E+\$ECK<,"=@,XP"M"YSF^'+!LIK(.H M]A7_<_;7]@;TUT\$+>^P?MMT'1D*

MR)^#";Z_9C:H^ "QO=K@K"YGBC,H3 ;GO0-E"=\$-WNUT\'"'7? M8Z]V\>-=I-EX6MJK89ZE^;Y5,2V/&U]4,-H&H&=SV[&^AQZ=T9Q=MJD8A\$/B@%]PF["N=K-MZ3ZO^?

*6?2:Q#_E#9#U]**CC#0^_/TSZZW_-^M-OKX9DK\[F)!;,Z2<[^YX,K8,.I-)DBEB>>T_62^T@O?6&E.XC.<2^-]K MA6=H@78U_7B)NGB)NB38.4U!O'>=?Y_KXW*=7BLEK>=@C28'*

*M!24GF]=+X/1'<8]AU*U]M&.M!<>+=)(7Z0""=36%L9-UDA8*I]\N-?F8?4P" M>*P#)Z77\$&?T!((5";93,.IY-SM/NR_OQ.IWD=3],9FY\|*JDF,|%3=V(X 'MB@\|F&M09!1^4Q[N\. JE*

MR)R5#I^8SLX_..F=TO M\EUI-6'JLF:B84((99:H%X%^2@Y?AP7N8=%_C93/E|E+#C\[>-SA/UOC)(.[MI1:8A@R M9)6Y2PX?3+ZF!+7F+6TB\PZ MS5KRW)585 0?*

*M9DT_BOMW*N[?B2;']+>1\LUG6%83.56*3*76A?,"'%4,3M7:LI@2-UX&KUL;CVM@-MG&%XJ'/|;IJ'LJ=R&M:N3,;3WKLJAT6;96|5DL*!+S5_6>E\$BPH>T*\$S9 JC M95LQA#*

[U"COHN^_,N/; IVF?[2_SAE=?ER"6_-L&QBZFU#84;+\AW& U'"#\ MF^H[0'(<= R;<(]SO.Y!D(LG1D:?Z"1%Q'Y3(Z';,,+`A]+6XX_MOK;Q>[M-

*=,,;R2IBIG%JD\P(S%,08WS!Y4"M<.ETS9H3?\$59"E+G-F9#OX1!:EI2TL.I.DV13G\$A\[_F@F8C<+"M9R#TG?.G>TTN79T!-*1XE8(.>B:\$K-MNVC"8:0(*4L?I6M^37*DM?*

*UX<K(OG4X^V!.)^O XGI4E7N:WQ_@7&?1;X <<7O)>0 MM,*_CP;T,0-R MK*Y(.@,X)+FH+92XB Y5)%5\J2Z^Y3<%%'@AGP-K5/X"ORPWTX)^+ ME4 =,P|]VP08DD.F??!?'K]O3Z_*

*M,'.6A>"FD.7'7005O(48E01=C#"TL5B-5>VA)YAMO@M+\N\LVWT79I\XVOYX\$ M@,9EHR6=@(F1_'34\$!A]&ZUEY|"PDK8;,?)TLI9VTO7:K*5=9-YALLLV,!Y?*

MUM).PM^0!;/¥I49*@[0A:U@Y[7#D(B&U\$[8TR0*62[55W8]1G5X=92 M"_WM(K!.LY9XL7/3EIZL^6)]#G8_"9#S4F1D0I:MZMP?1M.23F++7F+6TB\PZ-MS5KRW)585 0?*

*2NVIXCUXQA0\$&6@E%H-3+1)^SR1K:6_F[2XS<[HGWK,U#Y)H M0HB.:)KJF/E4VVJB_?_;_^L.F-I(1:A0T'+\$)/47.T5EFD:%F'+A\$6]!5M!LXYJ"4(".J*TD Q_*;.+NH MGU_%00,I=(_"Z*

*\YB!VQ1C\BB,/IK[ML,F41S-=["W MF?1%)NHG5^Z]X'%I:R)I2<==-H366R,"%(J1_+@WK98393Q)%,\L_O&\$<4T^\ M1-J9W2(2>9KIWUK,)UN1D)@%FM+3^29*PQLJ*S0V_^MY?*

*U/#^"(S*5C92B MMLG@-V/Z\$3^%OW#V(N:?%\|+YF_%B7';]A]VSO=L^N44Z=2=5-,K7OOM*\=|\ M-/[\=C*;O0K3Z?=RU0]Q=FV87 LO5\$G@@PBT#6(=-)X,H':1,|-E-*TO\$[:*

*MM>_NNOD55^D6]|@5EC&04M71>LY#C+&>)C|"LW{^V_=:ND12\$-E1UO;Q/IF MU5+RATY]KM;TXQM^<3G_IG2GKE(&@3O)+?D+`OB*H'&2PWH\1G#*F%PD#T&U M-J+*

*[D1P]_=E4UY/E,N\A8+^:+.ME\9!M'U9{JCS^/;MLI2-('6"H5[6]_#.NXQ%W Y9]9\$\(2U ML3'46D/*C, M'*U<;P@\O)R0IQ[#\$=M03L\R6LB\ARSB''^.IILGG\>C?"Z-=HI[=*8E)2#04*

*M\$V&HO\$HZ^GPM1I3&>QZC*WP#KTYD\$'^1,)^4*W^^\CD_4O0_*J,4QO-7E[,Y+64Z M"^/\=YQ\GH:O7T;I1J++]1P7UVM/J<^+W!3N4OK;)='=.P4%@MN H"%Z^C0@/*

MMUY=7WG|&F+EP52?W/ M9/KCNUVDW@@G5OG"?Y!,=48L4ZGW\$;"WFTNFS|S8>B'+10Y:29 M2!N7?=;A)^_+4S+6_5M0#6LPMVX(9/B;I'TU-.E+O(/(/BNT2A&N8&LIJRD! M7*

D!K';(?K 4XMQ\$P/K_(\$R[D%4WD6J#55-3N;9"LF+5=%LX#6K'2!GBZ!\$ M2N",\"'"#%LA+=DFZ1US5>QX[;!%P(T%/VDBI8<[G)I27PJY\$8EG.3C0*&R=-=[MRPC1N0R<|>B"L0J]*

['PEZ>EL%VDU-,7]FH))<:@6=04_@K#0(5H:/N(#D*D M:!L#2IMU!X6].BV%[2*EAFF0FU!^67\$[.#*9I(?B3_*%4H&3M+CL%)E/\$6C6 MQ]H^J++!?3DMANTBI8;+B)I1?5X-*

*F(B;&PD#F.H+2/-'BZN :Z[)'C-Y@ER_L MU]-2V"Y2ZB&E<"=X>OG()8[3EXLP_=>5F^6CCH$^:?L:04#G!@1PK!=I*4,AW*

MD=35]X7#&J83"#1[$7\/>>B[^%;H5F'2%OAZ(L4_ANTPY/BV&GW47'JHHP?:.MRZ,XI69"\QGUAS&71^CSA[66+EKHHS5&.,?9 M!_R&XTO\'>Q+_\OIC\7H\^KI13WM.!EQA!V> #.M;0<=.PF|!+CW=727UP;_C;0A@HUKF$=392QFPH?38OO)_\A8HL;$),75H4?1N&5W$WH=%K"ZMUR$NSSBE4RD8 M+7BL)Z0VZDH 0GLVC,19.O!M{] .@*W8E?

UK9M%0!GW4;E[^27^K%G&@S/%ND M%IR.42X$',1"#&:^F8=8:CB5[+!Y'FPY!.QS1:RKYQ.O &Z7&%\JIM@8HR M.AG :MH654X%@J!.%D&TQA9GU%KM]KVTIBPV//P$7LI7P&F8R-

D!:]0_9 M3] M3N.VFCV$&]A,#0^K=0\9]O_!KG:HG%*(R4'AP9$5T^84]HLC-<.2-">)Q^? M8CX<;2CD20L)-68Z70%9,7@2)C2*CFKG#+T^2PHF8I&05F-J.(VRM

MJL%93GV]:A<)!?)5K;@[S/B$/B-(16DYR3%P2GNPQN1D;=%V?0[? ZH;G- 4 MIZIVD= 0EY_OR:>C7X3/R, ^4UUC(#P8D]PP4*@,A6DT&E6VH')^4MJ+Q[W.5 M<0//$80E; LI_-

A5Z!NWV6,NC%LF *NT?_UKC!M-Q./_QE-/WZ[_[8HIACUFK M1P#Z^(KF]I=[_R5TKGC+\]EGZ.8T/,$D0R?_D=;XXWUAK?.N0U>0A>F"Z*,Y*\CZT;L=SM"5T7?

2]90E=%_$>0PG=HL=2 MZX@2_58GQ'&I_H'RNB$UWT6XC37^8C8*]WF2#)'V+082:W9#>5IAX@:B*RP(M&SDO6\U$>$3%UV\\NN\2#57R^GDZ\KQIHR06GE!,@8Z4 R7-1B MC

PE,96"XLAXBTKWF^]\ZEK<67X-O\1TUTHM<9%>1]J2Z'R MSPDYXZN1YFB*%*5 G:=%"Z[<$E0"DK2.D+GHUJ.?!3UE7^TNJ(;5N M93C_^=|GOIOBLXP@G*O'>+WO=#F

2":J+&TQ#Q)ANGUN__G?3UF%.TJM85Y[-MA>#5[V<^6L^"IP-71 4JL@"U:|"*TBER+7G1#QUTW?3VZO=3T%M'J?701. 1 MTAXFF;%1.&"+@9Q(>[E#FX'[[*CQ49'B-

!)3MML%4=O+OM65O9K+1VT M,%AE9>3(K4$-H011XX9$YZG28+2,G.1-/>MR:Y/!+*RD[ZV]]SL(NP>B,\/ ME0$HP6-MW0+9>5MKBA.XD"5DQU&AX;9WOMD'FUA56.?

8R>A#UQ8M0VTGX55 M'578H7QF%_D/7%C%C611)@&F#FY2*43PPGN01JJLO;1W:'!/SS3V**SJRS*Z MB+T'BIB.R3?5"A^BT9<;P%%QKOLBCH{[O=A5A9,^ MY=-^#E[*T>EZ31

@AP4OS?X[F7W[TN/HKG5_FT?ASG;1#_ZD-ZL^|5*&;, 8 M&[W]1H2K2(GDNPC+XB M19$:.^% L)&L]8,,U=GNNO-BF;*Y=A;!Q'#IF7NS;R?CSV!$WS%B.QMSX176ZR-6M*'

MZU4$5;*BX);K':,^11|K.)4DC9&<' M2*ACMFT$R:4SH7H%:BO7[$0(YGT4NQ7AM8N !V,[;@//]N1%>.REJ*]KC+E(>=3S 2,R!BU9Y!YD97,#<$GHW\2=#L.@G^+LVNB|0.1L$K!!__?

J9=85QS MA%)8(&?%9W#:A^JL.*ZLB5(]U &OF[X^_OT4]-91:HT+L,^2_IC6UJK*%C.U M<%_X!$X1&.XSA>HHBBEKI01/BQZYBZ[VE]0PG2AO\P4\5LZM2%!8W0ZB\!!U

MX<"+\#9EP=QV12&G2]?:Q5_N1?R'H&MM@^\G76MGC78EX.RBCD/0M.(LK C! M(0E6R<4A@'>L 'IBJB/MLS)>A= MY2[3:G-F(&062C'F369;N WW/OP(4A9[R7_24G@#4Z]$BD)

{)@$E!99DQ1;"M_2>LS(E'C?X_IV.E7C7V'W82^L#4JVV@,;1>=51AI+-+O?F'IE@I"L M((O1H#BP=)7$3E8S";;'+D3OE)91TRIZLLRNK(-0KI;QW)DK(+E:*.M(

MEVHC7>Z*))%@P?B\]5>=5-B9>M5%_HU;.JZY/6[_;W#V9NLMY68;>LJ[GTI[R)?WE,,X? M:FRAZBU%\M$,PH;C3W[A%G_)['#LL(;23H21LI-;Y?H;AAC&D^^C::?U^B*5I]8TR$1,=/

M35 H'CVCKY<_*>K@!(<0F=WG_S4U;:GK!I_;F_&91IFY,JE^>5TU>=0\A*9 M9(]VD%Q=!F/ ,_)9D;Q7P6,R:7W8_+VZN^_93UUI>\NK<7_!-^-,#N!T%,YI

M(B@\W=4LU0_FFJH.A@.LZD=.I]5F^<4;0@~$-&YVT&\3W\E]>OTV8R M'"(;ND[T4,5[(,Y%K LM6S(\'DNMFE8H&98ZMNZ9\.P.$"KUHJ9#\/&VP?>3

MC[>S1KLRK'91QR'X>$K785+*0;J99,6U_]>E!*Z#5Y(.Q-Q\(.S3Y./U:RT= MM#!8^S3)BC;*41#*L/8D%05\YAPX=](A]R,UD2,I](^K9.^MFJ?UD780W/X

MC#+D'2.$6+LL*%IV$(9!M"R)(DMR[<>)'Q^'([A\DYV4,S37;PMH/|E^'578 MA>NW@_P'YOH%[WV0P8%A]"TH3S^Y(B+MJ#YE$;/%_F.?0^;Z]6097<3>@T4L MKP V$U

M5)).VG$HW)'?[&H|0ZN$*_M2*ACMFT$R:4SH7H%:BO7[$0(YGT4NQ7AM8N !V,[;@//]N1%>.REJ*]KC+E(>=3S 2,R!BU9Y!YD97,#<$GHW\2=#L.@G^+LVNB|0.1L$K!!__?

J9=85QS MA%)8(&?%9W#:A^JL.*ZLB5([U &OF[X^_OT4]-91:HT+L,^2_IC6UJK*%C.U M<%_X!$X1&.XSA>HHBBEKI01/BQZYBZ[VE]0PG2AO\P4\5LZM2%!8W0ZB\!!U

MX<"+\#9EP=QV12&G2]?:Q5_N1?R'H&MM@^\G76MGC78EX.RBCD/0M.(LK C! M(0E6R<4A@'>L 'IBJB/MLS)>A= MY2[3:G-F(&062C'F369;N WW/OP(4A9[R7_24G@#4Z]$BD)

{)@$E!99DQ1;"M_2>LS(E'C?X_IV.E7C7V'W82^L#4JVV@,;1>=51AI+-+O?F'IE@I"L M((O1H#BP=)7$3E8S";;'+D3OE)91TRIZLLRNK(-0KI;QW)DK(+E:*.M(

MEVHC7>Z*))%@P?B\]5>=5-B9>M5%_HU;.JZY/6[_;W#V9NLMY68;>LJ[GTI[R)?WE,,X? M:FRAZBU%\M$,PH;C3W[A%G_)[+LL(;23H21LI-;Y?H;AAC&D^^C::?U^B*5I]8TR$1,=/

M35 H'CVCKY<_*>K@!(<0F=WG_S4U;:GK!I_;F_&91IFY,JE^>5TU>=0\A*9 M9(]VD%Q=!F/ ,_)9D;Q7P6,R:7W8_+VZN^_93UUI>\NK<7_!-^-,#N!T%,YI

M(B@\W=4LU0_FFJH.A@.LZD=.I]5F^<4;0@~$-&YVT&\3W\E]>OTV8R M'"(;ND[T4,5[(,Y%K LM6S(\'DNMFE8H&98ZMNZ9\.P.$"KUHJ9#\/&VP?>3

MC[>S1KLRK'91QR'X>$K785+*0;J99,6U_]>E!*Z#5Y(.Q-Q\(.S3Y./U:RT= MM#!8^S3)BC;*41#*L/8D%05\YAPX=](A]R,UD2,I](^K9.^MFJ?UD780W/X

MC#+D'2.$6+LL*%IV$(9!M"R)(DMR[<>)'Q^'([A\DYV4,S37;PMH/|E^'578 MA>NW@_P'YOH%[WV0P8%A]"TH3S^Y(B+MJ#YE$;/%_F.?0^;Z]6097<3>@T4L MKP V$U

M5)).VG$HW)'?[&H|0ZN$*_M2*ACMFT$R:4SH7H%:BO7[$0(YGT4NQ7AM8N !V,[;@//]N1%>.REJ*]KC+E(>=3S 2,R!BU9Y!YD97,#<$GHW\2=#L.@G^+LVNB|0.1L$K!!__?

J9=85QS MA%)8(&?%9W#:A^JL.*ZLB5(]U &OF[X^_OT4]-91:HT+L,^2_IC6UJK*%C.U M<%_X!$X1&.XSA>HHBBEKI01/BQZYBZ[VE]0PG2AO\P4\5LZM2%!8W0ZB\!!U

MX<"+\#9EP=QV12&G2]?:Q5_N1?R'H&MM@^\G76MGC78EX.RBCD/0M.(LK C! M(0E6R<4A@'>L 'IBJB/MLS)>A= MY2[3:G-F(&062C'F369;N WW/OP(4A9[R7_24G@#4Z]$BD)

{)@$E!99DQ1;"M_2>LS(E'C?X_IV.E7C7V'W82^L#4JVV@,;1>=51AI+-+O?F'IE@I"L M((O1H#BP=)7$3E8S";;'+D3OE)91TRIZLLRNK(-0KI;QW)DK(+E:*.M(

MEVHC7>Z*))%@P?B\]5>=5-B9>M5%_HU;.JZY/6[_;W#V9NLMY68;>LJ[GTI[R)?WE,,X? M:FRAZBU%\M$,PH;C3W[A%G_)[+LL(;23H21LI-;Y?H;AAC&D^^C::?U^B*5I]8TR$1,=/

M35 H'CVCKY<_*>K@!(<0F=WG_S4U;:GK!I_;F_&91IFY,JE^>5TU>=0\A*9 M9(]VD%Q=!F/ ,_)9D;Q7P6,R:7W8_+VZN^_93UUI>\NK<7_!-^-,#N!T%,YI

M(B@\W=4LU0_FFJH.A@.LZD=.I]5F^<4;0@~$-&YVT&\3W\E]>OTV8R M'"(;ND[T4,5[(,Y%K LM6S(\'DNMFE8H&98ZMNZ9\.P.$"KUHJ9#\/&VP?>3

MC[>S1KLRK'91QR'X>$K785+*0;J99,6U_]>E!*Z#5Y(.Q-Q\(.S3Y./U:RT= MM#!8^S3)BC;*41#*L/8D%05\YAPX=](A]R,UD2,I](^K9.^MFJ?UD780W/X

MC#+D'2.$6+LL*%IV$(9!M"R)(DMR[<>)'Q^'([A\DYV4,S37;PMH/|E^'578 MA>NW@_P'YOH%[WV0P8%A]"TH3S^Y(B+MJ#YE$;/%_F.?0^;Z]6097<3>@T4L MKP V$U

M5)).VG$HW)'?[&H|0ZN$*_M2*ACMFT$R:4SH7H%:BO7[$0(YGT4NQ7AM8N !V,[;@//]N1%>.REJ*]KC+E(>=3S 2,R!BU9Y!YD97,#<$GHW\2=#L.@G^+LVNB|0.1L$K!!__?

J9=85QS MA%)8(&?%9W#:A^JL.*ZLB5([

<[1(J3^RC%[)P_621KT^ M32SQ6RB\Q@,2RS'CL(;5:]@P6!J1'@!-GS)Y-N\O.7=\K!U&00HN, NN&+^N M4H_R\^?1).V('L)7CC##"=NXFGL9G M(YXXYW -442+\7*C\I1$ M
;QPJP^A^L^)^_^^SJ%FQNBO9?S#?[.)!*-N(M)TFL6,X??T9;32S7G3OCDY M=\(BV0?EUS5U, !31_5W>JQ77]\B=FFX05F-XJ'U^EB4O1:<=I3EA1;B9&#$ MOL(:X30CAD(_*4!YD#
(3%7=I,O:CSE)+XHX5N'7NM6R!$-O'$E Q]&;.;=@9 M/&@\T9VMP>1G#HE9(/0P';:T_"QJ92>Q#PWNJ&\+\TG-M67H9ZT\DWLTN70 MCP*/,7L_?2[CY!-/0J>@S&60\H_CLY8,GY*>'O
@F(\GMRR],%@I1$GT-5M M'E.4F-N\XGE2.?U"6IJ:0+Y>"T>^1+SV[-G&MLV7WIB]-8J+0!48Q:'TQ',W M9FU]>%T) (#S0/69!PF2F_GRT6X7&@*ZLUS1FR8PHN@HND%J.MJ0ZB?:,-
[H M?\"8GQ:\9W8Z'Q?("TW9[QFL>TM^;,@>>ALK:F?.1O";(\L^,00+PDZ;]DX5 M9F"#\4KA1I5L!7"N%G8'EAAR]E>]H1!KPH@JM.ZR].3MB&XB;,GY<-
!RBH)J8"3XO57*58H@"A%V@0JD;H(2PSAI\JNO2:4* M^&CCN;B3-5O^68U?$W3DO%7/,JC3U_-'5:-JF,<9^\M:L9V([**V M.X9T\V_P? KGW(G R ZJ5&FR9\!0BMI)R,C4EAMPD5&)Z
@S5Z4T]=UZ)SUO M926*+XHOP__+I[C^HP(9@*?/T<]-=$"N0[6Y&]D7P9M\FT4]QJJ!K^)##PZA M=1EF?AK&9FK4Y(_)I\[@U%JM#FV__-!5/<&R"(102F@<9 M8DLS##&'\7:_^!*?
65#O>$O;Q*7^W>=,+GTI?NL9?'W$8O['CC-@])0<.H-+U#+-7LZ$QHLN_/?E3> MFJ6123GS:H6:?L9%FQ?#D7@%L][#E@+VT$O83AULT/)D##,"C*9BTXGU>)KM
M([07B&7LB9"!PQFJ:>W'6M^\>N_78]!>GUF^[Q<@GV.< KX_4'<=8$D2]8@A M>'"7-5?MA?QMG[^NQ4 M9X& ^9&P<5J[LWY.9=N3P/RY']/,0/
G96#J)C.&CJ!!R2R)R,8<3=3%"=]A M\KWTZ.:G6:XJ2P]O'##+$]]@J"0P,^2D!!S^*_*OIL+CRO_5A+F'6.M?@_[G M"SJ9S_PT^2-4ZLPR1N&<.7D\
(!B9ZDQMH1G,5[G0O4CN=HB9!89[O-C%]W2S?-H^I^EN7BNQ43M0-5P@#MFIT72Y3OZW;:;5N<4Y_GUW(3VWD4 M[50)3L]S?C[35J5_O+]B#DE1,],%K]7W;=@TWIMT6"
O>\,O._A- M-5W5LV%,F7_].*N?'0X:T6OX%N'YB"T'SI']8?_"'<_SC^TQEV^6U1^X2BVPE'Y4=EK.65A^ M]AF1?Y.(VJE@AJ!2%@.)" VT3"58V$70'YGM]QNRV!5#BI*Z;#MV]5_XQ0%Z
M#G6U9P#40?;K80>MJN#,.531#1;EFBV^#GX+8\Q]^^8HV;=K5I+7N MF0]?UY-N)D,K?QPU?A2)CRQM;WCJ&I@OU+/M$+^)+T[R-7D;]N-O8'3_QT3@
M%P]@6'.E8AAQG3AMFSBZ42>4[HR?S+7\X.A MI*]F.HGZXND%^G\ N_5OCN8=BOB!I"[GM&^A*U),L^UV?=VSVS) <]"TW:&N M_)KDIC8WM[W?XI W7UWU4)P\=DF0P.?
BB6'H4/[G?3023&+ G?E?KWFCK#O> M/ 2-2,5Z8 0%*RAP(8828;O?_Y2*V\M'>I>*:>ZW]),^.3V#O[J? <@00<-0 MFCGLG#&2JH%VX^/17Z&B0?3DMW?#*L$@JM4U:M.8"?
M+19Y;5\7V"E'=(/>V ME,_;W_1IB&H[+;0M'=N%%0I#R&"@7W+#6C>EGRXH.HX#NB\/ZG3M+WU219;M M$$#8\F]F;*3Q468.6,WH8UX&"RO/?$?;@\KS9VRLJ*;R9U0J--
RO])XHG9] MV?^:)MQV<,&8L.K]T56R67^*"!_\IP?Z(O''?S4^-_E\U$TJL[FE)=:I[D%* MP:F'A[J%$[SG 051EP]>GW+6U_@^Y3?C';831E BLI6L>TSIH=Y@Q(.O12A& M:J>QE7-;)-
Q]Q.0;M2D[:"SK:5N[ES!NLQ5[O*V^A>926N1B&($/6 X+L3 MIT9^1:ZL8]S7.$6T0 UH1'[#MMO%@'0N*X!:'^UT,MT%/Y87+[U__%2%IG&B M3$HPYG<[NQMAP?%B'RT*P]
]B/>P9BG'H,U#\#-$00+!C[=?$ 2;4Y/9O>^ M#_?E/F 9W[]7N&G7H(3!34U:^BVMUQ5/H>ES32TT*$L '0L:4Z#3$"HBU09) MSLDF&"#$W*C^>EV5SEAIU,,S[?
V;A]"_]HVK&FQ*DX#27&U?R M):.,.^I;R%:89U:X2\:;=LWN 58^+?Y$/R2%2L2U4_%T\08F4Q%SOT1-T0&0L3">E/KF+G? M_N8&AF4R5O"]=WBN_;=/:I96^1?
D8H[=$JQ+%S1]C:4?;+/=V\>55>,0%7LH M*37&A8D?1[)*/T4H5K*3XX\93O9I)URN1 OX'V)Q93O A=C2E#V1J4MMY=,1 M!W'G VP_Y>L+U+,#/&YD,4438(?
6GTG\%3[1"L^8T\88H.T846 4O[C!-,/F MZ)G'^DG'AT.3 T,"7P6^O6@]D8[V!V<8$#[MTB1 G*C8R8%N@JH?3%WUZD^? M^X&7?!7*CP8N"KR/>N,.=FKZ'T&_L;^_>,G?@\0?/G9WP:
MG')8)#&K:(ZM6,J5@,CE^ ^7LPQ[83EO-CP;)D"[NFNF)I_<*[Q2 [RJJDM[MI^VX+<\O(0;:TL=6FJ;>9(?"Z.[+H,%R\I)-#&MO^.7.=H=:?_0:A&2DVA'I M['E+%+%+5-
0ZP"?]R*OIT@SD0;Y?OH#M-+-3X79HJXW;P*.IF3P RO9C='>M M4E-[EA4Q*YX,98KN'<<=02(/6^2GJZ=*MIQZLW(\=0G"DD/+_'1Z U0<:X(
MVG(LI)7XS&K6A(%I.M^B3DS_N>EE'G.-S!Y^\?JU/:MJ0[*0H=W_X5#\[]C M3PSTPI.P4M@S\.2ISYWP;(SH"-N5@E (6PZN^U)49DUI36Z3_^?L=(.@*?;/
M+P6]"Y7@&K/]^!TIC/;F7RK8=(K4JUZ9P0-.XY46(P+IJ''6GSJ_'[ZKU\]E%0D5HI1'IH5W"TGNY533EG MG0P*83L(Z9AKA)!DHLC$7ER2!!4NA;H)CS-&[AO3<]5M36Y-
W'G#02#_5LIQ M?NZ:H+?20#'L7V)Z;ZA2R36L7#USQFPTT3%\,P@>B:5T&!Z-YK^G>K(M>B[E57B_@2;2?U)G T5H&P!]J'1*2Z<*_F&* M]:^(35L?H@FZY&_N.T'"'I_&
QAR2A72+>LCS^XNS.T>&4F*<;-N';$JJ62]> M=,B_V$B$<0W8)B /H& UPUNP]7-L32-Z$JE(MH82;TVZW(":-*SUG^=9-]YI^/FQ3+W%;>/8;^54\GKD^)Z.!Z0BP'>):H=$C/(?@B1!
M$K7RNNZ8!4W]?>#]OC??Q_B"(#1\P;<_P)8"85I#751)2=.-3ZAY77%H/R5R\T7BWH"'F($/H&2XU> ?S?'/ U;,Z0ZYQH@-#.B&ONP5BG^'B]\OY6*/5IMX(YY1XN%M\U*-/C:-_.C??
6[YD8^KO*.Z:HR.H(ND!%FQ!^8TWIBC<&:\ M>".=6RE"2^;4QEA:%3Q)S4#Y.^JGD5*.'Q'72Y2)PFGCS>.MR:'9%A#Y,W75 M8704_' >ZY!?J4!KY M*CYY";! KN+ZF@81N]UL%\8
G\A>F%KC&3T="KT?$62_D?F"I M70JZ4^HIZM3WXK2GX?EHA#W^!I:G\2B!9?MB_2X#Q;*3W9YIR?[+$?0RB1QFM.HHA'Z(?J*]%V
M$V=_/,?,'WB:XSCZ4THQ"AF&&GJ<$A8HFW+,5;)!)WB;@$;*1;O##9P_B&2^ MF37".V3\F(&<%NY.-K1^".U6Z58&$GNPDC_NN82W-M\TN_W-F)*Q5*NBZ"YE
M'GG>AGSU7=F!:1\,Z4&"73RG$4:^1Q0G1F G!?N8?'ZOT9F+.N1NPJ)F"R3"O M(7OH3O1_U1O&Z3^,_VYF@(_%Q%PNBB]K65T]W"DLWWC3?6>RRZ!TP2D4 +@:
MEH>BYONT9V&*X>M:2<_>/MV40V0H4KT@-CCWQ3$G(,^U M _^:X]<#;51E:UI3[^:(H\U'T8[T >:F$>34W G&L0B#Z\\8Z=3X)WZ^YP1H
MYO=>>7[0,7^Z=3_U)2"*Z^$!4W@F/PM-'$,?'"?R?16XJ?(ZGJU,5W0DQ%O/ MJI),*ZM]HE,TW1^ D3D*UENF#H^W@E'[#3UHQ73DX'G *>K45MO25 M98ZV::3/)?
_PY@'1D>>LW*)W"+U^]O06>^3M!\'AW?ID60"XA!/'R*%-02'Z M@!-H14=TM")3VHTIT\H-0Y=L-[US$JDUFCP6K9_WNF_;ZY[;>:ZV!O_?+T6\ M10>
CO2^^662,9(\T(L4#N/JTUO2S5>?C/]P/R*@K^H!\PP.9>QJ&J9I@$P7CQT8@_VO+9 M#9RIX[C^[!NC"I#NYCI.YO^T%X_\9N89HULMZ8<2;I6 M:(NP(,R*?_(AL)
[O[#ELSV%B"'8JHN<*GC\D0 MV80WC--DR+RD)U=*=X),(^JJEID;9/UYFACR^]&F7%I!7YQ:?JR>:72-4:R M&_CZG'>H/O,G.XW\78N0=:^V,?
US@HW!0]1R[Y[&X^K[TROAV(=S[O<*Q@=[MA]WT3BHF.YVZL(!(QS:NTGQX@/!COB?<3F(8]2'HD7B:!4/CQ/A9OV./&<<+ MZ9<_=U+WR M1N4NE0?
((,ZT9C5_D%"0JHE)W/ML_KR/K.W7#[!'XQ9>PXN"-?/P7B2X6:6)G+VS%Z>$]JF, M.,_>39$ZM\YI_+&T=)[1]/;I8]Z+-&$W? ^'3M_-[S?;\5/Z>PU;48!;S MG4,F9JC8$+Q)R9F:9Z+IR,
[G>TR%P:@3H!7EGD[3SV^%%>&0&D>U489=WQT, M2>*[Y\DI@2,/7846YS11.>3*3!O;6O1NQG(FVC8JL'KR?5CK>&'LPZX'WJ?W M9YSQCTDT*[]U';*)(
)FTC6XDB_IGZFR^"B6#K;3!1N:^<;P&+WX#J4&IH1V M'ZQ$RB^T7L99L)O+BV;#MBV;'%M4J'E++RGLS[I-0IH(_+!B*ZXR2^ES?7-9 M""V,.@K?
X:N2RXB@A&;5V5@SC([2WQ\LP.BD^346A92JM^WL(XA>VO[BNXVQ MXO[@7,\-' >$*K93%79J+@E;WT(BIANF[WN^::OCU]K9.W_URDHG3A%XKJ%=O EO9''C <@K^$
ME^+4PCXTHR$\H/X;@K,I'%@]\"?9ZW]8YK%G(%-2Y(&E!GJJ'[C"LF?O'6DW MI9C*3FED^WF/?IS*Q3LY"1GK9W5OW9_0UB#BX2KX+&<:SISFW,.>A%[=DT.3
M8+FA*.;9*B_2SD;J'C;^AD=UW*ZM)0N;K[QPZ,H"!$*V9KRV,_]+#,!.[>1* MUC/B'#EM_-RQEB!QDS0K-/BM]S[]*#.@]2)SZB0/*/!]1+@F$(U^=='X?63:
MCN.>_3WV&S"2H"UK+__&PJ)#*]A1G%KVCD?HW9P;E]K 92X4K=F66Q>-2(_4 M$$WU'&_6[#GE E&N@NTBG4YX\G(MC+(,.:,M/WBVW8CB+CMPCLC M]!;^!08HA"9Z$M]9)?
[@W\"HH&Y?=,$>?HR93C_)5TE-#?Y)O/.(@+"<#.8< MVAK,82"X,BM@=3GW[5PC(OTG4@73I[UU['@_):>;XSI%7:9$OZ]C/=?PO%D3 M]N$/QXNHK//G2ZX!',
<']T=^2LGX=LEX'2"D?!K_I%PP]6G6@]&O 7B.I4J7 MR3EHRH6' YL?9/Q=B=$ #PC'3SE3^I:PK%W@"/,>V()E8B$H/=*J>L7]IH18 M=A/GO?SGI&U/E-+%8G*=K_R09
OP@*0W1'(9XOM6;.<.C-K7N96^'J@B9L!T M@K6GD\$#A%HOP7XL=B7 D,1@Q'KEM*O\RDWYE;MBF3D0U!R)N5:!>W859=/# M^: 0='7;$;'TOM#LU/!_K-SL+Y5;\&U]!V93Q-S*=
]4FC!D.L+:W[F3!P"M M^Z_?O02L55_&A575JE0MCQT'MH+R<'*$[:!A5PI*98/"N[,,,W:--IN2(&E MXM1,EFHO96YYD.'<+'_PB7C7^Z97?9JH;%VY*B!1Q!0\KYI!7-@%:\%RH2T\
MX,.5M;L4V)(:'4;^@=A :X=5@15KT.L!!L1Q=H1H]7GVY'=R[K;WVC=UH\O M,"Y+]OR(\9 ==4*\79;%=BICR1D(";1U)=MV?0%ZV=0/KOGPTH.D[I%%:..M
M*U$OKU2IA*C,7KRM]&)#V@L#9^&\G?;0,'[S=Q,#JXF!2'7V07K*BUIG@=D M>07H14*/W?0$JZG.8]%?1>3?=SSNM]XL(_]TSE+#MUQ#% C5.(SB>0\: -\
MR8JUG<^)^ZZM[P]FB4UK52F/*YT#$S]AU9RI0I7AHE)I[)R6_2YG29JF'W>8 MW'UR2,N>[Z!AUK (.&B%XTH0YZL(UMS1UL*E>\CY@?39'=QQAF521#0°&#(MY.'4E5O-
WI$F5&?%@#[]I1['G?YF>7OK8C\OW>'G&3K\@3S?CF29@7%4U=1V M"&4Y3?W*ER&WA^"<-YA?[6 S^WE;>*6ZSE4/%* MJ)@.KNIH>P25MOF"?=)_*(-^+'>V)_\J M5V!
(9/H$KM'R/O^R,9Q*FUB[:O3W-PPA2DP7[4#?(8;N^Y@3T 9$QR:3BP?Q M"J^[V7WF DQGMAS6GI-B(\,H9%:_-X6_D2/;F4;#:*Q#QPK4/B#X\NFM='6 MI(J0;\.S/I]R@]W"6JBG/XY_%
B3WQC.45OOXRQLH^G2-,.90LS$2&->$.M# M,[BB*"E*W4QR?FJR310EJ"R\Q?*"H=_L9M=$E]J M+Z+D=34<2S_&IQ.&*MF,#]S7OGA:/9TZUY=9)25&7R)L3CA0>+>9DX^+*6CX
M]LLFKW,5W1;5 \31E+Q20'X<0:[O?1I'L7Q&O>?FP1*]1YDQ M[!M756VQ\LOXM8.D63[S77Q*P,9#[-GA$\A>[)0JN7")4>;]%:M.,%C :&<> M>\
[2SE7F.TCBZ+G+!=\C[WL$/[UY)F2+>H/(D>Z3BKX(*<(V]$YPAIP)2X>) MHV/+43<=B+/&%I'J/PV3)S>45GPTE+U>FY4J75ON+2A>(IOX7[W2DH#A._P4
M;*CZHMJH.Z+F=5AA*:;\(&@A;;DOX^ --$?>.:YDV+#/3P._?) M_OL-3R&!%>N-,&,>(,*WW\02T)&IYZ](KNPB"OJCX>#J/+N3/D*1O:IC%3.L M1:(59NUJK,^JV?D:%-
[/0KEJVWEQ)3[SQX3 P)+@&5[8EE6VDE[?9:(B-@RA MZ!L;%2&E?0DG-+E]U_E%[^T(/O7V79"+PL7"(XZ8J;KK^+M(NQAQX&T2FSG M01CYT47OKPBER,Y""K;+VA5-
$Z)$ULB]JK]O8!)MHO3R8E33:*1^V5D#Q]^[(6.$LLSVX%[+O]"1 MJ#)<[)<2[3U.$:![4L_AZ-"95"I\+P^WZ%HOPO&SS^V M\34J+AW*2PHKJ/.GJ2KYA",L)W/<4J-
RPESVFSG&K"!N8-QO+89)TO0"S=9 MM2)*FF["SBRHW_T^4-&@^1=M;$Y[B"T:*(O>]5YH';^+K#VS=DWUD66 OE#MV[\)8$0L[#]+][(("'"",<%\SE[5_[L-V.L#(3;A&T8V< B(YNX
K,E+! MYU%(9306S(\,:K"U>;/UM49YW]$4NUL":U(>BWL*[I6^V>OL_KUVM?=@%@U/@%&R<22G\,:M?4YI5ARK;88>#C0BHU!(PC M:9<^;)G2[0N1#(^WXLKT<=+0H5C9-
E80VP^<8>U=W/&T\ WXG'&*NRAR$_]2 MI-3O88FMW#?@?)2]=@-CE2L5RK^Q<)P[6>,\0)D'("&I+V.0N99W*#0$*_R[M);1K?.WBP-:6>H^(/AY X7@A-M1'LL2QG:;$,$B6-
I(="R8B1')DORBN!7D0 M UML8]-.1B&.K.<;B?8N))U_JRC):E;/IRYZHE^>QH(US"MP?5'1-QKS@* M=_EBQ+O-0M]7F67K,X+$8@G.O?
8@ECOXE>]'5U@6H$:7NO1:1;UA)OMH%'7F MBKD3Y[UE5U_P'PTO/F[<=U/@WNCI$&(AW^TR$\ 6UC'V688A#<*8Z_G^==:$ M<:YB=>U3C;DK])X1 !RS5S#W]'1R$CCL>0P
E%G\2"IVET_QB!_X42+Q%'OG M!/%S3H;=)DXQ L^,3IKGBEWZ@ET82\8 @V(EF%?$QIQN[#L>P+Q.1]"LZ7E\ M-\O5I3NG&?]TAT7)W?P5R7JAW[=I2Y"IXO4%/=F?',)?
(*2<:2'FA7]"T+2U M&<14VCI"D!Z;N8X0]"Z#*%X?T) =8^M.+*^RU?+Y#G(C#\C%$#Q M[&8PF)F.P4U92N! D6&^]ZRL,!=@! &E>,A4$WVIH^9'V7)L+(JA>42D)*I@LTPCD
3Y*J>>WOC,0$-M@08F4\ MT78Y80]<+X1*6]:[;6_*;U^(I#THC#"/6/FF'?2"8I?,!YQ&^W-NPL@/H"(6 MR T1/(.YSOHG.ML#:J:#8RA2B%FH!7/M+2JE.4Z;S_QO#%2'ZY4]86FKEB@
M@3EQ0QQ+OD'0Y=?B Q;Z@C7Q?,LN>3Q$H?O.G&& M\#PKCA_BY^!RF_GI:,> M/$;J+;$FG0LP)]"=+UG'GT%2Y@",-%ISXB=>GFT(AI6BPK'R!E7C08.-($VW M-
>+"QAX]9SE/,Y$;U>AS6ZLD=%6UXH&+^W$'@ M!^U$$;8#PS#%'"OAXX."G2BD)B?_T7)EV^&M8;1M\-.0(N-]NG/A$AMVILW+ MRL8 Y1#"CWPN"CB
MF%^UUQOO3P4'S8#2"P$/(TR@X.9*MF8<4J%3C"WG1JI*NW]8Z-WH9FS=M4:HEKT?$Q?2'[NY MW>H":4/!3KU^]9)7I4Z;9#]=0'A.].'H;J93?LQE3ADZC'&*?]/\XMS!4CQ0
M28XXIX;!=D79AZ:!*C(RKW%G?<:F=F_GK"K\P#*XK86MR$^G M:60HJ(?OY@&288@&Z#5S)+B/K?Z&+/5&C\0PJ=1^_NS42'>,) $]\MZ_?KB+/R]O# US_ M,LWMX7K*'E"(6#D
XVA;(4@9B4X%,A S.-I+>1LPPZB[,_/K6 4N>[ )X2U MYUB@L3J8N+9#;4JOGY/Q[OM=PLCFE2R)LP*T.36T(G_8%.BA;/FC]N 6NG7G M"#@PSR9*F,-D%FFP]+I:@XR?
M2>3CK2Q_%^G$2YN?CJYB=H;I#&O4;\RQU;(M829QDVP7'02;WY5+8\J0/W!$^SH,QL=1N0G,9VR90W1%A6"_59]!;6])S- M.\#UN(M1:RDI5.AO]B>&
(K"=1_F<1X8M1#>E\>^D^7NX:V@)QD[_>*..63V& M9]GX\;6RNY_EW9]-<+0E@EIB\WS83=]?[8S<)H+Z3'.CS"7B6I9I ZR=7W$- MH9F-,.4(J$A[?#25N &
<[IH8"I@^<\4HK*&/<]=X=-L+P^>M<<;-TRVW2XK\ MVU3UA9(XM^QT%W%-5FS-,-;^K\7;;LPL(!HF2+:J7=K"C;<_64M$.VC-<%[I M4C;EN03HZ?S*YF[=16PR)+TQ
M]*';-5RB&'^S>*ZE,+MZ0/:=Z.?^6).NF/1TM2E[Q#LI2OD$38P_/NV<2ABY M7%LC^!E=%$>)-Z7$7&UWD)A!/AHX5W S?-CO*=6EI*W)VZ;'0&TUP74_(/0C
MX*]FY65@']WNH"#JY>T*V72T!,4>@'&:8.>(F5@-.QO$^N9< M6'(NA6_0&70!:/= 1F&#^2P4] OOKK'Y9M:R)T=:KTFCN?4>)6./*1'3@:"[MX2=Y %>"19]:)A%$1Z-
SY$!2=R%L"BK'U0<3:>7C-I[5.[:M6IGE>9M\NI@K MZ"FD[3,YT[&#!Y#O\E5TFY/D]LC4L2^!S^>G<1DP:#LVG:O/]I\(OU>SO" M-#*P\7G7U^2I>_#T_KL)$NK./X/7U]U!RK
#;Y:Y(DU0>M("=&4EC@=J0]B]>283)V>L)"QWYT[J@10&BC(D>!&A52;V.HUO/X]*BL2K<'N[6 ML?$1RFJWEL/LIU6*Q8# F MX'%>O\]0T_Z5NF^T]X&EE\Z)ZWU?
W*W\JX52LYR&H"/]>C(A23Q ^{V}!VN8 MIHR VN9B$<;/L=$65:($,@2]Z4[5XYGG!S$&IP#]!7L&/FW5,:O4UC)PIWRQV*I%M?OZ_4C/UV^='IS'
M%YG"R$1LO6'.MP_#L%/$J\1&*$T*I;]#'R>)40M7F*Q-(/\J5$T44!<:ZSBY MY_ON$LA0D=%*&F:0'WP"D%-RU]8?,))O:PN#MH$[>AX1&9^ITXBV+5RKQ\-* M< GH^U-P[?
Q3$UR)]_SD\0KXI6N>6W^;R_=2< %H,6?[+Y^O' MQ<)M$W:DBYI!Y@)K$OS,&>764:0YNXG1EW&)IN'>HO9TU,+O"XV<=J4Q3ZX& M+/IE/8]EJXYP)2!TE1]?"/J/X 17
MUH/SX,+G16(#=FFA],W(TF V()H'GC$]B;8UM^D(2[_N>N6@("ZGWN1V1N> M6T8Y)G#S MC?&?3F5BCJ%2F-4WU%LFKI7EFBN MAAF(<&Q2L7<-A!7KLG9;Y],K3K4Y"+?
R'!P"Y&M(M3!]3;8QG%TUP9$N-] MH=T>_RWG(D^!U<(8C_H6U.%[/.#)0!&MG=UMHGSX_.4/W)9W"[X!!1.0BK!F MYJ=%\L"ED\D>;[8 :E"A3Z>4]\^_!7[4* E\5UU_IVV \PAV-D>9?
6P,&X&< M5/4&M;"4FN?:??OHH@W5%DN)DY3BXX25UW+I[1.G[N8*7CVG6G#,J7/DQ$D&+@11G.@0J10,:0%2(J->R7JO%E$@W MX6M948$OQ)+_X $MB%
[L=$0W42$8;&+I@_WD[@"%MF&:.5(27'M!JIYQ-M]Y M8/6UY=6/SP0M)'T M2'^Y4E.:6&N;UG,!2W^Y/GX<#2\2#V#KG<6"8S$_/,2LJ -)"'&;6+(+007\ M3(&G_,1+V^?
J:VN.-1K%W14?UTT;B_S@N$$5#CQL7Y,<>Y"PG:O+W@%&,F)(1U [J432 M#*1[S>;)MKP%.]WAP.?-,8C6WBWY-W+?S6<,#_XP5B2I6^!3T1:EOF%3\5E2 M,OG)V:TDF?
8#VZO2$K9NU@0 P;I_W+_U;[VMK*<[%C'8;G1_%H7K41^KN%NQ M,/[DQ*)Z,J>+)%(K7QU:X*J9O,]3)%,! &[:J]S)/]:P'9#.@Q]@SW+NPR+G MIJRXDG<8J7Z<1"(YC[S7JCSBL'D"-
>".VKYXG3C4"'7=^&*8J+(#&N+SMOL M9AV'XR=J2Z7Z$.JP,TC0E)@=#4O UO,I5A,Q%?'$,A]KD-J-S#Z>V]1CV5^2J'6YKJBQ;[@!4A!@,2YHR[(!/KE ^X2A8"=3E M0;\%7[N[*J,.8_?
>?2S+?5<0J]G0MB-$/^^,T&U.!NP4A*\5GYP9P3DX8@A> MQ"2_S+<>YT%X>L&867^E([:EY2;9?.69T+;S@(#'UJU5/UO_$QXCUMOILRWI MD%Y3X"M4RFX+Z B?
8._&+WSW_NIK4G.VP6_6[T5;@-5^FT9)Y#@J(BH@R" HFXH2(B#.3$!69!51D M-*009)Y!04"("@J*&)D=D!!&$949!)0,*,@0J*B$DB25+G[=?;_OGN\[W7W. M/?>N/NLV?[!JL:K>VF_5?
O=^GN+9^T7 TAG.8:X%+X./\D:K$0;(2HMP#WU1 M*)PP>7IPYPL9;"[Y38P5Z)F[+TM[X>>FQ;U:-P\2M!&R_YP(NJX6+]2+,#59 M /LB[PG7C8U0>&J;\H05J%RT:
[/(W5;FV%'U5^L.JL0[>6C*6<:.D8/*40\+ MMU99R]N;)BSXR:BZHU>;D=%*1\D1*$AB_UTA_:' < %]&<;=@JTX&E1.V)E!/9' M8?<#^_66_F2\%ZG:$?
G[/A>!%;&I?)1/1AX=F,>"1C3AHEV,7XR>MLU>DQKTNRZ=P'4CE[LZ#Q2^PH?)]6%<97G&N=#@>]UT:C2L7 5>U WF)&X8%>O9YSOFSQ-R:] MS+S'(GZ\M0^C,9<@
02E7T10REG"!_<#5!'@@DQ":$-HFWK4*:?>$<>WB>ES MP02O?(>7D2ONGSX-.-2E=[0,6VC'K=DON4EQW=[FXR(H&>N3_\^B.;J07&=#
MX:.@;66W0LAI9'2C.0+6S_3BI<#.%O/7C^OHF@*PV(^5]G&?XZ-Z;(K.AAT^ MW?9^#X^^*0SXG@[:&\415\MQRA@]"9'8)((>0/%L%*._#81;+-/V[ZN&Y$MF MQ2XN/&@DU4:
<$',.CCFS\YN&DHK^[SS7ONL92 KX=KFH^8*N1.7ZH^$BGJJWA M8^#>T6KS+V:L(.XZ$MN;5XSUPDK@]_4VH>$1A/XTP1NA#+>Z$8PQ]]3N>XXV
M)P8WIA]LB%9Y=.>"T\.TY)9+82>V7]SW>@OOT5X5K *LQY6VZ56<<]Q[J= M_3B+'B#\RW'(7>'+7$" X,?-)[)RJM0%A\D67#1H#DOOYI675D&3'AP?O!GO M+M?
HQHSX8ZTX2QPMJ=-;B942%"JZ8%9F\XR[-[+V+QS\Z>A5&[%BB4+:P_N MK ,'VERP;=#]G%;'2,4OF/5V#P_87^Q]_0FMP?S9/:TQ:?;GSR0Z@0Q>#8LV
M#3"GX*HVQ(_2AHL4W9M?54HK,O"DVV1:+KHF+!DC H4QE%,(>PA#^I,R M'51YZ+DI](;A6^S+7_V/D[[^(8PWL*DB0(X^7'@9\B&.N##UB?*/APX.%*6]R
M/^3)98:Z4E3^E!6]:SD47:/!%HJ6SF&,M)/C<0)-ZOY8%8(Q-&T/CL1Q]UQ< M+AA^5?$EL9*YWOW9AQO9>\6-/[1M$LJ4F9HH1+QS3 *6UF8=T-K(^IZ1V*1* M:
(L,6/E8"H4>RNYT@]ZQ,"<9TT)['F>]VK]EC9J[BF:[.]6.KC_?P#D(4 (P MNC^H=3U4S"V,ZCB/"U?[1\R =O;F$PD39P^=%7FY@:P+T!8!:+,R MU\1[/J_,;L-*ARSJMU-
5PX"@J.)SMM[TEQH1?SH-V/G[FBU-?:^]+4?RS#XL MK10']@-5]0\XLMQ#(XV+RGBU<5XL.RE8;SI^.OB;AU7#Z"-#@?FJM]4(ZQ^9 M_9]-KP-*
A>;R4I.BDZ/G#VC%;$MK0"1,B4!4MRI5.;.L1^^P_@1ZYK%HF M 'D#73_3Y@;;^)Q^*D?5 FLNC^"XOC/7]P0?9.U,\68X2,VR7\<7E;MT M!E\ /*Y4MP9+E%_*-3]YIN]VO*28D.Q!E_\
Z9W!E,RX'2PAPA&%6W[I\XWK'967TZYGBI4O)I M(_ERG6N'6W7,>'OA#RM!7&5E6!P)5J VM< Q1Z67.UP"8S#@\!9YY_:7[_]+\'!TA3SW,W MLX/LH+:+='Z(H-QY))O-
S/-.*C)JF<;8"1]U@C>2GMC=>">0 :RT>U!1.7 M4DC=U(TEO9C\<\Q6DPLLJ?3[T\11/)B/2IS&SBGC_A1B.=VXO7DB^>3Y M)AP"G\AAEJ'$*>$F/@I9.^> [[OY*$'L@AAQ]K[,'/M?
<7!I(W9F0_HB M.YS%?$:5?00FV]'>GE!OOQ)O]##6=Y-Y1[O?O/&=G]BYX_E4? M'T7?R$?=NN::9-I7$>&XZV_*TUP
M>B#B7_*01]ZK)8@L9$5>6F,8QYO04["J+R#6DM,PRN'5]ANG-.7=P(Y76W=F M-R;:9$7YF6BVOP$K?R8IVGZ>S"3H0A((7O\ C4\:Q1H]P^]>I56$'7[#[N*Q
M')UV)5AP>*N9JYLTW#]A"Q!T-/A)NP[W%DJR,-B#:W0** M '^UB=BRA-_2> ['>NM.K'>HFG#PUSW^\56$6[9QO8V.XA\>QV15E$*+(X)V
M/='7N&NJ!W4@F6<_I*;#!^A>)+KF4?],/X;*9%[/N! Q\,ZMJT^_E&;;;-AB MW%4CA(K21,Q\Q4MN4H>[,2B60SM:E#!2O!EB5G"=AK6'0_BHI(E-+*'=-X

-]N>_:V?7R@,_D PF_O#]89 M6AX:>&Z6Y@ZKN]H=UO*OJ$C:9R/I)V%2HZ6X5R@['.4X7=;> UF$-9.%TLK: M28E8T*$G8QB])BA$-* 2WN46?O#BP*5X;S$IJ"Y,6<)[_9:^=[.D#:_OI-

9L MD97IVV+0C;$DC%)K&N:9G&U?X,|4V<8H"4AZC|;(B8&E/5M,KJU4NUWF;(0F MWNO1;|63:ZM83DUYIZJ3 N*8;$/"3LB(ILPT!"7:T.(A/4GURN98Z4+WH6)%10PO.33B._S8 'QZ0O!B6 M[K,Q=))W @6 MKN,7+X4.M!A)PK_.LO1F+!W%'Z0JO:?._;?^E7':FC;,.>1J 80NT8J M863 M,IV5H6$%;)H3=*JEP KK,]1H5UXO%+IS)VTA]^S%^\6*@FO:Q/^$L4\B=P+@ M7FJ#>;>F.BQNC0Q"Z+V)*X),|\|B/-G2[V5-*67KY@F-5_>B'X1\XZ-J%YFC"6X0TT=R<)U MYDQ#VJ)@OWKC5M_G_B?TOK_/^$/W$RL.IOSQ.(09^NG-M6R%)<0X;D I/& M9PY!P0 _ 0H!?[%=^2%*1W.]'VE^;=VOC|=LGE:9.17+"QID'=5O3[%"||H@ M1U-L>/>P7J28G;LS.H"4$:D0$GXO*[UQ@)P(Q>%:^%@^CWNCH$_$(|S MD%)S,ZI$$=P!BC,Y*$,.H!P!@HPT"8,KS_+6S:BE/V"CA6=&1 JEY+[<96X8 MYVX]9?Q.1.MRO]9O@+(1^]<%9N0@[!IX<.5<@YRO6BAR@:KO\+<-Y3KJ!(N\SHFTGS>&[_7-;[@PV MFE<ER(=HR D.-5W,<&KKHS9QOA'0">D(G!K(> TG!..M!WDMU@=)R,%1)4>A?#"OW7C&<>53W)5O;2-G_VQW2|3_*ODJS;DD^ZMSU^>61 M&3)7#POB>C[+)&- EQ'(5.9Y<;,W<4RBL&R2W\5$F'H&E(T>J9#SK#_G76W MY%0TI@Y*1WP?-+=>]%9[S]=73X8E?SL^8.^FR>-1:W6J9?X'VW\Z*R%!45B,%L@G3-0 M ,N@)5=M,6%I7.QR2)'ZZ3KGRD7#;R=)"HG-|2?%A-1&'D9CMUGM8:"3<6#@ M2!LG*($]6[?'OYU:)9-BEB43WVA_K=|=QU5O>IGSO>9UH'O ^J\OLC56601$ M,/UKW\AU+)*]"1O!3S7^Y3.OTYZ%[28\\+A28QTLE*RJES9XY|KG^M@UUD+K MSEA%T+!KD=1[M@*<9&#C+IM]%#SW(K?;J6_)IDSQV,^)@P;Z)P\UKWZ_$2:: MU!J&,3*XZE6LW=3FB=V#9B2$U6AM'3[@KL62:K6-*,>KD1%[:E|%Y4_UZV8A M!M5ZOB $(3BV3Q\ZJ,&QS'>BG>W:RD/5YH9FIRL39|[-GAYFY+/MOM9^SNW M7EN_Y_]I.VL>9SDD2,"=T?;^+=@L3CP^9N;8U MU-B3!/N#=LSK#.1X^UH^KF!"# ME='GP?B,S33UCX$TT:OO+GP7MD5!Y9"1;$7LIZ$G7:HIL3O1;OR#F" -:0 MU7X.MZBRNCPBUNNM>1NN%MM>\FH|% :ZM'*1H[G@'(1M4$R=WLPAQZ4R[/?6A^V-MN*2[UO.];3+G%-MOM6FQ5\;G.3H7D \%V.T-$!,?.'1W$CA@LRZ[ILW=7_^ MTFN|RT? E9M?L6O 19) @3_*JD%Y/BP1G(+\>98\E?HX8+@ ML $SXN9AM% L^_B[\V2OOI**P'"5D1L;D"ZLE90MI>AGS;T")P[U+!]4Z9UAG M^NNFZIXH0]^*&K7+]XN)9W+@NIAC0^YW%DV/B[Q#@\]YD:*-R&P 9&,U//B)\ M<%2E/0/H9Z%(K.S&)PS B.+M&.7?=8KMH\|; ^=E&[G#'26G>IRQT7O8Z+2PH"$(+K9'? P4<,G@%]B?-3R[%M!]FJWAZ,#MR)Q-;P M&#[*EW]+")YQ[$2*%K:#4.F/.K:Pl;<^M6*4)>N9*?NMLG7AUO?$]C_AB^H MBOG(HE<+MZ2S;V*3N3<8'TT.]#,=S??GD@#-NL,]0Z69<;BVD7>_&IE&(T&Z M9$J1/RS+<1A[X\";3BP-UB0F8)1\1S"ZK]YD MT6$^VZ"6$UAVL%V%&*?WX" MM&=8\ 0?-.:|C'[1R5V"93A7$1/QCJQ%|UHPI-%@+*CJW.5BNLSQ=;&RP4P; MK0S(5T.18T?X-3G-5?"@>S=7;B%XJV+6XJVB7)@EV)\?J+,?M%1W#|^N-K90 M,158GFIX[M.DUE\VTFCSS&6&O:,?[ZVI,>H!6'%GO[G1!G2DZ?D.XW2_JF? HTN^%/PQ0492+H3% M##B6U/J;#-*X7]>)0G2_%+S779N(%L3YL>E=!S6M(&T7U8VA?]MYXSVL6:6W@U39NYGKR=7J3A823E+2:3:]&W&WH3YK[B"1D\;6[% MJ /ON>*MD"'#-?_!0"..?LB3/UY U;ITQ6V\4;]IV'QM9M8B3M>5*X_E..O MW T9#,_TQOW@EKG)C!9>Y!0ZOL%=I7Z0>3U(!0KT#_=X,[!T*3]E],,UL-UB MY[=.S?;B*C[]#-UYM@FP6\.D%X0A3B.D!^UG@YYF@R$! M:,}$>=^2_]LUW.)SI:.^]BG\U!VQWA\A_W3'|[R:V"KPLS:CIH>@# -(-L,* MX)#@"T"*HM>:,;2=;*.&>V)#7-M0A8/MW3IQ:S7B\^B4R7FNB-X&7).KB6C1POS>[_+L72#]_M_8%S-]G=Z> MDNAP[*A7TNCHB2+W#:>SWL+U]\4QF\|/-R=QDK,8*997CA1\I^+S1||G3E^> M_U@(^+XO^U#KZ^HJH4BU/QFPA-$5*QLDH| LTOQ'.E;R|3G4,XDIAH6@&_3* MDI"),GQ]#.&6[MG,I*!+M[E5G3|S#BAT*48'Z@A*:!(8M@H.HDMYM\GY|K[> M<,+'7;M6GNHGF7R$(G3Y?:7.O2WQGN>*G22S_F2!G;#XJH|.;15$]H#T*H(M&HP'.,WX*-6ONBM.@AQ"GK MB*S^8R@0LC.:7[Z_VI,>H!6'%GO[G1!G2DZ?D.XW2_JF? JC4]'IU7>]|/;KR M1\/A_EO9@**V;=9RG?(OLMBN-\'(_?.ZRGM!*K M0M'(%#9+8,5B1RWA5UC(=:#,T823$-*&_SL;* M|GB'_NQ\>.[K3@5[O0=I]D>W7IPR^]0F% \/\U$BW##$S@!HA(.-U^,*LDBW M,,KXK5!" $N9<68Y@XM9.=VP^\YMZ5PUO5HYIO+E?@=SHI5SO5-GEVG]^UH! MRFHQHJE.1X8W5\,.$QP^*T'ZRYDNX0VN3+#@1IY"]7KAC|N19=+G?EBH|+KA M>E,^:K2GS24ACDR;S1B3H;/C=&P>037L@#ZSKP253TJNG,V_Q^TB-*YO?7'N M\/WB*YT3;_5OD0E62&O!">3Z'1;7(GH=^(,.U@:9I MA3T2LW5)O*/@3LT).|P&RO9GNS?|= N5IC1^_0^7M>EO3*U M/@^34318&QZ@HC"*X6F->BQYQN.|4C|:\2/#8=>V7TE[WX!$Q@_+D(_6A"S MF7L5,A=TM2!#YC:.^WT- 5+]/X0Y:,I6X=Y-RL6U4485X3]4R"7ZH%F/[&]8 MP]I]^0N_H6_71*Q?W:[G&$\@*)@"X^-8#:1"GV*%@6$@\]H>9"&_>)$5M3RT?]827 //&_.T25 M_=TY-MR-&!4^ZOX@>GGH'/P)X: {3'6C.[TU_=[B&^':?GH,&[D <+>QR@G@GF M6#KP44058+&WY&^']\6!_^N4T\#?##O3,|_$PG@$Z)#W9?SM,'KS_[^_UC__MOVQ]DPKO+4 K):YI#IBS#$8%KM*>YO0B.U5*@E4;XMD?MEG+T)/2LUW!,S[:^2JEN'4+'GZ M+'GZ M7OV'I%]S>*<22EN<737 !N0FZ^U=CN^MK4|GG_8=:@'BI<,5(@:.EA:$4;%=[?1L0(>(=81 MVR&, .&?8!&- &,K2XIE(YTE(FU9NV'#?O?D0QKKN3.EXIKK0CB(R5QX!@#?! M6+8 F%OQW.'Y1#B'T9#FS0EJ6TPAZ%MQIV 8|(=M_I*>]O3^BTU@F5^TA/+E MJA7'_S^|T_^WK=\B===)!VJ? @^DI'+?ML,&Z?:9ZYXT&==%U!O?Q"@;V:MHSH M#0B?[&Q%_U:+A5=*8'FT)-#K)\.9;=H# 4'2PP\$SIS#R[&L(7\Z-J4:[\RJ MJ;)S$.0J]):R=€X(T9Y3, [N_&]XWY|.@PCIN?]V2;=7U9W)>MI=W+..#7D2+63O;LW=+Y_3 M> ^3XC9'.@PCK]V03%<6PMAK"T)SCP)),5?4HG'H#HN.\'42@,Y0YA5R7"_KV M$S^3K- HN&A_N(E5@O8P@_89Y+$?5U_QY)'/U<*9$96V-MAFO"+PLS%M\-'ORTHH)GL- 6$>9Y/FI5<0, E&W;\))HEYZX&L-39Q!'AA,!H MW@C<6>?=>$?T3VS)I,IDUE$^*@%'&"77X5:"N H-L(38H)O-T9=3D_2&9O_3 M8&Z]PE)#[G?%YT$/K/BH9Z)?=ZDHKNS@%2$OM"<5N_SCQ-\.CXM\1%>'<>65 M8;$(SKI&M8SY2WU>6W+|{030]U+ANRY5L.6;S_WO3S'5E\'C?LW M.C*>R'WI0&EI;#:R!V./-1/C)C/;1=+'"#%>X!6%7 R*#TWG)S;&Z.3,&$8 M]#|>3!7CUL%NOW>=O)+T^Q0(A^%VCS4=_OH/_Q3X0X!-OY\E&,)F5X*PK WPX%? J+G$Y!W>P5YY/8$"E'U/.\~M]E)/|'2+EF&L0W%[R&$\0'*K&#^*RMZL_;HI5_4T_9BFNF1RJ^13F^\_^=J4 MT><|YJ.\<)|KV!_!JR":Z0#ZMVCWMC&CBC&C""Z^]WKC0/\8\ ]1H -B,D*!*: M(=-RR+7Z\SZ=3H@|R *EV#4>I$5M^[+0)FQ;GYC86_E\]B%;YW[ZMOWN[OC M4N9D)2']7YO9GSZ/U4IS7@D?=5S M5ZVN3BT>RW@N9[TU0=_@'C?;R9[E96#]R:(9&H0/? %2M=QS>NTSH;%&MO?VE M@I$]2N"!|[*V)?.!/DM*0V8CIS,*&NV5M%NVVIS'8>&|XC@<+(OXRIR!A@ MA;7@9$*,J'7,,RMOQ0&/OGQEU/6S=_>T?UUCKPX9B8[P9O"TY+- *;NGP<'_M,@:.@(TL]ADUH!K"QR(-P&#>B\XCV!FTOMZ6+6O1'UE?M\U95E?<.WSS*/-F MG&I[*%6 3&O$O7!L0VL.8_Z$3A_[LE0G|E.U;_ ME=1+9W.T;TU%8WK_^=W+7KB)G*E*.-7?_NAC79N=WMLV=3>]0ZIGSVILUXX1 MI0V21|< +M3*1Q'B4*?^^1#/@7_^9AS^=DH&=!2 @X^R+L<((OVEZ^J^N"@4^ZF^GE^? ^=;17$OQF-_@^QOQH?$@#F,8!8,X<$ MW+K+H7!UB-;],:]'3:..?OVOFHTNA:P7ZX=N9U!KSCW\YV%"\&=K*\:*1>*J M][!.RJR!\]MI<2*E(%#12FM-RCZL\|G- B%BLQ1^4S.Z8NW|O^E!$ MB9.X\ P*R)+.=#Y]#;9M3.1PPF53MV>%;Z[BY+M_[*\9&]>=U/Z66F,Z"(N MOR"@LPT'F7LS;KFKLJX.-5[@R$ -+NMFU 9G|!9*P(LPP]UP.JC MC9)|S)B M4HT'SYN+CR84_6L)UB;!S$@$;FUE8|:"1>S")S.11??"(@,?E75]!+I9;TA(M=_IVM*)DLZ2*G*AV\JO_+|!PG|V#_[>VOI&"W<1[@IU(_&QSB>W$UI5U8B6A MG6-.H _728_D<-3)\OJ;1- -E$2NTH;HF"Z<+M 8#E--DVD,B:RL2.?T('4I\ ME#!7(*R%&\QI|)N/VC#%D.>C#&L_2IG;KM>92G=NV$>+IDBAHB@L{OLQ[Q[@ MC5OS%6\/+;)]6@GK>K=V+BX%R? IEC;6^$;U\EM0 MSZL.4GU3%TY,IW5O;?>FZU\_-#]8V-#0D><1,2'@>2%.X<.:I?) %#FB^+_.) MC%(*&H7>(^X!U9CK $FN,WAZ0NZ;@W5^=\;L&OD?)-*|<+:,FS;F:XW64F MY^;4^]/O2N1TO}]84/\#_#IH#ZT;G8 5:S1' H-D,' TY?U +59FILIYS*5L MV2-}[!3U\?]_^2^])U]+?OO9_]S@#'=01I=IHDD]*1@++*E.8%A,!0LQN(-E_M]T6^HA|GW-L)H-?B: +>@R[C*MVY*X,. *%/$:0IE;3 M-EX)/D2]^,OO7]=39 ,'-(]IK(0IH *TOL;0JH#9LD>Q/A0SF"6L'$"B<010E M?,*@8NU^_AIY/[3P*W2/\/&5I?LR#8U1K%^TC):T-0Z*W)-0'9TJY7L5J!RL MXID;6%Y?_)C7,Z=^T9^IH)7@:[AR^?2%UQ-BH'+G&SXJN6GC+@XVODVW/U7 MF[*RQ>3R-0IZM/">S%+WK.*.D!Y1O,MR\)0+1?-,/1(!;\@Z3N M/CZTX'- X(D@$M:0D)(RW 6E@[_%2+VLG)P$)ZAO2XDVO[M==X7T8J5XRM(MUP"%(_:O?0Q.HHALDJ565?[NZ@>/>?-0)QN*8?D=NDY:3 _>Q M_1:YY;.611D=>V:P]#MD6CVN-F\1\$-#!L086- XWYU<8W6%TG/[#2QM9\Y'/ M'Q.&Q+2>EF&C27U&_YPY8[':<|:O-U@'*]JD1&JN3N84 7E^5X74]HW-TD9ME MG!E>]M1IC32C)C9:/Z%X7KC@K_=QZ?N'!SHQ"B=[=*KH9T[+V= ($W-$<.83H M'(!%D-_[8-'PC,GE^3?T'B6_U]O#/6/6EUU 0]^<;_MA'0).L7A&A'7;. MCY)U%M-B<FRR%R%2)8?Q+ G6'1U/AXX&'FIJ -/G;IB_+QPN=E(E;,%DS#E:*441ZB&E<<^ 'E- *+$< M4YLV?+5E-=@/:M%#+*SLUWD5&[SSS#UPTOU+T"*?]1\ZPLU UY+9E%]'9"A% MLI?,N#[]^V)'Sf(@)^W=?[:(DIQ#O?].Of_-S7$Q_X'!XH_D%W\O#PYEO2HSS M4P/]7GP(;=>;FG [M5" X@[P7@"TY$QW-;P-O]MK%F MX-GW03/L\OL-,1NS(Z:N/%';A'#R9M0:6RMQK@JO A^,#-XSAY8+J<32,[A* M#1-82MIN9#'FWYR8? MQ=[3S4>5?G2?<5?F. %=ER$T^^7QA;QR=%!@X?:_I[_H=VP|E9D"!K.%>7>M MG#EGN:&#WV);8<4?O!PG/@M>!:[,Z\3TK]45SG5V7G=MKWK##O%GK4,5X L M0X">,.[*LP% ("G1IF3K=UVC#8/H[#O:9U-O.&U8^C-[!=MMW3:3^QG&1[ZO* M'%CB*\+()1%O30^?,_&*9=.QQX."69OK[:9/[XP-\0TPY=S #J?K%2YTG[])?4L%C6,C" 19? [9V@U&^%Y%2ARH&F]>$VK3@%?-"3/;?0 MM=LJ$Y_/UR8R'Q70|&[[5-D_F4_+53U]_^+>+=4$+F$2IF!!A\71:5AL!'0F MR'"%>Z^O$=XB@2CX,=_54P MR#KM_S2K2AY5U=<<1+$#- E9.B M&^WX*!%QPD>B;-TX20"@6)&JR2G8VI'$@._;WR&I@ZMIY6+X;"+/I8C1J;!Y M8#FYVDBGH(27@%RE (^>FR-L@6PXZR&7NR9R73\Q\G M5_N4+N(TPCG-1$F\2? D+LG=K- JJ3XGSQKF/N'.##VOK;D:Y.SN?LE,ADB, M,*Z&'4=@IG@KD>X]3T'G SXJ:NT,,R2YHF!41U"3ISW&P%#_+.EZUGLZ&-[M_,+58:EOO-0ZHKPKWH|70%C//8H@9+= -^%)D64>0VCEW9]?#D2DW1%TLY++U MZ,N5H^,Q@] %.(/N0#$2H]",8K&27"S=4'H$WE,;)/FCU\FEO0/C=/^,=;/F M6A3> '=IV!I-5XUQB&.CT)A%.'W&*57G-0O:0RBO&T)Y+?9^EVX M:=&>O@O3V4W^FYN%/$@_]!0$*:A!7B[9JV<4US))(=8$-0>)A2L?W2)4WZ34 MJUTMOXY[4N6VJNOOO5S];/^W_[*C^S>9L0Q88@AQT&)>2I.E/[G&AFG$.0NT MF$I&247E<8(.(*A.Y:V18SJY>/%UPO)PO7$+YT&Q_I]SDZ'2*K(8,NF;!"R= MSD?=GN,BP>[5*M)(VQB-!AL>VASV.$)XU<_]#"C9*A9%6+_-1S[M;G<;\5]1OHFGHR>P#/'LC(D2MW@|T',1\0/[(1*YR1Y&Z4UFC')LW;R\.R M;]$]3*QW7>YL$-7-J5T\(%%,-W6UZ*7J18$5F)QI!)EUP]=(H D\%<0I9.8' MD_]6;/9*,>]!U 5_8&'2I+Y=K5*AHN^6=DS6 M/) 4%9(|&#IX7&2Z"+%.=I(A,E\599X"T#++1#7GIL'!#P0#04L/2.PTG4O*V M'CLB83#L:VB7O?]H^GR) ^NF++_BHA#* <@A[$0WE I0S6- H]E^(2^C@N=W+2 M89[QTW|L&X52/&U_,Z5;)>%L5M>G^2U7DWER#Z.M_-FKVV;'$]K1#6$) %V7 MEX/U-9(,_WARG>%PX86H[!-*R3=Z/+?;)>Z>?,YZ?L.Q>N0|4-?)78>#Q>@< MC_46.DA%18CW>)&:73<,$H"IO<|XXPGV.GR6.!H4G?5.EEME=GW!$*"X|-M2U X@C 2Q;_R2O$F',=PN8&[W'6LS,=IC,\/-#Y6N7FO,&^C!14\VJ$HP[@VP.D.7D76.?>W&W">O:6? _QI:YH+-':Y?LG1#,_M_:R]RN7_TB&-.IK$PB0VIF]@?(-KAU|L=>E=JA"[7[>E<[K.F4DR+#V9?5 W M4/RU<;.HCI#;X,-HK.%OILVJ4+&"M=M(>CQYSI4%S%LR/OLS'_RSO/M(&:" M^L6NS9A88%L/H0O<>>4S^N8=T$'\QC5G.$A#W:WU6MO 1#?>3WU=*MUSC/0J M*_OR;'@Y],>F\_I\U;+UL\W9UH+G<:8@-ZW"#KA-J= F8Q&$XJ*G\BAU'J7 MI]PXG8\_8RID_-]MNR#5?ZZ9JN_8P19AL_(Q$V(1@MM=$^9^^D"=+9&6XM=AP MN/XS;M4B@H2?LAQ+(6$]J.TK+%AW_O<1K$0'/1U"\PP_+(>^V"0T6?6&KU04: MC]!SIC_$U>+Y[X\.QUXY5RXPOQUG=6LD'GEMG$GY]YA^|\^@!]>*-K9'*3AV MX.I$N,J6;|-(9)&],J)7 MO]?NU4 _N$#IPV!Y|/'OKP;H'YRN:B9=#&Y6\NV17Q%.!ISF)>YNKG"B\]7Y M_$D35LUQ1+Z29<>H:TO!/&#Y.]CE8^Q7!H.P2Z?N9'?IA7=2XCHT6HWC\.]_ MIAVDH1NP7$4T>U4+ACS2%D,?/1$&0IFD4/MP.;5,(!\=XT<%^- ??[#1\$;D*@9HP#T_0*FC%E8/LH 27VBD9W#*VL4HUVK6G0-DH,>#@\S3J3""\I7=3-6G!]>GH,4(RA,?/15*X!MN;L_$ MU*1_;@I9?#<5C8$?DC$V3(0DBTC _7R4/L7HLR!=N=EPXV1B'2F-**LJ8I1J M-L8%F>7=.7T|ZH6F.LT!5I+R+3[Q%K]13XJ9E-6(T#01A$%CENRO(83XO9I(N\.8?-MV;.X*EN(0 M'[92W"6S=^:##BQ;!]O2FZ4C.@PJH=72&A3R&(IP!9*$1S>(9>_O;_1DB&3:.MA3'020W!4/L%.|/[.3QB(LR-[?3(E3G<.<@CY9B)?!0@DB\E3*|$GMX(.!4 MP'/BH|%'C;*DAYTJXB6? Q5&0/JRN TN.<(X0YMA^R W6Q<=[-.%Y$ L/@CSD$*$H5'D/.'HDJ<3I2*.F.&:-,%'O_V)ZCTF@4<_[[+AD$V M5.3BT!PHE@X-7*]HA&XDVBQ_M;.-UJUI8=_TJOB@RC(IGV 4)J1L'F(^)MM MI.7/(^/ER|^?^:,73;8>)]NHO3CUNMJBU9U?G6U14QD$" BO:|N%$N0"...H* MBRUS3N//_1)9P930'6)S6LO0AVX4OMKP[*+.HOMI+0")(H*JZ_;LGG_QY^^.XR |%Q3\5,"/)I" M^UY;\IV/NB78O$),W$8_Q>.CF#N=\CLY6$-I6/0KOP[_G<)BJ6|H=9B&A]! MTG:PGGH,/HM,KH^:=201OBVP\')'5>6/" .;7]WQ4 MIW|K;1"TDP2+X<++*VTGX(-|-U-K.HZPGW&%12,2L7N-#N4;SI'EQS]QN\N8W_C(-MUZMM]I^A%0F[)O:RK)'6O\!'eQ=UPG6D/,6O.S%&J7\=9]GNH9 M"]_W4Q5Y[YQ\V6IG;KN$YGE*U35NDE,Q9(AFE?]0M$'=$(? W_8O&!CZ"M%6W MP2"X,38$WHG7X161:=588=B(&PIEE$!V+;_/O?X=24P,X7RKKZDU^;&65KO1 M^5Q_N/&R$\$4 B/XW=*82P EK !@^GD=J* 3],F<*%"%[*%#YS7D5#4,2<| (/8208#%^=5T4D+&%WXW/L;&(BS-U8.6 M;16D>#*Y<_" >T^JW*FSXKNY+6*\'C(<^\^;@H|FM.\A7Y!V<.3+>HE? MMAN,VUX&/(B+TN.H(R>?))\'QB<^'^1LA_L+A%|5;/P)H|N!^NATJ3-8:LM5 M7]O<%C[Y;Y\$4D;L|]K|>.<2P!%ATPC8AL"NI# MC@Z8@LHE"1MY8,1^|?. MO@W8\C/;<.F) [;D'JFS%ZKN=TZ8"BQ_5TP! M.0QL;T'^*^]H:%L*RR5H^$QM|ZT2YW5+^K2NECKEY!KP?4W'Y&C=B_/W^%E,_ MLC)B&_59,BV1>='<"']%IO>!XU4.U1<>&O/^27MDJ5+W<\N/|X2W60FK]-MJQ^1F,__ZQ<;0/Z4_>"C82Z.(QW>X#+N?WW*]:L-K?Y!L)'H]'_]8\/;?>CC MQ'[XSDHP'5 (}^^ U0:XGC2IQK+/?V*%*3\6IO*>^(P9F;!V)FOM\L@22NLX&E8_\+>V\>U$37|8I&_9F$ M,(}"5%1499$AP]$^3+E$A4 A*B(@,JE @]:&46;(XB.H"$$101$B,CD@-0*B M(C(*,F92$9DZ"]$UG>9TGO<]7[WO/=_W59V[\\^]HUAE54+W3O?>>^VU?K^] MUR_]%A=72K,U;.0^[A197P%CE59\/[=_B.^(G-TTD!S)*K\[8MS[='G'E W MZR@*_RP,^3G%PQRK[3TB?E4I+=VI-L&@5E>*U_ULQ^TZ@1>9*Y1DK924HW MYU_R+\%5X\,S;S\.)574)%<@:<@Q44DBR8^9(BLR.\4W*-?*?+5?5(C^1\$N\ MJG/&'N.&B3SBVMH?)!:+&YJ(=0PVB^U3U;AF6U8V;=MK_TOES?>INKR_7WQ[> MO]?HFC0E_@<-/$;(6L34'BV.8!.A5;'7GT3-_@0U?V]O\BGX4REXWA0(=TR" +I MS&R70DC/]=KRQ^7Y+US,O62U[QS,8*;J?)<\Q$V&M:@<*I4<%@>;(G(AH&0K ML<:46FIT.I0$=-1LT.PY;_T]8 1+F#G]QU.K_4>SMEV4E%@-ZN[(O**BQ@U M&F0&3%=NN,2>9/P=:C4IHB+E8\LPE_&0>^(2S]FC,D$DA7\K=]%."WH#7(M" M/N".)DVB(EZ1;-L%K^&,6CG8V;E&+F).K;YYY)+LF""^:[_'0]8 M8K1- U0@U2=)X;>0!:FC*SM>6_H7NVMNWB5T<+=4KE]M_XL.RV:R7]6|CO7Y MKTF-#\L+XU IGQ5B+E0A[#-P<5&8;"M-#*0-9LW>]I>R7YY6JJ(IXO3OP4_HN1ON-4+9U3$C&M VL\?=^\R.RM =\>=4]GP M;/M>6C5U.@*=XF:M,4N(>S[5NX6;#^M'#9GIL+Z7!G|;(\X?V]E U!B/-Q-(MBJ[C'9"N!>GWVQ\#.IS7'0_3GB@1XN,I*Y4K2"-^]UY3!1?1'UZ'KF@SP/|, MTBQ[?&HKVR9L^FU@9#[@&B@PRG)_(S\4MY2V+!S5F)M^?;_YU+C\R9KE!PJ= M>9F.1_9OQ$@62M9@*!2@>02UM@E_$"V7,SY5 IH+PKIG\/L%IIV}[?\S.L_M[3UED<_NW1-_77B/8+P+Q*.'92:1.$ND4,K\G_5(X>7G71>LWD2I(-5'-MBY@[+5$HF%?? MEWA&]%F#E(D3.0FCE:U+#=O^]8V<>_#W/N:]].0;LQ_39BX]U>NM]'$[>]=/3;\O4AD> M&M]>V:.JE/;X4-]@^'35,1>"2DBFK=U!@O!CVTJ.'7-Z@?\XU7-#LFK3N9_ 83;ZC -<-7? (%"?2 M7,0,H6!"Z3@ IQ)+Q%T6[P$0(.-H)A4R?GB/CVM"H0;Y C<^KGG,BM$;&1Q' MU3E,.?96<^$ZN77\U[F\T+24ZZ;O#(4!KW*=<>/0A26_1 M+7%9MZ6%5Z3Y0.Z.@7INQMTXO\^:;G:ZWUPHX)YK>;1^=,+30/WK>3P>4?:TI>W*?.Z7[ZJLG&)Y9F3QC_ZF|=##*E8%%N -NNUTDA8+HX]S MAJ^%*.%%=T)DF- @K! PB20[LKOY\M>$&W]63O_R.9?NQ53==YKUU0N]MBTAX MN./<-ZL5-Q5>G17U"K?34H086EG8IXU \QE{'#KUS<;72A 3P/_&%"...C]& M]'4(_D* 3/+'8=4BP3I1VKR9>S*K- C2U[+N\;5^%_0Z^UG&(S\@F^&Q-ZD_,.1MV6>/@R>2/SR\88C]-F3>>?V5-O(3GT&6B MB/2Z"U\Z8(;[(DP7"]B3@^%%*??!V_ M1+?IY/6L+ZGIJ; O<0TF<;UDU4[8CYU++//"[SQ?)N= T$"L.[2@7)P/#H[IB M$:-/Z8TN=*F=L T;K+<^%^(;8?4HG%P6TEVXKKNH+F_%\M\'G)WV0"C65P'U M!.M$IL RHDF3;TMR,O-R?&/;!\8*$ M6*87*IT\D/+A0L+6>9'OL;OA5+8IP]@%P+@,;.P!PJ2L&HAT1E203@"[SAUV MYXR:'2GH(:A"M$,_BQ.GGSE^]QT:'GH54FMZ\]Y6^,+#Z!@1.&LBM(XB\!9PF"[P M+'9@E-E! &98SH@/B7O,A'*]4CK MV\L8T)YZ/.F_^\X,B^6@(MGK CINCZ#?PA,C+AP&9%@W)HSM^EVYJZ(,-+YON%E[N37):O+6VW6(YQ"..%#1$1 MA2]A%%F:7T;6@(*YY<&\@)8)G: (J*!CJF0]DYFO.MG4=KY[5F@A*G#K\W.^ MS@UOVT. |-5B!P= MYA/9/P MH3??CYZR64J*#_[-@41B]PWT54\"0:B1\UTIHB%6R.?]_#0*F1VX-M[^])@:@/VP(S!#F;]J9]9DI'O' U_=,>.;SA7N1_P@.2HLV4.;7+ MS!O.!D210_9N,3VP

<6HIP3\,,M6:,A6[>CD%"\V0]V. MX$5^V]=\HGN/IMN>(V^LWL59"6\{$1F&D?B:Z8L2OR?0{J!@^G(F\FD1,T$# M#Y1#9@'I]WM"M[Z 0H2V$Q.]NA5)3P">,5T-L?*

*Q.^X"""7[IW;8BWQ^8;.==\QZJK###=]N>+_=\19 MN1^)))>9)2;$'!AJ,2+]V@Z*4CV&1KP_J.2?9PC^?4?L3K +I-RGK@29T:,,"O M*

*U+UG_@#L+HAYZ_L[=@\F62RX\L/44[[_7L;IO2&=01T4P(8P9H*X%WV$'B(M\AF!]$QT>GAC8F\6:4N%E.+,'2]GIR#B>9OEW 2"8RF]DP7%M,$;3&[=.^%6 MH$D&]@D*6?*

*W:DH.U*BF8V,P2M?2NZ6W<^%\5ZJGG148WI;,/CY&%Q-M8H_D0T#3/FO0F54 &N5<3.Z]Q!B_,#<1EN|*_778N^[8V\-9WW<'=0---72 M0'>&UMXZ0C6+BMC H;#QP$U=&<+>XT*

7!7TO>!/8 MR:.E4(R"718Q&\.2<5C+ ^'U'YX:X@R?/%=S?NW',8=5\A Y5W!'^PW..*SV MBW/\T ZJR:^CX,V&D@=@=_?[@UAS'>..9AA2P[0IY#3O?> MN*.%WB+@R/52(B //F[\QL)*

<02B,?63)^?X535L/[7_&EKB4N8DZ?AH'1Y9\D3KDF(/O\;M@(-)VVQX&" FW{]0=D8VAET{7G!H]S85,N M! ($TRH4+A5,E\!5;4U[K"&C(*

*.Y=4##X*L61K#;CW$@9#B!ZY5#[!HTP2Q M\//^F59@&< >1X\F6$]9R37M_2&_QJ#.0XP!@^B9CW6_WE\I8*\V M^#37V4P=#!/X0UC=7;"=X")HFJAL.;P+'6JV.A9^X#N^4_74JY?*

*_C[31UPAG M"= *^C\=ABK$1]+5C*F2_^DQ!)Q^'8.HE?,,#8RBM'S^/KMOP7 M6T^Y_$'2,) DLC+B'V?*

*J&8N8;V!B0_5UWQL*DT9IV:SAK2FS85;*.\!.,)TS"2>15KZ%S$7W9^17^)Y,.ZDC%'NQVQ*VE|!+! MG2@]ISV*R6DXDTI;WUU>N'M_K^*^,1$PWB9PRY-[S^$KM,UN=GT12B(;V?*

*=479!A5(1H?!]X96VI/3!WHT^K87?WKB MVB7;=S>B8*M(_GX"P0'@\%##8[4$===!?A!"C1NNSL"_&MN'7[YN=%,?1I-7%N(%1;&E(7,;*H/;86;B59M!V= M5,G2Y)LG%*

[Z\,Q+=7 ?L848G<]<E>UW5]X3;MV7R><2"0P7O=!9 MWVC[9AW&W++Z]+[O]YC9JH>$2'K%%6?VX(#W8C#KESW%5,1Z,:5!72? F[F D M5;'ZRI?*

*J(=_"CR;CU^P_21KY]1AR69-4[!C$7.]B%/21!MJ9T:Q?BYPRG=' MY[UJ*WI\W&4JO(QWI?H2E[=SA=BNQV9LIV5 4PONF7EBS628!#+*6HJLIW3@ M#9_?>)>%3:=*

*{ODS?]R*7,3@[?=2SF$J?);,8?2IRF/4.64;IH$HQ E@(]DQ$P MFVF@P6^XU@BTM#??$37>?^%3%W?\R3+(65536 A]A(BKE]!:,5B"OG@= M38O!SB,8U,<)UY/Z?*

*!C;QN=M$2DF> .3@LZ-#F9]=U9FU2U;V3=1+FU8M#?`MM5]1]-/-,$?]/. D*K;'\K705 Đ!#X6$%,K0+MK_E(>>^O"OC.S:8I,#U+R! MN3VHP.<*4,MXN1EH<@!'"9Q)!#9C6KIDB-*

1JM'&,[_GNQ=-"GJS=-4"+]I\ M];??E/QA/VF4Z.9QA?(9-<6TSTZ"A5Y%^O0AH27I0LM N[8K427=+ZAL2&|-M7"8\GRLKT32$"UKA[T9&!40)E)\/$??*

R\Z=L;'346IDQH%N\;_!.:ZUB3JD MUZ3)4FV0A#W V8QZ0O0BQN!/9Y+EK;#RNVS5AM/K&C=VKHW1EU67Z.O>I2[! MI\'+S?

B'6H&E#'8&$4<.8+ ^Z);\UQO0]GGA1_T]_L"5F>KAX-]^cVH!|SKT]K|A#K5^5 M*?_J&ON 4(X5!94@@9L@'G$Z]$RC)HR;.5,,TH$.'LYG'>F0&%-7+NO^:(XWN M>6G[U4??

RV69(N:|^@$?H-'|$DZ#$<3:%@.28*$IH5C"VFPQV.GD_WPY2VP 1^0,O]V-M+-G*D6 MZ.'W$6MT8&*@SLIJ4>NP= M(G@,27AO5[VY_\D*^#!TB"^YO[M&?|\?F\-N46H?*

*2.KUKT:P9BLVRMB4TZ!H M.]P)',)%"'^*0@N.48#@2-_5]>/^-3&9CR?^Q%L MC>KGQ <,]DT6=L[M]'F6%DV=H@\QG!/)Z!H@AX%U^ZL'?-YR5Z3105. B0?? M&Z!";:?:S[*A*

<$/T364=QE(:2G$&EH;^$"0I7O@8/F]3~86T?%UCX>/O=&- MR\&-IFIGS8-MS8QA-40>Y1'2>5W4%,8IMQV-K"KWPIQF+41S:=6C0:CH32YH MO3O!0>YZ>?4WLVM:.?

*6M*S9OI1<"IQG0*NLI)^FIL'_ZS/"HIZM;UXVN&?$HEWS$X7!Q*(J#5R? >:4:.&RGM0 M -N5<9cBOW1KTL]4-0-?:V_?;[M=L7ES=X?)]fR$'S<_D771:5T&+V7PYTO0*

*MWD"KVUIGU9$^ANITYVVE1WS\-M'5AR^: .)IV&YKTCZW:3;Y3+;5/>-@PZKZWB&EV%>XDQX'1EY{:,IK2-*'L87,%DOD#COPKY 7 '1 M$*6-*

*HL3YC0.)+0]+ QZRC=OBOK@+5NYNPZ9Q#H=IU'T[^.:5ZNFTC@#7TX_-QIFB!D#)1 =^)5E1Z6X*R5?&P;T0!/)W?C?@?6ZAY, MNGS\8M:YC*Q)BI*

*(G*3P(M)-F""" ^[*0ND5,_[9CY10^Y6@NWL->/2.UNM7 M!.'/7".U'H4_<8KH3_%Q>Y(@X]";/U#A\0%3.":)(D;=F%8D8JV2TD.&+C MI/"Y3TLV[?11TYZ&?7T,-IWZCEW?5-*

*ZZ;\TPK36;7&^]M_=B"%[?U*F775U3E^$4%A*BG&5S M+5SCB*.\3&$AMO.7/Q%1VB]:2 F.9[1FLP'Z3N?3P)\B!8>],3:F>]R*G\?*

*MD3HO6]R&DVTK[G81V*FT:FM4,.88T.I<6&..!1VTA/?PVVTS#CM>!1Q-M'$[E M]+?8[4T(5YKS&\C:14E$@:|/#+ M F-O:%=[:54<_3QD4W8E6COOQ9R*HWYQ#T(%,OD$C=,AG7*

*M@>7?HJ5A74>2G6.2=1H0[+&OG"<CJ$$> 1I7)YKA-: =RB"\|UM22ZXG MK&$W+8%$(RZNFTC@#7TX_-QIFB!D#)1 =^)5E1Z6X*R5?&P;T0!/)W?C?@?6ZAY, MNGS\8M:YC*Q)BI*

*XLS*88O\H(:6X;?U* 4_X?A0&!?-D3D@N7)8;T.]E_71H9(]l:_X0TE)PQMS1[M;5BU^V+KVN> M]U&'=(PS6\(4+GUU"]!0PZ\/9=V[*,%ER0,A#M;0(:N4*

*M!@YH#@TDJ7Z"CQ@_,2%:.VW>JSJS)]+6]$S&)M*[H0I%RF'82U2/RC.CEIZ^ M4O0 ;XABA]>TZK;,2(?SJV=ETL_A)89#^C423A>XA$3N3/':HEFKEG-*XVGP*

M)"1.32WVSV\@'X,\"Z$%@1LZPN0ON9R'Q0^&,]C>F7%X0>+]#OQ?W8HJ;DP= M:?%-^+E-N^Z/W5PV7,9F-LI 4N)LNP!4$--5.3MZYDC M2D.]3=>^:[WM,5WWT[EVOS,_54)OB?

+Y#T9^?1+SK604U$B-BPH9YI"%T4" M\[F*$84B;%4&]WJFH[\YWD(%6'5^CH,;X8\&[J.F+0U=+AVVKWU|+'/NC#5F M:

<#Z>3>,QN]A8>@BYGT+HQ(K2EG$]!#F^H+G]C1$0VC_I08A-SY=4 GF3I=Q M:>DXY1!R/%LO[A4@Y3L1VU%M-,1%ZT!UM(I3:,B=-4=W1AVU6)?!U#$-,)3I

MUOC=+!3Q'-6%A545TV(1_*G#>@(7\#'M:L.$K=M#<9;SR!&-1Y!V)=,,P' MH5X^8V,[$PRKE\h.=)S,R>..;,#KC'#$?-OU"*.NO$M7@8&(FDXMPU+D6;.@ M2^_!+[TJP#/*)XP_7IM'IRO)K9)*

[2/:PQ-N2SQ'.B\(!=A;MVK3E MY(K6@M>\$"M64^SZ_M@MT;E3PMR^OPY-$Z_1P.CD+ .|F*B2S7T4]N0Y6(V.=O[^NE1" \|R M6/CMB,M'AZ'& UINS;_(X]3!]K\X'DS9TZA-*

*CF.EL;2X?3_M|)@/*N86#KTM M4Q1N!)IOS:*U^6]$L@\O"Z]V<9H]"1T"+]64%\X?CC]1AG4<=?*M^:.R"T.) M/@XT+6O D]U,B$.)B(*#T UZ;K.(<>ZUM^1IP]8EQP-*

^XX=4\RFM$]5DU%M-NBC(8OXU M0|^_=RYX8-]N-T)]=3[SY"VDU\;Ky'E:*Y@N\M,9U,0-+U+?K4D M$U%%&G'/&(W$]0UR2#M!SM[4R,X@H,]DRC-*

[&R[VX8I=KCS+G0/H5;F(N:[MM?\B)]$-%AO?X7=V9D[W@PI=EZM#PBY[^,/_]09 MNPZ[PSTY7+FN18Q"VX]US,^)1#TRN@H28QAL&DVU_C!+%=&!'9Y#ECS+=2%D M/]#NV

*NP8!32_L;RHQV"$Q<2;\AMU5C(5)?X/;PU)?8B'!?=X/XB^*...R 1 ML0],8FXD$02I8)$323GR0-EG"A(C^[WGZOZ(KG'T3C0"SOL+0@ *H$F%P([M!Z<&*_K+M%_@=5[M[X+.'7?*

IAYID=^.=.I],%-#BNC(&OL^82,Q$OO)2WG;%_#*=\K1"]7SV:1\P\;>K M]<(LU4*'GM\&]W@+;HKN,%_-=)L%'B6FTY2?WP:,*2!?L:;@#]0KBDC"$'I

MNAXVO/S^(Z[T7!LC;/_7YQ7[V\,3G:,%^ITMRF9$*\#35O).OQAOSHNH(U\ M:%@7'#R?<3&]QW+EMY$]3D>N\[LXFGTP_KH7"\CGV;H0P?I"GB-Y#W#E!D MH4YJ-*

"TP=XR^IQ+VZS)7;TCXX:B-*$(^[4?P>*'"%=@(H=@0^(,MQ8L MY> ,+P_R)\RMZIO+ ^SP3,DZ<-;]>_<2AR;+(47L1-8,WIKRIL"!CYOZQ)<_]!RBLA^6F-P..+ _-R/CC';F:G.4W;G4;*

*MCMY5W14O1)5HA" LB7;]$G"B66@4^!6WC8(>&&VMIDRC1^JC>!1/5#9]4!1T$ MBD8)DBK'OF:=/_9ZAV _;]3Z*2@&K]E&$3A')P"#$R"VQ:98V1?>#%7>9R37*

*M#,NJ.Y@YXK_BPCWH W.!)A7&Z3!H;4Y^2+QP-RGH M'-FKQ#N>MH>_<#4BJ,R;>3?%YWUIM,J2?:JGPU_EG6ENH=GB0!?:\(@ A#!$ M UT8T.J9FK#*X0MAH+?*

@DI?]+LYH4;'KFA_4VB#^LOC/"YN,OOY(%M?:?3=IH(V%U;%WXJP_%E[RGCH=H2_ 6DP[PHT-R12.JV1,8N8 M0&$4_L,@;"Z_P?T/G;,-99Q!GWN' .XD#NHA MB".5;<76M!A]:

*<[2,*Q+N2;G?. ZQ.?K^\L$=(U!,5K3]/ABT:=.S@?"@-;F M1+ZC&R4VBP0MFGR-(NCTGHY 4V9< G&$<>%"\Q1H NS'89<3;&Y!AD0@ 4N("D*>]> ?HG2[-M7=_5@$5K+F(N:?$84_=*

-6:!;$]:Z0M= MAQ0MK>+=DB,C#1,5QY6LW\^(75C.P^*$)9/HRG":)B]BALQY4,E"0[)E@TZ8 M)+SQE9OKF]RG./:+3Y5?/2NEE-'1WOC5UU9 'Z0ALG2A-.4]HO$:G+W$,,,2 MG]R[\[(.-

*L(\V^4[X^M6;UP^.A&/=SOBI&%Q[96+ MXGI3-.7ZW>0X-C%1#JQJE7>IX9LW38:@B(7,2U(% *EDS+<*

*7W?EE0%:KW]]_Y =>RL M?=HFXKV;XN(NTI =5^D2X:I\;?!PKMG)E?+-I1^4K^COJB[Z)I&6,M^&1G0 M0Y *>0A= FE@-J636$U+(%\XH6PQ2G(!7MMW0 +A7[X]%'>"G=A4P?*

*HW[7P= ML02:&AB@"S5CB 6;6 -/\I,3ZIWT;J^#G4#ZP1?@:,>#Y"?7B]/;ELY&99:E MHE)}0&RW J@LA$D CRUB4A7]9#:2W'DSEX)X"C% 74R>KC L&)5O/.'"*V>2(*

MB_[ON/;O7SSZX#Z@R$W*]+VA M!E6<:%\I^5=&QZ>:]O%'CF&43M+6_QZ)T^<_%67F$RCY€\WN<5"'0'E(=O MOR.]9L0+T29-)P@<3,^X,/^:#*7*#=QGU[_QK_>86I(;$U?&Q73*#.*

V,>3$ M=D\;?D/4.[*%K)N&M@=$/>+F'U3$CYPXC?R,/B(*YM%3<&"$S)1.,2F;F,RJ MFJ76>_!YK1'A]IM .TZ'X)5==KC5!TV[*D%+[>+-'D&>Y0%&===LG=F*.-7*

MP_K]^$TD.FHFRWC$M K8Z<%+"\&?68]\2YMWF%R"OW%98@>; R.X!6A(Z!P M)_B1&H84[0&1&XHW]^,/;\=.:=#[M:!f.3TA! >9 |,,QSRFT%&1>@.6-,>; M4-*

*;3O80[H;=&MQ@)K(N4D[VXZ=[55T< 70$(5\W3]PK"IE'2*7V?[WNC M!-A-.,JQI-7@/4;'PF[*XIK*LXD9G2I:E%&FO1*B\R[2H6ZG:VTE>UCK0L|_0+73R@/W&%2G:5P4N*

*MO96(FL?E#8:31*T&#-_1->KFR4P]M++:$F8(HP[XO>F5[?B?S)2DD;&=&2B%? M7183LKO5!?9/.-VR;_?^RQB"T_?_HM0Q3US(,"FV[@UM<+R>)K-%/^CB*PF M9'&X^TF-*

H&"5VB\Y25CNYC?7LR(3@V0D'B1F-J@!^UX2.FUQ<$[SB0S:\@Z M\@'J 9K]4Q7Y\7QPY*+DP8?UG?K&LM%.M1TU&_>;B3OG^*S.^,TC=H@+N5K M .5R/!QR^']{#*Y#?*

T):SI3\&C!Q.[/$6UW\;Z7>XG*]P;^U[61K DAZ&# M6B8J(0"20R-AC6#E'Y"'2ZUP?H'4171@*Q;M19RM7YN*Y[QA-2#.\,.V>M MB1KV5D]SH&-S7YU]>H2-*

*49R%#)TR\'BR"T&/8@0-"ZSXN$9:$K(*HAH4@6&- M>(ONW7EECG0_U1^'VH-K]LHY#.DE//#[\#PO>#.;,5EO&Z80,VZ:+N+@A C=W MV@R4'^:J=V;5]X%^W/O?*

*6=CZN+C8T&\-3PM,HRNS[[+#W!Y4V@>?G_K[]M?R M<882)B6*2K4=7D\Z=F*>WAPTR!1%B>E(O M#;KN*

*^_BP$.X06%3,*=#7]^#V*1&QB>Q(:NQTT$Y[W=C9$]>W7%_F>SUE8,Z M/WG',?$QZ!1-#Q#8Q4.L=(IA':Q>U8S(l%C>RG,V4*F[_"V_W-'SU)YQK0^Y M./7M2T>]ZUW],JQ>E-J*

(KD.;?D%@6(N@C#!M2.I%$GM^ M4$59I€\Y"^-_M_D=?;K&+9WXF87-?SSV.'GM^6&532L?]1QB8G6TF\R M@F?%[_SB3>!-?"W8+$*?/#@=QGU[.5&>]FEGEXR-*

1B5.U@\K,X>F M@9>F@EL9G"$B>(@U7(68$,'#YM#J(VV))\KH#RQIX&$SQ#>=G@9UXMV_TC<%E MQ88*1IVKKNVQ^1C\@S8H@\A]$JI2FB@&Z"/B!&ZB/-B2_1-,J9@/=B78':PG

MNLR>,8^PZ;2)D94I5)?X60=OH$'F6%A=9@&'0:2@8,$."(A>L/?G'S,:L/>W M-WUP+4@N93WNQJV%]HO8R<1610<+6'X495(WUB\W.FK7*PFI8>E6L3$:<*A MGX8/U]6>^U)<<1?*

*H/I&B+%]D=*6CU5/Z\\GK4!-?R/:8FN*

5@JH .O8>>O M7@)4UWMQ]4)L);,[6<*:2<")4O$WAX[>T!TSX78*KC:>1XU_;V/&K#R=RM MH7$8\UB2L5!,7-E3O^9O MT9Z%.^.>,;.7%*

<0>52H3HB2PM&Z#R$W*]+VA M!E6<:%\I^5=&QZ>:]O%'CF&43M+6_QZ)T^<_%67F$RCY€\WN<5"'0'E(=O MOR.]9L0+T29-)P@<3,^X,/^:#*7*#=QGU[_QK_>86I(;$U?&Q73*#.*

MFPTS4_"SW/[Q)1Z5..791&'4!67#002,@=I M@I]H-]XA743E'-^P+3@)WV&2V>X7G8=S>E]L7$RA\82[!MY=5,28!FS/!,_ M[6X0@\UHV#K RR9LGFU6(4WN@%X!{ODLLGD[4TALH-

CX9VK_:,"KTV,3I.'&\ M-^7]GRYP%E9+%€W-UB2ZO.%7W\'TMAOJG'CCVZ-DRC]D.97(':Z5I.H.(IU MB0!N R"C@*GYJ#N,Q$7,R5G98-U;P&8W8MNF=J[>;>,;,_NL?V7..%YR_%!Y[*

MJ]$"'"$\]B6I-%NE@EDBM38.M+.YL7\F3+Y.[+VKG=!\2Y$?,+-.', 1KH/3NT M3%N<%M#PVW5P)I3/Q+>.B9W+1+5LDWAW#;.NN89:.HAGLG MNH?-

$^Y#.^M[$9LT=)$I.F[&20#3IFBR;]?CLZ;3!WC7E'H+2HHIEU&**QF(M-T-Q}KP_L3F$Z>]N.;IQ&JENE##DU%F&+G[-6=WK7G;7U;%2.R/U0#S]LF(

M/C$D_JX],Z@F*EU#1ML%YP"M2X)'O82KL)K@ORW)&]WMZN?_+O6Y9^!AP<< MI?JG!(@K%54K|@?^&0&"K@<3&GAU$?//$)###0[[Y D(M\'<$R,R)7]:B'.#% MJ]#./+U<

*KUOOXP4D+YN;CJ[\"+F^QO@EPE$$J:**-W_^SE9U0\043-%/O/X#!AD3F:EX97@E"H-V\3M:CL6$]_V\EGH" MG%*2]=GI>QM\'H'I?O<'955\'\?TH:.2TP:IT3@M-*

EJ(\,H%B@7'N>OO:U/O. M.Y^2HF2D-A21"Y%-CN'^AJ:R.,NX]!;@$D-ECIC.DB4'E9*B6Q#]/L.&;LO7&]BM#@^^GZ]X M0EBEM&)-BG5U9++"D?L,&P+[TB(&'8%D"C$/5D%7@FIOE

*"1?-HR1?!H;%4 M'95MW-7*F*',M!M0. ^9=RMV,>U(4ZG[?ROAX[AOS!)HD$ @H$"XA#O!RD)%Y M,>#C18;&=ZL_5S %#XR^-^+"+5HCTQ MJCQ2*W*

=0VMLE"'^EC\)9\6LEY>@8?E_FO51X\+"'<7NXM7'6!W9F! M6[(:3NK'RQDD_)\NMS8_;'?^;=^5R3:L-^M\GH[O+SPT-KRS#P[QKTI20GU

*M'CK&&WOG%ARSOZM!QN7=3TNR1]MIM[,LV*P,>X:K#8.4\1"Y Z!IL^H:R M4G3S(B!/*C:\. 8Q.=4]I L'+Z,P8#W.-<[-3H$R=NW%;U^(E]MZ9RH[K-#_9LM>E<-M?*

EIBC\8N\CWA%J I'&#G+&\]?!\T.$-QPN-0M#.?E_>E@T/0M_BN>_?"'^%0 MZ3\M_M<,[]],O!SI4[OF5('Q'1Y-[K[-MG>39.I)/"'^4\6!C88.0l.'H'=?E@6$ MA$%'6'\[S8G+

*<:IW"EB"Z€'\X.-CGD!;VSQ>D'?@#^'UHU5A>G58GH+@L>@! MQ1#YC*N.SB0$L=*C46; QV;"VR(>G]7S_"OQ0[AHDT&,RBYMYVM1SGU1A5@" MG46'++"(_*;@,/;,*

*OLVH&+IR8M+->$','/_2CA]HO1EYC6'CY^R..I1WMFQ M\K TW1$=_" W_G=)8?W]>DE$+D*(SBGS/>$D09(RQ ++&!P%%$7U"MV1-;1IQC2N M4DD]_H%FUJ$*JP%,$CNG*

^NHXQ%S> 7,8[2&AKS\UFY_AN'OGN"@N3.N.R M7N"8JBN1 ;$M 3,3_!4W9(@HY/]=YOO6+'$[E"@,@EP/I1\U7V,/=NL!7_J7 MVUW9O+[IE9,_#577)44W:R[OBT%]J(//!L5&*

*M/HB;H<_K/;BL[2\.+.]=,&D80C7P06>:4O9<#O)?`_;KL>$MF]:%.V8R2Y=?(/J2%=#Y.T,<3-[]-X]+Z*1 M===C>%MHN*T%:4OD3^RZI%U?5W\9EMV3'F"3@K5"*

<|%A<=@L5I%"X+,K(ON" M-QF"\^8--HGN60]U\)0\8)TO<\ZXX,.4TLL?5 :,YWU@PJ',,Z2. A]VE MX>4]H5M?@K2I;,;;.EE9WL+L,:[.D0VH+I5"-/Y@=V'(*]E$R)] R+6%<&TH*

*M*R@+]1PG*> -+IL=IST@T>M45O-/1@6\Z'E45U)]P#4LLF:1BD@\U"5VTQ?T@$R M.,F-YM*D"TR/32DS9.(IZ%A/SWM_7#.X2[<(6VHY?. 1AX/%F>KE@"9C(-!A*

*M)T1M(532DF#KBG4%(0T,D/\0_#]B!G2>N#A^55_X]=.SF*V6XP1PG#Z<** L M8IQ1!,BNP6E7ZP5NK0/KW@0KN.M-# /CERW?MQE7QU_R^5!TS_2,:.G]! (> MX* -*

FEIH5=;O^\&"%=FX8%S45,W&%H& ^\%V>]1K60OH\]4JXR]R';60 MQV)](;"YUS+GSI>PPX\YZEC8';UVOY_MM) M]AH'Y!8/?)?*

*>41HDT*W>'GFD9IB1TW+F.W3,ZN4LE=]KWU/6I'U)L'^E2!6 M](K&AQUZ,!1U$7.&,937Z&N5O7/D7+T#-STX_?D;"\%[)&!ED17^0S'V-;KD MMJ.OK,@0UUX>_7""WD+[G-*

*R4UON"UZP5%PZ@K;^>+M7QT/JQ4-$Q-S1[L" M#--^4']S].E-I)K(%)$3URJD0A/LU'?>^]3()JD.U_-ITC/[*M+'Y_ M.9D=LT7BC^(N"AE%/YUB\LTXXVM_06A)EA45;PD&7EU*

27SK# KL05UG2QAK\X#H8!+]"!NXHM^OT(7")+1T& MXS>3<22'U(+))MIGEVB;X78X=D$L5?(%$^X'VA&U\6R>7X1$)F(KB9"B^KW M A.DN4\3F!)""&Q.,5NV3RQ^N|R6&E*

&0#=.J$U./%QEU2#J.@)(9 X..F+ M3#-2ZRUBS.(36S3UGO77R1-4L[%WK)CFX0*=!9G,PNKIXEV$RX64CU:X:O.I M>?HB)HK5,J93?

Y/"X@A%+^*|K^\2763:5W%RGV/0%_]'D(/C_XY(G8PW\GW MT_2YD#Y.2?USSVNXA5N7'#5+Z6OYU.D!H0K93@E=;Y]1E%MODYU$3.,4YX; M]F$0-T>VQGAD .SG+-

*#975)+=P!6]^ -<%LK)"'&MF\VN_1-_]1VM.0'__^Z# M?#^_8T-R1]R>FI=Q\ZC9&RX&7EU*0&_4!$U??EV1R.@9GRO<%|<"]FQ*+R]Y_ 5]^P)PAMZD*

VQC##$8W>2,+\$H6UM+'M7T1$ST]8P%UR7R7UQ@M MMLU'*$^C#ATC,;Y 83OQ^67D)06CLV<'>[=5#=M//@_;2;O$,Y@#F#2"0KGF! M'XPHT(3'QE

=@')0V>CT\BW+"H3DO.AAT6K)N26EI,16O Z83Q.DIY&=3C[T M3G"A[:]W/B1) _!%R8P]"R7;"?8,D :H0>EMP$_BCPEM?&<X,$ X=B>5H\Y M+&05ALB6W!\#SOX@5#8-F*

*[_]>.,;Y&8*T&GLI#P M-(S9W.Y#)SF8HYFTG ,FDF_J6CL4^^C;O;DV^AM>X: , +5IEL,,I"4:$T%@K M-]T042LRG7X*5ZG%376TOSA0G/LG>6FO[@;8=|'NC'_>2*BUUPDI18!@+PMH*

MH(OD)U@KRD0,- C81 /H=3Z&\KNG(9Q MKF# M,43Z-F\DFY[,TO14EC2>4)[<.UR ?,PC]\V^A# EJ+10FXZ#F47, MX3$52"YRJ8T1G8?I:

<+O?;U;1E=U;Q&9NE_NEWUC>'EL14K1Y168PW,2H R, M!Q"T\@-P<@#[\"JZZG!,V3P1OM99\UW&HB^EI8$VX+&(4#]%.CO!S#=31'JD& MX0VN,C[Y0FV"[&Y,:'S@>LX8;7OPW!

{4(XNG_"I<&4LH2X_)[.*-76)72B" MO;@=P,% 5%RE'4U[6>4X\#[_@+H F\[A"1*QY@<:X'!48*(8]B8I#9X9$ M_;]UZB$. ^+$(CY-@|;-IC< J30P7+-&/>S=,S!ZZG?*

AQ'US_U0.'YD_[(2H MD'LV0-UP&4XKB[$OF%]'2^M@ M?1. ^YP9<]5W/O/*7 M?NGGD6*7ME_!? ^.O]_T:).Z.\][ZK7_2(Z/*_CFW@R>A3^(CVP.,))& MRL'"$?

*K'OWF>,@'E>1[']4)ZGU: \'(3H0^.<4?N*U/*W4OM):5)2%?GD1HK* MOO.G3&56.V-P[[6;Z5>)*LA6LE,W\263H.\]KKD:E+X_]VUG]Y97%|8M7'C1 M?+|4?F>- M.5BE1K9F[Q-*

/;K/7FV4/3IS$R.Q1_LN$&F8_7Cl,O3<1;=M?5]H4X!\0^FO, M9W1O9:N4EKM&J4-JS"&M M=(IH$Q&LN6 WFE- G[M"N6-JY.6WKUMDU4RR5\\PHI_ KX&&W594[U[VWWOA.*

*M\@[<($H V+55L+X(M8;P*>@.JY0(VOC89-B;$^QCP2PP!H'&?(M6/X2V6EZ M4QI@_]% P^7TS_;26S-'/BL'2DZ80RM9;>.0R0"5(DO*9=?'JNV|]^2S^S[/_WM_=K]]LG M?*

RSFU5KWO=9]W==]?>_W?;BN>Z'31FX7^.SKV3>87=SN:?'|=45HWVOABEC# MNZN/#NW>E6POK:?>PR0ND)492/APJ(@H5,;8P$2]9GR6[\+FL<;F MS@@3|\CE'SW"]U]9IUQI?

*C!S#6ZQZVYB4; 277;[+GS+H 9GT@1YGA0Y0+3[MU/G]#[E2_;BF]C'P)@OXZ+W+ RW7\F9K3@>"M;BD;UB^\;J;,+ "%3>*S1M)*

*M;H@IW3=[;33!L[G>Y72+A:|\;RX@;72D)C;Q;7?]DM.K&|DW9RO!K#ZM,T MV!P|] ?@"LDRR&Z((0XEO<<0ME4#?F';T=+ YH?FE0E69[,'8[:M_-BR"C2S M8E1_?XDCJ.%O9E-59P #Z"0)8/-&)JB3P=K33!'MX/62C,O|R3Z-HI¥!*_H M+*NP>;F@G;RM1GVU->!-_9/'/N4E+VSN\S45QO-!,#B4VVVW7W;_B@B=>"\C M!-T@ISUB3$4[CD]fC/6^7FE-SH" [,.'O]|/GZ;^),9>^R+3UP2WHCX0ZYUA M*XB'#6T_9F*OCNPZF;8;RIK%S%@O)M46NV^-;T'L[#>4U#\N?O%P>;>';MRF MH"3E2Q['5 _@D_X[_%M#(2;I? 1$AAK5/$JL)&3C%N=HAV^74R)W9GR-MKK6+\-*B;?D=S1;,@3 O$D!!4\SFC_JY*79X1;0&SD0* ?FTMKGVI=Z_EX M)$?GJ5-0PHJ!ETO*BAIFYWZ> [;5_3I"&C!G#T#]&^>DPN?+[ZTOG$\Z&W=L(Q$R3'L+>00+Y#,;C MCPMQ W^'B>M;ZT#O|Q[E*"_I]OKTO?]F6Z&;&\'*

M2"K)Q[HPE,"_\,KJ/#]=,BIHI3QGKS_N>%9XHZ%Z0;LE@6;-M&UX_K-B;TG M/(RF$F?<]$Y!%;&N>YL%ZU'I=RN$LFFZH"9C881]-3J);7-W>V2+.FBSF'O MMMNB*,M!XC14M@"330)W9+\Y.!+<1FSD=LC%8(7"$<(22Of|$=8P+9"VOKVI-M_-7[P)(6$2$P3B?MYPZU*W.O.4L<|H<*K&{fOV%464DI4T_9;4L_O\CA M;6L;^DWIW+04=^W8528;-M!O1-C;&S%146P;#!"L?6L@W}^X33O12+?KM;\ M,HC!<=R+ ^']:Q?&'TFNU2RY>^CCS5#ODC1C_;1?A+,NKVJA)9P7;G>-I'AVW M[:$G@2'D-"=.;7FV;^,GG\=\KJUXX%[8I*,!8#1_[*10#B FBLQ'3#A4;,_7 MG$*-K()+A.46OK WGY,83MT<<L ME,4BYI#C^F?T&,8%UE%"]OY<@\f-3Y_N<*QZ2)U:E7/9EVUV"E00XU>B84=V M?!W/!"/B!8IL&X>4AOTU8!7!L)V@/!F#XCD[>D*..]Z,U5Z^YO';Z397QCUD088_.7N,4K+<,-5[]:=NGQZ ML-(/NP8>M(.0RBIMK'0\5VT!U@;A%U(FX5L5X P"'_/D4^WT@U\-3W\>;;,3E M9__[@XVA)(%/T^$)@RY0W9Q0C;HK*&7XKEEQ~X>F X/8W5L;@3 W!T6M)G_M\?GRZ?R'\,>9'KAK%OA8%FF]#K+/,UO?ILP.?-53?NNOC']:\7G9-.,4;TKOG MBKM9B8 146!M*!(EZ '5]0H<=@59#FL*DAJ-.W@E=G6J.U3;.9DIOCC?E5N#*M+EC?=B]\@ "%.PI9"C^YX;1H'T@Z^!6TYA[%RJ]QD^AU9&>|-TJ,0F0G}!=07&4)<%94Z7L7IW2\A=@Y*V=-M;RI*2W3\F7]W-M)_RC]FN>(NT=X1((P9=37* 4F"I':$'!CU@X/8*T\P>Y"U-M8(5U:'@B9#?O9\"^DM.J/Y10U5<8Q/*7 ^SM:$MWQ=-X5HWZ4XP88LA+L%2L MQ&(3=$*:/ON$H %3].F4(5K0#'<

*!/*_3R6SL(!)?EC:XUW=3IY? M$;?@30;1,/:P%3= -!H!!?5BE.Y0A_W85-N#45?UG0BO3D35 M_!|!?@!>+1Q5"%CG6XG*E'GOQ|QK/ L%R>I)/CLE!=/-/"D)=8/M82A6B>2UV) PR{P@GGMUMVLS.O3C(T,VG0Y'$!!|AX;%*G+QD>(YXZ(?#'W%UD\%"KA!QZ&K.H,QTDV,NZP]?116.^_T*U!$FPM!RZX MX5>"M2!|S<.HE8^S&L39"'5VAL2^2B$(<72 DON39DSY "SM).V MNLDTITS">56=WQBN[5,FRI\4|U?/?1*VDZ0@FQFC'_WW+?9B=ER+M7FM"#0N)FQ.=6QZ M2.F1"GO'%!@Y,F^00YH,_1P)E[+G@2L%A5*F-Z0%;)%1-460'U->,Q"Q450 MS;_>X61.&8'!\M]X1D#@\'VR]1..A\XFQHIX# &2KCG3'#5Z M>A+WLX3#A*X203@W0D,JX9U%51<8<$QOY7604%9%EQV\=N^^+V|)$PED#]/0G20\Y MM!)1@ 8KV@>G]V#'1Y@A>&,TJZHZX5".X&DUK-NRV2"_@N:T1I&.LG:Z!IUL M-5F\DP.6+DD-JVB+>>AEZ,[_)^\XUX-J'!7#;WB0EQV\@E&+ MPZ%ZH7)

*%Z^+=C$,G2|$KVTV9'B\1QW@UEF^IGM_VYF]MD# R:NIE[XW2E\W M'E,_:D'OREZH!)O#15"1D%##2YKLK,.E|LYH=UXC!#4&M7V^G;%\$/Y;3NNI M58<"'=?,YYU5UE9=05T$IQ:C1%GU,08"S3K.AX5R[F1 M:VXN6D1_DQ&;J[T)R$;9(+\:I]BF\X_5&6YJ/IP^[-169fZ_1*PP^V-U1OM% MQ(U\,:5KY)NEMPV^^-YV S\QWI6$FI'J2__M_4LRGZR7YJ;8CU62IA30Q*R MX..!UV[39P.NSAZH&L;]IU^FO>--JYI>CUK+'5%KRC!MF7]#W^_+)IMN!/8N M^XZ*UPWCJ'G(V\),G(LO#FDTZ\Z4&6+4;68%-

*#&*5PP_?U888]95,> =@N.8 M1P3C'S<=.7$2[2P8)>7],E>IP4$#.(R_)"@>A9$XJ["OY=@@ZD"(3?J%3HX0EX7;^O3WTV5'&[6,]:= M$>>,3\AT%?*

QW'@DZ2<=,YVF_=;_^AV(YW]^MP1CF M##;]X05E(FFDQ!RA-M$L1C2J99>WP>>-KOKW"!9<==SQ?SY3<_O:P85*(J(;OP70)QL-H1Q% M/$##8R!0C^I4?!V0QM(Z9%"2TC:HXG; <5NQ=$&?T-=D?5=: =]'NCK0#.NQ=5 M-?;F,'\IXGYD%/&3VJ%OY^)Y6/=T#HWR|X>-X5Z7%0MLUMS]XO>]2?I:U=3 M@C:-P@L8Z8Z.R03^+=*T!9=^5 LUSY\Y%T>(4S.*.ZI(*

ML">R2W!@VLM($F)2\.:(XSG.%;M%V8/?A"R%\K$@01O)1J/H!UELE.7&]TCP MT"!O.B/MIECB=TT,>V+>_9;L-

9ZS!]O0+$3VIW%VKG'V4H#WY8_P&^*=U?\KVY(1TU7<@^[(ZF^2/HB# M7%9L@',?GA;L/0+6>=\?R/Z*KSYA&<497-.LPAOSQOH664I"#!+KG#$YS7B9 M!Y_'9.

<=).1V!?EFD)M?IXOGT:+5'!"")OL/8-']/DER(E]V095@$E(W*(M;*@0_A4S\L4PV^OA)XQF3[8I9-4Q?;3%,"M;*@>_+:*_!IV#;Z9A1>$/5R>(0 M#]#"A4O)E%??

*HF"*M5#0FDTBJ^7>8C:JZW L56TWV\-1HK2\6!9B^-TZ*+"<> M_;Q1.F5"U[@2;R[A0RSD*@XVXP|/"O:6!2'S({O@GZ?S[#++FA_>-?;7#2>8U M3KA7XO6HVDEI",69RH)$[!Q.L*

MY{!F5VG2JZG>4.K^Q#.5V49'1'I+[AJBBE_%K21;G04YK5"DBE3TF#QV4!@P4Y|/.'26:<57A6_WW17;/G)V9=7'),FE1-M[IW@;;M>.V7_=*/"9A',&FL_S*

[$_0.6KJ.Yt+B7W7]*G6WTJZB>@F"NURV!M'8=V7;=.9JYBKG1;&/.L'T7T&QR*JMM VT(L&INB:)8#%UIWK1*N#0^6 MN;@HI%$JB.ZMQG=A?,EJ6(T?$_JFD3O$T-_[<82[-

>]$R==8@@(KSJ)-><8 M3>&@%E8O0A;+G@SAU1$B'!^H;_C:2>-EP2>D Z^2RRZ=2 M3,MYQSRK;EKK(9\IQR>P0;O!0X^#S:+TJ-MC]*KYQPZ=?2\2OWD-*

*E67!M#L MRA]!-&0F8.UT%O\>H2R(S8(7:-8QN_(DF*6.\Z+ZP,^9P82>Y,/";](FH@9E M6]"SSH@9%\TZPE-M.9DEBWZ_K5N4=Y_R-N8,S0#[S$96F0'>67:W6H7VIMN4 MXT%,1 UN-*

&2/>>4|6%$QO)4Q)HJDV9W#Z1L5!H7W@EVDX)<+(83G0SMC#9$U& M8(ZQ1Q-V!"7A,"- Z64AO6.?NX9_5B%@F&F[WWK\WCF*V>NS$A.>@UA|E*

MT3.EQTG>M'=8=W8.D:4+]MYC#+5(f6"#VIE/AD)9&O#A[MY!KS3:=\;MU=$ M:97+'E74DXSQ.V%W 11)]8,:LRI&P>!O$B@@?^+C&?H;,Q4A 5[(0'1^U KH MJ6

*X(S[,9RWFS(.1,:.VY/>.\8\M7'W?OO"+QC1%,6/*F M3^K(T<^Z9=\V-/*S_TSTF32(IL@5E@IRDU'!Q0Z$GC[VB>%OLEMWCF0QLK[& M<80$(*9BXQ]V=Q4F-K,RTL_9^!443D.4E*

*6E(Y9BY1O5.8'99OQEWT5=/X" MV;4RXL_98 "NNZCAD*Q6P(N=>$9YBKG1;&/.L'T7T&QR*JMM VT(L&INB:)8#%UIWK1*N#0^6 MN;@HI%$JB.ZMQG=A?,EJ6(T?$_JFD3O$T-_[<82[-*

>]$R==8@@(KSJ)-><8 M3>&@%E8O0A;+G@SAU1$B'!^H;_C:2>-EP2>D Z^2RRZ=2 M3,MYQSRK;EKK(9\IQR>P0;O!0X^#S:+TJ-MC]*KYQPZ=?2\2OWD-*

*E67!M#L MRA]!-&0F8.UT%O\>H2R(S8(7:-8QN_(DF*6.\Z+ZP,^9P82>Y,/";](FH@9E M6]"SSH@9%\TZPE-M.9DEBWZ_K5N4=Y_R-N8,S0#[S$96F0'>67:W6H7VIMN4 MXT%,1 UN-

*M2>__-^DMHJ/7[!*OUZ-M!MVSTL__B.D,^|GI;:_,-V7!*J*5;,15>Y0|*YJ ML6:MG2KO78Y#AW SD^H8:O,P|-BZ7%O#»:,Y\C;B71,\Z_W^#SO\EO5_2^S]# M>B<%G'K>%.I^J,K?0X31L>0/*YWF;\L>]?:U$ZMF>T68W.ZRAQ5$RGKLY0B-MUH0&IU@E$C<^?M*8,K4P]3(G_**_^;%MZG;*0JO-MM?YH.1J-.;=_M1ZXGP:LB:QC*#L.X1K4A^C\$$W$HK,H\;M3.%M@KI"D^E ?!W+5^;_1^^5 M<$7C79CM>;+S|_B{|\HYK8/=V\5O=0H"(PZR MK95GNRL; 3DI^\/H.I;<7R-»"%D#:O$/14A"S5-!K-KX)-\,Z57>ATC%7E=MO:^4G=Z4$#^O#0QOW3\9F#=2QV>(&S%0/3C>2U@=%ZM^X4/2H-'OB)D M-T* ^-,)NZ4<#5I:0;=H_6=6>00PB-7R]ZL_W%8D+2@3&FXEC+.0QX>U;/5FQ7 M/@7.X"&><*CHPAF2 5Q$;%[QP-E%T&74:%ST:N]\Z<:Q2ENAP"(LA;M$1^8_M1V?L J#KG4#=)JNBX:AF8G+#*N=001,/=J/I!ON:O*BNN)>|9&1\%9CG7Y8/3 M$T,"30*_OEAXU-"5^GOWO1?3!CM^*#(HPW9V\<6$$*X^-I94KC)$$*?R=5G; MS 8ZFZZ-,&H-ZR1VC%SO,"^_)+C44#7$U1Y[&@[17>VZ?K9F]4(F3E8H!XZR M %]3-SH36L!+C"#JPJ"'<\FW=G<+10J6S)\Y.NJM$fM\.NMJVI#=A=/WCE@< M>'(?_V.Y^1Y9#BM,I.YAY@W44!UM7U.$^3.T.GJ7M)$Q MBWJ\\!O)@&864JW37&:JAOW4_6[WOD|OM56R)\,NX3LNLK+4KJ+K5/=INR2* MY ""F8!J.E%+UZ8UDTRH^Z##CP4%=CUB|W6M#3*\5SE^X>&2P M4.W0J7'=Z|tQ#A$|R/5Y#U5Z0':P7LZD8HJLK.$EX7EP4&-OB/W#AZ?>^O! MQ@>A!Z_&4?=*NV\,6UWR>)@T5&F%O-!/W G9>'?7.G?!VV,-Y,/[S6<=^'6M^SF^[F8S;Q7$EN!B6"!R'+TBW4P_*LO XJJ/X?FHA MU3'0<"!&-GO?!MR7< M+[I;F:EFV;SILN7"ILKS,_"'|O_N]P%O0XTF)1+F5!M3|5NKECCL)W(F,_,D MYQU1U|931<:&5L_;?8Z2'?;1V9$%^NL596:NYGQKW]ZA"=2@+K\'I5 MJ8)K0¥A9 EK3Y;J+T=.EI?:LIZ^]C!+7]_O)5W)-3@L&>61+ES/L+,JC1 MJ)!H"\6U8;*53K:W!K:9W28?O^?K<;ISY3#N&G/FL;+-RP+-"N^4K'0% M,E* !D?DK?!.@:FY,/V!.,Z=86-9T./7T:I?HSG1;'0_R MD@;.)_XF]-X^,'HK[AD>R91G[GBD492M96C13*4N24A%B*LEN"!D9,R+&$D(HM8BHD16.7)8.QE4HH0IE%R#)<4QE7S>*|W/>_SWV_[_,\[Y_W'V<=9L8U[G#GG_$A-M+M(0^PY1B:5K +&MLN!/3CSJDPU_ZN]3":@8Y88/*"F?6*WMZ]KM2ZN|&^91#2I'JCQ$@>]=HG29*QKW]ZJ)-XITI4,DNJH(V<)7%38GM-M+N)K*J,6FVJ?E[?Y]^3(RX?,&AVR79 M\'NPPQ.I?^57!%O8P/(B@YB""LC)?S!B_;O>Y)BA72FCILVI/MK8;(4R8R:"P3KO-W)/6@2;F>F4S:)#"'1WMX0K-*Y#1-;NGIB+.B"6[" >;5 M.J7S6:ETZ9K^"X4#]_3(O"|^4[T3#/^IQ74I 2 R7I6O)9D998QFW(EHQ@=C MP=1'VO&AX;/B[926HOB.[%.XYUG*]M>"BFXK/8+%Y"K-H&HQK!A@DM,"-+YY M#EHI?JVW)'2V[VP!YC*M-,BZ_L_!&)-#XZO:%0XU]J;G68/.+PTT#JR M&O#?K&E!DJ=1%"/0"2AXI$GR!*01>$=?3/HWKAG,"U0_L?R&.07'HI&I!D_/5P#.;JR!MGK4,COU%D*026FW2>2+IXP»\JBG!GQ0GW3=P_Z)/4 M7F/T-6-8$'/XE^.IGV7O13»0D0%,\4+">DL=.:)^SE-+|64ZP_@I3&=Z#5!.;8MJ X5TTD0@CTMX4_>!T_G6UE|]Z :OE+G>.#V/#K>]NVC_U'MTC:Q23/7/$$O MNM&R@S0YR0D'UEBVW/U@GJ-#ET G\3TB(-%M! L7V_*.@1ZD?:<*]|[YN:^OGR]V[X;\\AK/MJGIVD';5SY[1?*AQ+G'37>5M6E].X!R '(&D==DBHA&52+E*F\CG[++@4/= M"+G+K_,9Q>73KRO+:L:DQ5+?97U;4."I"WV&GO|J/:&6K? M+ ^;(UF&L$9&[0955S8!3S9UFLI4OC'B|#^?IWIB1098BIPT/U+QW%,.L__5F] M(D;'WID.'C'OZ<1+Q7.PUT?X'DJ#22(AF#3NVXENP.1;63[W~V>;8196X3\1 M\|(_Y')R-)\+O;R3RW]O';L6#(N>A0OXD'; >G+K1$K4L=;3GVJ+W:G3?;HIADV&O;RS^GZ M9=U^4WSB5,C^_TB4&01 G.&L 4^FP7$B7#0!Q_9=X%F5GGEW&N-5.3.&NVNZ MK5TN>KYL*LT?S44*[*%L0ILCPC5Z=7^K#)A#FF %W"4|MO1ANA0T!YPXUF 1 M>Z!OK_ 9A9;1V\#T25NB=4W6]^W9G.7K%QG9WHKMYR7;7>7V!5^@RL*?_20_ M0Ms+"<"YP3CHP8F(W\9&=+=GNIL?7B&W)*L=P,+5.(,B,R95'%G/)^Z0K MO»'1-^1+?8F]-|^O4P)9G@*_?:$!RSHHZ(U+V%+F#WK/6-%L'6|#&; MQ""6^NP-XU<6L17WHX^D16;9/FHM;(ICG)V:2^'^H,E\S|'9J9V.E\YAE_YDQ<+/5$**)!KR\0/4|B M$-BVO>,XBW_?/Z:49R[%;C)X(KRH?G]XQYO<>+L+=S!AD8:R!L%!:D<[>PUZ M"8$D(;Z^$,-'5BOGHP";T?SG5QSGX#Y|NUCFQX1A(%2@_<_ZZ9:'A^ M5RW:H0S8_|+_D?Y(I\'M.&39TS8"1Y;_&BD&-=QQRG447|"%4,>;^>VG#N19 MUGZINF-9$/G9V+M@E*TP#"9GIG[**2S]5*B>E2J+*%N.T$4++X!;)I$_60 M*DIF>;P$7;@0G+UDC!N:46HIGVW_Y34=E.]1:GN&_21MIC_KMJ{0]]T28G1$ M.E(;F$NULI5B13&"[J<.L4/5]_<0"2AX$BMR70'Y!$ _:9)C39[^X|UGW<;]NJM$V=L=P,+5.(,B,R95'%G/)^Z0K MO»'1-^1+?8F]-|^O4P)9G@*_?:$!RSHHZ(U+V%+F#WK/6-%L'6|#&; MQ""6^NP-XU<6L17WHX^D16;9/FHM;(ICG)V:2^'^H,E\S|'9J9V.E\YAE_YDQ<+/5$**)!KR\0/4|B M$-BVO>,XBW_?/Z:49R[%;C)X(KRH?G]XQYO<>+L+=S!AD8:R!L%!:D<[>PUZ M"8$D(;Z^$,-'5BOGHP";T?SG5QSGX#Y|NUCFQX1A(%2@_<_ZZ9:'A^ M5RW:H0S8_|+_D?Y(I\'M.&39TS8"1Y;_&BD&-=QQRG447|"%4,>;^>VG#N19 MUGZINF-9$/G9V+M@E*TP#"9GIG[**2S]5*B>E2J+*%N.T$4++X!;)I$_60 M*DIF>;P$7;@0G+UDC!N:46HIGVW_Y34=E.]1:GN&_21MIC_KMJ{0]]T28G1$ M.E(;F$NULI5B13&"[J<.L4/5]_<0"2AX$BMR70'Y!$ _:9)C39[^X|UGW<;]NJM$V=L=P,+5.(,6U'H3Q%U?3Q%*@>?R4GD9%V,B]8.W22X;L3KZ M.' TGG;VTZI|KKN#PX,O#R|TM>S9_;[RE?B!?JW{'68"!;,B@2HW:0&VWB\ M"+:I&R74MKWJDO_$6@_+.-#E!O ¥H6XJP.6FE^^$2<2BOW5ED_B3Y"27U -9 MEK+P5S_):OQR00!*$KJ.T.F79!;G, AR.-LV!B-@DH<$2-3@_0&W\E-WYHF^ MM@YXT6F5M:E^,'2IHC?@8N/))+,35RHDJ8 53CZ,(H1RA9*!KK/M=KI-4$FZ M-I&81E^>)7/V:B\V|JX<-'K$WNN6^L*N)\U3TZX_=':V,Z9859Z@:S\$FX8(LYMDS8^V7VO@' 0%E!BNWI%[Q4ZSU(;DUQP4,#8\==DD\ULLRI[4T-,U/4RS@:&-M0-&4;1' H#G!DP$KH1++?Y|_@$ MEX%*C$S7H$[M:/_\9,30?#4EI/MF_N_QE:RK42>,+YO4|[N\1PT204%/VW?^ MQQD1M;_P@^V&;)N'0"!G$SC&SJ6VPYKS:'V"_8!6@MIP1#-C=F%*S2=TC';2 M<6B>Y8UQAETWH.P:2R++]+"<+<1C4U+D77;1M)!!RTA^KY9'@U M([]S<5Y/)"U926&8/$QVEDCO=IM[GZ M_8OWE6PBC!N0^GME@LC) M!+#P$'+_ W6YB*W/7E#TEFOH[F-8ZUIN8L1 4KM|K4;WF.7!/6S;M"!I%¿O?"TK +$QG5!SY1>4$=F3:=K!KC?M+'Q1J_%V_3@B!{Q=A,A\)$7GI0*6KO^&%*Q'^2.LY MU-;DSMSP?4?$.P,T&P>8-"Z8W2>0D0%,PVBD7L&(?$@ ']7\K8T MM3M$"PI.3ZFF1#Q\XF_50&E*M5=V"W)+77I]1;U?55&ZV3(.GW36RVV:-GF. MXP-BN#J#W B0Q*Q*Q1FG=7T"DTP4CZE--]<\E'OL=T]Z1?>9W9",<(Q5ZH-O M85X$AA.H7V[!D&O7 B4Y6?PBW#G@J4G;< .%ZNGAO<8YUQ>.T_X]XO!&>9C" MB>?=6\8R;OR424A45TENV\=T$@G4LV.OQ5GYE$LZHJE-M/UR@|+?-2]V;?,1RU%X M*1)Q{OR\Y"=Y,\1,61#46;=OI+LU1?FP/#B%X/C6[W\LZG9 &NG[WGQ6P8?% M'U5MVU^KGLA V#»^R5:CY"$,^!=9A/;,T62N1!]A?'S^P&*_T@+!JIG+[CL* M=MS;I1-_) BO*$3^?UOP/S?'VZJ_D4M,F1>L&Y%#W:\,Z\W(#>K=$UM95.H M=C@=)DM=VM;A#M[E&@D&;&.[$R&ZY0&/[\,"[*4V3WUA'?DH:XC0084P[C]B,;>?7RG|V7YVTUF$M6<[OM+H/O/E_Q0_UON#N_#FF)GT35TM*IXB!!($%FW4A#[*CB.8(F?9ETMC45F/^W MXV%+O,/U5M)9TP=S]4=FOJ^X%GTY67K*SOR/WE(F%XG%<+3YF582W W^ZF53 M%5>Z4Z+@DL%=UQ,I0_]CBRN:Y23NS&\XHN6W>>5L>/SHCUH\ 3LB*L>JX ML;"|ZS U;=J_DX$_5R;2!"9PEA/@S;F2L-:HK%[5UYVIVGW@G^):L{I1+[: M:F"KP?U!|%)SV)H]PHK0B;#*+2N9>P"4C(MZH&XMPXQ!G[7F]/#XM[*PXN/B[WFOPA>=1N7"UTLW_T>. Q,B3TFIYD]W!*@,DV07 HT_,A9S^=)9X&;(J+7 M>'&K$[-FUDBH\AT/#C(9?'==;OE5TK*_E=(_>QJ(_SN:N%S(2 *)YZW3I,?S]X8AUV!2Y/F%^'G2$WX'6QB_1UV%(.8 E%/-:MPG& G&3X;M7QJ-&V@4-MF6;Q9IH?PJQ^R3XW_36P1}B0QR-"|4OC&8-4[GY" MIS%/A6LL^$01;3M')ZN!Q]9A%V//.,)ETG7WOMTZ6A$9*4G=+[KKJ'W^[JIF MNP-G]C@5XT+X$!,%DU4%7WXO3NV VFX' M(<2KS["LZ-,ZK*TLTC"P\D(ELIXW.%6@7@=#5W\!TMA.)%#/[*&#/]"&s%>6>\ZXZW#:R@+AVVWGD M^'0T-'W@_=<7|R)ZWWN?L)@F5(SUK4.4Q<,HFN6;S\!2=%ZK#;"CQIR3@+?M7Q!M@P4MG<\[\L]^=K;(RK7A3J9\D:P^TRJT30:&/+T.2TA!6H&+C+6E<) M]N GXV*FG1+K?1@;?'.Q"RB0X-V!+UV%W"+;I[(,OXXXY57@%U);<3MEN1ZPI_2SN\,F_ M @V<*I#Q9MKS=+E]9\Y>=)\4&XA7Z:,BA#U2*OX$=)Y/OL]]H)PW&/X>Q,B M11*Y33" !NQ(DT3.\HC5X5B&9]3T%UIZ^W:LQ_$\I:.6(:/"E_XE(I<*D%*N MC@H:?5Y;U')516V4:/AOI$85%I&9.9&*290E=.YH:|,=!\WIDU|G+PR=R&V@-M)O[^7S+_B91.C!??=_PBYK)Y\53VX,.O9K%8X "]D]'D>/KH6! M$(\#1C(\"*#%=*=@\Z9.!|GF&NG7Q?@,F\6G^{!0N9,=#R@ MEG*T-8RXFFBQ^O&BV>*4V8NNN]"_,F, MV<+ RX&6G,_\8@{IX7&DP]!C7-[U-=Z/NRCWN]+P\E-2V[=FT,]F)$;,4+UM(=M7R%^NSY"T'RIMR&K_,NMA6NJ,<8Y!IW-{6B>O*U 8@0HY^CSXPD^@YH|\M%[;RPR?44C18V'7+L^Y$R>,K.P3EM3/=P9&&P^^|(Y,E,I-EWVK^WH@+Q)T'M#;RYEPF=H4AE'!K(S5Z'716|*Y8978Z-@(==[HJ-X\@H>7_!ZD(H-A%3L.DR^[8f!P_.?4[L 4M(?RIX?DU^/-MBI;(/\UDN"A7-XIMCH_6,Q _#]Z,:?5F$\D"D!/_!1E*53E6\/N[ )S+O" G(MPJXQ.9:#KS?25)\D[!94>+;+&O'R&N3.3KV7RE2 O.>$F^;B MAH;;;?N.O,!WSK|U*

@WA.GJBCMI"2Q$(X:X,KW()4@OR%|$"F&YCR]"K>M#6^OCC;$*J4 ML>-$O[.M]:7\)!3]&:VZ[ZZ5!X,DYD= +!4X:01D^[=+?'E57[@8J]>=G]SC
MV%Y4,;!I'&UW,5AR||>+0+.5ZR!)EG*5]-6)8PB6<:T%7PGU&-8!MD%W07X/ MZG9+/L^(CW!Y/?(T_C>5$^HQ81^EJ6Y3Y'>U12XW7F]*[?U(L%3G.-)NXR2A M"2QDT 02L5P$V-
2%E_K4)@1DC$T3J=%(95"NK/#\6/"?47O']!E.Z7!R]O7& MRX/!BLY!_N*6II=38?S38 D$7-)\(G(+[P+F-DUQ'19 VORSW3C-ONWS"@X5 M]:J'4ZAQR,.WI9@Y?
YY4VUM=LM^_451XYAOV52"C_^\'8;_2I$P;#\H>$]3 M-%M1 9W.%/L911:9'2QQD'SPP\9-R5/M8H2/V&:M.PH A35)SQ3'-@EDC/AI M)6Q+8K!)GHD0.#HO/RL[,.?
A_K#J6P)5=8;/]#UT251UFSI?&G"*PR-X)I_. M=:%EK%1*L%&GN*?J;)_Y%42XW(L>;G4P2&9>\%R>*;5=W7L\Z]N1#!*&VG/60 M:X*?7(?!7R%W"=ZAU?
YDJOO=O'6_('9UZL$UUX:6(VI/"G9=T$WAU%;+E.SN MN!LOC7-DH#:!^R!J3'AA=>7EHI?2R/)R!&UCM9^_I/ZJ@.VR:*) M%JWF14-#P:N>/=)W)EYT!UUIEMI2;W*PI7IWAY;!=Z'-
US03/HUUH@ GVAU$ M]2"+ 0&>"&@/)#"?)90%$B1#!$K^80#3?9"V-$=_@^CVVM\X,@ &'A]; M5:ZO;6ON[W(TC?>^Y'OOT!FQ*R=PPO]+K9L)^A'_=."K"])IAZS"[!3YI M'08L?
R.P6V#SE2Q$E^$8\ \P_/L(H:9;Q4W6!9=1D2*T>@H/S=T:X%YC " MR:)@.0MBMC;'NJW[7)NK'\64$;=+Y M_Q#W75%-15V804"ZD=X)2%6:2E- B)-1,1"APA(%V*A! D)17I35%!00B\"
M(EV*A(Z B/1.FHA2)+&$JRE,^->L>?KG8=;,6O.0M?+ #>?WO^_<7>R7 M@XG0M"X'VDGZ96""B.&C:P#%I&QA]Z]$_!L\[CGAKV;]-9RCH="KA%B8==(
M_)BOO.8<;MD0@..SMZ/(!M3?+&P[RQS#-6LG.5TE;Z3L@P+@J:>:'^/=G=VU MT_38!=8['R';B4C#5FY\S6%'7WG9/+I(/6$G.=5$GOGIWZOZ#+I'F7X=9YY8QOR+U+$JSJD#)
O[P,G8KFMRC<_6RIYV[CU;#/,#$*NA\PG6GYTUF^E;S:# NS3?O6O*A6!-;5KBXA>YE*8N 51B3ET+*3L2UG&F?[H+0'(3RT3H]HY/ ME&)BR[2FF&V 9OS)0^KIF?JKH5^S
5>9PEL;.U! /7D8D[D/:@(?O-E5'9Y8 M[+8:GD?G0"Y(@WV6,^7?/(EIVM6P IS5 Q_).\N M?ODPY5-U-,=I!,8A;6GW>GL;34DH*A/N=[MV3U]?;Y!XQ#;NY]XV(Y+2Q.1) M9&$^^Z:
<%*-8=X+W6S<_H[4Y4+OV6N_>WNGO$4SMM^NQT<]+[VJLW4H^8X5;:C(C^#YC-<<'YL5#M>-"/:5C*=;E3ZLX?$C9@)I]B),_7G- .
M9'DL"R'C'[FA>S6Q7M"CJ*D'H8GP&J#BQS\!KA[7N:6@3E"YL<*$=N%8*3%!_ M4K!I)NI(C]G?WW:-8439R,&\R:7O\U-%42%AG4:!I:W3.P2_6_;'=/WXVI\W MD(H93]"^L
Q8$VPGDN+O-,O40XP-H06Z;A#L^5GPP DG007'JU<0]Z)M_MR- MKBS[U62G>\M]^6+CQPEU+K5/S*OY>^ $G!B2G;)!<$I&Z2$U*/Q2;?SKQJ7FG+/>!@6/4.OQRA\?YYB?:GW\%**9
MI"LN(&IPXCT5BV MSJH<@:&F3=VN4YZ_G-*MDC_U+4"]FNM4RY,@IM."6/@=AQ*=9"=.:W[N-Y6D MRIT"VG'FQS4%,BZ!:8R,(0\GA==+!$4LH1.;SUE=@[4%M8D+:PAR:^:=_E!A
MR>NN-:CZ]:;Z%Q;UE6,#V"DDID %ZUG&LE \;+%+MHHY*JB\]/":;,L7*:V_ M%:I%A=(+A><9%R9S/UD&$R'I-21<*I9LI@VH*N-VI&\N%=9%TVP!L3GS&JNO MYS[E^,T6-QZ!*
<]N<[:Y_^ 0S@LLAV6Z@4ZFMR-K[T[^NF8\Y= X\I[\^-!^^Z"ER'X3]7FZCB]UU>?2VU>S4]-W8"V6MVZXI9S^8/PM?XLM.^;G/L][:^/D3X_![O9!F\240Q, M5\-V*L)EU9VHF+<-
TVC\>O9B\M7I'<4DTC5 FKAE9QGP^7![O(+&XZ$O,>M. MWCUR;+ILOYTRL/AZ+/D2G UP&I0[0X'LM./9RA &-UJFZ.95"\''?JHOQ%S M2IO3;P-
34]/ZU24(:Q\4O7OO!,^AV%!34#:6_(,_G(/(0OTQ:4L&Z5V*U>H% M=I%6G4+G+\H8FMSQ"9-/LN(=1<@[;;!8HQ",H-TW(83N=6*1-CE5"CA6-\;< MH0DH+EM:01:%"!I8#E7-
Q%C_/A=BB^\,N"/DV%W"Y.TL=N3/"9 M0IKFT <5 @N>>X,/5!].4U.F6"3X(>:Z(3SQSUB-45681^AO(9-QW]<91D:C)@09;]76"?*J?T+FT?!"MT;M84MIY\||?.]FK M(^.*M='1XZ$JSC-
)$=:C1;X:EI:H,P==D1%@/&0(QC8#ZF7?/]W'S 9HSYH MGJ<+?7Z=LI,_=CEM]W* ->VA[I6JY2R)^O,64>L' <=5!="RT,7*GB:9, MOTTFHJ:Z08S"VNG!?= 1E%)- 4PR4.JIV-5+31^X
[1$K?T.^+V5U';]77-. M(#VO[=WU5T[L0HJM:[+6$!.D*:,3ZP4#E"KI@DUF0#_M%"*--H@Z-&6LK(GI M_6:PBK.I6Y&45?CE^]C<*E057>BTD/+\NN0IRY7=[7::+*-.L6(VP<%VT*D
MF&-M&!Z4.N+!!*P9P.$USWO=/3KGUD]<\>A7.=2EX[8T=(9=1?_LHY.Y]B], MU-&C3R.PU$N_X0R;G0#V/]?P&SOE9':B_39+EPJ(WZ? ;%O)S"?^AX "]YG2
MG+ZE3]_Z^3J$[U7/5IB^^^!-,%--@\7O@]K0V\4T4^3561,NI [0)E*H-[DM MQF1%\7]S3Z+*-M,#!MCNM>:1^W7?WHK[6M*('/MU3X=B3Q<=(Y*0VM-8+^>N
M$(KY%;)3_[@]D9K;?9SB&^_R;+K>R>I18,X'^,W"A6/N1G8O2F_!Y&WZ+=]T MDRCB3)XQL@LV!)X :X,,@Y=5B84M%*[>R'E#2/^W-Y_B0HY44\>BEMR.>T\W M(Y3:LT?
$3S_NXI[TO7?#7 KTC^0^&;8/$@P4EY)[G=/2,F-Y]J$!6/B92;:D MX[4?95)TECJ,%PYZ\!3;8K7364N_"7PGQ?A; O:4K1N?NU20=RFJU[H;R-1, M^#E@0>SG.NF&\ZSY17SK0J_F4/ ?
2^Q)*!YWIX[FA>X]/Q-KQJCY@\RF17<7 M@:OI+ ;/^?@_F44^A*QB2L$U1FL76#5)%R=L3_C;DFG"^$'"."1QJ^:KWSUD MY,%-;(];LS8?*KDQQKL'.8P, JPH8()RWC"6$VDS&0[A#)
(RH+94IM7]D6#V M48WXD_ ?K6]DJ"FG"[8%KF9(T7^Q(#FF6PRI/T-@M+[9I?.5V^J7TGR!7^;= M^;8BVOKY)J,6!3*W^E_<,H&M_IT0)<.2ND\ATGN@Y,");5+)9G[= (J?8K_#
M!4GN5OXH&U^99)\2'EWS?#597=@&SG_;4/11,2%%'N+(>M]T);L[2;*+WQR M;RI3&.D[7S8?VGT&<(SAY8SQMYLVMBHKZ&N:"'JBX>C:=6*'+XJ_V\!GQ8=(*3XGI;$Z-
B&66+RZLP(*DG@QU?G$+-G+^\NZ=&E;G M[]W6P?6W9^L?8O'K,=)]>]@&I]Z=JP+ZHQ>FT8%03ILR>Y$@QU57E]*/%^Z\ M]O'NNIO@L&5R=JZ+12>Y1%FN $W'!FH+T_.;#
*PQP!)T9R<&G[K";GSL#2 M4P=TD+-'=<1S]; M3^G.W/F!I?>)=1\S2\;%_RWLA@QXQI3*_WUI)R5R5?+MD6 C^X..B*B^!]CM M?YB6T&>T"X&1T"-
*\]J(*RH<93Y]&YYY,UI#3U,2KYJZOJTP'/K+_G2T;BF[_]B M:N\8UU&?7&J-E!.\;\Z _6G M%6+V___4X?]\8".[=)EZENZY M#Y32>%#SGBJ,*I0LH+^YQ^*$[U$AKOW.C;%=AH?
+P[[:9AKBJP;D/WXB"R<& M+%X1FGP'F1.]0K%*1)XB91]9 Z!#W3)OYW1?75RL^R.K?;W)-CVXRMFK-.#9HERR9LH0&KJM0(QJNNX^<^SNL,,>4I'*W; MMY%0;V<>;:TRF6-
JGV8_?9?FCFUB@\U&IA\D7F* 8\F9='>FWASZ)DS '/"S MA92LHLNL+LW4WBLP.%P&A&Y4'&Z),:=!F1]Q3?/;E?@S3 GF.(:S2P\?PZ;T M2_H2^=-CT;)
[([\C5%!_(U'#WN,G1I6^LQ&TT%-,-D93UE"JYZ3=0'_S<>Z M8'8@:,)R6NIV5,XPARVD0$%&4B9^.[KIU*['^/_LXU1PT-Q3]2$K:.S&_YO?
MW@=1I(=02M/&VD0/PQ#H0"Y*JCMMSN[BIQO+RIT?)XU3,MJYQFYI2%0K":GK M$"';'F0TR7^["4V30WUVDL(.@]O1MQQ]1PFIC\OW'2^F7-<7D!7<,#E,2'S
M809_8I[&Q^"Y;T5@$4;+/N@F*_1#V^I[:-F+-218JK&=/]YH/2[7K"1NCDA?#SUWTO'SZ#SL"2K2<6$ZCQC!RD-DV:[D$QR I' M@Q%\5]Z^!V+JT7T7W@:C)/-'(2JS=7"O5)FGV?
>2GE\|R=JE89'$L^4*:0%3=LHY/P[:7;H ML-?A_O7G'V_*_X'$8QKRXDTX R""NK C2&M*5@UT8">(Y$31KR%Z6*[]^X:S MNYT[H1NBW/W9^'FQ1>*SXLR;%M:S9M>V6;?
Y(ZP12Q>JQ%=NWZ!!MR!-X.U% MRA-BX^B M_787=7H$R#74$$8Q\QQ"IS\D6AE'54FF>&^J^Q::LG^H;N-U"_AT*D=GKGNL M)-98&
^G"P\3K+;_X'=33"!D*!VRI[4Q,#6AQ_&3B2,(-#[)R0"KB7(<;=\ ME6CM(*2YF2:^API^>B+B&='X("WP+N-Y-P35[UI/%\[N\SP') >3GS@%YF[U
MX\B/ST_5"E_\Y>ZF/.;V(N>X+_K4#-0A]H:G!;JVJ@BG5X9O-UU\Q/VT J;T?;TE)]|\90(UXW?0QY[&FJB,?A\=\69$2";TY;DN- MG#H8[2&&R",.84L0]YV:N\DAS':*R3_BK[Z^I?,4L_(<9
UW^PGD\]G%B/@O MPY+V[0%%X!?&L/^Q'# YIK DL# M?HCF!MPR"#D3Q3^U*EGV[&6>S] 9"!BERZ,ZT>W<66BP$"I6<%P!%J0*8-_O*$-@44'>J&S4+Q M3]&
<>O!E$S"@ICPQ!$NMH7C.6QE:U*>0*)Q5:9I&_"9#FBP&[/^-!R8LI[U M*_=OS2:O&OO&JN(!E7IR@=$6K@VHF6 HVL/!%(CCYZ0$]+VE]YTN-J6L;[3
MW:,A])9$3UV%6*$OH;_XQ+Q1$UCR94@"IBEY1YQRT.4'/@"6WC0Y#KR=VZ%(M;/UK>3]8T3%'&9%MR&$+K19_FF-8E#S&=GF*=SWXVPDU=@*<_;#X#<;ZC:1] MD(0>)&6-
;ZHKJA+P=YP[7%.-A+125F=0 AV=_!+&'=[X2W'/[!\K-I]A,WX? MJQS#26FC"@&*%!JU!'"@N0-?]P;N C7XE?QTX**LCGMT]'&!;741;,!#\)K7 M=1_.^Y-[]6.>$Q8@$8?_-
Q]1>ARZ=Q+W\Q4Z"[VGL0_;/%4V_X<&DT?-H,EF M+ Z_MU-*6?9@E!^<22W:,X5@THB\;>SR QQ=U74'LX2:"!:MA,:W=*>)+/,+ MJHXF&-V[-
Y##1O=R@,WOTL^SB#>'VCZH5'(?]+& B&:Z3++LE\5(>WFAWX;0 MOU0 S#XH-XR-S$67&-X'&5CL@^[9,S>V]OYUL5,E6/[CCNI#D^W0P$4T(0UU M&-UW,$BP<@%-4-
D'I15L/4E$.^6B1M$-PPG0 M6WR::&L@DF(PU-&*(=H+!DDQJ[V([SVEUT.N_L.O>'C4)HD^D[*Q;3!E>GJD MF%X.GF?AQ%E@DG8<"09H+#*[.UB?*@?.VAC
|B$M_|W'M[QS\QW,V.7KUXBF MY"9=0!K[KWL_;ENS4,R=V0=Y0=DV,:VRF)U>[<&)E..D+;--8- M%@Q^@$Y&NE385R 2P_C>[6QT-12JID7[*%JN"UVX5WLMF!3;(XP1!@Z\.H;Q
MI%L<-?1@@BZ\N>Q$&6HA)[LA'C+!%*XT3X(FP6VP,Y=;A;NI5V1*^U.J/&&E M,G?;L[NJ)-;$=9[EE#BPL3F9PN0(0K>@AZ-0$G9^&J%,:5L*OZW_?:_,BB'; MOYK+-
X(C+@WYT$)Y99/7B1V[2_>9/,MD%H@PGH?L@[SW02(KP872@-N1%R&5 M-O@)CM7^2C>[P-N3>EV<=W) [TA7 MYP?7%.L,J6AK9'CT&QWWM@;EV(O2PM"])[#^+-
")S*#+DM!+XH/=1K:8Y/E] M$)Q\RT2"8D -"C3H+/6)E#:7>#3>H982<;^Y:+GM)4/; A35-KB[:(#/VY$F M"[(>Q^T!.MG)T*2-I+T.@X.%H+=QS3\3ZVD%CGG2S\TKIV\'6Z.#.H
MB:P%A-#5&95,=:0^L$CQ(>X-'*?;D'-_[:QQ=D^W1-M>:'COF^G;$5#2(CBN M5'CUAY"Z5>9HU>M!VVY%=.]9U%&Z.>--UW%:)**3B,T6'EX[-/7U+7F6+C5>
MJQ\A=K6T;D!EP2WJJD;QE[6IP_#G7GG>(?^D'D\JF-DGI,CDW[,A<:W&P&BI8]EU?= M/BGF&AP*2Q]/:8Z[=64;_-W@8,X1-0)0)ZO?8+RD:Y+_\>'X$5EVY]'B9D0> MMRL%
WD&ZYE_/A5KK.?_"(X?_ZK[\,O1(LX;#M]:"R&?;ZN*ZTLIEPF!3'.D M?1TA*:*AL2;V9'&ZX#+5CPSN3X'Z/V<>0UZ<,SFRN!D8[45V@U&\5Q$/#CUA ME!C=[X"TV@4T)MX-
U/N8^Z5*0)H_X3M4F@4B\,/(6\ B86+)R!IH(6'9$/"B:>JKW ??E^8!B*_@C!Y M*&0?,T"'PD;KEVDL]"$S^V? M+_K,[TLIE=Y:>,;7]/0FZ*^IZS]#EC6\^<7D,:!)
(0JH>N\9228G$#X#JNE%%6Y&R4-,1)89IAU,(-) M>'=@C(1.>K";W>56M_B],; ;,L-40@QY>'1!O=>18R$FIZL%2DY>=[QEM^X4 M&%*6\"=$A,U^0,KC:TO)RG=7=
I<]T5E2MF#K,)'S=0-V@>5+.N1?5 4*P)^ M@C1&TH7J\>AM!PK[,%;8!(1T!AY[O:9?GO6?18:K5!/Y8LST/"ROZ4C/V1;X
M\YS,B7QT.H1_X8CLZ>3O'2S>!5[$,'F>D?.HYI^[%;Y!V)BGD-93)0"F?G5K M33V?Y-':D6_G_;W40"K#7]]&PO^QS\)%PIU%7EF?L(_03T=FI&!$D0-NF[0 MA7N :%
<*M'SS5/.HA\/'#F=[:;AM'A"O M&*N#MVR9=">R[7G&]^[C2#]@@P3E!MS\LPB^K7A= M\ ([YY'2"8LKCT?37-P^[X-"88 B=MMM'\3)3AY^V(S-_&>0IJF'8ZN"<0$T
M4XKO1T^%Z6L*:8SN^QI/XGOT_7]QWWZKD*JZZ7JPY40LV;9^<1X_O#U(S%Y$ M$R;2NJ)]X*1':((>9:#P5#Y:>.O6T#&5D(M7INI_).>6G(O7TWRKX*=BOV3+ M\DF:
6H.TLB5C/;"9>2M*7:0(4E.]F[2T=* 9NBKV]=\JP)+8T5^SH#XO7C8 M^=U4H1:3IC*[??!D'P*T?UR;,(/2GZ>;BST.:J7^:TO3GMMD.L\G"E\2O/3Q M\.$]SF5)/V^;_AZGU2PC2 MX.G
NZ[+'*/&E],B&U#+P/"2;K;_FH=M]7^6'(+ [M!83]6+A< $="\4 M[><13$UE%$.]L;&%TI,[7[+M&[I;@2?W8^[,SW.4\8F^-?6_>5_A4ERCJE(L M3Q'XU4'O=0CYSGPJU*\>T-
SHMV>G*U-D!^?[,7&N"<[T*].URLIZG05_G/^H MI26D2DVME R 5]IM[D]A([M4B5@!8+>OPS_+6+;.;=/5LJFR/Z8\2#^'*VUS MZ9:0Q8F3M-
$/HSU['$YD*^*$*/!D&'5BAGZ7)!M$NCK[Y]7YX!TGA\Y'76U. M.F=S7#RRU_PB_%3;5;#A6/PJ:WOJ3G11&!&[38)LZ]'4D;R $T5HBZ"26Q<" MS:*'W"W?
5+3.C3Q:4N7H4A*7DGQG:"#@:':'-==OS?_39")1,OB_W7/J/F@A MF>A/%]D'L=8]KPF%9R]F$["QOU-T 9QI)QF:J3RKW-&NG6SC,'/[RLMXPT(U M]AK&6ZRO+8O6S&FS
99[1&QZES:ACGT(L^RIGMQKHC.CJ[X3M*I+ ^W#LK8&C MD-7)V(F[_&]JCOEO;R6\%/R+(X'C7"]GLQ8N@;"BRDTS3]']L@E^Q32]$6+P M!"\D>TW+-
^^&AR55\)Z_X0N,B;O#FTF5B3RC>S;0-_^QE'XLX%T=,_+?=!X M$4N15X98QJJC>SV@7A:,?#0^%]MBV4*HSX:*Z-GSKR&B[>;HBI6(9.+:^ZJ5 M;Y$-%Q4Z6X565CHG?
(]%'3E6:!,7I3*:617\#;,8?)"U=AC!WHOE0/M,2#!G M"D7? D]JD5#RSK/DQ/4N'T6/D8IEB1U/TPJU-S*&(8FKM^"G3E8^^ H&SB@R
MKXS16+"WD('^7<'[UXK)NX='99$[8TF&E^QJU$WO//PSDV.BR_4NF9+/(?Q\DUC4DJY3B-'2\LKOFSMP_ MDU5/W]7K^D@-CQ,%-AB1*X1K R@7+*;)\ M,J,2)/ 2P8#V"-:VE_-TO
13\UI Q*+="OT^UX*H@.'=>#HV#$MVE!7]@<47[(-D6#H'\<1S M,CR;CZY$46DA,/S[40J=TZ';\+JPL53\"^66'(._MS*/3%U\>3.>1_3O/'D> MGYS= @4,@@_R5#,08.HLJ 9YK(
G8Q)"=*QCY(ZL_65HCCUX\3.JX>@7OS M3UQL14:X4^0?>HT*%M[6J/QKZ$_,R!+4.8'[0SH[[%(V$%72#76>C"VA-[<.Z75:2BQM7R[I'"H]_JUZ,Z MV=5NLH$^[M"]
RKDGEPI_F^-1:50(UO-J=3N69]MZ(OPNKAG)#\>68M_#AW>Q_>=OMY&!J M&;D^I2NJW$QC7@XR72]9>#TU;?3FHZJT+2^!SI'(Y9:FS$H(!-W;#^-%20'V
MU*N,9RA>P+^GPR/YX6UT<#WH&Q4ET])TH2FIUPN;XJ9A&B+X%ZVUXB/C6'_@ M[.\S;2V^"1J2JQ')'V:6V8>:?BLVM9V(8HEL;][M^EF .L$BGT['7 9)_F:?*F?
DI^R#4G)9PM\3_34.N+8/LK0RA5Q&6K+6FL_L MA_*T> 3;4W:'M]358?Q;#=^ZU2@<#^Q^_]-*KCY[0RQRJ>RDWK.G^(X$D6G% MXSKZ1>!07(-?J._)>.$V$J!$IQ)?
ZFA>7O>LSLYJC?LCK10!CI%_>[M82&I]>EU42Z(:4;WGS,6H-QGC":V@?7EK=Z(6S;:B"XDUIN(-1A\82?(^D<>%@[W2D7(XW&YV"YNE4WY6#] M=6B+!.
<91\H^:'*7;A%,V)+XG7VRD/_QJH>Z)=CIN>!H!BB$N021->&D'P3$ M;51_&YJ[6QXH_E,QCW1>TV+9C65+I33",@6SN&=^<297X="9X+=/!GEK!VQR M[R5#2C!RZ-
NXQ29J0,>3RT_!;+M]"@PI'HM<,DS.^JUA\O"H5&X?_R09%E; MZTI6-S*M85TB](,\DA5A."]/_D[!XENAY,N[@F\PO#A;(ACB9HLXRB.G/+GC
MHJ@Y4^5_C^V;1\/,AC23IYT(%J$_8+Q'AZ"377$[D20X._W\I(G1B%*W[&<6 MLBJZ UX:(2%A+X:IA7GA.I;5?!F**7F?+!?]3OF#_N =?]L%)@Y@R5;0#)8
MN^5!>CYQ/6C_HJYI[TX>3NT"$Y<+$*'*;4GG.\N:GQE_.5);S]&9=^]9V,H[M:73#WDXB30LUBB5?PBW&HB;1(.?O7IW5J4&P]=55/UH()F MQ+%.FZSLUZO?
Q7[9!'(M:FJ6I.GPN8VOGWA5X7W/P+NK@,D++PGXMT&77J2) MNP;KIRK9UR$5K$(&76XT#U@N;9HK+'T\S:VHF@]BB ('HWT.RK(12!=&N3;T M%C@9TC*?
$(Y.H3H)NXT1TNU,7R@5'KWTUN*X@\C/(L=5F=!/G1#YD-O(P!I$ M)\%^F\6HN'00)*+5 "ZM34K\82DC77F^IC:,[=LLWA)78(729.-HINB&Y?OL7F9TXL?V7O&5#WAW
L*,^RXE,H<17 M$/?MTN;"?JV'>Q@*"F6OYJ4=Y_")O2G1LUI8L=6'DJ! Z;)AVL96A"VCOV'H MA6?:OZNU=G+-_<.,KQP3'GXGF\.1:\%_EFTAL@C<>)#)LCQ,/<=X@Q(+ADA#
M_;.7P/UKBF1LT27J5:<;'7R-=YL+KY8!$Y VM4I_#[W7%YL7CC5X\'_Y2 M:_^(_/%R8$\GTXY/I8,&6UL^HS&M[.XCH.V0 "U8=G9)H:\]K=.P;2AX,5O MHQ0&D^YU-
IS8'OGSMBF8I'J+V(I8P3QM&//WXLBE,MW4>3QN"59(HOP]3;^ 4/$([0/^4K,::XAAH1"U7_C5M2QT-V]%B&U 3@:&+H7BL3Q4U76']B U%,MD[=:R[O7O0X)X528.:H:
((:9)!_+J<)N!/E.PZ;1QB=76';E*K>_D_V:&&_=+Z=Q--D6*O6?E]DW,8 :/!N*9VEW_Z%J MI@YP_Q)@I)IM&@2B39!@ M=)%HJAKC54OZCB(),EP@(!GVZKRT0.1UP_#5H5>E'F-
-8VW8[GCQUK?/'J;T M:BEEMG:TGC2KPZ1!VB#;:#)L2$X B*+H4+/)67E$<$KDG&,A]V>,2Y;;>."/ M=>>Z-6X?C5WA3C5AGU')]9[Z"2B@".Z-86?R.K"V?BN!,)&!#-*TZ1; M%-
&]R$D%/H3LT_/7NMYW1._J_0@+#,V)2NQI%S*ND]>I.B OM':F?1TRL"ENF=S^VIKY-./TH'I32:'H\|=S M+2:*KJ[?(>2P^OY.AM:JYM=9[*USENA2#MJ@8KUCP"
M_W"\W/Y)G(&'$*)CSB[82/+=5_*_G;;0?PAER'B$<2?OTL59%%X'3:9=S++S MA' B3=Y-U5U5: V> "S'+/6S.LN&8FQ,6B*9W-)ES ELFSW]:*D58$>QG(.(MFA-3C6TJD'X-
75V/X=IZP767-Z/;.G/U71RCA!!^0J%'Q*P_*+*#(-%("V"/ M#"-H]S_OUF)]?U7RW5.J77_+I]8>62$]_T[>;3CT^I.[2N5/K62\|L_WR'N; MOKF/S]LIINF@/C/UY[HED!I
L>AP&MWHD'MPX='9WV/OU9T;X\A"41KPDB2" ME[>IT-]H'OG0+TX;>4,X4;H*P")0G$$'AH9D!P+2X33H=Y0@Q1C&_[!-Q\[K M_FNW[]>
<%_D1/BU!Q#%B&M^6FX[:=\&K"58".R4S;VU)LVZ]!V*92223+[S M>5&B3P'\DB\9'U) 63K6))8QR/V/LD7'?A8<'5X-J#.11>^ M;]Y$>5,:2?,'>(/AR3DN%D1:C4!@:$E#X?
8GS9W^_G;_=_=#H#^.::O]+#AQ MRO,9[0QS&LH&#<8^7$(/VR_6$W.?D< \FYG'7+8,+Y45(Q9JAC9[C*\>EU#; MK#WSX8M3'XN.3!P"3L.!,^94!N72FN@T[NI42+?,FSPD-
<6W6=R0O64X=V$T M*E$\XE2GS/Q(/GP S:*-36UT(7LF;T$5:F+7Y$5X*6JN\.1TV//FKF'&*]_(MJL!6)_LCN#]NFLI/D]QO+W /Z9A"+K%\JQ?2ZK^-I@0S>6 4'U,R?'C\RN;; MI?
>5B2WUX-5-JJM)=75O^-'"OG.6H'Q4J?R%%ZXS8\>E85]6*B&N2#!+.OOA M$C!\3 XD)U!).;]L1H%ET@6+EQ!0VYGM-\>DQGL;VN1N-%= 3_A+Y]VKR>E, MVK[E- 8A7V6
\3]:]D&'6[?$L/S-X_JDOBM('O+X1%+.FEY SIEE^QP><5E9 M:X'"SKB)LV_N4_^J&9NSG*BUPUL?W3=-_I<*OM3Z&!Z'0<_%0LW?H&^#%[N' MJ5F-C,!B69VUQQ>Q^3(A(B-
*3GEL92I.O2]73 MJBD3U$7&I+/1 MKT^BM.GFC&:Z,L4;$=JMXL:<65-('Q*32I(BT8Y:B1;FB4D_"7CLYFXN]+/(MSVPZ4"U_3R!O\%6Y$;[3CT_N161BH(M6MW5>+LNM'1<1I+OM-
#U 2ABM.7WX6>TFZAQJ?K>3',JRQ82L>4+@*KMJZ(9 M8XO:O[EBY%%>K7[JLXP?FL=.Q)[>WJS)N0O+QY#=ZF,QC9';#:S[>HC%S[>W M:)*
(<%W,8024B,KV5\$<*0^/DNTN6OI3MG>W=N^T]91HKG<&^]O,61*AU%>N MFK7B*B"O!N'&Y%6@@0#IH=!KA-8F2BMSP_/7/HBT9!?!K5DR>>$%Z=YXN$X1
M=*!=XG@^B*9($-\9I&G2[P %D>1K/5"16:2_;Z56J?9#8[/2M6__RG(OX#T& M ZO,^:?-"HV_S3Y10JZD?6$>#)1U8HE:'.\?N$2 YQE&$Y(G.!(O<$[;V)=? M:G3EE;)G>)OS^LGD0_?
53_#=?9$*O=?MN@]*B*4KU@>PW'P?Y(W)AG$2 KI5 M S$M6IF$5:'-CR&%(>I7DORP<1_6ZQ9#2EW8_IXWVF#+-"?7$.#]:&ET[SA6 M3HF2%]=I?>;,%#5ENPX"@7CIGX!-*[I%)?
FZ/S/$Y*#J[K+4("BFG'@PPGA;&(]. M-5$&C(CHI>6>UD)%LE/RQEP7K+P5*ZR?ZLM!7OXP?[NLO"L^.$7QZ(<^Q\#K M)V3F<-NEM&#F**X-
$@]G*C!'H5*_LZ4"#3W+EE#5^OFW;#1^7#_DG2_Y3#GE MD9GTT\,R&6E I0/9(,&8Y3I<'KWH-X"3?5?!94;:M6MO<[Y.RBROU:<9/WMW
M*3O70;J12R;6^G#7/HBP#\KH\B>+,WG/'J]!=.S#%%U8XFFO@E>1'8_5?]1 M?&,P#YXV5O9(7L(_.DD#,.;S8=N3]"^;3K(K MQ7G:LKSH>S(A.QN+7[C.'!3K>%_10%8#/ ,YJ#
TC44F]4K/97KODW[M/EKK/??VPCN_ AW+T8H5F]C)&C6N+?L^[642U198IZ@[=KD+>+4&.DUK/Z]8#]V'_:(YK$T>LY6X%C.4ZO'P[#GUX(!^P"VVDRE2Z!Q[S
M$"I3AS2K!7C[@B,ET]Y[7,_!".[&8/0O)Q?(EMFHV]SFOW>1[5\=F9V:"NC0KM(-6H%> M,M_P4>!)OWACF/.O.Q^9:X?&,M4!* D3 MCQ*BH+?_1I>
[(\0=R#LOUX[FF6=>G:#I]F']CY;$"G)$FUX2>+<<)N DIA;A_D#^7\QCQ&&6PMA/6[JF"K6LJ?K7^R% I*BQ%,HY; MBC7B9:F5_W9&C?[?-2=YW5U7$^AZ^-G]-
UL=K]X_RWS6.1$5%7EZ6$3P6&Z4 M[$+LZ]<\&M:@0W9(X?]>&ZL%Q:]K'S1;%MNX"%PK9GZ$ME1NTUBN\A#%1LG: M>S]K(A>_ MJ.<9\<;150%8OF8/,W0;,J1LY7W+?
+I6\9VQ+Q_*C!W5-B7OF%\:E2&F_ZY?AEVVZ 3DQBMUR[5W$)R5/Q?L]'F;7[W7Q M]&A@3=:A'^VSO:NI$K >?_WFR#'#1S>>Q2K$
M<1SE+@+O3J71[[("X#5T[P4HGJ2]Y$\]2<8.:.I0E0$XZ=PI3>9(.0M[A]H^Z#WJZI+&:]J%E9N'QN*MI%,5?G1Q;X/>HT:@!"O@)=4F3R M>-
"@3Q\Y4X+!3+HJ<9XCE)%^E/L$YEBR"N4X=0W>M$8KLTEO_K[E769?W9& MM!Z-R7;=CGR5_OCT([$M^,XKI '9BFH,2-,>H/HQ,BQ1N[LDWJ]>C;@_@&XV M&'B^9$W6TM
2'Y2*2_JY^L'$G6(BZ\9QYT:"^NE'1\:8O$YD:O\ YBC:/^;R M_!!*:TK:$?A3_MVPASR5MH?N6$/U MT;T]N$;['6$RB9";_)_F!QDH#?K5Q&Z1H-9\S" D<0DR*!LZ;4^Q3];\DOD#
M_$S@P]$NAZ$UGPLBS4(7O^1EWL>S&"EZAXUV'36&:<'T8(%CX!UBWM)&JHD< M,G2ZI3X!(WR!/X3N1.#^_=Z5>R##1EWCL#5)4C.V7EBF3PZV7#!F9'=^RHV/

*MYKP1CU@Z6_R"72FEG]-9CEO^D=F6*40):<=H87+160H|WA<13<1MS]ZM0F0S MQ>4>!Q\6YEH!XO/@B61EH!=03[9$S0>PHVL\LJIFYU!7=+QVXDFB?WZR W6. GPWAI(DU78_U,+6H1=MCX1$<<.;MG0LJU MO@\NX(%K;O649.+<\F9#V1YN$&I).QK&AQ#V1 MEX ;M>S^N;TY,=>RGRHLC,>9O06=[AD5_[VW7 MD*,'(" 3]@ T5Y<-1=6)@EP2!N@/)D*/!EWSA*VY%+07SJQ,G-+6'0N=5&PW M;A0Z,XATH+'81[\BU!>YU,;D9H7+Y5XI@/*JL)R$6=PRLYH1)R;GN*XM_219 MM/D^=RG8;7H^Y2@CP)0KEP.XWCM6,8>"QL@!TZ.KF/_M$O6_UZ^2YUV&9M_ER-M6_D&XB7S-0=*[E4;1Z?EB*8K*$S.BHHLS@G!(7#2*&X@0W\,%UXCVH\7Q>6 MG;X/:K9*&W12";S^.A[fU/= %RZU%A0O/CIRNC9Y5)'SKLAX1DG"=]'008D+ M*#;F@8;\' C9C6O'7OWKF?U+O5+A\LQ[_Z(#ZT7L.$^_M/#_G^R%DU^6S4+]L0'-C^Z!RD1O(V ?Y 7!XU0]@[C&O:A02%CV6W.QQ^O+& M>]8+O-!N&+B]KH8/_IZ\M?=M323/8;^P9ZP9\0.0A;!,,W1|!'4+-06 3C= M/]04:3X7'@Q.*=2=(;HA4GZ)'V5?. -KY)/|P0HAVR#%? GM;|$H=`!!F\BK2 MD'6P..2!!)Y8VC+F:4&1=S>$\T7MU8L_.7G"@2,>ZPBZRT'HA$C2>..H M_]O5L_4LD8+G\OVW10E;T"-;T!"R,Z/.6)NPFZD=6GLSW2KC_?IX5UUF M'>25[,M[-Y_Q#QZG\35!,9D6NXBY(13"$;#T>29Q/+ OH\F(1R:%"\7D3J.:\ ME\'5-U7_WM>5G*M1_2C3'WY<^@%>KB_6I(,RL?.+)H;4 S¥|_;-EF3-RO-/& MMSL\ULHC"6.O(K2;G5V6W5H^[HF;"FDJ.CN4X-*=(?-ZKSR"2>_VA: M_P0:N,O33]P%SH"I.GG$B8>_E]H[=0L %22G^.CK.,K=23.C$H>X/!/#8/V Mj9SL!Y8%LQT=>ZR4D%YP;0#77=+3+3+]6G@XX3)4*$MH7.O A)-M/Z\$.6EYXL@1-?9M:!PK..V#%M*I>8!%/?(!BU?9(:Y=(R&<:GAX@/MN4Y M,J6[LWZX)/YM? 1<=6&ZJ1@]7\,NBV6B#IX_"'U@&K=>0=,R M1%"_?9*FX;XI$!QYW_LQFTC32%'3B*+J^8!3U&\?X&S;N_[" 2J_J)<9^ MSK&H@=B"K\8K&VFMA7*M?ZZ,RT-! !QJ!ENDM.FW2]TU6"S7E-G;J=.,C MVEMS?N'"[E;]X.4)ZF7@=/>6]=MP;&&A\ QMV858V9$G4L*"5^5H5YO<<]N; MDY@2KC^/LJE8LU>Q*Y'RZ2<9KTQ4Z#?(5G2A,"8/B0#- >)#Y$,C0;@*Y M&2**5*9=1 2!DUT3BP:G5SPE2Z-U%7.S?&0TOD\^!,G$6H!BVBEPZB#C%9,; M48+FI)M1!D>#<@VO;N;_S\TD;#$U4T3$4J7CCCU02PX6U-Z]E_MA+ZQ%9- 7F1+)Y/&B76#V\!CLE-+L O*M>B=26J9D/LK+KS(C5NHLM52^A"|:K\ W2M:I/U"M,LLRZ^)!7+]=(Z"8'Y9VH46@K=M#^@'4^:IGST?T^&YO)9?M0 MVO J[3INFU<\OR^Y'Y8,ZTPD^ 5+$AX-CJCU\;#N7_]CV%D&I0EH0I>[9)B)!IL299LHM)=I.F M$D:FF;(O,22$,H52),DR]L$,*FJR9P@S$W!%:$8_TU6SN.?_?EX\+Y]WS_;< MQ_WB^_(ZKN-[7>?Y^7S.X]P248U"2=&SDMWVG"U.QJI&E+I"@V)B=A0\[1J5 M&GK_S37F$,'17>?W?M]9ZTF?N:Y? ?PZ8CA^-_K(".8(B9["&?#UN]V2?O@ M<_%]0NW'=*36Y'MU, !.CS%RH]@**7:#"7"Y60"#](>PJ53IO(K>5"OPHCT<;O)1M77C+2@SBWA2G M81,4Y1M ;G2,#-UF*1.B=Z6V)Q\D_H+_Q$,L96C;!V-S?'GQ .-U:@"@5A0T,7#!I\,WNPCM2I/;.&$Z<\$- A>3OX)<2% M"HP)_P5S$Q2)S @\#-2SPWMJRK5&.NT-"U1RON:DM!S19!/&;LYX.E;RAW57 MY\V+KNA)#Y>SN>?87#/>*0I?4HD@R!\Z"=GJRNN"$Z.U%RB VF 2\]P+A]ZZ\N\HR++VQF6I>3?);_V00) M14(H<;$XG18[|_K MY8JMW'TDQW%RV, <01\-C0\HZC=$QQ;ID5Z"\G>S6R2=B%XKF);J/1(6@P!=8 M8I-$!7GBWV.5)(<\\WP? J[+6A>E/O<"ME)\S=>D<\.QATUJP/=SE;_XLSR'\+"G&H?PQA0 M.CLHMOI\(6)*_]^5?I] >_\1O-.9T?NA_WEHL/AB2?2^XW:MUE\E8SU9H M+)D8\OQ.ZQT1L*;E7&)$U_8IVE1FWK,1G;_>6SK4-BH-D>G/(5'^;.1/P3;_$I8)'+&K.9:1 I>3Y9[F# MC:.&CN--M2^ID$;_!%W1Q"CE1]_0RY6'H]TG MA70<-^@]*.$;H^W XY*U#>-+>VMV0Y^?M'T+-,(M84AMQ'/NK12*_'0;^% M3#)#XKB-@4GC7< ,(<3(,7F;H'29'/F-,K(1$]P^,;/1NCX=L@EZ?>7M[3[% MOTR,C=".I6+KL)QX?ITA+ @\DV#ETV%&G;H"LO7Z//.#QP3:8WGO_5]>]Z MEHW2?=&[5FOU1R56*U/$(G(P[-]AW=NI4_+|U!)>P"S^QP&$%&G@F>65 M$$]P MV)^2"!SR=OG%P02ZX^>$/X. [.1%9/9:O<#>Z5OYBZE.1.?#=!.SYA>Y5Y M\?0ZET%5(_Z]-5,#N. ^X5O=$[%BEK5.PM7783$;,SM47);^NJ;O#@RG^Q[XB11 ROW<3M/X)!Z0."B3<-D%VQIN@$2CX,ARO(.GX]>/_' M18E>]=>W!FN)H WX#ZUWHQ(Y6$"3QLW1[@O<-]:?>_?9[(_?WLS(*U6%&2[Q M^HT6KZ\]?<1TK6GU\,7]IZA?IV$E"D\6O_"(C1NQE5D\56[MA':"R*W>C*GR M ;).W!JW159+,U81D1OXHR(6M8RPNS%\\?XFR/0VS!:4 &?F<]5XYOPV:]&H M^4;D@(LT*FVJ+_"@!P[>P%[I4G0_2KKV59+"@X%/+[OD,DZG-B2=O0\NX6W! ML@M:E%]%#(- *;@5QBM8Z0BOOE%IXZ5]I GH//"76N?@]3[.D..E ,"EQ59(@=@^SB.1H!4]G M&%E^S]FBT-8DS?MK,]*W3WGQ',_T[L)VK:UW%,DAZH,8($^50-?`M*?;,!8K[<9L46I+8C=7'<5? RP8QS;&M\$0+LD6RSU0"#!&+O5.0[L\OQC9K=G,FECU&OWA=6$@N&AZ,:+#%9[C ''@B.*0IZ<-M4V>MX6E=D?K!R3Z$N8/=83(*">]RY[[#KB&/VS0>S>,@+&=<*KX).T!,FV^" M]HH/O0:27V>%]QT/P/18YN77A5TICAQO(Q0HI%)FB%SK[-.8TO<_7U+RQHQ M<16G3!%9YUU2+-*9[X6@)+.G#< Q*MEJ0R=5(80VI?[6MP%[*9&?2CC(QM4C M"Q&7L9.+V9(BM+L+4$!,NP^2#F_!9<*0MZ7HL-PJO7./VI@3&X,6)$^4;B& M5RC^1CT .\Q@V*Q?4D=2"<[J_Y_Z.D(T)'IL'V@F +>%5%%I0.3E&ZCVL)>)M>MG+9N8QCD21XE7:N$98OH:#FYH'MI-YGTJ'(2$D-.G'357S0'=LK0PS%2?-. N'L8#IE]8CL&2[!&6N+,;&&,ZV\ MV?%NB?2Q5[HFE*N?VT6E60>- $LJ#_\Q=M=/@-Q,7A%JH <(DL8?.\ZO1E^:. ML>S)""D'IC:,2(+(OZ_\H93:KF.32[?UE@W:03FR36OX\(V:IYC>BCM6XF2B M\%]-U_KRL]:PER#@WGI4/.W3,X1!2P>B B$*CV*? ^.0;%M7Y,+34N]S^]),PQA M38\@QBPDAY/+F*4-8Q0OVIUN-Z/+6)>?5&NKOE M,S.E0?*

*&^#]G!85"]Q"I'P^17CPQA%W\T<[(KHVY(QAIH46D/@OQ0/+3Q)?*9]9!A$?5@CV98ZW(-=2?'U/PDU M%#WWCN =1@_9LQ@BIO A3>B6-I!j'!;UABT]#-L[<%@NLU?.$>4)DYMO3N M'WR$$/5"^0!G5N6YX\[;H+IW7Y>0?U;FZYA,YB%_A(^LSN<@]9S3-;A+%A>V MXNED.,NY/A6[*19!R< W0^\(H.C3JA9 '6*?M<5$_0;B.&/<;VY'VBB\L;FZ M8.],+>8? NZS*""^OT^^N=>\1HME!8@=0^&>,^C6U= D2>H&K#]2=8F\S"4<$=)[M "H#%=5@^QBLF/0!R5&([2#E- C[7?M&EG&? M$#*VQN=FW^<1OV-9!%%@(G/7*-K3 M9>^MSJ[VEQH \51+N0L%?O_E]'UV3"KHJ&&1B6MMVS?]M2_*;+#-QPU M"OSVN8I_;*_GR7(7GE4/@A4%8S");GWT>2"&+3+X]UY\N2%;.]GJ\NDH.V-W M1?< ZW7+G!.3)O=$PUJ.IJ;\>CS0_G,:SU$"CG,- A'BT"5(PR?$G8PR NPS/ M))@^ M90=*,C?FJ<$"R4RNA6 \|@U-[R\E9EG!GO/V3UPQ=4EK5T@V-,^Y8B K&-H^ MN60^*>M;Z6GC<6.DYOGVW92.? VTF1)9QN3"6,T4(4ML*=9/3A60SDZDR["K M^U+P FD5>Y>).@Z.:%5KD0G516F#^D*]B_J7WFEX7WA<4W/7U8D.V<(:V%[MC)!U8.Q-8 RAF$ $?]GPK5:OPNGS#U1;72 /U=QQ(]+S W^:C^OWA76V'.GL^ MO+),JKACC0&$%BJZ")QA'> TL8G,E51HQMSQ3C:%_+"N@CU+[6X0G2PEQVW. MB'9,\(_U2='99__M3X@8U=']P|P)^D_C"""07*8CJ0?(D*8]V6 R=*?VO?]< MY5RTY (1\O5[H"L;8[B_R]PH3R[,6W^QTE'6N*L; G\Y35=*9 61?DBQ0GB M-V!D(^#B&'W4?]9^I_H+ORA5L0DK:!PU["D-,>,JUCSP^/I.R194WPM7HM:^ M[56@POA9#!D.QBBC/1]!7PQ<1N 1H)!1IV=;[/"YTY/":\\ WBQM3@&0SO5#B=*7R?O8 M@_T.0;C!6X6<_'2!8=F17O'D'='TD> M7(U;K0[^IB$YW&.\'R2;FG>K>A ..%!6"]B_.5XL["J.? Hs1 #L#Q-?X_,'M\/(EC-KE]4[+Q+ TR\3L@=-+CL_I,#0'4/<2=>,/"7WK?:DW3R.9L(&]WRPG\L&5E MK\EEE1,SB,SX)HAU!OZEC/.,"\R^TIXYWGV0!V/S-VK\@O P).1\.IAJU/. M4IU4:!FRFR!=M.+.3N;T>QB]UN(873\"[@:W5ZOB(Q_2S(@%%PC&'T]6#NZO!]/LM1:?_1XL!;_9P=D@,AR@D]#Z+C5 M4FPP,;M= (8,71&.\L'V)ET;5]D\1J,#$95N'6,WQ;WFSFN,1F4H6;SQS;$ZA MZ[].C7BXBJ<)!6$21A4%H9NE6T/19X%ZQGP611L54-A?G12+S_0;5D ^&;20 M6Y,>N8=$2F^O9C[84:K8?;T+.6: <.L=-Y>]^B1A].URPJ%KR-,(O(,!U9*CE@-_*E^<0E!1M]46NG6)ZT/V8I#';&<]:08NE?IH9K0 M7IB28/ON- W?#!^MA%&+Z+T3*0%"-';=RHJWS=R\-,FZ(R3RUM^R=--D,-# M)FI& =<|C(X)?WV+|"^?!^/|H@"?(")$!#4HFJN R#6ALVN]VP12!NST87DH0TCB1- MH^.%9)8;>!QHI(&WH\VP4D'1(JK4BD!,32<-9+ZDK%PR&5>I>LU_+;MHE$QO1 MJBDS=,U2^'8(+,@2_&6KC.BX*27!UF &1N&/KMH8VIG>L,*2[5LXG'T]VN1M M0;C:N^$%_XP\>63!KA[^":%W/.9*"1]2V@2%",&!#&.5!*!L,3))D'Z*HI&)[M>+HI-J/XZ;0? 5'6:N,+W5U%/_X>ZM1W@R[^QF0IMG8IF9@+%B35\2L:>]0"G;B$\3VD-;9 3BF M@=*P.8 4UP4S? 0SH*K>-F5ES&HWT-U\%"Z.4EM3L9A+-_]E)W5C1>!LOOVB MH:R9;5 ->+ 4T#Z*VZ>?';DY!,L< MU9WV)2EFZ00C]6[5J-6\]WN.ATZLHMX)_NPE:'6-1.+: WC.>..#07A;Q-Z!_ MD4+=^'C>;69EIJSV=775Z]>U=!<+G5\GC_]Y;Z3]Q.WD\KA3#&N%5]67R.0 M14"$TA>71@W!1FO6GU2,. GP4AMYMVW7ZU=5)C?T0$-J1WIHWR[IH,! MFBYIUA+_7$/#6&!F&]>6M)#M0)8/W-$*%+WUH_I#I:.+%)EL$(X1,[T4W%6JA M*TA=!. (AM)5X!GX:RKD&%'+-?I*=">D,>Z>]*Z:3"%\Y&6W/[11E]DD'0)?E9 MB>O0$NZ\?9$'3MR/7$'4^GP:A.6$3>K>_H85GMH9RD:O0/1/ 01E M20=G7NX:.] (KBYU/Z&8PZ47LNEX^94:C==W:R_E5UM"_S?NV_?K=[P)H0_M@ MV<062"KL*DX:[<">],;Q=E=3@F@'OF98YD,XYE(AE=J]!-\BB PK M\H4\T;8#G1__W/I/HS^11ER%<$| (WA.;TLG@& M#,/=[%)O@A5UZT.2/5A])H<# M_+N=XG>:L!T9V1[_(@#10$$M0RI#Q<7Y& M>U-3]]TZ9'1E]?:./XLG/UR[<12L$F6IHNXX.G2LY-G,3/`"+[&=90UCYLJ? MQ0O1E_G)Q)#ZW$W0VV*>D389F53J/$C2::J-AKFP^FM,.V_=]*+9=OA;A5C) MVC:??9=RI/?;M^1/Z*-;N^5XQBQD%AK" &<2%:W5>!X=0!Q3F[0!E-$ED)6? MPX\\O$PHG4"\YMIEC-6^!B3\>A(_K59\&7-G:XH3&)<@%^3,>7RX0&9BUEN/Z@:,9OKV!V0NHCUZ3FVI5D4-5I- M"&"=@ MY#!2X%CL@8 5L>'XN)>]&AXWREJ^T2X6J&6"\]J6.]5V00%S<\@%^)3,>)H M!"NPZ?I"(KV-AA=@>*P4AOPE/;'G V^E/.4@6;CQ&LKTYA="M[R M;\EL)U"10Y71#F\N>S5/IL#%&V"XD/7[60<$DLXL/4X$__X&_@MV8;D?ED&% MDZ*C!CB?G/(ZQT2/]f?K5.>S]4,L&HOD?LRM_]+;;X)<@ MN7"6PR9H6JC_^0\ZU;GJ: (3+7L0M>)]8U#R8YTK]G!S(8OC;-9SD3'VVRVE3 MM[HX3KE[-M15Z!,S*53"MM#I<#>_R&(P-D%D2C96J1/)@*>RY]K3T6YT?/:M M;#B,*F^BY5A'57?!<;_"0);:RG2S//H7CA<&% (K"Z8AK#/0+XD<"O_I)7XM MS\IXLMU.2?6#U):(&U4%##9G\N;]!DO&4,_252\[+>MEU^IV-IY-TAL((>]L+ M8Y+_N!EW!I.3_Y!W2##8=*X&"]!0R7S<_CU15G.1(K7-3GW5F)? Y^K(E8XKKS MGY(7)WU].BOL0+@G$4_ Y<0K8$"KN,=E)!@^1=K*FLOQ+C!.F)'Q.Z\^ZV-9 M5M).)-S\,K)2$GBL*/]f3(+4'S<]!89[-<'AP!RN39!S4RGJ/*&A=3R\!ZB MK%%F'FX3&HSO;XK_4=.0>C:NY5PY2]AC_O$^4\' . YS_CX]XYO1_ 5!+ P04-M " "@3U:9;/"$Z> 0# %Q& $UX;"TR,#(T,3(S.5]L86(N>&UL MU+UY<^0XDB? Z_WP*O)IG:UEF@2H>X-4[,VO*JU[.RTK)E*KN'2M;"\-%B5TA M4DTR5*GY] OPB&!<# !4MDV-EU*B82[_T!W. __NU_?7M<@6=>5EF1__L/ M[D_.#X#GM&!9?O_O/_QV]Q'&/_RO__B7? _FW_P?"__WV]C-X7]#U(]K]*]D MN.8,_)G5#Z!^X.!O1?E']HS!S0K7;5$^0Q@?S6OOBJ>7,KM_]('G>$'_6/_7 M\]B\]T;Z']. #($DAH1 $B<$!BQ)DC3 "4-HOG[_2 M!_Z(8997- @_!5T>Bl/WVKV___M1"4Q8K^\A3(__YV^^DDR>1G^<3/,:7RX0&9BUENZ@:,9OKV!V0NHCUZ3FVI5D4-5I- M\%ELR0Q87LE??!8_=63D0"/&M*'3F>X!]_Q;S7/&6VNY,S3(V+__('Y:/GY; M+3^D*:=U]LP_B=7QD=_A;[>><%CG-5EECQ;_%$EC>E3BO,)7_?E=4=;4D:4)(MZB:01@&"R/03\- "4[2R$/$6[:,CW[)<_C;UYZ_AHD+.?A! YOZA(Z7 MO"K6)6U71\&5[Q:1O]C0 Y02>_.??MZR/@6@]]>':;6%T(8=T/(#!$-@EZ,% M;'A:@"&:[^9 DW7.7//(ZZ*ZP\HKHUO0'? HKZ:@5Y3XR!;TF8GNB9'Z?Y4PVU//2V+1TMBUX6E+ZN=(,'V M#Z H&2_%+@N8(!M-65?P'N.GY4>&?:OY8+;'/$Y0X"#(4)&(?$WDP MH1Z&3I 2QQ6[&80$&7(.>;2!4;\,X:#A? @"'OH&%^M3X/!]Y)_T CP?]1,XJ03/;X&?2_3I[=,O>;,*9O;..#=^JJ5P+;!-<45:<#M MZ/\L;?7/? %57_6\;Z!U8IDE9G.6XSP%R;_]GH66V1+5GJ1B)O>6Y^^&^$'#=^%4L[338Z1G2SM^0$=7'H@*+[3G":1,,?_; MLK4 DB\@&+-G)R\#QI(E-&1B5EMW&5#[UNS"T%8]/7'C+ MTAI>E<)QON>2SMN7[2,=Z:L_<XGM^RQ]QEHO?ORONRA2^^1JO[GCYZ"ZY2Z,H#1!TO-B%*"0^ M3$(D+?[@OR*OV6/Z\F'P8 MQ@F'B+L!Q*F?0A2Y+L(.]7B"M1? Q"1B=>$G^6A?T#+]A\|H .S3>2KY9"<9_E'^F@G?PU#$O M+=*;M;1%?XC*H1 -[)<]=6.2.59;,UY\YO36BF]U)V_ +!,/]5?*;S_VD M2,;!S7#2?NLG;<,]V+/(/? N\%L'CG,26^EI:+25B<=:F8$N3]96)26F9+Q(D; M^,VOY68GK_KSRZOZ(Q=CX]77&M=K\?6^;-^7OB8)0L_U@QCRB"&(7)I XE,& M_3B*&&6$X%CK&- J=Q.O"LV#/8'=R5$SZ]\&N8T8 M*T%R_SI.3$"(MCPN/_.EP]%NN\MF>Z)'T'1DLVVR\NLQGH26/>M)#1$],PS MX]GR7?',RXU+1HB+_91[D&/F0L1!Q(GIA!1- W2PX[LHB%1,Z\'(S$YO%A4$X MPO?\)S7C=RCZN.&Z2^ !H/*8M/5.\G\$5VO,/W1OGC^6,S3]KGK0=AR/-.MHHDG]>BUZO0#>AHAXP;."ET4_/Q.2'U\CND>BI5XI,/PB.X,)? V5/Q)>+DD:.M^F(?ZL' H4)9DC2&L5 ?R*(4NPQ1XOM*?H@.T:E/)5LV0,L'&# "MIRH!P\K M0SFN?%,!T'D4J((-^+UE0S&<4 LDI:#]*< RBZ.^[(/2BI?6%7HD1%IYJ-FB MHG6%&P9";]KMLG[S*N*\|TF\C/'U2;L[J6/27F_YE>1,$PR-N6C<<*R7S!,6 M-$]0W,()/R-P?1@'$8->Y*9)&"+'\Y0262[B8NIDE@=>><6W960R.O1],MC'#+PMY8$8XN,$96X &53:R33)F;T]U$2Z6]DYF/,RZ M1[H(IOV]T&6#F5DK>0 F__#/],9,UY)"K=<^(Z9O'2??[C*V>XO!D^V:9EB M"U9*5M_5]K_BWZNUO*+_| (T^R#L9N35KCQ"6&/LDIKP0LMCU($(L@G&4Q-!) M8A8DOD<]YBSK33;B6?6=EWTM^W@BSQ]SNAFKO79M*:BXT!@PVN1VTC\AIW/OE[ANM4&#[MJU9L;2,S,S\K.O/ZTS,_L+U2EQ.X)__BNMU M*?Y)}[-?]OBW^]U^X]ERA5N>91#EB"Q;!&/0!PG&'K416G(&/6)5M,) 0!3 MGWBL'Q]Q^0*"%%S=WY=-68 ^D^+7+&\B=WH7! @?Q* (:?P)S"_[IY4A.Z[WW M-(?*&PZ!9!$'T/%]\V+X H3G\^!, #A&6C[\F:$NO%2^6M(_0Q)9I<'WXGP*]BF5M MB8'?6^]"%U(MHB*&#(P<*+I/LE%U"Q\;9"3GQ])\0&4'AE@U.? UBG\52SU%XUI7[HISXF[5%46E - M\^G<&_4Y1TT.=;B#UG2LSGT2FQST(T>UZ6EZ3BJK5M5&_%)IZH/D1BVIBBZ%MXDYL&K6CUYOJ7X9:=[:\;T'J6_65$@M6I!2CG,)LH BJ#PP23! L2$+R/$9)-MA-VFE_GQ,;%J5^N@<)QAYHFGG7*> 24WO=LR! U'8,\2,#Q=&3<5,|>|-7=7 M0#,&#&7,P[&.TR]%X,2[OP<1Z!53-%XY/2H8+_]K!>?1.; MS=*4E90<1&6RK6[C|O%YM&ZUK%V69E33F%.(X+R%B4OP!9&6J0E3P: M5[!3GC[4VDZRJ0PW8*08 T^Q<@#+6M8ZFOX M-@LAL:0BRF"_B#(>.4T@*40)RZ(HLEAM!HQ8*ZX Q$R\!?2<_9>;07]D\'8F MYDR0N>GYGJD^*5[G-W1\@9\ZSOYV!?,,@3UWX,^>OX 9K %0"F2=7L+)K/9J M_B>6[A'AE@U.? UBG\52SU%XUI7[HISXF[5%46E - M\^G<&_4Y1TT.=;B#UG2LSGT2FQST(T>UZ6EZ3BJK5M5&_%)IZH/D1BVIBBZ%MXDYL&K6CUYOJ7X9:=[:\;T'J6_65$@M6I!2CG,)LH BJ#PP23! L2$+R/$9)-MA-VFE_GQ,;%J5^N@<)QAYHFGG7*> 24WO=LR! U'8,\2,#Q=&3<5,|>|-7=7 M0#,&#&7,P[&.TR]%X,2[OP<1Z!53-%XY/2H8+_]K!>?1.; MS=*4E90<1&6RK6[C|O%YM&ZUK%V69E33F%.(X+R%B4OP!9&6J0E3P: M5[!3GC[4VDZRJ0PW8*08 T^Q<@#+6M8ZFOX M-@LAL:0BRF"_B#(>.4T@*40)RZ(HLEAM!HQ8*ZX Q$R\!?2<_9>;07]D\'8F MYDR0N>GYGJD^*5[G-W1\@9\ZSOYV!?,,@3UWX,^>OX 9K %0"F2=7L+)K/9J M_B>6[A'AE@U.? UBG\52SU%XUI7[HISXF[5%46E - M\^G<&_4Y1TT.=;B#UG2LSGT2FQST(T>UZ6EZ3BJK5M5&_%)IZH/D1BVIBBZ%MXDYL&K6CUYOJ7X9:=[:\;T'J6_65$@M6I!2CG,)LH BJ#PP23! L2$+R/$9)-MA-VFE_GQ,;%J5^N@<)QAYHFGG7*> 24WO=LR! U'8,\2,#Q=&3<5,|>|-7=7 M0#,&#&7,P[&.TR]%X,2[OP<1Z!53-%XY/2H8+_]K!>?1.; MS=*4E90<1&6RK6[C|O%YM&ZUK%V69E33F%.(X+R%B4OP!9&6J0E3P: M5[!3GC[4VDZRJ0PW8*08 T^Q<@#+6M8ZFOX*

N=2YD09WVY!.6O$R|[0PPL.V[5ZV18>P#M-MG,F3P.*V\GL6P$\|$W_3EN6.#\|"MN,D9#&AH_#\Z@MMZPS>WZXW*|KOL#5H:2F$4I1"DK M(J3"%)18!B5!;L-M# [%^N)_Z$^.HLR\@72PRW@^4VV=A5,C[R?^R#X5]7)GW 1*", ^!K_GSN9W MN$CLH2_BL@?Y&8WOA12U(MJERI(?'W[HO ?1U;NUG?>WBH=NMUFOFFO:,&K"

*[FD;+OI+YS;=5R'¦PlB^9BD=W41D\,=/0F<&2.2A1]SLY1&O-.T1D3\\6_MG-&+O<Q7+!8&RB-A?ERWI9L:=%C$1"><*0G+FL#!I<88H[4 M+!XCF0H9Q3AU"AU8T)S>K#$W?@,CXFP$' 6CSS.[BT' MX_,N_R<9SN 0;CQRFO2/-!W?M 5F>RV7:)M0O!*2DQ2B%+M=^BX!*2-)7JW)/Q'*S'YD-\8M6A2$.F:/>; M?)?,NB/O9CP[H6IW=)@**_>3Q7Y8>|>*:=@&-3?@W0"JZUG0.>NYR$?8Y\M2W*!X44|DM/-%W14I\^;^G;=>K>; M[^NZ^I?@OZW4$!W$E1N3Q*1#?,Y"Z)FE3(@ZX]DK{ID\)& 02WM=\X>H[KYO M!+]^%#6Y$P>W_-S/:.KF#<4+<1$]:T8ADX4V#D,2,2)G5F{HK+HI29^UR]-MMR2BRPKWGH,UX'$P"(MV4YUT^W:^7PW>BY3FTK=Yl.[F\$TD4L,TIB4D(<-4#2;Z=M,@608}[K,Q+EJ=%),K$=0+76Q+0_3OC//%K^(T1W1?G_]:OB]U^_998 MGLXL.#HX8-_07<_>;!/&>P:!X1 8]0[FH%V!7B30R?3LGL!#!M[8]PDYF."M-MB#;_,(.W(OFI((*WR*-G5!B7@]OZ(S+!+VMU)A6;JC;+WG#<7=%TIQR&$29E M'$,A=8& R#-(8DE@F;7]<\(Q3!Q*.UT9F#][KR5F7"2&(?"\EO#KCKM!)8UKMT8$KZG9[U918Y9.949#97H.=GGN"!+SZALA5=R<.;T>@)SHNL1[_G MN_U05/[4L_IS_GYO:=P6?2^(1X;0H43V/GAOR?P<[/82.KG.CTHQA<;.O'XV MI_=1-H<>[>,7^!DF/V\;M>TVS37[Y[9]*C-A2G^LA7B_OB?5:L$C25.6,Y€% M6$*$$(%$1#E,2B10@8I(%E;3=ZTI3]P'>OI@P, 5Z%D`?[9,."9"GX?1SK0(M"HZ;6KD4%V7]S&@+6XC_?^>UOG'GH9W>N&IRT/]TV=:.6L$/8[M66[%HHA9*D690!+%.42R2" 5&8(R9X€@#*54NA503,7IU)&RN[O:S:#H".[+ MT#UP\1A7H#KE;AOU\VRS/\^^1 =_WFN_&G_GG.?TSX[Y9YZZ9R_Y#8S_M 7Y MM>=_GN7SWV,]"WZ6TQSNWZGB*M3 M)]?YU]>T,;TU%B01@O$(P22E7!T<40YI3CC$**,%P7$]4JOA,1=Q,;%F_U7M MR__EFK?] Z:=%IX<(D<-VQ(AVR!/WO*01-8+Y \6$JK#P\S)E>_-/+M=-+ M'N;99(LM75ZH3VATFZ_K%?]8K8AB1WUFF^K1C,MI7S5LN6ZV MM=@M)(%8BK,.0<%((}&>5?+{H8YS@@4"1=E(']2\O92AB174M^W#0]MEERP! MWU%O=="6JD^F)3O^:"79Q6_#3]W-B;&;AC/YGYJU=AJR_FG'G?'2[_@#>P,! MGL-)=&HN*U#KN4G7G;B@4"[T7+L5#/]6U): ^H2ANU(ONIP;-^A2](D)44J MH>!Y"1'*A3+6RA02[?6C"2OB*'9K+3M*,V*MMZ, ^,(+CVAEV""\[Q140!3>] MM=@T#6D)3U!N:"EF,$ZIHY3F[GS]97H+SN8VMWFMMB;>K/OK/"+6- 5Y,+] MQ1]=CF&R,IN0ER-)N#F-:09*8]4)/3@[!1&&>)$EG&.2[<)%&[T)S^% MW-^3^DD?.@Z+[;2)W#%DADL()ORXHFSIRYX..S<-<.;K;FKG-$D]GB $G^)I M1_V51GDZ07-ZG[?;8RZ;SJ>'!)A)H;]6A.J&!NJT\5EL%I+QDD9!D4>15#W M'% .'@**95Y0&6$9I25W:4Q^AIZ3PG'O2.XH -Y/I-N0'X 8'OSF\YV"S/8, M$ P(US-)[^9J&5(7P%%,?SPO3.B!9ZZ=XK;JXS;.R/ZJ3E[YV[S6^,Z&B'$ MS8.HS>@#TQ:G)_#4MQU]OQ6ZO?G'ZE$LHAB+,BF1.@A$ZEQ :0HDA4PXJ+(-M,,HD0DX!>E<&)C8[U%>H=%ORS@;Z8 1<7%3"BTG.G+:=\0(,.U=@0\ZQZ05C.M,**]WGW70>Q/ MJ^M]76.[8'%2")S&,&)9#A$J(TA)3B"+TY2(HBQ%R18KDS3#;^T5D"L?5@NM M;!?:"V[LHP2&)JA6X+'G#Y">03<%Y0RTG8*:!#>_;.<=0CM6KL!+4^9J-S *_M_/1>M)_^=@5:[L+I*E[<NDJ9_*SZBI?<)[K*N_G7)8"_6Y]3ZN5(:P#U14W MNG*]N[W)}FG[(^*4$8MC27(!&1,,HBP1$,>YA%SD29E(6DKBU+_#@X>);.6/ M!*]->C*CV1[45=_UXF)#KARCPSYVZFKB>%STUB[1.H!-U?@@!\P8&B2D.\% M@-3.MG;AX%7RKET@.I61[?,HWT:U;_/KZ)?EOR]<15],=(7(NEQK5"2QD!06 MA NEH2("29+%,"Y0GA5I09(B\3"HSA*>QX+.<]!-_KQ7BZK1O+DVL#^'8TRR MDD240UR6"40)0Y#24N@I?7$128R8R-V;_H<|+7NZ8/ZCT#@+?NY+.516CX M++#WL(4%QTJ8M'@/:H"4.6NI7P7.V;44--AG@'+V9IP-8BO]R0H#MC6X;53""^ M^/#/S=/U7S5O/]UT9*HV\P>;S>]6+C^NZ^N')5W^=]TE>E@L=<=='3KS@1\4F MOZAM. />ZX_&NON]M^ZZ61@F=;Pl,NG.90_K6L>6U#&UC]<=E$7;=^_`_4$SOMP^Z;C2F47U> K?*R#? MVT,>1K7+3]PV!T;6SOZ7C<HB2AN4X4B-(/9)X@B5,177XF MM6%E8HVYV^P.K^]__"21S_GWZ:'=%K3/T^Q"G5Z@U<"\;5E0L!S#(LHPRR6/LP1Y>+1.T9LI%*A+A-S& M.9\%RFZ%7R2WYZ#U;MJP7-'>'>9\A1ZZ/2Q5L^OH),C,/8A\7]N5,]C/7^]=@ MZQ_T6?>1+(7!EJT>7S&=M*C^8%(8A|\87+E 1!2I.K?_$XY1!+*.8)FR"+(R MDSBF$!*4NS>AOH@GER7@W35:TI[P"ID10[$F:K-YZQUC[=[(9I)?6T3@/5^UE M+ZG.;.TRE$/)BP(BD:60XDQ7I9E+@I"""M=>S[/_(]_'-X1MECV8J"5LKZ\S)IF>S%L!VK MD;W\H7Z;FNFJJ=U\M?BN&VD^BD\KMKX7OZX;/1-B29JFDA5K\U1VTV-TTX/K MFW>?1KMS=BUN39-.M15_%IM?2+72#U8?;^0M^;$HL(RQ5)MBPIC2MT0!72&M=BX+9.2VQ)OQ!UOW586:*S)*.9P&IA6T-M5+-_8.W.UVOX"OQ'?!5'1?=S M.I[X'U'W8^*Y,;SN!Q#%!4G+@LL3=7WL$@XQ#A19ZZ4)2F1M"31+BWS_\ZO MX!O^)OT[?9'LK)2W_^7PLG+:UMP'A.O)9!-],JRS&]3O8G7]MRF>QM,>3HZ MUBN3O+:_Q48WZ+M;:>MSD>ML;:C .{HS"1'7AGT1,8B3B$<% M)EEDU_QEH*>1F:,2*,,6%'= MK931^N&')BOU.D>A GACPKTJA{LXC$R,FH'*0,902>H3:OT6-OKH:.S[$,>,9@5/(.8B@@@3H0RR1, LRB2*&*52.'5'/TIEMZL3<[M=-QK X]#HO=4KY86+<%W#?/Z>6=XB@W*E*@M7J:>&]>%,O7.7^FWUNA,.E(:+R*ZI-UC^6NG,.Q.1I*:,4E90 M%NEG;D0 M'" W=66!S3R#>]UP"&1SV-&)VL[N-\LIT-C#5S^_(0I4ARW8 M^E?1B/11<'5(^:C=;&OQ]6FVNE=.6Q+==T/]>R$M4,++]@_[_#K&=*IE5VJG>$)=$R%M,Z(O0"202>W#P;P&]@40/3>W+WF4>V,@I1SOUBNA8WN/HGYZOQ6WZ_=5|||\M M6>Z2U$QB6<_]?W&MD.0S[.G#\9IED#/$^#JB+I9@^=LZ6/KX7([$WP/ ^RX MAIH#4]=S_E1P.O7]NOO3KP9 7@1GZP1T"1S#ED 7/<=_[+/ZG/^5-R*$YH"M67[H&J+ML]$4*Y]6W 0L5]Y3TA911E-E00DH*450]P&"%',_X]3,2!PK4RIU M2O7R8V-BU:6^@:G[W&4/-.W.I.DQ\RU3:F_%PWOVWZGE2K11EG(HZ* M".9%RB!BB9X#7Q+(2!'E%%.<2FP[=_.DE8G534?75&MUA,&?+66'.82G,1K7M,L$D=U,B7D{!32(*!0%DPA//WNV281GQ1M.(CQ_L6?KZ*.)CH.DVY^?]I=T M.,DF^[%M93FC,9@2G-OO9'5C&@-UOYM,R4^KUH/TA[#3 6_5N81N1.F0Z9N MD+D+F"QD28N<)5D62P@BBB!6) 2$B***.5IDD1.Y3\3O1K*)E4_+C0E>\/5R M2>I&MYUH QF6<8PW!YEMH^BWPN!T6G:8&$G_0%'8@):!/&$<I2CLWS6=\4@+ MVA+4C9(7=>?)@>YI+Y&?;_K7FS0R7V\KVW 9MAOI76&:KK]9N2:M[GWFQ'[MA!7\]ACTV\-_6;_Y7]5R^56I_X_K6G.X*#(4YR*E,&)I"1')(XBEB&":IIR6 M-*49N(-(&4W#$* MLZJ;$1&?+_RQ2R],[7M?-6RY;K;J9>^RUK.2BXRA0]W &$&44 Y+J5UN-"I$ MQF5$8N&5T7>$V'R)? /B-BGO[K#9K=-08#@Z\[UQ\$_+&Q$P=#;>,5*ODX0W M(O3)W+NQ>SR[T-;=R#F3.=&F3-QL-\V&K+CNL9I+GD4<^"">V<+I=VJ#PB0]J>KQ^9; MBTV7234@'K!K9V4HI;K8G[$Y;S-.,]%?1+2UO&W2D-I{9=O?K>NGSGLK2]9^9S-(19'KOB\QQ!'3XSB2DL098VEFY>&^B(N)589+1*EGS-%%?ME+ "|JH\X=V MNCB=/:I3!>F.HS)OC.X9#V\Q1'<<)L(W8F'N:DW+JK%-\%,JYH//YB9ION9 MW(M%7A(DH@1#+-(8HCA+8%GJ:4))PN-(QD(RJ_D:IPA,K)\ZDJ"G"311.VUS M$I-Q11)"4D<'L9N0UHO_G"0CR44JUG9)]P_]E7SR@;,LTG/B].OO[':5^EL-[M03=[?^'/I*F:;P^U((/QF]3NI*SW@[:M;RO$B+:(BRPF'7!8)1%0B2#'1G7^% MGGQ?H#2F+L:"+>&)EZ)F U0[/JX U9R QK"BLW(?.V9 K;AQ,PBLL;6S :9 MS&U)&[^#< R3(!O.[!Z/L#?,,"<]WE7R0-M[=9D9]W-7<%XOH$[WS]1_+XYM%<3H0A4?:HB.58UH3D0K^&]_J2LF%HAE69)RH8.5W2P3U7>'H123XQ#0GB&RXQF_MF#NIWG9GUC),1F'L.';,.(NZO|KE"A)6;,W'U7>1\)]-H1+R_"AC19HR: M3_)*Y@]-AV7^;<6_)WDQSD'N:,AP+VW_*OK!9S?R\WJC:Q*9]!|U1FG2Z6^__M"RT!63U=KU9;LEP^'+3),(B%$"A.2$8B0VD]P+G*H+.4(D50D46%U/O4C/[E+ MK6=(5X2L-$N@WO'45X]LO@O3J%3Q!4C'F'W9M ?FX_O$]$BZ>M"&(!INP)X= M\'X/8L<2N)X#1/LR\VG!]*LHGP!4I])Q?TQ&JL0]'CI;0;B_P,/:[PN>\M9RMBW>-6(=Y/>]@D@K$8X@RKG8#P@C$*(1@B1K14QO.GE*=YV9]X-_F\U>/H M]7KM-I;ZB++YOMXV9,5+/=H @$O]A-1Y-7>UWACR9A,GYW4R6BOO.)O$>9?UNGE4E>S'PIN:-<7-2;^YLRG\3UBO^JOOS+(QVZ253(LNA5+L0 M1*D^I*!"D),*2R(]92'#/AVZQZE.'5G;.'OI[<"R4_7!(7#3T'VC7T/?U+\9M#F;JW&TG==C^W6=HOD87;SL83O3RMKS93RVHI;2NS2S2I1X9V#U!D4C.,>]4#UIKN>')_N'W2" M<,7:+K]/NK6JZ:SJV;G'!N$3+!/GO69TC&+'EK;RGS/FW:O'$LOQ)3X+C&ZKMWQE!\&?0#KP?0Q^B68]EQ=?JUN,&R$#]'L<'739"_+XR.RP7M,0T'HL21P3+# M$;!4YAH07ZG(!)"MB'O-2CX/4(X,L{(%G5W?2,#[_UNO#S#X"]6]NM_>@IZQ MZ#*>#%?$S@ZX0$XW%;,T!M1"C|!|YD(@6?:]D]_E2FSST0[-??U^67N8<-O M.K5?G>6[!AE_$.TKV#RU!HEPD$;*15>G=-M64H3;^A[LY6_.)7.JU$D;6/4IWC=#Z[%TQZ1VJH1Q;T"/RQ0^!+43L0W+! MD/"+OODCXA1DLY)R))XV?O[LH3,K,891,KL;+BO45V>;,3^]UK^X]NA3M&*_| MS>*N_A7QG!2(ZV)AS"#B40]II#G$.8]S7!)!A55V@Q?UB?79KN!=GZ_WW("6 MG4%-K7=IL1O6=[.'9 BZZ<2@X'FW$G "(7"3 3O:K)^P F64VTW!]B.[Y^ MUP]^C?GIEN^\+[(\0;S@8HZ!T7+%C1(@DR M,]?EC@OLO3VS/6^^ZWB=K6IS6GO:]7\0QTH]"_(G8@7'+.,BH1 DM 4(A)+ M2&B10X9X&1-*"\0<-]W3Q",?>0> D0:UH:U]%1]QUNQV!S';/#0.$Z\8fQ$"3 M-8?SK7.0E@YSHN=Z$(%CB!,,B+|*D*)&D;G.] M78A/O>X-$T!V7%R!^Y8/0'M& .LX<XIU5]6C65NO*VYF;N<26:+_6:7?/UPT;P MCTMR9YM"=?9!$^N.CCZXK8EI;MAS81SLFA7!37O/CB/I9*GS"(UKCN#@N"D* M1US GY]=0,E/UF)!)3J=?_IL24W6@@X3F.QU0K@@X3F.QU0BK@<3F.QU0K@<3F.QU0K@<3F.QU0K

*RO=R*3\MGK5RO6A#_5@JY6WU:_M2K&(&>-0< 0@2W,_(Y(^PL,4P#R)LRSFB#.KGANSPHZ|Z,_*XI M!YJTOF#]UW^)LO"ONK34]I+5'"%&S;<\W3G;J6E,'%?F3ON%77<#\|84V$GO:M*8U(SKH_VH!PO%-;/>ME,NI8\IV0FT)\$6REW.&E7+*ZQX?:C^^DWIVWVV)) M=UNB:'_;W!-=JIT(A8Q)!!/ 22P 3+((8!)"P,*(I5(RB1.K5 XW-B8V*_5P M7?9JB,NR|A]_66W*\B\!K7@.BF.FZ]2.C=1.MIW!<7P?9B9H>I3MC-+=S>U5 MB^$)2_4@'H6A8NLJZ#*F,VE]UOS9JG'0>++)>CDS,:L_&_75LX4;NYCA3AN_[MH).ELJPWY&FY):O&OTX0SSC-4Y!D5'=Q$A#0**-_)!)B&24I.QI#$P?M8DM MV(%V%>T&M^N@(6\Y-;47.3/CXPT'QMS#%,%&MMNR$+>\#$ 3T-3>FE-><_9+(.QM3T:F&#WDIN'W>K>NL@JJ/?Q^4VX+L5T6]6#()M'@7_^R)(HDR4@"".$8P"P- M :(H BR*TS ,:2ISJ\.1*R,3VX4/CT^KS8O0NV[+3#7\SC(4Z RSF<68 SP[M8]*!JZ4_4<.WL;)LC+.:,,OJ?\\"=6R:1]_G/#7E]:7&.=7A8:K,$I: 81H! M&&80D#23@,0APR1.1$SYXED4=&,Q/F60K(U*=8E;7-%W!]N4UU|/'ZQNWJZ"MK\N'=>4:*L4[=&C5F8I_$[JBX>GfD@6W:^5(/CJDE!KA;F;R2-I9Yl.7%l. MWIG21F)_8UF&21FKJZ#F{_BC"0'3+7GYd:V8*SC%LUY'==21*6DI.'"$M^Q[=^) M+@/;-D062$:0A!D%*=-W7C01@!++!0$Q9K%RF+$MA8E=TV$-MZGNNAIAMH6 ? M/F9&Q)O4=A:C)1LT=(.6\#S6PDAJ;S5I?;1FKMXS$/NT3L_D(=_WVN6[EU_)M/S;%C0X>5YVCLHBE49(G0*)[;UO@/-Z"7X1@\LOP4\H_R9WX14C,K\8O M+ ^'=^"@O9_>X6^G&V]W^E0L8)B@.:0[BA*< OB('E&$$0D[3)!&I0 PY-!&WMY\1(IT9W$.\0?]5+U9OQN83S:!LT!K8)3-%58 VE3W,T@,;T5ND2 S^+<1H MR,)&#:UDGP#;E+_8=+[M/#*QZV+7^;8K2K^*CY#"3F_;BC!_77#/L.V4W=I= M9[,,UC/,=[-:S_W9?I,.A_5VN7U0,I"-LJ+7I/MJ09%K+@"1(-M<@4+37Z2DFADAR;&>;M&,B7G?:CM'GW3QEW6+R3GX1NKD[VU;->IKNK00G MB)$0@4QP|*.:0D"D^J=25!3E.!%9BFTJ1479LDWL9+3.W MU@L&=OKJ*+ZUCSHHFB=7!#*=63W.07&/'] M<\HJT?F MMHQ466630&7>ZV4:R-S:P'B#$J!9C#T"/7UD+!:,;K<6,O8#=fC,.3SOF8>QT M;NN=W$\0^RH>JFO1!8H085#W PSUQ(\DB@#-8YV&2GE&)++-.]U(:>J#?D57 M?ZLW'^_EX94/;,AOB(E9F[I$7!.SLXD'XPW# KT/"VZHR*F7*.D-5.)0 M'D19U7_XT\,+,GC2 MON/59]6Y"Z(=:]JECXWH*/Y%M$}VTZK\B]#&GJ/7)K5K7C7^O=]OOFV+Y/X)_ MVJP3AZ?X(D,<44@H4(C]HJ,COD2%,0RR8*S"/K4(-?MB:6)MKSY$\D^6[M*I#4.KT_K8SK,#[^C9B9A/EQMK,D%>'@0*J=AZ"")C0\!@>VKH*#,U"S[+{G_MN#>D?+8D'_4_%W*O0%YMG&YO]6]9WI2%3??=;O\VW7W$\H36#ZMQ*?E6MQN MQ6.YB"(*,THPR F* %0&%6 68< QXRS*B2)!90*;L,1U">8OB3E0&<>)53PJ ME^GUQQHV@S\THT"%J65 >/RI,CP9S?D&+$\0G@48W4&E"G(SXD E"$#).89$&$4(65%$YI,MN: 7Z$QI-,T/?HLGTD0K1=VY3(>,DG,W/E07H!{W2(QI84)^@4,"'"5)TMQ MB%@<?%XQ1(62(@8@$!3"G&<"\UTV@^7"M%%\^ M-/G26IVV8\'IZ^RT_\QO>WS>?5[>_UFG\1=3:ASNE8;I?B;-^%F,60,$+4%S\3 MRIF/4T!%&H,PS^.,YA!Q;E4AX<2R8LH)6[/=;&K$[#3U-5AU MK6N3?+QG:/H2\C&8>-HHG5B8=1<=]+Q%CMJ+<< QRF6!DD MR!5#C((110PQ,I_INGX>>MS1%\'#58;-[+Q+:.8R]HU?_*R^U?]*J9GU-/5< M<[_1S)|AA]++=F,19)B'])N\QQAG&*-AEA TQ@!*M,()%QP*',,9)@LMfLM M69FI[#DB5@]!)V?\[3W3 W_?L\?.9K;-(+S5:O.G/I"\%!HWQE_YIIX1\WP M-0[_[U&X'D1A_+"_Z;KCOVM?:)N.^!YZX??;@VL]>/B;/E5_%|_<44@H4(CJ\,U$KJ5(#S"- P3P'++**8R5AN-YO4@O;4.W.U3=4[!\U.S39'N-K6M^0FV M?\Y\[-,G\1VSA8l&S?. ^WK 2*%ZF&(ACC\&D,_YYRC^.[&]+B9EOT+^$;U"B MT;+R3GX53)T?^M!MPN,4QS!7 2Z8+H+$T!2E$,<$JS#,),)G'N4!!|@9R1 M>HRN>MX3U_LE5V1M8PSGH3(-(JA+[A@I; E6*0TUR>|!G|@,<8!>H;P=[<-]3 MF?DTWRO[Z8&]_^/N W"?MZ-3(8E@ID[>F,L,P#C& ,4I NHPGNF^*:D01@?Q M,VM/25O)ZN^MQ<^1HYAQXIDV7P?"_.B(&X^=J/1+7"2D;Z1W*Q>+

*I8[L5M:C;8_W<;E63"_):E_-&4,UQ"UR8*O0_3?.&I]_M",]PN--T(?N+|[9$D*Q@&#^?Z^AF>.\+^N-#4UUM[^H%BX)?GOW3:MYE?NP_# M.7SK[A4).V/2!*

($E^[&DCK=N0^O/MN5N[&@W1MW\X=<)EI+P* MPC,&*QU=C[9O+AX2[P M_4[MN6)KY[),C9*?2+3O!*WZ"EJ%.$L65;]1 17!/EKRI8?FFE--C9&84 M-

*)Z<9G7O1\%TI^2/6\QUQ]=C@HJG334^<%T=_&[TR:!XN=EPL%TI*_LQ=B).RI6V+VF'-_^Z="?>>)3\^B'A=6 M3^ XG@!#\R@.A3H#))$>]\?S3%D!J/Y#,@@9CCE$5D4PIH0G-*

@>OV&AGW=7C MA*TIVIL!:>;?3 &/G4$XA\Q.PW4L9???NMZ,I-Q-ZZW .:.NWN]Y64K[]J;1 MZINWB(ENE"9#D,,T 5'"*#) DQD D($?)QWV%6>F^YNS-:O>/H7F;FOTI$?XQ5"-*

*K]$^6<^UGV]QSU56K/$JS M,)<FKB^6GSF!JWG!#MMOGKV4XX#:]J,TZ8D4*_[L1#_O1-K]M*D M.](DE0*F&OCI#83X\Q%]++7E!@#BO-.@S&'X&3JB\6CK@&&];8@;/M-%(_+=17"*

*M^%4\4E$LHH2DB"88Y%@I/V1Z-CBA!. 0I7&:$ G3R"ZB<('2Y"&$FF[0(6P; M.[B$D6FPP(/DMM&<4Z&#/VJ]7D,! Y)Y,_M?HC/S87] W-/3_= #WN?.?>E, M!(JY3 2+(4AQS@!$**

8800(X%8S)"-18E4@:$9V8GUNQJ.MSHY"TV' XV! MU7![IPZ6G0GH'2-GC)//<7%GO)Y^,MR7MQJ29 >$Q;RW 3TY92! M4G\6VP4.98XRAH$,===-RC"-*

*9*2C,4v!N)H,:DW>CU]_DF1]A)H MEPUMRRG:1XB8J?H(.>UTNB74!!5\^,%6.ZX[V]v01^66K*KlX/9#5\&AG_[EW?* MS_ ^2{1_5L.]>)9D(8$09&F$ *2Y.I/G^LH/9C*

+1:A^8S6H:8C@](fY@7R@ MZ0=[\D.3P]P -';?O<%B[;4[(^+BNQN)Z<^%[R!7A:1HBF!NN<)ZR $9 A)F:(DBTBTV&Z4XV>F\]J6MU+R M/0WC[^TW_)^6'QZ?5*

MYD6\^O."02X(CPD@^N(;8B(!T2?M.:12#@4F%A%OORR-[$1N6:LT#.168>D M=3J#F,[T]3R5 WX;#T'_?/^#PVW5Z_;XI'U/N%.M[AK>'[U&:]Y M=1. Z2_=SB=S2|*:BXVF:ZO5TK,/|*

*[9*N%.DHRSBG(41)T4E$" M.:(E "8Q#&6Q22RG\0$^K'LAZ^3 5EG&S69?#* M&/&V"/Y'>?;/:]>1.?ERNR9HR6K?M^:00ZDD(3A$)A>Z&GP.8YCG*

*,]RZKXU273WU.WG,.:%AU[D3DYf69&;'97X:= MC9OK/5B:0:^X>;*2?GB:U8AZA?8QOI=W-$$OIHG/2J[TGD:^OI)7UC=BT*W M5UW@A.1)'B/ DP2KHZH.E;6-!(@3F.:4,)*

*(*J\$%M@Q,;5CWV0&K.CO@SI;2 ML]W-Y0U/@?]<^OM3S9.E!;5%W=!83HBEI5T\3K(X*5AMV:EN0Z^''^P$8|0V@ M(Q:^;)TM^7G-FB,XQ),,=1WGRT_=K$Z=9)^77//W+*

*[^5>@#8QW7*6<@L"-MTYCFU>5(*@!$A *$1 YREL-4Y@C+CK-T9S4G;66@[)NWZCM$5HU3:%C1H?1?I=M=K\?*

+G^2R!;A@(R/%=@+,C&EZP30&=_\UJUGKSOHO9;B\]>ETFF,=@#X,\Z MUI3PW'>TEH"[W.9XAOY+(,07'93AA]U'!!3"+[4%RE J<1G%FE9-U2F)B(U 3#%J;G-?*

*3G$Q4_!QTMKILZ6@]N-< M+LKB:X#+*8%Y1[9<%/!D2,OE3SH6?FS6#[K5I>Z]>,@U!7,8AC)C(,DA5[HG M]$*

*6IG9D"O,HEVG($+>[ICA'96+U^WAH_+610=71=+4AZS+8!+;EEJSU<#'+ M$H^S6)GlXV@$[%3R=0O3]TEZ6O6*Y*ODXBR->>LJ^L0*9]H[;!K?207\:#4 MTDA'%S4<+SES3?*

*%Z'JI:KC/&<)S#.& MZ.)9%'1CNA4.D;3Y2G8)FWMK.HRC7DNI#OZ%PT"$0!4S0F8N@T^Y!8Q72UE75#2T@P-QW4]3D??G M2)@*ZLFG&"0WJWMA*ORQIV"\G'W*[.*

[H[E"61;,B=6G6QTTAE@]K[;=ORA:7 MI$[,:YHAA2AG/-59:1F.E &0#"@?A0"2H2R' H49-#H]>.!EZC-&3,E.6ZN. M9A:YNF-A[K\ M>A*0QU*8+3?9$Q3=M&5?2]IM(X+QQ37_Q[?-

Y\WZ7FP^BXUNEOAQ?FWZUY!L,/:.MEGAX;A=D+'C/$5BMT7B(C!\36 M*2C'(&0X!AC(")$^A#&/"";&ZO#4A.K7>=TA56:B\ MPY-M08(!A&;'0=_ V.E^E_I5L=?*

*P=/EP&VB@C&J46223-,IP8I.QUEE[XI2P MBI+.:U.D]-2[^[>9%:CM*9;>LM4#W_0)9*^09UCWI77?E6=7KC$<'6G3N(^J M^ZH<=*6'GQ3BJU7WK2W:2497+1#)U X:98")-%7;I*

*<^)30!&4JR%F&((>; MVFM"?.+MM6+!K:[/"#K3[70:0&RWU:,&KV*CVDTK1KHG\X:7X)>&FM]SJR+ M_6Q \%SR9I3Z30K_;$"Y5/YGM8;#$5LG89V99%69ZN#[_^!R)&16A@)0Z-*

*^,P M>\OB'''U!OXI&*8D&@R+,T%2"E2__H13@A.E\#!KGJ4B%C*QRI ;H M37W+V5 /7I$/-'W+C,4!V,QV9X](@V"EK#P[!'S5QGYF-*

*9F+Z2G,$6U&TDGt-DX&@OG*8^DC-F\!D(/1)]H+),V/=OR^BW!8[MMT5^JIC MS

#)F_3V>QYO_K,?1F^O5R6=M:T"$U&8>[=^_*)(F&UZ:.*H"]`M;\&<3IQ<&.&UB=D&V2=PC^6CWX!]$+CN1.6#=1&WSYR7N SCR1F597L_]U%A MV7&TMJHKVUIM<^.X"Y.F",>TB,!)WP1&)!2@JW_P@#)D%YJ/ASN.LG9YGMV- MRN\76NI@%45%D%-MG<]@&"- R])/ Z-L,VK31Y'8<^U8^W1M#^MTUQA SBU MJUW/CU,M%JG-Y^T[&Y;MRUA ^}]LQ\29$@*BBXF67*FB==NBRN.(,-?7_)) M@=F-Z@:%SIM.YB_(IZ"0[NTZRRHOV@$66YM'U^DVG!4H.(MC=9I#\Y?TQ]+6 MK^_WI#ALJ*0!@&0=^A;CCBWVMOL 4,5&Y+?!$S(8(679.D9^OM|E+OK3!3V0 M^Y8G %QCQ?3>L'NYB$!R:PI.@O&9E A5L=+/!""$E/V MGA?U@=T#B^-?ZO=OH$$(="7P UF]fXB/-+VG|VYC_B6,3\GH*]Y@:J!O0AW^M)4"[Z+UR)$W).CLL?T1=OR-;GO2X;*JHH4'P|\N)R);Y5UYP=+2/]R]O[[%H9 MB"X-)M0IYUDF\"8ZX,ZI)**5(K3NS'4FR? U.=GEJL':LTL$F\UYB7)Z"W$K>*-2,"P[9U_&42$@-W"7@Z!T&PX53W9V,#^GI-[?6 G[SM'H]V7H<_+@V]N1XBEM9F!M,U7<_MTMN/U9;M2"(E:CWX>IN=Y: M05O) LA4 JC(§9R2#HKEY"O)+*%*5`[S*&[86(.0 IM"_(CS;^-Z\.]]*. QL MLOK(59>;S:2 _R@<#Z>W7\(&)DWOH0"7)BZE2V'D JK RBC)E4'5H/S.N, MF9YMY=-A^D +CQ{A,:CPXU;2=W5QG25?F;S5B|<-[W_E].B:=;+\UW^IE)YTQ M7&DHAD4ZG+2&(+0#X:4,QH9L.:LI?EWRT^_ER"!V2||@&<*&V6D@R!24V?QB M'5F&&DC^$>;YW>5R42> W_.&L%NE(0*.7) EQVHFN+W@1F(V;H8M. 2FY=S MMV2@WWN:/K=&;S 8PAZX:P^>;TEWQ?#-F5KW_OO+>?I"/U$O'FK=TQH=B\7E MQ=?;=DS;HLB>!6MKOW(R!Q8S* <77;N8!E0V)@IWNHLGF[/1[K32<(Z,WB QT MMVQK8R6"]5R3?6W@.|DW5D M%,4 R#4C:11R;7A6P*)/22ID3G=7)7H2R?VF$%LAZU!Y7M=Z'-3Y7<^+V;2> M!]>L$IN;9\G/<8IE?\A6Y'8X,%$0.Y*E+7U{(.4LA-M0[X5'YO%9ZY9.0&9!B+<<@HHZ0N'EUG0;Y]/,. M^?2>1%<:&S(("T,O9Q=A//T5:;'L3>9:?W&IA1P21@6#1]YZPPK2>W'D%6 MO^YL]9MS\#,'1\^4'BYVRB^ZU0[._@?%IM#P#>>_?_[PLLEY.WXX(C]%GJ M&.M%]*#HA&(6"G*=]3,@Z>! (_S]<<'=':NW9/TYLT0G N780_=$K9T,Q&\X MC[-&4'QS\36,YY6+VJ-S22(%P2_^IXFEW52R-]FL_S'>#(9"9.#2]L+ MMD#'2#(>@]D(3$EN?$Q&;._Z_OM1!/XY0X\V\.Q.DIT"M?HTN]ZZ;^HS/^'\ M8L2M(UG5$99%>Y(AX@^6^7,>S^>|ff7T>PXT=K&R M&@/P8;:\&;[W1QV9M.),I*QN?Q'F-/?RZL5MY@4 M>HX.3*PMD1C++5QO!F=0V|KIHQ1YA(?1TF_KP*&A>QZ_BC M9XQ|#!-Y0!$+42*MC"[K^2 MV@FO(Y8Z"EGVYT-6;RT[_:A=,;2+"KK8'-S%6!M=)PBU|R37)#(G'0IWC-42 M:K&C@.5`^/E"UU)0NLAB#H5U&""%5!C=.2/)=XBKU3E|GH>+-8L^FT"C!.M,;73] M/)*- YB8*3:H4\'VX^6/@I___PG\&FNK|P.TSO%-\[RY\;GV-=>3X(D1 MM-IZI%CU$/X#;B#W.D.#F ME[6YX[SJ8F1D\!X3)Pb4IZDL?169MR"\4]YP:Z5[_ESG&,*.P^!/>B717G4# MP.-OE_7*^EVYZ?ZW>8)#HHK688RU8VCAM+&\A^CK"_QLH^:!N=:8W O,]:VBCHI[/SVLFGE\N2"B+Z_"8UR,C+++<\^]6ZCKKU7$$GV0'"5U*:%WM M@G;$X;E_A>)/0\Q-*>)C02^@#,U ?2&1*PA?S)E_@~)/!57?"S:H$_KT1Y[0)^ MFFWR-J[G\)43Z5.VSA8+VGVK6? WKW^?AT5]`M^IM?CB>72\QU!Y(X;GIN!?/3999M_*YOOO:O8"^OI;ML_[(98S! H.9.V M%ESPI5B_ _<4)Z9"W+M[<1\QVE:Q;PK[AT$O/A+_>I+>UH8Z,%&Q)R'F'?*.M6QM M?-N' LW_>;E8|.(:)6.ETF3[BTYU6$U1X&O) S]=-0^%%=NZ9>>)I/9K+/O' M:F-E#M>6[F-T%(+WQ1H-IIB\CLR#=85$&HM$%C'+U@.X'DEBOZ7R_6.TD?). MQ^9L&29-L'G?.5H="S>"X\IE4>|3LV(U9:\%.!D36%]XX3D%F5MW'SM(4+^X MZ]21,*> 5BZGL(92#2G#BF*[@\|I MDA]L{}2=R?%G^,:HM~E8KV,9W 0?7Z##Q?SQO76?YLXK6!NLAB#H5U&""%5!C=.2/)=XBKU3E|GH>+-8L^FT"C!.M,;73] M/)*- YB8*3:H4\'VX^6/@I___PG\&FNK|P.TSO%-\[RY\;GV-=>3X(D1 MM-IZI%CU$/X#;B#W.D.#F ME[6YX[SJ8F1D\!X3)Pb4IZDL?169MR"\4]YP:Z5[_ESG&,*.P^!/>B717G4# MP.-OE_7*^EVYZ?ZW>8)#HHK688RU8VCAM+&\A^CK"_QLH^:!N=:8W O,]:VBCHI[/SVLFGE\N2"B+Z_"8UR,C+++<\^]6ZCKKU7$$GV0'"5U*:%WM M@G;$X;E_A>)/0\Q-*>)C02^@#,U ?2&1*PA?S)E_@~)/!57?"S:H$_KT1Y[0)^ MFFWR-J[G\)43Z5.VSA8+VGVK6? WKW^?AT5]`M^IM?CB>72\QU!Y(X;GIN!?/3999M\_*YOOO:O8"^OI;ML_[(98S! H.9.V M%ESPI5B_ _<4)Z9"W+M[<1\QVE:Q;PK[AT$O/A+_>I+>UH8Z,%&Q)R'F'?*.M6QM M?-N' LW_>;E8|.(:)6.ETF3[BTYU6$U1X&O) S]=-0^%%=NZ9>>)I/9K+/O' M:F-E#M>6[F-T%(+WQ1H-IIB\CLR#=85$&HM$%C'+U@.X'DEBOZ7R_6.TD?). MQ^9L&29-L'G?.5H="S>"X\IE4>|3LV(U9:\%.!D36%]XX3D%F5MW'SM(4+^X MZ]21,*> 5BZGL(92#2G#BF*[@\|I MDA]L{}2=R?%G^,:HM~E8KV,9W 0?7Z##Q?SQO76?YLXK6!NLAB#H5U&""%5!C=.2/)=XBKU3E|GH>+-8L^FT"C!.M,;73] M/)*- YB8*3:H4\'VX^6/@I___PG\&FNK|P.TSO%-\[RY\;GV-=>3X(D1 MM-IZI%CU$/X#;B#W.D.#F ME[6YX[SJ8F1D\!X3)Pb4IZDL?169MR"\4]YP:Z5[_ESG&,*.P^!/>B717G4# MP.-OE_7*^EVYZ?ZW>8)#HHK688RU8VCAM+&\A^CK"_QLH^:!N=:8W O,]:VBCHI[/SVLFGE\N2"B+Z_"8UR,C+++<\^]6ZCKKU7$$GV0'"5U*:%WM M@G;$X;E_A>)/0\Q-*>)C02^@#,U ?2&1*PA?S)E_@~)/!57?"S:H$_KT1Y[0)^ MFFWR-J[G\)43Z5.VSA8+VGVK6? WKW^?AT5]`M^IM?CB>72\QU!Y(X;GIN!?/3999M_*YOOO:O8"^OI;ML_[(98S! H.9.V M%ESPI5B_ _<4)Z9"W+M[<1\QVE:Q;PK[AT$O/A+_>I+>UH8Z,%&Q)R'F'?*.M6QM M?-N' LW_>;E8|.(:)6.ETF3[BTYU6$U1X&O) SJ

*MUL,,D'N@;'+DC%I1FX4Z#3'K""5&B|I$6YI/"SL03R>=[S|0 \W:^1[Y/=5E M/^WULZ'9-UKW:TT/_\!U/!UNMEC$G_4'LRG1,!C#]CWI,,H+JQ8R.NY3*P)H M$8D)R#;7XU5;",9E2#++R% SAZV+\(_SU&I+;6Q*[F+T B.#E(2GHR!+B*PX MT(I+*Y5AX7;]=LLV_D_2=Q)/L79!TB/M^MLJJX-S^^J&K;8*7UX;__I1AK8< M;?$,RJ!?:0D4{CL=B",3C?,IWK"U+MQ^C*!QH38<#FY78#=32@<(N\7#ID!= MH'32!@FV3D,E!S;3/;8"B5F=K#4QL=89XWL)&1=1#14|;RWU#[!"SA<%=CEI=U MOE92_I^+Q; (;Z>4$1N:#70UN+%J0[%"#LS9#1$#=ZF!(- >TX-%"MP^!KI:_^D/<;%HK]\DNQS]!H7IQ|SE&\FO%(U)=89\9><'7/N'%5 LC\WI?/X;'=;&BTYFA81'YR2(@*)8%G&2'Z: (51/-G4?%?=GKSN MC_P#<'(;E ,IK0,\KN[!O\[.25N+M;[^)NA4|=QE8!C)@4&C(;IF@7L3R)N) MR:OVF9?;5(R,KJ$4?B?;!";04P*9.TKKJXE-A] MTCS#6,R0T'D&+'>QXCQT7 MMQF_=H_?D%;I'C[4?[(:D|OZG_^SQ7*.R\E\E4J[Z5F30DAJEW[TI0#/(LN2 M1^N@\-KO-#@.%"Z*.@@3O?)"A-!ZY."H#(_[!/=HEG,RF.IB%/-CXKKDZD.- M1$DH]^7X6? D/;,@M26&+3ET.4@&15@Z*!0)K6^FSV0Y'$?#*=:EJWUVI'P MVNWMRB$YX]B#,>SVY1.2>9 IA*TT0)M:LDR:?O%BET8B^\RI2;IKDWXO2 M'T6\8EU?E,_6;_8N&'ORH-G4_VU';J'1G]?E7%1;7SA:%ZG<3\GAT^3C\NVTIF"H)_\FF:;\UO5!C8FB ($!0TS. L\E M<\=+<LZ&K^C''#\09ZOSM/_C:!1=Q#(O)M-O]"G?;NL?*9_L[JX1 -)1D M2Z6.4O > (E,21"];O62#E*U+7N^C8WR\'*3<66-)=XB656U\U#H*4P=YA3I^_MAZ<()"D%'&/14N1B?>MX]\Y*QD7,X1I^_C)IB+L#T/R.>7+QI3/OL1]XN|D- M1&50"\LZ PDM&?IM"VG>=)LLJ-FM>F%2M'W#?2TA?D-E'P[/6XAZY"\1F(:'CE MX-TL3#^_>_G_+J9(VN0;7CA94G#*_=/U(IF8H5TX(DC'N,94KPW5$P[M-NN, MBXP&:IP-)-,.]I1?#^?K"[I2"Z$#*V"=]6GDD*HWE\%(-$9(QK/=GJZG5RU MMW9>6LBI.]B\"O/YS|KX\-OL8KH\TTDJ7V>$4_0OR 1RAB SL;R6\91R-J6T MIGH?HZ[MW*F(0!X73/43UM'D-@:E#|3#^Y,=KOM:KK]O&X.H=ZQ^X/+,NB&1R@%+J6TB6 M"AF$G#CL?;=$=&W?G?P "GC7LH-@Z7#9=X/@FIH\7D36ISQS%6Q3(!Q1E% M@84""M3 "OE]5MF45>OFD3?7'_?F:@BL["W=#]Z<;M) ^^<8Z9J:%XP&"(8&H M1&((G# NA*6@23&!I?6=TSUDC'OI-#1.]I%U%U?M-YGX8S9-&SXTBRHE%R!Q M&T#96F6FN:7CE:GD2\Y2M"XMO9<2]6339RM.+G%=-<,/YVVF9 MS,M/O6P^\E'/|+=/>7VE #]V&#)X@,+91DMD>|'@BRH@(XJ@K%|;W-?N8NH.XB[[[UC M85RYG$2!(C6CG=85<,(+"|YS"<5XH5MG_4[COG(GY6YS7[F+I#M$R^7K8<8P M6"[!LIK 7&'BG&SNPU!TTC0G4'E34BKWINK;=8I M++*X" (8I$HN)'"+CKI:.&M0YA>*:EU@|0$M/EP(-W)86$N\4.>]J/#G?&%8V M2B4>%#B3(BBO*!#(3(.HJ|U3"R<_,//#]? MO GS+I.78?K/\(ZC?%BL9BE]3#FJUH0'T7*!KRL+&E5AR_S %B4%4$'UW< MPL?9W^A9%^>NP?P M(0?'(6'NHT_| !4,K=X61C25+IDA,62 (I*&D|:. -)]#D9QOWG2K7.TQ' MQ\A#I@_4[:-0V4/0'8#E(_Z8G? ^83+_\RLQFA]2^F"Q),!(K,T7RVOI4@4FH M-!>L:->Z4OA1@GJ"SS[ZOC.OM97P.T#2W\-\4G??CV&Y3F=9QT.*F]\/5:70 MD%5)!\+9+'QBB+++UX72;AIZ*'PX_F@Z2<& <(V5B/Y:BL*@7J6PU0*,AZ@M!@ ME>=6,D(Y;_TZ|BX5X^X]AVGU$8CL(>(.0/(&Z\24\S<7T[QX70JFY>0'?OI7 M^%Y9NFS1]&AK-#X\?:'1N2TZOL?.)_6@&5&;L<#3+Y6E3[ROWSHX;RRF<+"9)(!);P#IPN"7&1*+A4 >M3]V=GBU)&S===V!AA0ZACY"S/XRR]?_/QTT7\'S*ES[.WYI(/9)8-)N\B3S9!Y M,3@;4(+7P4.215LM4&*\%9K=F_/9;_%Q8_=&B#]Z#O8P5Z&!=[8?R.SR*0A MST!)62>(D#\Z0+@C0F,Q7YY|#-,O&]=1 M\R1UBL"REW4R,(=HN"<]NE1+%H7)6UU,T*?>0 -]=XV$7Q;LJ6AX__AJ?QGV MH/@-7EG4DB%S$%,ITWLC@A.:MK+;Q,_[PHK<:M[M-JH?T]\!0%FWU;V'Y$96 M^,^3Z>3;Q;=+PNL -BTD&%,'-K.HP$>Y>F0]BW6.;;55@N4)E? ^RZ,A*WT=E MQ;R*&UOQX:^;A,?"G$T"4FT3]"3S$&NA&";K0B$1"+=5UN0I0=]<+=)S8HYGB M]Y9?!V[?0Z(\<,@K.G)'D[%I,C[[7BM0QXZ*U.S&05^+/#_M],+^2^] #L^S MMH!W=[!Y.Z5/QL6RNKA7"9T/.$]54U_PC"Q!>$TV$1VQI*RUX+@K(.A@-]KZ87CT17YR5 MR&O-LX$L#/&5G()@:M@5I*/_-X++YB.1MJ2MI^]\-1 ;1"L=H.WFF[TW83+__M>SB_H#-2FXL,>&B\; R1>|\>=0%NK> YIY!QB%YZ=PCIJ4"F#8X.EW<'H'FT M)PKGK#B6"B@E$11MKA 564'TR*7@,2C9^HKIX(XT1W_%W^[T.T#Z'2#IW3V5 MC)N(X^5L/[_]J^ZQX3OI9/GS€"2C2O$),&M-(0R%GE'RVM(BR,*CXU(?H_S\ M(?IZ2NDUVJR&TL[(MTV5K]DMOMY.TWKL0#B_RYN1RGDB-A(%RF1:!B$(LTJ1 M%R$,%RK>>GMW|T73KNOV%!P>AJC!I=X!HFY;RF.\;<(3^B>SZ6)V/LFU[<7K-MEV|_:BCM&4R@8&)K>-(;"L&+NM47S1*8M+T#BI/BL2W!%LCDK;"H3TE'(ZAJPZ. MVU]%^3(L)HM/1$O{ZH'?GP"=;@#*$C, 3N0O/FR-O2 MMA48W2F <5"MC+PAW1^B^;"(:'&; XY2P_"A S*64T;NZNMIU R.AVT:+?8 MX1Y;8RN4^%- 25-I=H6*!V% ^W:[FQ??OYY-4__[W,/\RF9Z%F$W6UM3F4^1E M>FEKW4E>3>9%JR/:VP\(MX#.'H1LEU1EIPFPH173P4EXGQ/PY_1B@?GRV"\U M^_9MLIY6AC?3R9DY@IE(H#\)Y1=A%4W#-+?#DLTC#7[@=-0L$?.."\?]Q:V>1MSY"..59G%@>G;3=S M/D+0'FBWDS]R491(NS0OCZVX'4Y.(B\]^H*A//D ?9DOZ05GK&_?9_,P7^?. MPH(.2G0,@TZT+_H"RB 9#)*$-:; /HA0O&P*K8=IV0YT)Y.Z/[HZ1H;CBRI? M\[M6T->^_.+&>5PPHI;*05K5,M9Y,%ZK L@T;=F<)^?8%D!{?)7M(!0R6>^& M(NT@?'|Z@D9T/"4L@7;;;$ 53OZ[I>#/FB)4R$XHV[HW?)M))OR$<|>'*J(+ M9-V=I_&W^6RQ.$,MG V>_,%8NTK$7.J[)@4N<)54,A0%;UTCPD 4&6V@?/FI1ERMRI/D-^I6!ZY(NT.DMOT)4B\9[#=$;T1\)$_E,%H&A01.Y[$JW MGE?Y*P'C;@=]M}>S|:Z0#..TON&NVI_F6?7+GE%?&XG(0-DZ:XL% 3KQB%$E M6YK/\1B"CW%|H -@=3LV'UQ''>#\ (RZ6\TE:8EX=_G[.)\O%QT]_7Af\DJ(+ MLWI!%@THF>@T,#'3@:*L;#HX>R*@%V)1%%IQ.(M8Z[?D *2.?ZKVAKX7".L#= M+\!/^^\WYO505,.DNNB4\9HI[P.P=JB1TP=9YI@>)&3?.ZY[.936 M&_HN.U'!{;422O)9.3;U"9,4%K20.6/A%)FU=A/O6(<%B>|(VX/176 M,^3 MNU!GE2_N9!S[$!:IH4$H#C9BG.&@42'6H7(N5;-.79C^9%WLR[XWVUT0^0 M-E;%F5F1,@? 1//F9*EJ(@4Y^;6LF.43&<^LRG5\(K'D.QKYJO!\,>]BT T \M8$R[#+P,EDB=:N5>0>5:TL06*-V*I_,%$2O0=VK35D.7&3&@$D>WJ\B;.BQ MB_S&5OPO R52<@3Z3(^/%D$%KB!RVO.R)$^*B3J2ZID.Y-A;\7O+KU_W_I, M?.A(?'?U7D@G@2@XG(0-6K35D.7&3&@$D>WJ\B;.BQ MB_S&5OPO R52<@3Z3(^/%D$%KB!RVO.R)$^*B3J2ZID.Y-A;\7O+KU_W\_I, M?.A(?'?U7D@G@2@8KS7L]9Y<%O"J*$\!7M!.2DSQ;]Y<^G.IQ>P/WD28\LNY' M+M_[XZ+:Y_OR]]D2ZI/K%6NK1QO?9M-5ZOTL6R4<(QX2,>^T V"M;R-A:IFE MTM&-I<-('[#32,(UR62@CP';M_%($0L7C0+I<4BO?; MJ5!L1$!GM0C@"3,,=9ZR"W#=>]]>7^Q7"S#-$'F7];F7)N6\Y9Q:O_8!1G MH^1\%XBHF@=O*S&,;70'E%,VFM4?FV3E>O_@*WJVA%,ZA^S+;?W+T]QZJ M(BCO"U=0?$Y:(^]{FG84QJKC9BDXU!S3_D^.?D?,#I>CWT7]/3@U5T.M:\(/ M%2M*&@^]"_!{U/@=$P@,/%88DY9MAZ@^@L!SRA4/OQ.(;GL]>VND SCM+[A'-MIJLKE;ATG(-:,GO2QIBU)0:FTUS[*8U@G|(?@8%]P'P&K7R&]H'7> \WN\ MNL7'3W]NTC@J"X:H*7; .OZ!(X1@#3 K'9U"D@3<.@1\E*#.([_!\7(W&=Q(M>1T@\4:\L7[OL6&#L#=1B*KXR1IH2-J!KRD2 Q$!U'(M866QD,,@3<6K71NKOI<\kK&'N(U!MZZ,C+*%W>MQ1G4)@,SCL'RA ?,2D%,26AO-)%W^[7TOQ-/7AJ^VOR 4CL(=.1 MVR:\G>.+M+*8RL-F@_1%!:-M **5DW4$#T%I:S.A+60@L8A;8<'|[0_N^^P^ M%+Z/GF8-A=;!3M#@ED X7_M*\]RJ]I-S),GYQ"T|%S:.H)-M[O@3)8_WTXICKE8;>7|\BO,/W\-T\T#D*N^=A]GY^=O9O-5 M3P7'E,%UK*I,DJ1C>>WA6R^W@O?6&E.XC+U8QEX<=A{G-L9O*_,9'DRG;&K$ M_%H,=\5T/;+SD^Z7[LYG"5>E'>)7-U@&9#GGR&PY" [XY)F M'CWO9I+&CKQUGD=[!F8X)-A.^0Q\4BY_7^GO2BV>'R6MYV"-CK1%24ZOK)?MZ8_B%$.I6R=PCL7;B8X ?TY&> #8=C=*0S;"*7ZI)2B?3\ 627D%)S[BOP>&1:!$ MX$$4$@UZ\M\5 ^0L\Z)90NRFUVGK(+&_OOLG9(9#@>S ('U-'=^(EZI%;; MS)4W7Z?JO0F3^:ISV4T=ERC0"_+F!?=UXIDUX#+M:$QSYX-7)<7R$XG^[A. 3XLLYF<""!4\1""B?ZY2%8$!$8QTSGJ?F25JB:KP6VB!!BJ9UD"N="9YGCZ6P$.S+_ MI-/6SV C&!+/SWHCV^0?+PC53TLML"*8$OI*RB0ZEC4X%CEPSE/2)#N+W30< M;?@>T/A.*FV?TC=ZJYZH=?? ^URCE5]W%*#L!;\8G'Q;2V_P;K2[$?% M43K0'"Z?/KK-N) +%VB!7%H)"LD6(X\,F).6&4(U4ZW]SR7;C-1^8(U?2B\ M-*"T#. %DV -+S8SX4UH/A'P/IUF=L3L<- UF=E%_!S[@KTTHB@K!&)TA^C]D MQ#@+09,7&STSGN7 (V\]J.99=IO9"02/=IO912,=P&F0M_TI)Q_JT%GA"P?E M0B#GBN6J1JO(*8T(2I;%#A!/O-K,3K(I1;687'7> \U_\O,W*7J=*D:G4YB2< M@IA4,CA5GXC'E+CQ,GC=^N"_AXS.KYH'Q\9# |SV5-2(6%O,EV_!ZV%,KH4V\@B[Z|1M4O"SZ7#A[\,7\2[X'-MN&O07ISEU4 @%T^,1Y|HB[<6K$? E,CH=MAL6NPU@QMQZ#E#6;77O(;F1%?[[-M9#KY=O'MLED]HX/;,08HY^1,J_V71D96^C\IF M+>0WMN+#7S<(=T'%F(0"KK-27AN4,%U;E?!4)%6#ZE^)N+CG--%/\ MWO+KP/ML48BK1?#*2$BT*8(2(4*4R0 =EU+Z4)NWMVXG_9^>+'"W2 T?6_2FC MQ>4%3W;H#9I"($N@F(!8!)\H&K'D6$1GDB0M\F(O_RERF M7\:NXYO6\)UHS>VI&-8> 'INAE6G5M4VYK|-?DPR3G.5RYD)R>ND2TUZ4XA9@A MAPSH0D >K(O|O%O=EJD3K5WMT)0.ADPO-A2?%DC<12"?S*7U_O'WV3E|S#D%GC>] M7. <$%W5V!A>1@[K@F*UUWR6!M$'&G'F2.9V@>>T0+MG_F-@L;N=1_7\O> M).|O}/.Z^89)L:R*TQ$2064#@FB" &\Q\2*8AEU\RFS@W!RTH\ =D%SLRV_ M'3!.V7NZ*X5-ZSNC0G)" <] ID/L8I8$@DX5H'1IE>2]JFZN:AY@XT8O0AL@<-MSECV@,GI=U6ZMJ?,W^:SQ>(L&\,X\@D2N7Z@0E0D X;D(,Z+\"48TTU#A(?9 M.-%;S'XMVE"H[&TS/W >9ZU.E^H;OZ7('/- O%W.2[IJ;%>.+&XXSA4PX3Q.2 M1.51:"9H7U!.@\K- S%&X5'*,B/%>"HW'Y*T.Y4G>K4X(-J'5?2A+.:K'O?.X M709TNVOW^D3<%!HNSIASWM!_ 5$+4-S7&]7$P"F93,F>X _/WIHFV^6@V*2_6\5^/:W#8'+JW=OO-;\FZ:,]J99^6B!79<\|K5Lj#4E MOT<0 301*200"RD0"I(;9,.2]IOQ"3ORUC:&.>&CL$'T^WAV-6>>G.Y_#:; MC_\/TN!3!,8=!{?4,|_XN9_FXPBK$];K+?F.5-;B&ZF@=="ZCH;-$+(QEM+?+MD/M)93!S1GC]69I$;>|+(" |P'?T]9L=?"C90*1+9(*! 15,22I MN*_M"#}/4=OKV;:8JZ&D;M'Q 76:Z]? N(T6>30A>H$>A(EQU"+?,2A*3E/B1 MHE+4-H('D-OOD>8A !=;QF=>WK/K4 O;^!*D]X[W(&D(M]* M;#+PS'SMCD|;4=9X9GAK2UE/;QU@\;;QR&0R^Z.,EKGF$UD|6RQ@^? I;R<=Z M/SV[F%U.,69#24F7,U&X(6#,AN&:I1"(\HE++;U(.MC8J=Z6Q\.SM1O@<5).[M(]5=(76ZZA96\EHK&\\G {QL/=-.D^1B1F\=-P0?929<*B5D%,!RI?XJ+Y#4 M> Q/8W-90T!=.),/L9$9,(@]$Z88Y\0YR3G%"=50J9 _/#)+AUMBL%4#7

{!Y<1R7'D&F.354S9;9:: M,$Q0 I>\DX'(''3Z3>@92VM8TA#19ZK>Z^#D,E-WP<*6F:F|R+UUMN&3F76! M!=P@H0H@8GS.Z5>O+7RDS=2?%;I69NHN4.TA>^/W+*\&F MD]*9,$%9R:03I:!?D'*6R+6VDCYL83!\7MJ1KMRE5\|3VD?GW(0)?1XCO@P62*)3#/G MC$1.2P*G|\19F@DXH;-#22DA!P?52>4I[82-7?.4=E%'XXWJP6G43;O=Z)@1 M* YPMB2'HG12HH2+Q*6DU.E$M|BL-CZ|-V >%)R%D3+SUS&E= S-L, MT'OPV,YLR9Z,>MI1WDEL/1J-NRDE60.&!P9(4A|(-*[T\$:N%'"MD(BFSBT MV3B)G)X|I%-= =WF]-QI9';=&;? XXTYJW:)ARI/%$SW=LUGZ1+_V$_3%YC_M&$<\GQ%YDYN!Z\-&OC=2I;P>C@O'F!+;>;=),V?3|& 76>=!@_?:@"8:!*[-|HMQ&-R>A8?YVM3<54Z1{T(S&1B MRKQAJ;(B(0 E.2DK;6:*FJVBTQ=20#:]NRVVCJGW644E|&B(I>;'6?=1)QE MP.@<_6+]9$EY0#=9271TLE,H*B; ,C6R"4)XXSZF63"OF[O>W8;'-M?XH4J:U9%8 M8V7CUCR%N!S_&"]_KJG/2BBM=2 1K60Y@)$8.057CMUB4-YR9&H+?3]^W2Z_]+[F#Y9=<|TG|(_F8S]!@W5Q.5F.R_WT31\+64:V0=*E*4:1 MBG*, {".94*%28%]JE;89@O3\6\HUN1L"#!7DV>,!Y,/4%IF=X\(9E1&=V[@Y=*MB8->";,3@C8-1-M%W5T *_-C9L$S4I+B\$=A=+ND&?B$F.$,2LT MM\"3:?1DN-WA\0'TH5N40Q>:XI"89&GD6. MMOZ ZUZSU_K;#_=248|HNY-FXXUR7GA+-$?'2(=?VVB\AVRW':1?P=06H<\3Z55@0054T!N-"O5;C00*SQR0Y7FG&EJ1.T&2,]3 MU!F@|E7\;# M=("T'4W|AYO<# 4Z&P[.\)B13QX4AL-)$5Y2!ZE(1CPl->& MV^6=:6V;&-=P&SV*#E0*Y6YXE\TIN8XWZ'(],P!(X)82QZ(U#MUP16L7!?PK M)/++M@K?*B7R[:-+1Y[XX5?U^?6<_ 7]V,*DY6SUA? BBZL.I5@A64<84IZURX Q MX!8WKH|>?-(I>CMI=%9+O#UA8WWFX(P5HG3:SIY%(GU,Q!ET4"SC2G)]6'K8 MYNME=+0\N*N@I*?4O8?$&BO\S;AD#H1+_(WKFG[MHY%@-8FLY MPY,,':DJ1 M;C9*:R6"VT+?CY_Z36O8I\-1+:*>D3;G-.LHQD35G*TLI*6U"1!?%26\$2+R:7X1|%_GUX)F4%;K# AH$QC%L2LE6X>SM-O*:>&*54,()*K\3V M/LKFEW0&CWW5^- AWJ2#3'NW.PT0D37.N!V?$KD;WX=K!Y61"04%R(= H9.V@-MNTK>8*]Y$I7WM_V5U2?X'B0Q<;VCDM82-,2YW*D:8G-&@RI1SZ320AJ^+-]\I MY0WNA(!=\P9W44<'\- J(BE!X3>M6=)N@8-.M[J3KK?(&=Q%\!^AYY\?SO_G));SZ^6'LPW@R7OY\/?&+Q6J=Y1@A\L2(MIJ4 M!R1<<2$RDI6G$60LN1^54?0L02>=]'#(GEA/33UA[IJ5,.!?Z1>72,K'Z6>(ME /Y>'K^RB_&B]^GL[" ^8\BP???3Y=+_ #$N:ORKE=H?BF.]K(/D4GFWFK_L MRZPL18)AM ST"%2*E+BNJLC*>?IW]Z<*O MOODT'\;>6CZ,];GVABC,,/(2"EV? B$9%^9@=!YOEPS9+3T2S+[RH$[CU 8K9 M4!KJP!JOW9CEY7Q:MJZSR63VAT>WZ>8 .W/]& \D.H:"8C%@T)\XB=$+8-XE M5WU6WPLDM3WY[1..0VBS W#NG2K%A"MYSXJ856$KIZN^/8S(-,$/H|&EZO'/ MH)F\ZA=T.H^BW Y_&SJ':R#8*BFH<.1R%N/\$M+*\?TTGRTA7J6O7K/B'0JBC!1F-)=A=XX3 M)Q,E5G(M- %@!89M;MQ=>T_;2Y*@(JBWT]S56E.?(5^BM&\Y8?2@4?]CD+0U ME@OB?,A$6E:U5-1'P,K8YB,SUT MQZO,!@6M#-M@RNG!V&W8^5>GIQ7<_GI=AEJ^_ ^?DY+$;>ZS+C M')T(S0*1L30=^{B}ZD#!!T$=5;4O3S93LA76S"^%M0HJZ;8^[P/X!=0NPMOB MH74J[7:EOE(YW?JUUU5,3'.-VYLB0KHRH<|J$F29"IQTE,)FB_]67IOW*3C4 MYGPHYN8;6,3Y^'N1X-59(M4V98X+QXK5N7?*&/U*((#F,X$++E3/+W^& MG+8G80?H_:%-J27RQNW!/_O1^57&LQ#>BAPYT1AKE#/G0)!0Y,&G&++65F8]M MXL(7VH'?O+ U$BJL:H+'L P/H;"T-.XQ(N "02R18@B:4N$"_E-IR*8'F'- MV0)W7MFN(_B>RGJH|CTDUUCA?QU/QQ>7%]>$*Q=I9H*@)43G.G-TKH.QI(U/ M.9<3^D$U5OV!ES96^CXJF]607VO%^S_O$"X$"TE$2I2D|\EN/>I59=`+ZW) M.BBQ52'02XJ_^])VS>"K*YO^740E6I>[VI#JQ"95A&%8A(51*((,,@N0\1" MEOAY&1=;,^W3D!9+:.7F/5]@^&T$,WL/KX"%/YZCJT?G<$P0; 59-(YUBI#-,X0_*8R- ME!7.2K8JT$3I*\I,ZUB^2BFA[X9|LJ\?O3|+4H^F:SATI:N+#]!UGY&_0SE_ MAG3V S\|AS? C19Q=3I>]_1+6R2I+@>5E%Q3&"HY1!Y-CO7 M+6R2L%NM=B\Y&#C3ZGHG:6> >865W@?LR_+!U'%?80+'$50'H_?2MG_%9"\'>S^7TN M;I.LI(X!'&1B&094,II ?):1@!+>HJV&8&M/.C^ W+8W]D.B\%@Z[/Q&]6:B M]]GY^1S.T:MX=[D;_G9U_/?)_RQ7R8LWEW#H->ON;ZIY]WH@G\-$]DMP.QDQ'28-P$4*(EAZO6 MJ'Y (S2:H;%T(LO;QVXXDMCXQV1L?S^^R=57?3P1;*4*_.=!W^/L-5^!7[/V#R M _XZFRZ_+4;><3"T<.<#)UO2:R+B7 6*$TI*"V.<4ZW#:UML3@H@+8X;ZFN MS1-" [3]P!_OZQVPDG,DQ24Z\$)Y(&0QQ3F:4*:4J.ZMCKIW$OB.);<|->|3H M/KH|-6@BUF $((/')4=PU8ER$RR)9R(1[T&7#K=A;0\I>\3I_GH\(;".F%4J M9$>)R1fY0LF1$*,B":RRS L,!JAVG(ZVMM5'4)R)VWMC\+9TD^&4^1^OTJ2^.MAT^1^OH|>.4;%3?P00$04W(FI:.*6)X#84'],D.(2U;|=fUPUZ$4T<$ MC;2'W6.!WEZ34K#4)%.*ZHO?P.3 KV@DS!MNA>?,^- K76X=<8S-ZRHBKJ8P. MMM\GV+AN'<*TEQXXKHS +)%61&)-C,0P2D%Y8\7 *3I[=7=AO\1E3475'&K# MAH3;;[-I7+,4+;.,ZE)* {U>5$&B6@P>2DL&%$[A6>MAKZPU$;0>X7^+FI:Z" MNDW(>7OQ?3+["?@GR_$?Q==S!$>)]$_.;O[@[@:?4N)0=.B1" M.2)YR>"D/!%@)]2T=CK%9DK:0f]\):XU;SY8/UVB;- V#/7K')2.9)0 M!68.G6%:FLLQ_%A3'I*H73[U"%YM6S(?KN<7H;.'T!MWD_PXA?MK\#Y3Z(]-M)H0+2FB2GI,I=4/V?O"G#/<.1<>S4_;>#RWU .S,5U>9GME M[^BY_P*_7/#S>E$Q;="9N5(?0]LRURS#3!)4@U%U)'":%V2%N3_K9IA^TW-MT&98Z'(=K+_^\;0"[_F#QR8_3*(@RR0)PCTN;AF8)IXI1;QS'KBU89OAXY-G M23Q!=[*EEX$=3W%- M[Q'|[/V&RP_P7P\2^.X_K140KY&LL;++[!<3E8BO[XY M^H)P6'WP,;^?QMD%?)R7 '(.WS"&'/^ JP]+IU'\%C7S8;Q8_C:[CB4AO9OX M\U&R&KB!UY.T/[77#&]]&$G2'6Y M=90FS.? 36^^-(Z]ZBXA?97*L KAE] WTE9^4.6Y?O@$L1TP9Y7(R*$96YGRD M1'P]8XM--3)EIBKW.>)9R+,)L9W#.*:RNWB]G7;;6QDK06:_* 82-MER!*5W.KB50L@%61YCS\T3)T8N!=PS MC"=09N"4+M#$^2R(!A9]5.B_YZT:Y!Z$UHVDM79;HREB%A*15DIB516!+"3S-#BG?>ULB/TH/9U$G5UPlK*=KZ[%+MV2 MQYY6SHD!,$[>-S)!%,DQ"0)9RE; {2%%E@8'YGY>|Q$O:>JC8_?KF)U4M3?Z MOJ]"2-Q7YLN!,/@%YC_&\:H79?(Y>Z8L<.|HHB*6T'*-8ZZ*4K&Q=0Z/O M#D&]774TP-V^ZNG2WCUW2_-^BF^&Q>]3?>YG1H,1@((W("2+@DS& 1HU S MDD=O,XI_^+ON(3GL[?:CP6KH!D!=+[^[$D!_C"H;1"(]44HDEY3S;]80\%D M4|KW#V_+IU+4V[U&_CNK:NX786EY=^/O:3ZPO\D4]9*Y?0)5+!$YF@5#IA M(* I%YJI((VH7?6Z!5F]75$T -YAJNJGW'KG-"D9C:(&RE"((D4=20AE(DZ(M0ODHG;/# _+P_+@8JR@_'Y]+K?P76K]3+,Y$KFB|*Y&HBSSVCT+:AUK#=8)] N8']:J X^UWDZ'RJ.YEN3&Z*[MT]3!4N TH_C^& UC(W%.14*55BY&+8|QXK4MM6V/P]!?!E359!,K;98$ MQZ6'S SR);C!&?HB>#>4!,]=[IV367-/(4&%P-UD;)G5L(N:NOX@F 5.TYP MN5_ JQ-&_C3)BG./242O13<*5Q SSPYDD.(1AC#;_=(&O]ZGJ].C@8RJLH MKTM3N9IU.PZ7]!2.5S_7N1WSD0WH'2G<=43*Z!^9XL[!0AX9 MFKA>3_"/#,H:JNL2DW>**>XLM<1%X!+E%HQ%MJ1WQ%%_"6KFA1#:&5VI,>J6 MI/5Z)!ID/!ZNMIZC\5N6'IQ)W&G(>7,LC#M"HIQ:HH1"Q]TF(#YR19+U+"3. M."[*P;&Z"\6]'NX? &<*#*:E+.[O9WX[2&#! "=6,8=#I(&^7*U9,"(ZZ,> M'KO[ATD-#OF[")-V45NW!TYW\W^ON!MI!]1RGW#7*&XVC9*@>X-?*9]!=^A? MV^%K#1_3U=8';7> (=*\"&#M[AJ[4'WKDP\D:@% U_U(Z1;'AIO2(D<=%88CT(MK9.*7]?R;TEL6U=TW8P'4*77>[A+U7S4A4,*_DT]+X,3I=^1%K$CG(K'!/ M,&+XFM<;!=I'//X ZD[)9*K6K@- &86O(*/[_=7 .0H^(M|4B19EY MEZ-78&(D"$4!Q"'"P<(05]>]X6I.S!MA.6A='RR98>;8\T_QLMOSY4, M^VEZNHIN/+T..'.WAFZX@L0C.W"<4L666FE0Q)B+XOQ\OG(6GVUYD0T+ MY8*4)&5Q;O?>$9NU("8[8"((KHI@OQV'U]ZBF$9@^(BK(Z\7WR%,CXPUBE' MQDS0@2X_D2%Q@$H*B!'A_MSNR',@1[JB&9;*W,.S77Y.'8ZW/Q7@MF1W5)*2/ M*F PG0%- D52<$@^.DJ"MA6!BTG3XVXL]B3^=/-G*7N(1=-TGR&^M0&'_Z1AW MDQB>_NV1D<%'9E0%1R14E+B,J.$\PA.!,;C'#YS9R#FNO/ZC@'>7?:39DCZ M!9? 8|8;JN=>1"N31C^1$%0,3 2G$SH]#JNQ?#IF968Z^;E9"3%F'"%)(_FFV)T#LXXI$EGP MMG8%5LG-PG0<_5>=++$E&E(UX9?WH6YBXH'&86YBXZ M;NC&+.,;+T>>2XK@:N<I<"HHS9[8!)C[U#BCQ MNUM WGMA;Y[UX(}>'2KU']R'HR7N:?!)DJ$ 4#:#24V!TN8SY"Y]D[*K7[" M.P.6EO,'#U#60W7O(;G&"E\/:U\3/#!%YZU(D)D2,S9((Q K&2B1\&+DO_2262[7Q|/S1*I2/!^^R"\":(X7M@!4E\,TOB^$A\ M.7A"+ X]?50&/Z8[QYYO9_&.? @%C!3'WX85;KC9EI00<,0GY@@'_%BF2!D; MOL=1%59ZZU4@DR7*V<'S6QN?'ZC'I}YXY& M&62E:5Bs$W.D*QS8KC/ M6QFE,Q1:C9W>5M 1.F 5 =/EVGG:A&SF_-Z>ZQ6 MZ@&*HPC:,9E#D[8'ZL)S ,VFLHH^276R-L_OZ\R-3[.IN=?87YQW39N MG9!!HTU:<MX87T0A&7 EJU"%%$KX-Q+0.8?7CJ;:?Y5=91123]$BOK&2_6 MFN1=9HHHE1AZL12(9X!2$9EKS0,J;_BQ1?7XZ:W%X:^RHBHAZ&03Y:XMRK4(M_<|5O[[A4N1>>>.%QDN-VX;I!6ISV*8<0@"(C)RC!|EXD/6A'KF80XG<$#I? R&"OCZ!TQ^P%]GT>6WQ3]]=>B_/LOL/-%!? YB-K+?99]S?.!6 MNTKI8$YX%)1.,|JZLMKRVZ%U3>CK57D<$[3Y:/%&L(OA@Q$/BGAI%(.O2TM0) M$B!P8H!Y+5.*RC>VM3>TGDX#QF/C=6=-GB9BW\TNYR-I/\B92+P_QCXEK95 M (90Q[GB$%..P^=];CB<)U_`-&25/)@TN$&X4^CS&>^"@E M",^0'8Y<>G7WM_? *V@SV'QN)Q=+(_`MZ!ZT$*]!|(OBO1@O5USY:21#>L;32%%)85W_<2V#WZ>H]_?3' CU M;/!ST^4\?O,+N%-][M?Y$W<^VO_@M@F9=8Y[VTNXWB'Q-2-G#QC9M!8SN$B[M(ED)CSXRU21XAIZ'.8DEDRCSM9W'G0@\U$NYON6\ULOMRZ\%52P/(&OR7/H M>4G>FGB@@=#HA68N9S0/E?E_@:3F!{T#H>>A5U%3,QVXPZ49-NHF_3Z-LVD: M%WWYR6- K\.KG:[^$<{04'W-)0[O^C;2]]8Q:!\%,*I-1X^G$*A>V1MRI:@4XV4AF)% &]5.84T: =HZ!B2+6K1OX3VC:1 MKC^<[J?!$X-I2;I:?EMQ&9V/21' ,-#@L&O(BZ$LC9! >?<"|/H(/L!I6TS MZ/H#ZIXZ/!VDCK1WP4"R)7\UEQ,+2X+)BF3<+&0T5%G5R"]MFQI7%19WTE*U MK(U]$?IM_Z<51(@/(F 7K-,X$F0S!/"6|+1.2M3I5*-IVCH]\+$RRH_*G!RES) <34@:T=!MG&5>'ER1*8ZT0*=8?LI8-75T%TGLBX'E8 M':Z.3B%V)Y *+`;>(R9664YD1KY"Y($ MU'FGE).KWDOB>8JZ"GI"@6>%N@4 M4+<+1#\|(NQ6: <*=+#;Q"3T%:06S;..TC$Y'7KD1^E]"N8M/AX+2? CI%TYVP M%)&K4|Z.A!302:!H<8/7Z#,H$:R2H)FW1X!3IR'D<'C:4P7] 6H43(H^>4IX M*)?,+!KB@\|+MVK,$TG&E5>TY9P] (Z"K2&P0R.PFY@P"N9+H6&5SZR6T4^DP_M!$. 7.JTI.K'[#K1U);+O-#1WN#:FO#DS61O8V!Q_> MYQ RRD[HA+XBB$@"2RA*XT)PE-MT"'1V&!$,"I)M 'FXQGHUC0\CE@SH$IA< M$OI,N2>V0+QGE!CEE1/*11%KGW-M0U?K!B0]X&]/+76-O-O@)FFCHD(/5$,1 M)O36$RMI)CZ(0,+R9G:/?]V(*MU(Y$>-+>?CKJ&W9T8R&:6T9,U1$J1<"D) M2T(4@5#/!7- 2.6VOK|=[F;]6'4%Z_-Z>6NH5>2,'RB@3&>,:UPT$C L0Z?!-M6,:,5,88S?LR2,AK=MW-,63GHXQ4KRLW1|(?M^FF?SBZL5-4OQ^-+.O&KR> M>WL^FY1DJR0$# <:3S+,]O+,Z]XBKG7T>;(($1# MHK;D%=G9Z;;L) MUM4!-)RP&Z/H/U_]!U_]-I]5>/GP'Y_^VV_L8$AZ|!^"X(8H\M0OU!V;]%) M-!:%=U8+*K9 SU8O:W-8.0AJZ@NW=1_"\>+;(YO) (7*N4B9>"8,VDP<2%"V9 M&!Z"8I3;A^F?F|L,;GAVF_/#0;!PL.@:J_[U[,]'Y#LCD@;TX#-+2+YA!NU< M]"0DE;P]Q^OYI6.9)O[=YG!O$,4?*K@.]O^_7(8%_.\E2FZU^16A7'GMUJG, MG2-@2B?5)98%|)AB>`?KMRIG;BJQ.DM*XF|!;OUA1YG\A9+R>MM-4A*N* MX:YG B,NTE"Z2"6NL^8BU#Y@>Y*8MJ@,_M8#+[7]Y SN9SCVR5+Z^O9--YF? -1M-Y?) <:#I&D^^Q^(R|>7%ZLAC3\MX@ :?$9(N"WZ1UJX6I$N)\0?IY9_9^^F'LPWB"CB(1KBP9/(4%RVW&27E M#/&)"I*Y=5)QDX2G6_C5;;GH[IB3QS.3A(4_RK+I!1OGT_'_P=I% {34E.5(M$@L.-RC D,I&2QA/$3]AS&C7TYJY);VSV.6$%L]>ZN_./_GY&_SQ>N+`%XMW MXPFDWRZO#H>B\9+ZDBV&KIL$;DO'"T98#%:CW^6\K5T8M 59G7DLAZ%U*'7T MA[!,$WXY15;.XYHCAZ8QRTQR7+IBE[Y"H%D0;D&!=)7+X5]F;]V-'/'P=>A MRNAV-O<7.",V_3-\G\T+L_NGZSWUI#Ki>%O162G=[#N&];K*EDO&16I{(4"H2 M.5/$(-UG(IQ@B=/D>? 4V?T_1B :H@4$0%O4!I*.V85#3Y![TKX]=@6,#5\7A9Z&X_IQ8!:4GJT^4&<&,JUVMO U= M;<^ECKXMU=94!^C[##]@>@GET.SZR*WT4W]]N5C.+F#^]L\XN2R!Z-EB@>8: MTE? _YRAE92@R27@N?5=L+@LV9L)#D#1IJ36'RF#<@\PN3%Q%K#$J2$JLXCK MYNO98ODQKQD=90TQ&<889Y!,E''3&NW2[!S^K9GWX.C M9%]!=U"J7FZ"IG$\5_58:/LKAV#\HK%UOF:T<5L.DX8HJ3;@;'" 9<8B@3[M(&IXD)PVI&<>-!.92_,$,VW=R:TI9GX$?:IH977@\17#A\SF]UGTD\)&F14_ M7<`H*0H:LTDY, 0>'@E<[@^.M.D#5U<;^E]DLE?KL+S#_,8ZP^#*;I#>-,4K>>*/SB[*XOV_]I81P;%@&9N]X M:35+ ; ,,W6Q3,LN316#RZ;V.=5>A+8?07E<3 ZOS;TA^P/F85:C@@@6X_/" M OH9N/WC7URO/$]-%) E!N\JE H81EQ0F7@N@*(30F5\T==Z. M!Z9Z4N[OA5O%"/<57N4=P"+$154@0\H!Z9+"R4NB;6"DRR54#11 RE6-ET/ M;6CKC1W? *AVD@PX]#'&R^]*=E=;S'+D$E&5!B0:I$/\ &-=D4_HG<>|S=2I6 M'R=PY_UMFU#=`SM|R[X#W'PE%,!E+(V\!N>OQ_GY.6+?Y6@X1XX ZT$IU($M152GG_/5]!QOPIH*LK\ ,- R7KCY6LV9 MNF+CJ_]SS*X3$1[QIWF2MM0NY+W"5*V.P"E MIX^RFBIH>IYTS0BNBBW>2IK]B'$KF1">T) R;KX*B&6(-?UNPO[&Z;$*|;PJ'$UL- A%@=4+3SQI$I5"]O06:EJX>W_7MYM7VT% M P\ADE!&A$OK)+'E6^FEU%GI'+=K9+K#HKI/P2$=.:_ ({=-\=CIW%V>7RV^S M>2D>/+N874Z7. {0,V9@30V:.RB04Y]%'*T.B@D@Y"A,-:!5TO="0 $Y!$-\&48N@9:|_) (S9fY&*S ::.2(M> ^&*J+9AVI&VPMW%WX&1VNPS?H923X2<7=7+?\Q7Y_RM*_EU|@KNB&$4.<], M4TV"E^A2:F>)2),@ _^&QTQN^1{6%!MR?E>_VAD/F,139OC/"ZMD+B/|Q/OOQ M_R"F]\>?_>'GZ>OXHO0:N)F;\O(!PSU$WGWH%1ACNL7@YC?L>/"P-_$'GCK@-MJT97; [E8O>+F]&IO<3S]Q#VMTIT'_G7Z?5P>^A7?2C4I_DD-,A_M\F_KR*1NX_ML4F0NI>>-DJB$RV5%?]ZNDCS>FIZ\,@F,=_>UN^O+#11U'_,_KBEKZX%?.+1 M32*KO13WO&P:*_!F3QU?0'HWF[^>77S'@.[@Y?,<Sl-XQ_C=.DG MJPY;ARCJP.:.!F7/RWSVD@!.+Z7))Y):NQ;L;T4&+:-,#FVGH"9G/MA-`!T>O M5^O_>]9.W%4H'RE]=F[XJ1Z3%!X+I8BV_FS;;BU<_,YM-M2?.T8N:6HVGZ-/'3W_S%]22'GP/]D.@-/'VXOMDJA-@-M=;[_\?N=]6UUT?/>]IV?QI2NI,-1=T!'*Z2)+!? %JA_'I]_6RZ^G'W^:,@@L M7GY?VV9.1X3'U]}OI?=MVG31$2H5/:VSWG\-[_'"NOK|E%*:>#&\E' MS/>@D;_@#K!\XY?PSH_G5SE(!ZMFPS.WTE$'IY!/BZ.QLNZO{}]_>=R!;?7 MWZ;GG^)A9N^%1V^ENK97D]L)I))?WF!:(KI-Z4VL,? M,/_Y,3]ZUR,P(?[K5YPP))=/_7Z-8Q/B>6QD:V-/18 MCPLH>\#!A_2;GM=,7_*?;.5$/ZEKT\&\4ZV5/\Z^+^=O% M^LDXC^.:^]_^SW5+#Q8.3)?9Z8;NK^IPV%:N?4$"S=C&3[<$O[X7CHI(-A_M!/DO?]:QW?9[0[<-@>0A#6IZ^W<@<#*W C-88%SX&59-W6YN ZL8Y1U>LY62NSKZVEV&O68!??HQ5 :0 M_2=7R?YYAM@*F3^?_-^_+3[!?-4D>AJA=N+/-L\_8%VC< [/|:EY2+,+UQVT M<'=%/N2^]870GQ OE^,?\!K-Q/EL_O/@U)'-3VRGIH? RGFW)?.N#Y,GD(7EC MJ)1$\O2#VV5?/:N*V6YR::RZ3S"KH*?,|I3,*7E9UK-G&&^?Y(,D_59%'0^? MU:X6>D>E/"&$?^/:[>M;Q3W,!O>6ROE_'RYJEJ:+]9_\[AXOUQ>7%R=6RV6 MTZ]A\FXV/_L^"9-_S0NH.:>WM?34GM+8K(+X.E!H1E97'SY$5\QEL8NJ=2WCH99"!)?[:=*#K1T]?YO+/]B'CZSW7K:0U=/"*3U M*=W_+G^>_3%/BT)B!55M>EZ[#LM,F;UG1-"\+<@V1W9Y3[MSO&?4M$F,)^.# MW&.L3 _1P_J_?Y,CUFH?8*W>Y[U8HT=]3YSA)LK/I_S-].T[O2[N)COF'B M+_-I(?SUCWGZQ[S(? B&C]?I\;YY9?C>3=**MJ?_O[WK^VD.!L+O^V,FRK;7264%A(1H!=%>IS1)VVAN MC!RGP'^_,+2A21W;L:^ZF\0+0OSX,'^??,7/%SM>I.5,U-I S1R@+]_]+(69 M1[!"(_^JV2Y- R|F8RXVXKGM8+M)YT8IF0;]?OZ/?*Y.H8462*8)480^H*07I M/MKC5ICY!"@\!=E&+ZH8QRT#QW31;9FH-B.WGUO86*E3!'PHBW"PB^I M/3OYQ9\REB4R2_=S*/C%B1X1[_]?3R\C+]CA9757TC86;]Y:Y4F->U/ K#4[M.IX)]-/2F2]LFYEEXE;PZOFN+"M 14VX:'M?7SMJYPC;HFY4[OZT[2B4BB9< MM!VGKW6UF?E=-A\B3?&W M#6OCL?*LGI_Y#)NR+A6R ?NE,#>)E&P+0>IHV7WK MVW"2FI+C;B1YV^LZ7E8L%O=Y*0&ONH=1G>2DY,ZR$H0MX*EE"26$## Z12M0 M6 MD1[TW4YOYQVZ_+2 3G)1'AT- Z)L0'APJ>!AWL%RC(U7O:3D)B$8ILJ+VWKC MLN_8+"L3D3?7,$!QJG9X)Q$I.4#<*4/_7$ISU:.^8?;^XW'V,#NKZV8;NI"PE M7X&S8=@?:T597!4KJ9X0@<4?#*V ZO0F@Y!6QD(,>0? #Q^@LN5$"/Z20=)>3>:C MA1RJU0?NBC*OR8Q$W%2>$%+%3:NJ"CT/0&-I D,S(*4)7(&9 M[*<0-L0#W<)=]4HVX>4)M((F7!M6G1\S@8RL&*VJX%OR7M0:%/8V1;JPJA MUZ53QC2V!"9=[C P :T,F7.MA'QF7L=:0Y]9V#^SL#MKLWUE?Y;B:[3))>,K5 M ?'E;[FLQ)M.H?IO&PTFE\]FC0Z6?\,.$SW,-1\S<&IE6+":40H696);SE>1 M2.M%#W/$,L"B&;9Q&S<[,>C;-]4KB'*:722TI 9C-]::X5.1),IE\))FG X66 MG(%ZR !^F]&R0$&I6O7<,0*(6"N_IOX\X?09(R/*4)97(99Z5T_5ZNHMS M%OSHQ("+]WC?1S C~__"? V"LSRH|'0/#GC'7GT&\H=?U\X'+?51A_OWLK1-S_ M@3H'_^N_1=__0GU9QF7V\L_4$L! A0#% @ H$]6H/R8/J+@ JOX M !X (! &$Q,C,Q.C R-&5X,3 R-RUW=&]R9V5R " M 0\O !A,3(S,3(P,C1E>#$Y,2UI;G-I9&5R=')A9"YH=&U02P$"%_4 M" "@3U:7I^1R9P" "Q# %P @ 'Z;0 83R,SR,#(T M97AH:6)I=#(Q,2YH=&U02P$"%_4 " "@3U:AH8II20# #E"0 %P M @ '+< 83R,SR,#(T97AH:6)I=#(S,2YH=&U02P$"%_4 M " "@3U:*9O+(?0' #P+ %P @ $D= 83$R,S$R M,#(T97AH:6)I=#,Q,2YH=&U02P$"%_4 " "@3U: Q-U4@,(G+0 M%P @ %-? 83R,SR,#(T97AH:6)I=#,Q,BYH=&U02P$" M%_4 " "@3U:F%^%&L $ 1)@ %P @ &%A 83$R M,S$R,#(T97AH:6)I=#,R,2YH=&U02P$"%_4 " "@3U:,;6VI66 P!B MI28 $ @ %ZB0 ;7AL+3(P,C0Q,C,Q+FAT;5!+ 0(4 Q0 M (*\/5]"?MY,X!D #DR 0 0 " 4T@! !M>&PM,C R M-#R,SN>'-D4$L! A0#% @ H$]6IWJ,BU$,0 ^T@" !0 M (!6SH$ &UX;"TR,# {T,3(S,5]C86PN>&UL4$L! A0#% @ H$] M6@/]28K$? NI$% !0 (!T7,$ &UX;"TR,#{T,3(S,5]D M968N>&UL4$L! A0#% @ H$]6N3*H7V^IP$ -3 " !, M (!Q_ $ &UX;"TR,# {T,3(S,5]G,2Y[<&=02P$"%_4 " "@3U:9,/' M*$Z> 0# %Q % @ &VF 8 ;7AL+3(P,C0Q,C,Q7VQA8BYX M;6Q02P$"%_4 " "@3U:9/-\3Y/T !P@&L % @ $V M-P@ ;7AL+3(P,C0Q,C,Q7W!R92YX;6Q02P4& X #@"V P_^RL) end XML 126 mxl-20241231_htm.xml IDEA: XBRL DOCUMENT 0001288469 2024-01-012024-12-31 0001288469 2024-06-30 0001288469 2025-01-22 0001288469 mxl:Dr.TheodoreTewksburyMember 2024-01-012024-12-31 0001288469 mxl:Dr.TheodoreTewksburyMember 2024-10-012024-12-31 0001288469 2024-10-012024-12-31 0001288469 mxl:Dr.TheodoreTewksburyMember 2024-12-31 0001288469 2024-10-012024-12-31 0001288469 2024-12-31 0001288469 2023-12-31 0001288469 2023-01-012023-12-31 0001288469 2022-01-012022-12-31 0001288469 us-gaap:CommonStockMember 2021-12-31 0001288469 us-gaap:AdditionalPaidInCapitalMember 2021-12-31 0001288469 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2021-12-31 0001288469 us-gaap:RetainedEarningsMember 2021-12-31 0001288469 2021-12-31 0001288469 us-gaap:CommonStockMember 2022-01-012022-12-31 0001288469 us-gaap:AdditionalPaidInCapitalMember 2022-01-012022-12-31 0001288469 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2022-01-012022-12-31 0001288469 us-gaap:RetainedEarningsMember 2022-01-012022-12-31 0001288469 us-gaap:CommonStockMember 2022-12-31 0001288469 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001288469 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2022-12-31 0001288469 us-gaap:RetainedEarningsMember 2022-12-31 0001288469 2022-12-31 0001288469 us-gaap:CommonStockMember 2023-01-012023-12-31 0001288469 us-gaap:AdditionalPaidInCapitalMember 2023-01-012023-12-31 0001288469 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-01-012023-12-31 0001288469 us-gaap:RetainedEarningsMember 2023-01-012023-12-31 0001288469 us-*

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fiscal year covered by this Form 10-K. We have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and have integrated these processes into our overall risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential unauthorized occurrence on or conducted through our information systems that may result in adverse effects on the confidentiality, integrity, or availability of our information systems or any information residing therein. We conduct quarterly risk assessments to identify cybersecurity threats. These risk assessments include identifying reasonably foreseeable potential internal and external risks, the likelihood of occurrence and any potential damage that could result from such risks, and the sufficiency of existing policies, procedures, systems, controls, and other safeguards in place to manage such risks. As part of our risk management process, we may engage third party experts to help identify and assess risks from cybersecurity threats. Our risk management process also encompasses cybersecurity risks associated with our use of third-party service providers. This process involves evaluating their infrastructure security policies and controls to ensure high levels of code quality. Following these risk assessments, we design, implement, and maintain reasonable safeguards to minimize the identified risks; reasonably address any identified gaps in existing safeguards; update existing safeguards as necessary; and monitor the effectiveness of our safeguards. We follow the Critical Security Controls, or CIS, guidance to defend our systems and networks against the most prevalent cyber-attacks. We have allocated adequate resources and have designated executives and IT management personnel to manage the cybersecurity risk assessment and mitigation process. We track quarterly Risk Register scores, which are derived from assessments of impact and likelihood, and monitor adoption rates of CIS controls to gauge our progress. These metrics are systematically tracked and reported to the board on a quarterly basis. As part of our overall risk management program, we regularly provide required training to employees at all levels and in all departments on cybersecurity. Our Cyber Security Operations Control center integrates feeds from all key areas of our infrastructure (email, network, endpoint, identity, firewall) into a centralized security information event management, or SIEM, system. This system is integrated with our Incident Response Plan, or IRP, which provides a process for responding to different types of cybersecurity incidents and designates responsibilities and actions to be taken in responding to such incidents. The IRP aims to eradicate problems as quickly as possible, while gathering actionable intelligence, restoring business functions, improving detection, and preventing reoccurrence. It includes guidelines for determining incident type, severity, roles and responsibilities, and escalation points. Furthermore, we perform regular third-party security penetration testing and cyber tabletop exercises with key stakeholders to simulate responding to a hypothetical cybersecurity incident. We contract with third-party security monitoring services, performing active, automated searches of indexed darknet databases. Additionally, we perform quarterly vulnerability scans against our network infrastructure and systems exposed to the Internet. The Company also participates in a cybersecurity risk insurance policy. For additional information regarding whether any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect our company, including our business strategy, results of operations, or financial condition, please refer to Item 1A, "Risk Factors," in this annual report on Form 10-K , including the risk factors entitled "We have been and may in the future be subject to information technology failures, including security breaches, cyber-attacks, design defects or system failures, that could disrupt our operations, damage our reputation and adversely affect our business, operations, and financial results," "We are subject to governmental laws, regulations and other legal obligations related to privacy, data protection, and cybersecurity," and "We face risks related to security vulnerabilities in our products." We have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and have integrated these processes into our overall risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential unauthorized occurrence on or conducted through our information systems that may result in adverse effects on the confidentiality, integrity, or availability of our information systems or any information residing therein. truetruetrue One of the key functions of our Board of Directors is informed oversight of our risk management process, including risks from cybersecurity threats. Our Board of Directors is responsible for monitoring and assessing strategic risk exposure, and our executive officers are responsible for the day-to-day management of the material risks we face. Members of the Cybersecurity Committee are appointed by, and serve at the discretion of, the Board. The Cybersecurity Committee consists of at least three members of the Board, all of whom are independent. Each member has a working familiarity and/or experience with cybersecurity, IT strategy, IT development and deployment, or IT risk assessment and management, including information security management. Our executives and IT management and the Cybersecurity Committee are primarily responsible to assess and manage material risks from cybersecurity threats. Our executives and IT management and the Cybersecurity Committee oversee key cybersecurity policies and processes, including those described in "Risk Management and Strategy" above. Our executives and IT management and the Cybersecurity Committee are informed about policies and processes to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. Our cybersecurity risk management is overseen by a senior IT executive with ten years of cybersecurity experience, which includes both Fortune 500 and large semiconductor companies, and thirty-five years of experience in various technology domains, such as IT Infrastructure, Cloud, Cybersecurity, and Application Development. Our executives and IT management and representatives from the Cybersecurity Committee provide quarterly briefings to the Audit Committee of the Board regarding our company's cybersecurity risks and

activities, including but not limited to any recent cybersecurity incidents and related responses, and any cybersecurity systems testing. The Audit Committee provides regular updates to the Board on relevant information regarding cybersecurity. In addition, our executives and IT management and representatives from the Cybersecurity Committee provide annual briefings to the Board on cybersecurity risks, related mitigation, and other related responses and activities. One of the key functions of our Board of Directors is informed oversight of our risk management process, including risks from cybersecurity threats. Our Board of Directors is responsible for monitoring and assessing strategic risk exposure, and our executive officers are responsible for the day-to-day management of the material risks we face. Members of the Cybersecurity Committee are appointed by, and serve at the discretion of, the Board. 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Our executives and IT management and the Cybersecurity Committee oversee key cybersecurity policies and processes, including those described in “Risk Management and Strategy” above. Our executives and IT management and the Cybersecurity Committee are informed about policies and processes to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. Our cybersecurity risk management is overseen by a senior IT executive with ten years of cybersecurity experience, which includes both Fortune 500 and large semiconductor companies, and thirty-five years of experience in various technology domains, such as IT Infrastructure, Cloud, Cybersecurity, and Application Development. Our executives and IT management and representatives from the Cybersecurity Committee provide quarterly briefings to the Audit Committee of the Board regarding our company’s cybersecurity risks and activities, including but not limited to any recent cybersecurity incidents and related responses, and any cybersecurity systems testing. The Audit Committee provides regular updates to the Board on relevant information regarding cybersecurity. In addition, our executives and IT management and representatives from the Cybersecurity Committee provide annual briefings to the Board on cybersecurity risks, related mitigation, and other related responses and activities. Our executives and IT management and the Cybersecurity Committee are primarily responsible to assess and manage material risks from cybersecurity threats. Our executives and IT management and the Cybersecurity Committee oversee key cybersecurity policies and processes, including those described in “Risk Management and Strategy” above. Our executives and IT management and the Cybersecurity Committee are informed about policies and processes to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents.Our cybersecurity risk management is overseen by a senior IT executive with ten years of cybersecurity experience, which includes both Fortune 500 and large semiconductor companies, and thirty-five years of experience in various technology domains, such as IT Infrastructure, Cloud, Cybersecurity, and Application Development.Our executives and IT management and representatives from the Cybersecurity Committee provide quarterly briefings to the Audit Committee of the Board regarding our company’s cybersecurity risks and activities, including but not limited to any recent cybersecurity incidents and related responses, and any cybersecurity systems testing.truefalseOn November 14, 2024, Dr. Theodore Tewksbury, a director of the Company, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 6,071 shares of our common stock. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until November 15, 2025, or earlier if all transactions under the trading arrangement are completed.November 14, 2024Dr. Theodore Tewksburydirectortrue6071November 15, 2025falsefalsefalsetrue248Grant Thornton LLPNewport Beach, California1185750001872880001003000105100085464000170619000903430009990800028057000291590003234420004880250002500017000593000006643100018184000310.00010.000125000000250000000000000.00010.000155000000055000000084613000846130000818180008181800080000088682300080857500068230003791000-363725000-1185270005162830006862650008646390001080257000360528000693263000112025200016574600030760000047048300019478200038566300064976900022518900026950422335200038221000180243000638600060530002450001087400010702000976800010877000209400003478000153650002558900060450002387170006381000017419800064810009337000491580002451980007314700012504000028000095000184000303000012100052010008000850000190002060000205500080001107000017000268500003032000027700003146000248230000759170001218940007677800000006574850002125000170420000489198000239100010252000102520005640003151100031511000140000468400046840000818680008186800031460003146000012504000012504000078745000800072278000010210004538000067638500028410002623700026237000232000437900043790005518100055181000027700002770000731470001818000800080857500037910001185270006862650002502000817500081750002930004102000410200066597100065971000303200030320002451980000246130008000088682300068230003637250005162830002451980000846130008000088682300068230003637250005162830007314700012504000054140000715160008073100012370002438000281100014000000002538000256100019750006602100055176000817040000826000044520002345400010680002057000170000043400033750000176500014760005555000046200001008000055500000125300002475000182900032500002530009921000851550001406000508750009565000606360002884100018730009328000178900045690002943100065815000919000970800042003000282830004156200007357400010695000116710001144000028570004920000599700045295000433720003887260001768000013454000412530005766000635500011184000013324000000100000000029325000017198000023446000159350009176200001832500000018500000049100045590005006000280500012590000288960000031511000128600026356000240401000129800010820005600068753000100056619000188356000188357000131738000119603000188356000188357000974300094810009078000819400028645000238290000716000010992000386480003882600000and Summary of Significant Accounting Policies Description of Business MaxLinear, Inc. was incorporated in Delaware in September 2003. MaxLinear, Inc., together with its directly and indirectly wholly-owned subsidiaries, collectively referred to as MaxLinear, or the Company, is a provider of communications systems-on-chip, or SoC, solutions used in broadband, mobile and wireline infrastructure, data center, and industrial and multi-market applications. MaxLinear is a fabless integrated circuit design company whose products integrate all or substantial portions of a high-speed communication system, including radio frequency, or RF, high-performance analog, mixed-signal, digital signal processing, security engines, data compression and networking layers, and power management. MaxLinear’s customers primarily include electronics distributors, module makers, original equipment manufacturers, or OEMs, and original design manufacturers, or ODMs, who incorporate the Company’s products in a wide range of electronic devices. Examples of such devices include broadband modems compliant with Data Over Cable Service Interface Specifications, or DOCSIS, Passive Optical Network, or PON, and DSL; Wi-Fi and wireline routers for home networking; radio transceivers and modems for 4G/5G base-station and backhaul infrastructure; optical transceivers targeting hyperscale data centers; as well as power management and interface products used in these and many other markets. Basis of Presentation and Principles of Consolidation The consolidated financial statements include the accounts of MaxLinear, Inc. and its directly and indirectly wholly-owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. All intercompany transactions and investments have been eliminated in consolidation. The functional currency of certain foreign subsidiaries is the local currency. Accordingly, assets and liabilities of these foreign subsidiaries are translated at the current exchange rate at the balance sheet date and historical rates for equity. Revenue and expense components are translated at weighted average exchange rates in effect during the period. Gains and losses resulting from foreign currency translation are included as a component of stockholders’ equity. Foreign currency transaction gains and losses are included in the results of operations, and to date, have not been material. Use of Estimates and Significant Risks and Uncertainties The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes to the consolidated financial statements. Actual results could differ from those estimates. Summary of Significant Accounting Policies Business Combinations The Company applies the provisions of ASC 805, Business Combinations, in accounting for its acquisitions. It requires the Company to recognize separately from goodwill the assets acquired and the liabilities assumed, at the acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the acquisition date fair values of the net assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, its estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations.
 Costs to exit or restructure certain activities of an acquired company or the Company’s internal operations are accounted for as termination and exit costs pursuant to ASC 420, Exit or Disposal Cost Obligations, and are accounted for separately from the business combination. A liability for costs associated with an exit or disposal activity is recognized and measured at its fair value in the consolidated statements of operations in the period in which the liability is incurred.
 For a given acquisition, the Company may identify certain pre-acquisition contingencies as of the acquisition date and may extend its review, evaluation, and adjustment of these pre-acquisition contingencies throughout the measurement period in order to obtain sufficient information to assess whether the Company includes these contingencies as a part of the fair value estimates of assets acquired and liabilities assumed and, if so, to determine their estimated amounts. A pre-acquisition contingency (non-income tax related) is only recognized as an asset or a liability if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Subsequent to the measurement period, changes in estimates of such contingencies will affect earnings and could have a material effect on the Company’s results of operations and financial position.
 In addition, uncertain tax positions and tax-related valuation allowances assumed, if any, in connection with a business combination are initially estimated as of the acquisition date. The Company re-evaluates these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to the preliminary estimates being recorded to goodwill if identified within the measurement period. Subsequent to the end of the measurement period or final determination of the estimated value of the tax allowance or contingency, whichever comes first, changes to these uncertain tax positions and tax related valuation allowances will affect the income tax provision (benefit) in the consolidated statements of operations and could have a material impact on the results of operations and financial position. Cash and Cash Equivalents The Company considers all liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash equivalents are recorded at cost, which approximates market value. Accounts Receivable The Company performs ongoing credit evaluations of its customers and assesses each customer’s credit worthiness. The Company monitors collections and payments from its

customers and maintains an allowance for doubtful accounts, which is based upon applying an expected credit loss rate to receivables based on the historical loss rate from similar high risk customers adjusted for current conditions, including any specific customer collection issues identified, and forecasts of economic conditions. Delinquent account balances are written off after management has determined that the likelihood of collection is remote. The allowance for credit losses as of December 31, 2024 and 2023 and the activity in this account, including the current-period provision for expected credit losses for the years ended December 31, 2024, 2023, and 2022, were not material. Inventory The Company assesses the recoverability of its inventory based on assumptions about demand and market conditions. Forecasted demand is determined based on historical sales and expected future sales. Inventory is stated at the lower of cost or net realizable value. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis and net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The Company reduces its inventory to the lower of its cost or net realizable value on a part-by-part basis to account for obsolescence or lack of marketability. Reductions are calculated as the difference between the cost of inventory and its net realizable value based upon assumptions about future demand, market conditions and costs. Once established, these adjustments are considered permanent and are not revised until the related inventory is sold or disposed of. Fair Value of Financial Instruments The carrying amount of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses and compensation are considered to be representative of their respective fair values because of the short-term nature of these accounts. Property and Equipment Property and equipment is carried at cost and depreciated over the estimated useful lives of the assets, ranging from three to five years, using the straight-line method. Leasehold improvements are stated at cost and amortized over the shorter of the estimated useful lives of the assets or the lease term. Production Masks Production masks with alternative future uses or discernible future benefits are capitalized and amortized over their estimated useful lives of five years. To determine if a production mask has alternative future uses or benefits, the Company evaluates risks associated with developing new technologies and capabilities, and the related risks associated with entering new markets. Production masks that do not meet the criteria for capitalization are expensed as research and development costs. Goodwill and Intangible Assets Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations accounted for under the acquisition method. Intangible assets represent purchased intangible assets including developed technology, in-process research and development, or IPR&D, technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames. Purchased finite-lived intangible assets are capitalized and amortized over their estimated useful lives. Technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames are capitalized and amortized over the lesser of the terms of the agreement, or estimated useful life. The Company capitalizes IPR&D projects acquired as part of a business combination. On completion of each project, IPR&D assets are reclassified to developed technology and amortized over their estimated useful lives. Impairment of Goodwill and Long-Lived Assets Goodwill is not amortized but is tested for impairment using either a qualitative assessment, and/or quantitative assessment, which is based on comparing the fair value of a reporting unit with its carrying amount. If the carrying amount of a reporting unit exceeds its fair value, a goodwill impairment loss is recorded. The Company tests by reporting unit, goodwill and other indefinite-lived intangible assets for impairment as of October 31 each year or more frequently if it believes indicators of impairment exist. The Company reviews indefinite-lived intangible assets for impairment using a qualitative assessment, followed by a quantitative assessment, as needed, each year as of October 31, the date of its annual goodwill impairment review, or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Recoverability of indefinite-lived intangible assets is measured by comparing the carrying amount of the asset to its fair value. In certain cases, the Company utilizes the relief-from-royalty method when appropriate, and a fair value will be obtained based on analysis over the costs saved by owning the right instead of leasing it. During development, IPR&D is not subject to amortization and is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Once an IPR&D project is complete, it becomes a finite-lived intangible asset and is evaluated for impairment both immediately prior to its change in classification and thereafter in accordance with the Company's policy for long-lived assets. The Company regularly reviews the carrying amount of its long-lived assets subject to depreciation and amortization, as well as the useful lives, to determine whether indicators of impairment may exist which warrant adjustments to carrying values or estimated useful lives. An impairment loss would be recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss would be measured based on the excess of the carrying amount of the asset over the asset's fair value.
 During the years 2024, 2023, and 2022, the Company recorded impairment of intangible assets of $1.2 million, $2.4 million and $2.8 million, respectively. Refer to Goodwill and Intangible Assets, Note 5 for more information. Revenue Recognition The Company's revenue is generated from sales of the Company's integrated circuits and intellectual property, typically under individual customer purchase orders, some of which have underlying master sales agreements that specify terms governing the product or intellectual property sales. The Company recognizes such revenue at the point in time when control of the products or intellectual property is transferred to the customer at the estimated net consideration for which collection is probable, taking into account the customer's rights to price protection, other pricing credits, unit rebates, and rights to return unsold product. Transfer of control occurs either when products are shipped to or received by the distributor or direct customer, based on the terms of the specific agreement with the customer, if the Company has a present right to payment and transfer of legal title and the risks and rewards of ownership to the customer has occurred. For most of the Company's product sales, transfer of control occurs upon shipment to the distributor or direct customer. Under certain intellectual property sale agreements, we are entitled to fixed upfront consideration upon sale and variable consideration in the form of a portion of revenue generated by the recipient from the intellectual property. Fixed consideration is recognized when control of the functional intellectual property transfers; variable consideration may be constrained but is continuously monitored and recognized as revenue when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur and the uncertainty associated with the variable consideration is resolved. The Company recognized a material amount of variable consideration during the year ended December 31, 2024 as uncertainties related to such consideration were resolved. In assessing whether collection of consideration from a customer is probable, the Company considers the customer's ability and intention to pay that amount of consideration when it is due. Payment of invoices is due as specified in the underlying customer agreement, typically 30 days from the invoice date, which occurs on the date of transfer of control of the products to the customer. Since payment terms are less than a year, the Company has elected the practical expedient and does not assess whether a customer contract has a significant financing component. A five-step approach is applied in the recognition of revenue: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when the Company satisfies a performance obligation. Customer purchase orders plus the underlying master sales agreements are considered to be contracts with the customer for purposes of applying the five-step approach. Pricing adjustments and estimates of returns under contractual stock rotation rights are treated as variable consideration for purposes of determining the transaction price, and are estimated at the time control transfers using the expected value method based on the Company's analysis of actual price adjustment claims by distributors and historical product return rates, and then reassessed at the end of each reporting period. The Company also considers whether any variable consideration is constrained, since such amounts for which it is probable that a significant reversal will occur when the contingency is subsequently resolved are required to be excluded from revenues. Price adjustments are finalized at the time the products are sold through to the end customer and the distributor or end customer submits a claim to reduce the sale price to a pre-approved net price. Stock rotation allowances are capped at a fixed percentage of the Company's sales to a distributor for a period of time, up to six months, as specified in the individual distributor contract. If the Company's current estimates of such credits and rights are materially inaccurate, it may result in adjustments that affect future revenues and gross profits. Returns under the Company's general assurance warranty of products for a period of one to three years have not been material and warranty-related services are not considered a separate performance obligation under the customer contracts. Most of the Company's customers resell the Company's product as part of their product and thus are tax-exempt; however, to the extent the Company collects and remits taxes on product sales from customers, it has elected to exclude from the measurement of transaction price such taxes. Each distinct promise to transfer products is considered to be an identified performance obligation for which revenue is recognized upon transfer of control of the products to the customer. Although customers may place orders for products to be delivered on multiple dates that may be in different quarterly reporting periods, all of the orders are scheduled within one year from the order date. The Company has elected to record sales commissions when incurred, as the period over which the sales commission asset that would have been recognized is less than one year. Customer contract liabilities consist primarily of obligations to deliver rebates to customers in the form of units of products which are included in accrued expenses and other current liabilities in the consolidated balance sheets. Other obligations to customers, which are included in accrued price protection liability in the consolidated balance sheets, consist of estimates of price protection rights offered to the Company's end customer on products sold by the Company to the end customer's contract manufacturer at a standard price that are later incorporated into the end customers' product. The Company's price adjustments included in accrued expenses and other current liabilities are discounts and rebates expected to be claimed by the Company's distributors upon sell-through of the products to their customers, which are initially sold by the Company to the distributors at a standard price. Also included in accrued expenses and other current liabilities are amounts expected to be returned by distributors under stock rotation rights. The Company also records a right of return asset, consisting of amounts representing the products the Company expects to receive from customers in returns, which is included in inventory in the consolidated balance sheets, and is typically settled within six months of transfer of control to the customer, or the period over which stock rotation rights are based. Upon lapse of the time period for stock rotations, or the contractual end to price protection and rebate programs, which is approximately one to two years, and when the Company believes unclaimed amounts are no longer subject to payment and will not be paid, any remaining asset or liability is derecognized by an offsetting entry to cost of net revenue and net revenue. For additional disclosures regarding contract liabilities and other obligations to customers, see Note 12. The Company assesses customer accounts receivable and contract assets for impairment in accordance with ASC 310-10-35. Warranty The Company generally provides a warranty on its products for a period of one to three years. The Company makes estimates of product return rates and expected costs to replace

the products under warranty at the time revenue is recognized. based on historical warranty experience and any known product warranty issues. If actual return rates and/or replacement costs differ significantly from these estimates, adjustments to recognize additional warranty expenses in cost of net revenue may be required in future periods. As of December 31, 2024 and 2023, the Company has warranty reserves of $0.5 million and $0.3 million, respectively, based on the Company's estimates. Segment Information The Company operates under one segment as it has developed, marketed and sold primarily only one class of similar products, communications system-on-chip solutions for the broadband, connectivity, wired and wireless infrastructure markets and industrial and multi-market applications. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer. The chief operating decision maker assesses performance of the segment and decides how to allocate resources based on revenue, gross profit, and net income (loss) presented on a consolidated basis, for purposes of allocating resources and evaluating financial performance, and to evaluate income generated from segment assets in deciding whether to reinvest profits into the segment or into other parts of the entity, such as for acquisitions or other investments. The Company has one business activity and there are no segment managers who are held accountable for operations, operating results and plans for products or components below the consolidated unit level. Accordingly, the Company reports under a single operating segment. The accounting policies of the segment are the same as those described in the summary of significant accounting policies (Note 1). Stock-based Compensation The Company measures the cost of employee services received in exchange for equity incentive awards, including restricted stock units, employee stock purchase rights and stock options based on the grant date fair value of the award. The Company calculates the fair value of restricted stock units and performance-based restricted stock units based on the fair market value of the Company's common stock on the grant date. Stock-based compensation expense is then determined based on the number of restricted stock units that are expected to vest; for performance-based restricted stock units, this is the number of units that are expected to vest during the performance period if it is probable that the Company will achieve the performance metrics specified in the underlying award agreement. The Company uses the Black-Scholes valuation model to calculate the fair value of stock options and employee stock purchase rights granted to employees. Stock-based compensation expense is recognized over the period during which the employee is required to provide services in exchange for the award, which is usually the vesting period. The Company recognizes compensation expense over the vesting period using the straight-line method and classifies these amounts in the consolidated statements of operations based on the department to which the related employee reports. Research and Development Costs incurred in connection with the development of the Company's technology and future products are charged to research and development expense as incurred. From time to time, the Company enters into contracts for jointly funded research and development projects to develop technology that may be commercialized into a product in the future. The Company also obtains research and development funding grants from governments in certain jurisdictions in which it operates. Both of these types of income are reflected as a credit to research and development expense when such income has been earned and any contingencies associated with retaining such income have been resolved. During the years ended December 31, 2024, 2023, and 2022, the Company recognized aggregate income from jointly funded research and development projects and government grants of $3.3 million, $0.0 million, and $23.3 million, respectively. While the Company retains ownership and rights to the underlying technology developed under the joint development projects, the Company may be required to repay all or a portion of the funds provided by the other parties under certain conditions, and defers such funds as liabilities until the repayment conditions have been resolved (Note 15). Leases The Company's leases primarily consist of facility leases which are classified as operating leases. The Company assesses whether an arrangement contains a lease at inception. The Company recognizes a lease liability to make contractual payments under all leases with terms greater than twelve months and a corresponding right-of-use asset, representing its right to use the underlying asset for the lease term. The lease liability is initially measured at the present value of the lease payments over the lease term using the collateralized incremental borrowing rate when the implicit rate is unknown. Options to extend or terminate a lease are included in the lease term when it is reasonably certain that the Company will exercise such an option. The right-of- use asset is initially measured as the contractual lease liability plus any initial direct costs and prepaid lease payments made, less any lease incentives. Lease expense is recognized on a straight-line basis over the lease term. Leased right-of-use assets are subject to impairment testing as a long-lived asset at the asset-group level. The Company monitors its long-lived assets for indicators of impairment. As the Company's leased right-of-use assets primarily relate to facility leases, early abandonment of all or part of a facility as part of a restructuring plan is typically an indicator of impairment. If impairment indicators are present, the Company tests whether the carrying amount of the leased right-of-use asset is recoverable including consideration of sublease income, and if not recoverable, measures impairment loss for the right-of-use asset or asset group. Pension and Other Defined Benefit Retirement Obligations The costs of pension and certain other defined benefit employee retirement benefits are required to be recognized based upon actuarial valuations. The related net retirement benefit obligation is recognized as the excess of the projected benefit obligation over the fair value of the plan assets. In measuring the retirement benefit obligation, the discount rate, expected long-term rate of return on plan assets, and long-term rate of salary increase are the most significant assumptions. Retirement benefit costs primarily represent the increase in the actuarial present value of the retirement benefit obligation. Income Taxes The Company provides for income taxes utilizing the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. Deferred taxes are presented net as noncurrent. The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from the differences between the financial and tax bases of the Company's assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. The impact of an uncertain income tax position is recognized at the largest amount that is "more likely than not" to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result. The Company treats Global Intangible Low Taxed Income as a period cost. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company continually assesses the need for a valuation allowance on the deferred tax asset by evaluating both positive and negative evidence that may exist. Valuation allowances are recorded to reduce deferred tax assets when a judgment is made that is considered more likely than not that a tax benefit will not be realized. A decision to record a valuation allowance results in an increase in income tax expense or a decrease in income tax benefit. Any adjustment to the net deferred tax asset valuation allowance would be recorded in the consolidated statement of operations for the period that the adjustment is determined to be required. If a valuation allowance is released in a future period, income tax expense will be reduced accordingly. Comprehensive Income (Loss) Comprehensive income (loss) is defined as the change in equity (net assets) of a business entity during a period from transactions and other events and circumstances from non-owner sources. Other comprehensive income (loss) includes certain changes in equity that are excluded from net income (loss), net of tax, such as foreign currency translation gains and losses and changes in fair value of projected benefit obligations for defined benefit plans. Litigation and Settlement Costs Legal costs are expensed as incurred. The Company is involved in disputes, litigation and other legal actions in the ordinary course of business. The Company continually evaluates uncertainties associated with litigation and records a charge equal to at least the minimum estimated liability for a loss contingency when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and (ii) the loss or range of loss can be reasonably estimated. Recently Adopted Accounting Pronouncements In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280) – Improvements to Reportable Segment Disclosures, to require enhanced disclosures that include reportable segment expenses. The amendments in this update provide that a business entity disclose significant segment expenses, segment profit or loss (after significant segment expenses), and allows reporting of additional measures of a segments profit or loss if used in assessing segment performance. Such disclosures apply to entities with a single reportable segment. These amendments were effective for the Company in 2024 and retrospectively to all prior periods using the significant segment expense categories identified. The impact of the adoption of the amendments in this update was not material to the Company's consolidated financial position and results of operations, as the requirements impact only segment reporting disclosures in the footnotes to the Company's consolidated financial statements. Recently Issued Not Yet Adopted Accounting Pronouncements In November 2024, the FASB issued ASU No. 2024-03, Disaggregation of Income Statement Expenses to improve the disclosures about a public business entity's expenses and address requests from investors for more detailed information about the types of expenses including purchases of inventory, employee compensation, depreciation and intangible asset amortization in commonly presented expense captions such as cost of sales, selling, general and administrative expense, and research and development. These amendments are effective for the Company for annual periods in 2027, applied prospectively, with early adoption permitted, and interim periods beginning in 2028. The Company intends to adopt the amendments in this update prospectively in 2027 for annual periods and in 2028 for interim periods. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations, as the requirements only require more detailed disclosures in the footnotes to the Company's consolidated financial statements. In March 2024, the FASB issued ASU No. 2024-02, Codification Improvements - Amendments to Remove References to the Concepts Statements to remove various references to concepts statements from the FASB Accounting Standards Codification. This guidance is to clarify guidance, simplify wording or structure of guidance, and other minor improvements. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the

*Company's consolidated financial position and results of operations. In March 2024, the FASB issued ASU No. 2024-01, Compensation - Stock Compensation (Topic 718) - Scope Application of Profits Interest and Similar Awards, to clarify whether profits interest and similar awards should be accounted for in accordance with Topic 718, Compensation - Stock Compensation. The guidance applies to all business entities that issue profits interest awards as compensation to employees or nonemployees in exchange for goods or services. These amendments are effective for the Company for annual and interim periods in 2025, applied prospectively, with early adoption and retrospective application permitted. As the Company does not issue profit interest awards, the impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations. In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740) - Improvements to Income Tax Disclosures, to require enhanced income tax disclosures to provide information to assess how an entity's operations and related tax risks, tax planning, and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this update provide that a business entity disclose (1) a tabular income tax rate reconciliation, using both percentages and amounts, (2) separate disclosure of any individual reconciling items that are equal to or greater than 5% of the amount computed by multiplying the income (loss) from continuing operations before income taxes by the applicable statutory income tax rate, and disaggregation of certain items that are significant and (3) amount of income taxes paid (net of refunds received) disaggregated by federal, state and foreign jurisdictions, including separate disclosure of any individual jurisdictions greater than 5% of total income taxes paid. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations, since the amendments require only enhancement of existing income tax disclosures in the footnotes to the Company's consolidated financial statements. Basis of Presentation and Principles of Consolidation The consolidated financial statements include the accounts of MaxLinear, Inc. and its directly and indirectly wholly-owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. All intercompany transactions and investments have been eliminated in consolidation. The functional currency of certain foreign subsidiaries is the local currency. Accordingly, assets and liabilities of these foreign subsidiaries are translated at the current exchange rate at the balance sheet date and historical rates for equity. Revenue and expense components are translated at weighted average exchange rates in effect during the period. Gains and losses resulting from foreign currency translation are included as a component of stockholders' equity. Foreign currency transaction gains and losses are included in the results of operations, and to date, have not been material. Use of Estimates and Significant Risks and Uncertainties The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes to the consolidated financial statements. Actual results could differ from those estimates. Business Combinations The Company applies the provisions of ASC 805, Business Combinations, in accounting for its acquisitions. It requires the Company to recognize separately from goodwill the assets acquired and the liabilities assumed, at the acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the acquisition date fair values of the net assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, its estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations.
 Costs to exit or restructure certain activities of an acquired company or the Company's internal operations are accounted for as termination and exit costs pursuant to ASC 420, Exit or Disposal Cost Obligations, and are accounted for separately from the business combination. A liability for costs associated with an exit or disposal activity is recognized and measured at its fair value in the consolidated statements of operations in the period in which the liability is incurred.
 For a given acquisition, the Company may identify certain pre-acquisition contingencies as of the acquisition date and may extend its review, evaluation, and adjustment of these pre-acquisition contingencies throughout the measurement period in order to obtain sufficient information to assess whether the Company includes these contingencies as a part of the fair value estimates of assets acquired and liabilities assumed and, if so, to determine their estimated amounts. A pre-acquisition contingency (non-income tax related) is only recognized as an asset or a liability if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Subsequent to the measurement period, changes in estimates of such contingencies will affect earnings and could have a material effect on the Company's results of operations and financial position.
 In addition, uncertain tax positions and tax-related valuation allowances assumed, if any, in connection with a business combination are initially estimated as of the acquisition date. The Company re-evaluates these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to the preliminary estimates being recorded to goodwill if identified within the measurement period. Subsequent to the end of the measurement period or final determination of the estimated value of the tax allowance or contingency, whichever comes first, changes to these uncertain tax positions and tax related valuation allowances will affect the income tax provision (benefit) in the consolidated statements of operations and could have a material impact on the results of operations and financial position. Cash and Cash Equivalents The Company considers all liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash equivalents are recorded at cost, which approximates market value. Accounts Receivable The Company performs ongoing credit evaluations of its customers and assesses each customer's credit worthiness. The Company monitors collections and payments from its customers and maintains an allowance for doubtful accounts, which is based upon applying an expected credit loss rate to receivables based on the historical loss rate from similar high risk customers adjusted for current conditions, including any specific customer collection issues identified, and forecasts of economic conditions. Delinquent account balances are written off after management has determined that the likelihood of collection is remote. Inventory The Company assesses the recoverability of its inventory based on assumptions about demand and market conditions. Forecasted demand is determined based on historical sales and expected future sales. Inventory is stated at the lower of cost or net realizable value. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis and net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The Company reduces its inventory to the lower of its cost or net realizable value on a part-by-part basis to account for obsolescence or lack of marketability. Reductions are calculated as the difference between the cost of inventory and its net realizable value based upon assumptions about future demand, market conditions and costs. Once established, these adjustments are considered permanent and are not revised until the related inventory is sold or disposed of. Fair Value of Financial Instruments The carrying amount of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses and compensation are considered to be representative of their respective fair values because of the short-term nature of these accounts. Property and Equipment Property and equipment is carried at cost and depreciated over the estimated useful lives of the assets, ranging from three to five years, using the straight-line method. Leasehold improvements are stated at cost and amortized over the shorter of the estimated useful lives of the assets or the lease term.P5Y Production Masks Production masks with alternative future uses or discernible future benefits are capitalized and amortized over their estimated useful lives of five years. To determine if a production mask has alternative future uses or benefits, the Company evaluates risks associated with developing new technologies and capabilities, and the related risks associated with entering new markets. Production masks that do not meet the criteria for capitalization are expensed as research and development costs. P5Y Goodwill and Intangible Assets Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations accounted for under the acquisition method. Intangible assets represent purchased intangible assets including developed technology, in-process research and development, or IPR&D, technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames. Purchased finite-lived intangible assets are capitalized and amortized over their estimated useful lives. Technologies acquired or licensed from other companies, customer relationships, non-compete covenants, backlog, and trademarks and tradenames are capitalized and amortized over the lesser of the terms of the agreement, or estimated useful life. The Company capitalizes IPR&D projects acquired as part of a business combination. On completion of each project, IPR&D assets are reclassified to developed technology and amortized over their estimated useful lives. Impairment of Goodwill and Long-Lived Assets Goodwill is not amortized but is tested for impairment using either a qualitative assessment, and/or quantitative assessment, which is based on comparing the fair value of a reporting unit with its carrying amount. If the carrying amount of a reporting unit exceeds its fair value, a goodwill impairment loss is recorded. The Company tests by reporting unit, goodwill and other indefinite-lived intangible assets for impairment as of October 31 each year or more frequently if it believes indicators of impairment exist. The Company reviews indefinite-lived intangible assets for impairment using a qualitative assessment, followed by a quantitative assessment, as needed, each year as of October 31, the date of its annual goodwill impairment review, or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Recoverability of indefinite-lived intangible assets is measured by comparing the carrying amount of the asset to its fair value. In certain cases, the Company utilizes the relief-from-royalty method when appropriate, and a fair value will be obtained based on analysis over the costs saved by owning the right instead of leasing it. <span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-*

height:120%"> During development, IPR&D is not subject to amortization and is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. Once an IPR&D project is complete, it becomes a finite-lived intangible asset and is evaluated for impairment both immediately prior to its change in classification and thereafter in accordance with the Company's policy for long-lived assets. The Company regularly reviews the carrying amount of its long-lived assets subject to depreciation and amortization, as well as the useful lives, to determine whether indicators of impairment may exist which warrant adjustments to carrying values or estimated useful lives. An impairment loss would be recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss would be measured based on the excess of the carrying amount of the asset over the asset's fair value. 1200000240000002800000 Revenue Recognition The Company's revenue is generated from sales of the Company's integrated circuits and intellectual property, typically under individual customer purchase orders, some of which have underlying master sales agreements that specify terms governing the product or intellectual property sales. The Company recognizes such revenue at the point in time when control of the products or intellectual property is transferred to the customer at the estimated net consideration for which collection is probable, taking into account the customer's rights to price protection, other pricing credits, unit rebates, and rights to return unsold product. Transfer of control occurs either when products are shipped to or received by the distributor or direct customer, based on the terms of the specific agreement with the customer, if the Company has a present right to payment and transfer of legal title and the risks and rewards of ownership to the customer has occurred. For most of the Company's product sales, transfer of control occurs upon shipment to the distributor or direct customer. Under certain intellectual property sale agreements, we are entitled to fixed upfront consideration upon sale and variable consideration in the form of a portion of revenue generated by the recipient from the intellectual property. Fixed consideration is recognized when control of the functional intellectual property transfers; variable consideration may be constrained but is continuously monitored and recognized as revenue when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur and the uncertainty associated with the variable consideration is resolved. The Company recognized a material amount of variable consideration during the year ended December 31, 2024 as uncertainties related to such consideration were resolved. In assessing whether collection of consideration from a customer is probable, the Company considers the customer's ability and intention to pay that amount of consideration when it is due. Payment of invoices is due as specified in the underlying customer agreement, typically 30 days from the invoice date, which occurs on the date of transfer of control of the products to the customer. Since payment terms are less than a year, the Company has elected the practical expedient and does not assess whether a customer contract has a significant financing component. A five-step approach is applied in the recognition of revenue: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when the Company satisfies a performance obligation. Customer purchase orders plus the underlying master sales agreements are considered to be contracts with the customer for purposes of applying the five-step approach. Pricing adjustments and estimates of returns under contractual stock rotation rights are treated as variable consideration for purposes of determining the transaction price, and are estimated at the time control transfers using the expected value method based on the Company's analysis of actual price adjustment claims by distributors and historical product return rates, and then reassessed at the end of each reporting period. The Company also considers whether any variable consideration is constrained, since such amounts for which it is probable that a significant reversal will occur when the contingency is subsequently resolved are required to be excluded from revenues. Price adjustments are finalized at the time the products are sold through to the end customer and the distributor or end customer submits a claim to reduce the sale price to a pre-approved net price. Stock rotation allowances are capped at a fixed percentage of the Company's sales to a distributor for a period of time, up to six months, as specified in the individual distributor contract. If the Company's current estimates of such credits and rights are materially inaccurate, it may result in adjustments that affect future revenues and gross profits. Returns under the Company's general assurance warranty of products for a period of one to three years have not been material and warranty-related services are not considered a separate performance obligation under the customer contracts. Most of the Company's customers resell the Company's product as part of their product and thus are tax-exempt; however, to the extent the Company collects and remits taxes on product sales from customers, it has elected to exclude from the measurement of transaction price such taxes. Each distinct promise to transfer products is considered to be an identified performance obligation for which revenue is recognized upon transfer of control of the products to the customer. Although customers may place orders for products to be delivered on multiple dates that may be in different quarterly reporting periods, all of the orders are scheduled within one year from the order date. The Company has elected to record sales commissions when incurred, as the period over which the sales commission asset that would have been recognized is less than one year. Customer contract liabilities consist primarily of obligations to deliver rebates to customers in the form of units of products which are included in accrued expenses and other current liabilities in the consolidated balance sheets. Other obligations to customers, which are included in accrued price protection liability in the consolidated balance sheets, consist of estimates of price protection rights offered to the Company's end customer on products sold by the Company to the end customer's contract manufacturer at a standard price that are later incorporated into the end customers' product. The Company's price adjustments included in accrued expenses and other current liabilities are discounts and rebates expected to be claimed by the Company's distributors upon sell-through of the products to their customers, which are initially sold by the Company to the distributors at a standard price. Also included in accrued expenses and other current liabilities are amounts expected to be returned by distributors under stock rotation rights. The Company also records a right of return asset, consisting of amounts representing the products the Company expects to receive from customers in returns, which is included in inventory in the consolidated balance sheets, and is typically settled within six months of transfer of control to the customer, or the period over which stock rotation rights are based. Upon lapse of the time period for stock rotations, or the contractual end to price protection and rebate programs, which is approximately one to two years, and when the Company believes unclaimed amounts are no longer subject to payment and will not be paid, any remaining asset or liability is derecognized by an offsetting entry to cost of net revenue and net revenue. For additional disclosures regarding contract liabilities and other obligations to customers, see Note 12. The Company assesses customer accounts receivable and contract assets for impairment in accordance with ASC 310-10-35.P30DP6MP3YP1YP1YP6MP2Y Warranty The Company generally provides a warranty on its products for a period of one to three years. The Company makes estimates of product return rates and expected costs to replace the products under warranty at the time revenue is recognized based on historical warranty experience and any known product warranty issues. If actual return rates and/or replacement costs differ significantly from these estimates, adjustments to recognize additional warranty expenses in cost of net revenue may be required in future periods.P3Y5000003000000 Segment Information The Company operates under one segment as it has developed, marketed and sold primarily only one class of similar products, communications system-on-chip solutions for the broadband, connectivity, wired and wireless infrastructure markets and industrial and multi-market applications. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer. The chief operating decision maker assesses performance of the segment and decides how to allocate resources based on revenue, gross profit, and net income (loss) presented on a consolidated basis, for purposes of allocating resources and evaluating financial performance, and to evaluate income generated from segment assets in deciding whether to reinvest profits into the segment or into other parts of the entity, such as for acquisitions or other investments. The Company has one business activity and there are no segment managers who are held accountable for operations, operating results and plans for products or components below the consolidated unit level. Accordingly, the Company reports under a single operating segment. The accounting policies of the segment are the same as those described in the summary of significant accounting policies (Note 1). 11 Stock-based Compensation The Company measures the cost of employee services received in exchange for equity incentive awards, including restricted stock units, employee stock purchase rights and stock options based on the grant date fair value of the award. The Company calculates the fair value of restricted stock units and performance-based restricted stock units based on the fair market value of the Company's common stock on the grant date. Stock-based compensation expense is then determined based on the number of restricted stock units that are expected to vest; for performance-based restricted stock units, this is the number of units that are expected to vest during the performance period if it is probable that the Company will achieve the performance metrics specified in the underlying award agreement. The Company uses the Black-Scholes valuation model to calculate the fair value of stock options and employee stock purchase rights granted to employees. Stock-based compensation expense is recognized over the period during which the employee is required to provide services in exchange for the award, which is usually the vesting period. The Company recognizes compensation expense over the vesting period using the straight-line method and classifies these amounts in the consolidated statements of operations based on the department to which the related employee reports. Research and Development Costs incurred in connection with the development of the Company's technology and future products are charged to research and development expense as incurred. From time to time, the Company enters into contracts for jointly funded research and development projects to develop technology that may be commercialized into a product in the future. The Company also obtains research and development funding grants from governments in certain jurisdictions in which it operates. Both of these types of income are reflected as a credit to research and development expense when such income has been earned and any contingencies associated with retaining such income have been resolved. During the years ended December 31, 2024, 2023, and 2022, the Company recognized aggregate income from jointly funded research and development projects and government grants of $3.3 million, $0.0 million, and $23.3 million, respectively. While the Company retains ownership and rights to the underlying technology developed under the joint development projects, the Company may be required to repay all or a portion of the funds provided by the other parties under certain conditions, and defers such funds as liabilities until the repayment conditions have been resolved (Note 15).33000000023300000 Leases The Company's leases primarily consist of facility leases which are classified as operating leases. The Company assesses whether an arrangement contains a lease at inception. The Company recognizes a lease liability to make contractual payments under all leases with terms greater than twelve months and a corresponding right-of-use asset, representing its right to use the underlying asset for the lease term. The lease liability is initially measured at the present value of the lease payments over the lease term using the collateralized incremental borrowing rate when the implicit rate is unknown. Options to extend or terminate a lease are included in the lease term when it is reasonably certain that the Company will exercise such an option. The right-of- use asset is initially measured as the contractual lease liability plus any initial direct costs and prepaid lease payments made, less any lease incentives. Lease expense is recognized on a straight-line basis over the lease term. Leased right-of-use assets are subject to impairment testing as a long-lived asset at the asset-group level. The Company monitors its long-lived assets for indicators of impairment. As the Company's leased right-of-use assets primarily relate to facility leases, early abandonment of all or part of a facility as part of a restructuring plan is typically an indicator of impairment. If impairment indicators are present, the Company tests whether the carrying amount of the leased right-of-use asset is recoverable including consideration of sublease income, and if not recoverable, measures impairment loss for the right-of-use asset or asset group.P12M Pension and Other Defined Benefit Retirement Obligations The costs of pension and certain other defined benefit employee retirement benefits are required to be recognized based upon actuarial valuations. The related net retirement benefit obligation is recognized as the excess of the projected benefit obligation over the fair value of the plan assets. In measuring the retirement benefit obligation, the discount rate, expected long-term rate of return on plan assets, and long-term rate of

salary increase are the most significant assumptions. Retirement benefit costs primarily represent the increase in the actuarial present value of the retirement benefit obligation. Income Taxes The Company provides for income taxes utilizing the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. Deferred taxes are presented net as noncurrent. The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from the differences between the financial and tax bases of the Company's assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. The impact of an uncertain income tax position is recognized at the largest amount that is "more likely than not" to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result. The Company treats Global Intangible Low Taxed Income as a period cost. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company continually assesses the need for a valuation allowance on the deferred tax asset by evaluating both positive and negative evidence that may exist. Valuation allowances are recorded to reduce deferred tax assets when a judgment is made that is considered more likely than not that a tax benefit will not be realized. A decision to record a valuation allowance results in an increase in income tax expense or a decrease in income tax benefit. Any adjustment to the net deferred tax asset valuation allowance would be recorded in the consolidated statement of operations for the period that the adjustment is determined to be required. If a valuation allowance is released in a future period, income tax expense will be reduced accordingly. Comprehensive Income (Loss) Comprehensive income (loss) is defined as the change in equity (net assets) of a business entity during a period from transactions and other events and circumstances from non-owner sources. Other comprehensive income (loss) includes certain changes in equity that are excluded from net income (loss), net of tax, such as foreign currency translation gains and losses and changes in fair value of projected benefit obligations for defined benefit plans. Litigation and Settlement Costs Legal costs are expensed as incurred. The Company is involved in disputes, litigation and other legal actions in the ordinary course of business. The Company continually evaluates uncertainties associated with litigation and records a charge equal to at least the minimum estimated liability for a loss contingency when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and (ii) the loss or range of loss can be reasonably estimated. Recently Adopted Accounting Pronouncements In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures, to require enhanced disclosures that include reportable segment expenses. The amendments in this update provide that a business entity disclose significant segment expenses, segment profit or loss (after significant segment expenses), and allows reporting of additional measures of a segments profit or loss if used in assessing segment performance. Such disclosures apply to entities with a single reportable segment. These amendments were effective for the Company in 2024 and retrospectively to all prior periods using the significant segment expense categories identified. The impact of the adoption of the amendments in this update was not material to the Company's consolidated financial position and results of operations, as the requirements impact only segment reporting disclosures in the footnotes to the Company's consolidated financial statements. Recently Issued Not Yet Adopted Accounting Pronouncements In November 2024, the FASB issued ASU No. 2024-03, Disaggregation of Income Statement Expenses to improve the disclosures about a public business entity's expenses and address requests from investors for more detailed information about the types of expenses including purchases of inventory, employee compensation, depreciation and intangible asset amortization in commonly presented expense captions such as cost of sales, selling, general and administrative expense, and research and development. These amendments are effective for the Company for annual periods in 2027, applied prospectively, with early adoption permitted, and interim periods beginning in 2028. The Company intends to adopt the amendments in this update prospectively in 2027 for annual periods and in 2028 for interim periods. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations, as the requirements only require more detailed disclosures in the footnotes to the Company's consolidated financial statements. In March 2024, the FASB issued ASU No. 2024-02, Codification Improvements - Amendments to Remove References to the Concepts Statements to remove various references to concepts statements from the FASB Accounting Standards Codification. This guidance is to clarify guidance, simplify wording or structure of guidance, and other minor improvements. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations. In March 2024, the FASB issued ASU No. 2024-01, Compensation - Stock Compensation (Topic 718) - Scope Application of Profits Interest and Similar Awards, to clarify whether profits interest and similar awards should be accounted for in accordance with Topic 718, Compensation - Stock Compensation. The guidance applies to all business entities that issue profits interest awards as compensation to employees or nonemployees in exchange for goods or services. These amendments are effective for the Company for annual and interim periods in 2025, applied prospectively, with early adoption and retrospective application permitted. As the Company does not issue profit interest awards, the impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations. In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740) - Improvements to Income Tax Disclosures, to require enhanced income tax disclosures to provide information to assess how an entity's operations and related tax risks, tax planning, and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this update provide that a business entity disclose (1) a tabular income tax rate reconciliation, using both percentages and amounts, (2) separate disclosure of any individual reconciling items that are equal to or greater than 5% of the amount computed by multiplying the income (loss) from continuing operations before income taxes by the applicable statutory income tax rate, and disaggregation of certain items that are significant and (3) amount of income taxes paid (net of refunds received) disaggregated by federal, state and foreign jurisdictions, including separate disclosure of any individual jurisdictions greater than 5% of total income taxes paid. These amendments are effective for the Company for annual periods in 2025, applied prospectively, with early adoption and retrospective application permitted. The Company intends to adopt the amendments in this update prospectively in 2025. The impact of the adoption of the amendments in this update is not expected to be material to the Company's consolidated financial position and results of operations, since the amendments require only enhancement of existing income tax disclosures in the footnotes to the Company's consolidated financial statements. Net Income (Loss) Per Share Basic earnings per share, or EPS, is calculated by dividing net income (loss) by the weighted-average number of common shares outstanding for the period, without consideration for common stock equivalents. Diluted EPS is computed by dividing net income (loss) by the weighted-average number of common shares outstanding for the period and the weighted- average number of dilutive common stock equivalents outstanding for the period determined using the treasury-stock method. For purposes of this calculation, common stock options and restricted stock units are considered to be common stock equivalents and are only included in the calculation of diluted EPS when their effect is dilutive. In periods in which the Company has a net loss, dilutive common stock equivalents are excluded from the calculation of diluted EPS. The table below presents the computation of basic and diluted EPS:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.525%"></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 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: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:11.623%"></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:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding: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="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="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="15" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands, except per share amounts)</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="padding:2px 1pt;text-align:left;vertical-align:top">Numerator:</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="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net income (loss)</td><td colspan="3"

style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(245,198)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(73,147)</td><td style="background-color:#cceeff;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">125,040 </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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Denominator:</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="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="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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted average common shares outstanding—basic</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">83,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,719 </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">78,039 </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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Dilutive common stock equivalents</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,813 </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:top">Weighted average common shares outstanding—diluted</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,600 </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">80,719 </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">80,852 </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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Net income (loss) per share:</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="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="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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Basic</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2.93)</td><td style="background-color:#cceeff;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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.91)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.60 </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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Diluted</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(2.93)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.91)</td><td style="background-color:#ffffff;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:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #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:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">1.55 </td><td style="background-color:#ffffff;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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> For each of the years ended December 31, 2024, 2023, and 2022, the Company excluded common stock equivalents for outstanding stock-based awards, which represented potentially dilutive securities of 6.8 million for 2024, 4.9 million for 2023, and 1.8 million for 2022 from the calculation of diluted net loss per share due to their anti-dilutive nature. The table below presents the computation of basic and diluted EPS:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.525%"></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 style="width:1.0%"></td><td style="width:12.496%"></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:12.496%"></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:11.623%"></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:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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

#000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands, except per share amounts)</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:top">Numerator:</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="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Net income (loss)</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="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(245,198)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(73,147)</td><td style="background-color:#cceeff;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">125,040 </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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Denominator:</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="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="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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted average common shares outstanding—basic</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">83,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,719 </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">78,039 </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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Dilutive common stock equivalents</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,813 </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:top">Weighted average common shares outstanding—diluted</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,600 </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">80,719 </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">80,852 </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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Net income (loss) per share:</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="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="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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Basic</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2.93)</td><td style="background-color:#cceeff;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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.91)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.60 </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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Diluted</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(2.93)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.91)</td><td style="background-color:#ffffff;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:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #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:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">1.55 </td><td style="background-color:#ffffff;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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> -245198000-731470001250400008360000080719000780390000028130008360000080719000808520002.93-0.911.60-2.93-0.911.556800000490000018000000Business Combinations Terminated Silicon Motion Merger On May 5, 2022, MaxLinear entered into an Agreement and Plan of Merger, or the Merger Agreement, with Silicon Motion Technology Corporation, or Silicon Motion, an exempted company with limited liability incorporated under the laws of the Cayman Islands, pursuant to which, among other things and subject to the terms and conditions thereof, MaxLinear agreed to acquire Silicon Motion pursuant to a statutory merger, under the laws of the

Cayman Islands, of Shark Merger Sub, a wholly-owned subsidiary of MaxLinear, with and into Silicon Motion, with Silicon Motion surviving the merger as a wholly-owned subsidiary of MaxLinear. Silicon Motion is a provider of NAND flash controllers for solid state drives, or SSDs, and other solid state storage devices. On July 26, 2023, MaxLinear terminated the Merger Agreement and notified Silicon Motion that MaxLinear was relieved of its obligations to close because, among other reasons, (i) certain conditions to closing set forth in the Merger Agreement were not satisfied and were incapable of being satisfied, (ii) Silicon Motion had suffered a Material Adverse Effect that was continuing, (iii) Silicon Motion was in material breach of representations, warranties, covenants, and agreements in the Merger Agreement that gave rise to the right of the Company to terminate, and (iv) in any event, the First Extended Outside Date had passed and was not automatically extended because certain conditions in Article 6 of the Merger Agreement were not satisfied or waived as of May 5, 2023. For these same reasons, under the terms of the Merger Agreement, MaxLinear was not required to pay a break-up fee or other fee to Silicon Motion as a result of the termination of the Merger Agreement. Undefined capitalized terms in this paragraph have the same meaning as in the Merger Agreement. On August 16, 2023, Silicon Motion delivered to MaxLinear a notice, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration to seek damages from MaxLinear arising from MaxLinear's alleged breaches of the Merger Agreement. On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that MaxLinear breached the Merger Agreement. See Note 15 for more information on legal matters related to the termination of the Merger Agreement. The second amended and restated commitment letter dated October 24, 2022 with Wells Fargo Bank, N.A., or Wells Fargo Bank, and other lenders, and related financing commitments for the previously pending (now terminated) merger were also terminated upon termination of the Merger Agreement. As a result of the termination of the financing, in August 2023, the Company was required to pay to Wells Fargo Bank a ticking fee of $18.3 million, which is included in other income (expense) in the consolidated statement of operations for the year ended December 31, 2023. Acquisition of Company Y On January 17, 2023, the Company completed its acquisition of a business, or Company Y, pursuant to a Purchase and Sale Agreement, or the Purchase Agreement. The transaction consideration included $9.8 million in cash. In addition, Company Y stockholders were eligible to receive up to $2.6 million in consideration due to the acquired business satisfying certain personnel objectives by June 17, 2024.</div><div style="margin-top:9pt;text-indent:27pt">Company Y is headquartered in Bangalore, India and operates as a provider of engineering design services.</div><div style="margin-top:9pt">Acquisition Consideration</div><div style="margin-top:9pt;text-indent:27pt">The following table summarizes the fair value of purchase price consideration to acquire Company Y (in thousands):</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:76.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.009%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Description</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of purchase consideration:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Cash</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9,824 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Contingent consideration(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,600 </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 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">12,424 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____ (1) The fair value of contingent consideration is based on applying the Monte Carlo simulation method to forecast achievement under various contingent consideration events which may result in up to $2.6 million in payments due to the acquired business's satisfying certain financial and personnel objectives by June 17, 2024 under the Purchase Agreement. Key inputs in the valuation include forecasted revenue, revenue volatility and discount rate. Underlying forecast mathematics were based on Geometric Brownian Motion in a risk-neutral framework and discounted back to the applicable period in which the accumulative thresholds were achieved at discount rates commensurate with the risk and expected payout term of the contingent consideration. Purchase Price Allocation The final allocation of purchase price as of the January 17, 2023 acquisition closing date based upon an estimate of the fair value of the assets acquired and the liabilities assumed by the Company in the acquisition primarily included $2.0 million in net operating liabilities, with $11.8 million in goodwill. Assumptions in the Allocations of Purchase Price Management prepared the purchase price allocations for Company Y and in doing so considered or relied in part upon reports of a third party valuation expert to calculate the fair value of certain acquired assets, which primarily included an acquired workforce and contingent consideration. Certain stockholders that are employees of Company Y were not required to remain employed in order to receive the contingent consideration; accordingly, the fair value of the contingent consideration was accounted for as a portion of the purchase consideration. Estimates of fair value require management to make significant estimates and assumptions. The goodwill recognized is attributable primarily to the acquired workforce. Certain liabilities included in the purchase price allocations are based on management's best estimates of the amounts to be paid or settled and based on information available at the time the purchase price allocations were prepared. Goodwill recorded in connection with Company Y was $11.8 million as of December 31, 2024. The Company does not expect to deduct any of the acquired goodwill for tax purposes.</div>1830000098000002600000<div style="margin-top:9pt;text-indent:27pt">The following table summarizes the fair value of purchase price consideration to acquire Company Y (in thousands):</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:76.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.009%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Description</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of purchase consideration:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Cash</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9,824 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Contingent consideration(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,600 </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 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">12,424 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____ (1) The fair value of contingent consideration is based on applying the Monte Carlo simulation method to forecast achievement under various contingent consideration events which may result in up to $2.6 million in payments due to the acquired business's satisfying certain financial and personnel objectives by June 17, 2024 under the Purchase Agreement. Key inputs in the valuation include forecasted revenue, revenue volatility and discount rate. Underlying forecast mathematics were based on Geometric Brownian Motion in a risk-neutral framework and discounted back to the applicable period in which the accumulative thresholds were achieved at discount rates commensurate with the risk and expected payout term of the contingent consideration. 98240002600000124240002600000200000011800000118000000Restructuring Activity From time to time, the Company approves and implements restructuring plans as a result of internal resource alignment and cost saving measures. Such restructuring plans may include terminating employees, vacating certain leased facilities, and cancellation of contracts. <span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Restructuring costs during the year ended December 31, 2024 included costs pertaining to restructuring plans initiated in 2023 and 2024 as described below. In July 2024, the Company initiated a reduction of its workforce, or the 2024 Workforce Reduction. In the year ended December 31, 2024, the Company incurred $29.9 million in restructuring costs pertaining to the 2024 Workforce Reduction, which included $16.5 million in charges under contracts associated with cancelled projects and related impairment of assets, $9.1 million in severance costs and related expenses, and $4.3 million from exiting facilities. During the year ended December 31, 2023, the Company entered into restructuring plans to reduce its workforce, or the 2023 Workforce Reductions. In the year ended December 31, 2024, the Company completed notification to remaining affected employees of the 2023 Workforce Reductions, and incurred $23.5 million in restructuring costs, including $19.8 million in severance and related costs, or a cumulative total of $43.3 million pertaining to the 2023 Workforce Reductions. Substantially all of the severance and related costs incurred in the year ended December 31, 2024 related to the 2023 Workforce Reductions pertained to statutory severance benefits in the jurisdictions in which the terminated employees were employed.</div><div style="margin-top:9pt;text-indent:27pt">The Company may also incur other charges or cash expenditures not currently contemplated due to events that may occur as a result of, or associated with, the 2023 Workforce Reductions and 2024 Workforce Reduction.</div><div style="margin-top:9pt;text-indent:27pt">The following table presents the activity related to the restructuring plans, which is included in restructuring charges in the consolidated statements of operations:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.549%"></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 style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="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="18" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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">Employee separation expenses</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="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">28,920 </td><td style="background-color:#cceeff;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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17,897 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,795 </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">Lease related charges</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="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,213 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">462 </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">Other</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,246 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,847 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </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: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="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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">53,379 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">19,786 </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">2,265 </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="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The following table presents a roll-forward of the Company's restructuring liability for the years ended December 31, 2024 and 2023. The restructuring liability is included in accrued expenses and other current liabilities and other long-term liabilities in the consolidated balance sheets.<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:37.624%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.665%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.541%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.994%"></td><td style="width:0.1%"></td><td style="width:0.541%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.994%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.541%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.000%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Employee Separation Expenses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Lease Related Charges</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Other</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none">

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style="background-color:#cceeff;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%">Liability as of December 31, 2022</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">971 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">103 </td><td style="background-color:#cceeff;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">$</td><td style="background-
color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-
align:right;vertical-align:bottom">1,082
</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Restructuring charges</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,897 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1,847 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">19,786 </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"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Cash payments</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%">(11,388)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">(142)</td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">(265)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(11,795)
</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
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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%">Non-cash charges and adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(97)</td>
<td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td>
<td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(5)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(670)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(772)</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
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<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">Liability as of December 31, 2023</td><td
colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">7,383 </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="2"
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(2)</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="2" style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">920 </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="2" style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">8,301 </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"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Restructuring charges</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">28,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,213 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">17,246 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">53,379 </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 payments</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(33,221)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(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">(1,108)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(34,512)</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-cash charges and adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">976 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,731)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,702)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,457)</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">Liability as of December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,058 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,297 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,356 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,711 </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">Less: current portion as of December 31, 2024</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,058)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,297)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,667)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,022)</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 portion as of December 31, 2024</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">— </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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,689 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">4,689 </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> 29900000165000009100000430000023500000198000004330000 The following table presents the activity related to the restructuring plans, which is included in restructuring charges in the consolidated statements of operations:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.549%"></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 style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="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="18" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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">Employee separation expenses</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">28,920 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17,897 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,795 </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">Lease related charges</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="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,213 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">462 </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">Other</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,246 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,847 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </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: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="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">53,379 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">19,786 </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">2,265 </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="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
2892000017897000179500072130004200046200017246000184700080005337900019786000226500 0 The following table presents a roll-forward of the Company's restructuring liability for the years ended December 31, 2024 and 2023. The restructuring liability is included in accrued expenses and other current liabilities and other long-term liabilities in the consolidated balance sheets.<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:37.624%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.665%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.541%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.994%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.541%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.994%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.541%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.000%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Employee Separation Expenses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Lease Related Charges</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Other</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none">

<table>
<tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,847 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,786 </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 payments</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,388)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(142)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(265)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,795)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
<tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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">Non-cash charges and adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(97)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(670)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(772)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
<tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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">Liability as of December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,383 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2)</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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">920 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,301 </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">Restructuring charges</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,213 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,246 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53,379 </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 payments</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(33,221)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(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">(1,108)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(34,512)</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-cash charges and adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">976 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,731)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,702)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,457)</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">Liability as of December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,058 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,297 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,356 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,711 </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">Less: current portion as of December 31, 2024</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,058)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,297)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,667)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,022)</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 portion as of December 31, 2024</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
</table>

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 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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,689 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">4,689 </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>
9710001030008000010820001789700042000184700019786000113880001420002650001179500097000-5000-670000-7720007383000-2000920000830100028920000721300017246000533790003322100018300011080003451200097600057310006702000-1145700040580001297000103560001571100040580001297000566700011022000004689000046890000Goodwill and Intangible Assets Goodwill Goodwill arises from the acquisition method of accounting for business combinations and represents the excess of the purchase price over the fair value of the net assets and other identifiable intangible assets acquired. The fair values of net tangible assets and intangible assets acquired are based upon preliminary valuations and the Company's estimates and assumptions are subject to change within the measurement period (potentially up to one year from the acquisition date).
 The following table presents the changes in the carrying amount of goodwill for the periods indicated:<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:70.858%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.549%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.541%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.552%"></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">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">318,588 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">306,739 </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"> Acquisitions (Note 3) </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">11,849 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Ending balance</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">318,588 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">318,588 </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 Company performs an annual goodwill impairment assessment on October 31st each year, using a quantitative assessment comparing the fair value of each reporting unit, which the Company has determined to be the entity itself, with its carrying amount, including goodwill. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recorded. As a result of the Company's impairment assessment, no goodwill impairment was recognized as of October 31, 2024.
 In addition to its annual review, the Company performs a test of impairment when indicators of impairment are present. During the years ended December 31, 2024, 2023, and 2022, there were no indications of impairment of the Company's goodwill balances. Acquired Intangibles Finite-lived Intangible Assets The following table sets forth the Company's finite-lived intangible assets resulting from business acquisitions and other purchases, which are amortized over their estimated useful lives:<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:23.093%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.017%"></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:8.724%"></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:9.897%"></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:8.724%"></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:8.724%"></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:9.897%"></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:8.726%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
Average
Useful Life
(in Years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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-bottom:1pt solid #000000;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-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Licensed technology</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">6.9</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">24,661 </td><td style="background-color:#cceeff;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%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2,418)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">22,243 </td><td style="background-
color:#cceeff;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%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">20,133 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(1,431)</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
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">18,702 </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">Developed
technology</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">7.0</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">311,261 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(283,432)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">27,829 </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">311,261
</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(263,635)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">47,626 </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%">Trademarks and trade names</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-
align:top">6.2</td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">14,800 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(14,419)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:top">381 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">14,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:top">(14,276)</td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">524 </td><td style="background-color:#cceeff;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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Customer relationships</td><td colspan="3" style="background-color:#ffffff;padding:2px
1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">5.0</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">128,800 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(127,887)</td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">913 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">128,800 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">(126,347)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">2,453
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="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><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Patents</td><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">7.0</td><td colspan="3" style="background-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%">4,780 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,138)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">3,642 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">4,780 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">(455)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">4,325
</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 colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">6.1</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 #000000;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 #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%">484,302 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt
solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0
1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">
$</td><td style="background-
color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(429,294)</td><td style="background-color:#ffffff;border-bottom:3pt double
#000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid
#000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td

style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55,008 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">479,774 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(406,144) </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;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 #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">73,630 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-indent:27pt">The following table sets forth amortization expense associated with finite-lived intangible assets, which is included in the consolidated statements of operations 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:56.063%"></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 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:12.496%"></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: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:12,355%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of net revenue</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="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">20,785 </td><td style="background-color:#cceeff;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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">35,952 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">39,638 </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">Research and development</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="background-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">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </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</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,366 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,881 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,955 </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 colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">23,151 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">38,835 </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">51,597 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:9pt;text-indent:27pt">Amortization of finite-lived intangible assets in cost of net revenue in the consolidated statements of operations results primarily from acquired developed technology.</div><div style="text-align:justify;text-indent:27pt">
</div><div style="text-indent:27pt">The following table sets forth the activity related to finite-lived intangible assets:<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:69.592%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.596%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.714%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.598%"></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">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</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">73,630 </td><td style="background-color:#cceeff;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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">109,316 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Additions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,766 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,355 </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 12.25pt;text-align:left;vertical-align:bottom">Other disposals</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">(768)</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">Amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,151)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(38,835)</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 12.25pt;text-align:left;vertical-align:bottom">Impairment losses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,237)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,438)</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">Ending balance</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">55,008 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">73,630 </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 Company regularly reviews the carrying amount of its long-lived assets subject to depreciation and amortization, as well as the related useful lives, to determine whether indicators of impairment may exist that warrant adjustments to carrying values or estimated useful lives. An impairment loss is recognized when the sum of the expected future undiscounted net cash flows is less than the carrying amount of the asset. Should impairment exist, the impairment loss is measured based on the excess of the carrying amount of the asset over the asset’s fair value. During the year ended December 31, 2024, 2023, and 2022, the Company recognized impairment losses related to finite-lived intangible assets of $1.2 million, $2.4 million, and $2.8 million respectively, which was attributable to certain acquired licensed technology.</div>The following table presents future amortization of the Company’s finite-lived intangible assets at December 31, 2024:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:27.409%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">14,138 </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">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,974 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,552 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,096 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,009 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,239 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td 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">55,008 </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 style="text-indent:27pt">The following table presents the changes in the carrying amount of goodwill for the periods indicated:<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:70.858%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.549%"></td><td style="width:0.1%"></td><td style="width:0.541%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.552%"></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">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</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">318,588 </td><td style="background-color:#cceeff;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">306,739 </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"> Acquisitions (Note 3) </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">11,849 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="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"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:100%">Ending balance</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">318,588 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">318,588 </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> 31858800030673900001184900031858800031858800000000 The following table sets forth the Company's finite-lived intangible assets resulting from business acquisitions and other purchases, which are amortized over their estimated useful lives:<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:23.093%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.017%"></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:8.724%"></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:9.897%"></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:8.724%"></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:8.724%"></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:9.897%"></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:8.726%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
Average
Useful Life
(in Years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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-bottom:1pt solid #000000;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-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Licensed technology</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">6.9</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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">24,661 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2,418)</td><td style="background-color:#cceeff;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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">22,243 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">20,133 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(1,431)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">18,702 </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">Developed technology</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">7.0</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">311,261 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(283,432)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,829 </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">311,261 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(263,635)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47,626 </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">Trademarks and trade names</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:top">6.2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">14,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">(14,419)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">381 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">14,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">(14,276)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">524 </td><td style="background-color:#cceeff;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">Customer relationships</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">5.0</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128,800 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(127,887)

</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">913 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128,800 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(126,347)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,453 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Patents</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">7.0</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,780 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,138)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,642 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,780 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(455)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,325 </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 colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">6.1</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 #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">484,302 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(429,294)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55,008 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">479,774 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(406,144)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">73,630 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
P6Y10M24D246610002418000222430002013300014310001870200OP7Y31126100028343200027829000311261000263635000476260000P6Y2M12D1148000001441900003 The following table sets forth amortization expense associated with finite-lived intangible assets, which is included in the consolidated statements of operations 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:56.063%"></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 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:12.496%"></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: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:12.355%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of net revenue</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="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">20,785 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">35,952 </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">39,638 </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">Research and development</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="background-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">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">4 </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</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,366 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,881 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,955 </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 colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">23,151 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">38,835 </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">51,597 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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>2078500035952000396380000200040002366000288100011955000231510003883500051597000<div style="text-indent:27pt">The following table sets forth the activity related to finite-lived intangible assets:<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:69.592%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.596%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.714%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.598%"></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">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</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">73,630 </td><td style="background-color:#cceeff;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">109,316 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Additions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,766 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,355 </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 12.25pt;text-align:left;vertical-align:bottom">Other disposals</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">(768)</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">Amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,151)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(38,835)</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 12.25pt;text-align:left;vertical-align:bottom">Impairment losses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,237)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,438)</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">Ending balance</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">55,008 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">73,630 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>736300001093160005766000635500007680002315100038835000123700024380005500800073630000120000024000002800000The following table presents future amortization of the Company's finite-lived intangible assets at December 31, 2024:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:27.409%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">14,138 </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">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,974 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,552 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,096 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-

align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,009 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,239 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td 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">55,008 </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>1413800013974000105520005096000400900072390005500800Financial Instruments The composition of financial instruments is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.391%"><tr><td style="width:1.0%"></td><td style="width:67.250%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.353%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.542%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.355%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Liabilities</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Contingent consideration (Note 3)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td 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">2,462 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> At December 31, 2024, the Company did not hold any marketable equity investments. The Company sold its marketable investment positions in December 2023. Prior to the sale, unrealized gains and losses on such investments representing stock price fluctuations in the underlying securities held were recorded to other income (expense), net in the consolidated statement of operations. The Company evaluated securities for other-than-temporary impairment on a quarterly basis. Impairment was evaluated considering numerous factors, and their relative significance varied depending on the situation. Factors considered include the length of time and extent to which fair value was less than the cost basis, the financial condition and near-term prospects of the issuer; including changes in the financial condition of any underlying collateral of the security; any downgrades of the security by analysts or rating agencies; nonpayment of any scheduled interest, or the reduction or elimination of dividends; as well as our intent and ability to hold the security in order to allow for an anticipated recovery in fair value. The fair value of the Company's financial instruments is the amount that would be received in an asset sale or paid to transfer a liability in an orderly transaction between unaffiliated market participants and is recorded using a hierarchical disclosure framework based upon the level of subjectivity of the inputs used in measuring assets and liabilities. The levels are described below: Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data. Level 3: Unobservable inputs are used when little or no market data is available. The Company classifies its financial instruments that are categorized within Level 1 or Level 2 of the fair value hierarchy on the basis of valuations using quoted market prices or alternate pricing sources and models utilizing market observable inputs, respectively. The marketable equity investments held by the Company were valued on the basis of quoted market prices and are therefore classified as Level 1. The contingent consideration liability as of December 31, 2024 is associated with the Company's acquisition of Company Y in January 2023 (Note 3) and the contingent consideration liability as of December 31, 2023 is associated with the Company's acquisition of Company X. The contingent consideration liability is classified as a Level 3 financial instrument. The contingent consideration as it relates to Company Y is subject to the acquired business's satisfaction of certain personnel objectives by June 17, 2024. The fair value of the contingent consideration is based on (1) applying the Monte Carlo simulation method, with underlying forecast mathematics based on Geometric Brownian motion in a risk-neutral framework, to forecast achievement of the acquired business' financial objectives under various possible contingent consideration events and (2) a probability based methodology using management's inputs and assumptions to forecast achievement of the acquired business' personnel objectives which included an assumption of total payments up to $2.6 million to Company Y. Key inputs in the valuation include forecasted revenue, revenue volatility, discount rate and discount term as it relates to the financial objectives and probability of achievement, discount term and discount rate as it relates to the personnel objectives. The following summarizes the level in the fair value hierarchy for each financial instrument:<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:39.895%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13,103%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurements at December 31, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance at
December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Quoted Prices
in Active
Markets for
Identical Assets
(Level 1)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Significant
Other
Observable
Inputs
(Level 2)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Significant
Unobservable
Inputs
(Level 3)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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></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></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></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></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Liabilities</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></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:top">Contingent

consideration</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></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:39.895%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13,103%"></td><td style="width:0.1%"></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="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">Fair Value Measurements at December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance at December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Quoted Prices
in Active
Markets for
Identical Assets
(Level 1)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Significant
Other
Observable
Inputs
(Level 2)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Significant
Unobservable
Inputs
(Level 3)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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></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">

align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:12pt">Accretion of discount(1)
</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">138 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">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:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Ending balance</td><td style="background-color:#cceeff;border-bottom:3pt double #000;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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">2,600
</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">2,462
</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
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</table>____________________</div><div
style="margin-top:9pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:6.5pt;font-weight:400;line-
height:120%;position:relative;top:-3.5pt;vertical-align:baseline">(1) <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">These changes to the balance associated with the estimated fair value of contingent consideration for the year ended December 31, 2024 were
due to the addition of contingent consideration associated with the acquisition of Company Y in January 2023 and accretion of discounts on contingent consideration.
</div><div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">There were no transfers between Level 1, Level 2 or Level 3 fair value hierarchy categories of financial instruments in the years ended December 31, 2024, 2023
and 2022.</div><div style="margin-top:9pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-
weight:700;line-height:120%">Financial Instruments Not Recorded at Fair Value on a Recurring Basis</div><div style="margin-top:9pt;text-indent:27pt">Some of the Company’s financial instruments are recorded
at amounts that approximate fair value due to their liquid or short-term nature or by election on investments in privately-held entities as described below. Such financial
assets and financial liabilities include cash and cash equivalents, restricted cash, net receivables, investments in privately-held entities, certain other assets, accounts payable,
accrued price protection liability, accrued expenses, accrued compensation costs, and other current liabilities.</div><div style="margin-top:9pt;text-indent:27pt">
The Company’s long-term debt is not recorded at fair
value on a recurring basis, but is measured at fair value for disclosure purposes (Note 8). </div><div style="margin-top:9pt;text-indent:27pt">Included in other long-term assets as of December 31, 2023
were investments in privately held entity of $11.8 million which were impaired as of December 31, 2024. The Company does not have the ability to exercise significant
influence or control over such entity and had accounted for the investments as financial instruments. Given that fair values for such investments were not readily
determinable, the Company had elected to measure these investments at cost, less any impairment, </div><div style="margin-top:9pt">and adjust the carrying value to fair value if any observable
price changes for similar investments in the same entity are identified. The impairment loss of $11.8 million is included in other expense in the consolidated statement of
operations for the year ended December 31, 2024.</div><div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The composition of financial instruments is as follows:</div><div style="margin-top:9pt;text-
align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.391%"><tr><td style="width:1.0%"></td><td
style="width:67.250%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.353%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.542%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.355%"></td><td
style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="9" 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%">(in thousands)</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"
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</td></tr><tr><td colspan="3" style="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:700;line-height:100%">Liabilities</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td
colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Contingent consideration (Note 3)</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">2,600 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
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">2,462 </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"
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</div>260000024620002600000<div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The following summarizes the level in the fair value hierarchy for each financial instrument:<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:39.895%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:13.103%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
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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">Fair Value Measurements at December 31, 2024
</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance at
December 31, 2024</td><td
colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-
align:bottom">Quoted Prices
in
Active
Markets for
Identical Assets
(Level 1)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="border-bottom:1pt solid #000000;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%">Significant
Other
Observable
Inputs
(Level 2)</td><td
colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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%">Significant
Unobservable
Inputs
(Level 3)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" 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-
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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:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-

height:100%">Liabilities</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Contingent consideration</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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:39.895%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.102%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.103%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurements at December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance at December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Quoted Prices
in Active
Markets for
Identical Assets
(Level 1)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Significant
Other
Observable
Inputs
(Level 2)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Significant
Unobservable
Inputs
(Level 3)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="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><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></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></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Liabilities</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Contingent consideration</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,462 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,462 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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></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></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></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></tr></table></div>2600000002600000246200000246200<div style="margin-top:9pt;text-indent:27pt">The following summarizes the activity in Level 3 financial instruments: <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:72.730%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></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">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Contingent consideration</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</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">2,462 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,941 </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"> Acquisitions(1)(Note 3) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,200 </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">Payments</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%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,000)</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"> Accretion of discount(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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:bottom">Ending balance</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,600 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,462 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>_____ (1) These changes to the balance associated with the estimated fair value of contingent consideration for the year ended December 31, 2024 were due to the addition of contingent consideration associated with the acquisition of Company Y in January 2023 and accretion of discounts on contingent consideration. 2462000294100002200000030000001380003210002600000246200011800000118000001Balance Sheet Details Cash, cash equivalents and restricted cash 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:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></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:14.737%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash and cash equivalents</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">118,575 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">187,288 </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">Short-term restricted cash</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,003 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,051 </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">Long-term restricted cash</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total cash, cash equivalents and restricted cash</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">119,603 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">188,356 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></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> As of December 31, 2024 and December 31, 2023, cash and cash equivalents included money market funds of approximately $59.1 million and $78.1 million, respectively. As of December 31, 2024 and December 31, 2023, the Company had restricted cash of approximately $1.0 million and $1.1 million, respectively. The cash is restricted in connection with guarantees for certain import duties and office leases. </div><div style="margin-top:9pt;text-indent:27pt">Inventory consists of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.737%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Work-in-process</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">53,979 </td><td style="background-color:#cceeff;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">60,368 </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:bottom">Finished goods</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,364 </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 colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,540 </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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding: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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">90,343 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">99,908 </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><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:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></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:14.737%"></td><td style="width:0.1%"></td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="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> Inventory decreased $9.6 million from $99.9 million as of December 31, 2023 to $90.3 million as of December 31, 2024, as the Company's management lowered inventory levels due to reduced supply chain constraints and decreased customer demand for certain products.</div><div style="text-indent:27pt">
</div><div style="text-indent:27pt">Property and equipment, net 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:49.998%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.712%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.712%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.714%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Useful Life
(in Years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Furniture and fixtures</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,937 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,995 </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">Machinery and equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3-5</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,804 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76,732 </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">Masks and production equipment</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">5</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63,803 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,240 </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">Software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,178 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,427 </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">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">1-5</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,981 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,867 </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">Construction in progress</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">N/A</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">898 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">348 </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="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">195,601 </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">182,609 </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: accumulated depreciation and amortization</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(136,301)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(116,178)</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="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-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">59,300 </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">66,431 </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> Depreciation expense for the years ended December 31, 2024, 2023, and 2022 was $23.0 million, $23.8 million and $20.3 million, respectively. In March 2022, the Company entered into a note receivable with a supplier for $10.0 million. In October 2024, the terms of this note receivable were renegotiated, and the first initial repayment of $0.5 million is due by March 31, 2025, $1.5 million is due by March 31, 2026, and annual repayments of $2.0 million per year are due annually thereafter by March 31, from 2027 through 2030, provided that certain production utilization targets for the prior year are met. Previously, repayments of $2.0 million per year were due annually by March 31, in years 2024 through 2027. During the year ended December 31, 2024, a portion of the note receivable, or $0.5 million, was written off to other expense in the consolidated statement of operations. The amount written off represents the portion of the payment associated with production utilization that is anticipated to be less than target. The balance of the note receivable has been classified as a long-term asset based on expected timing of receipt of repayment. The long-term portion of the note receivable is included in other long-term assets as of December 31, 2024 and December 31, 2023, respectively.</div><div style="margin-top:9pt;text-indent:27pt">Accrued price protection liability consists of the following activity:<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:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></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:14.737%"></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">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</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">71,684 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td 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">113,274 </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">Charged as a reduction of revenue</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,070 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62,644 </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">Reversal of unclaimed rebates</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(17,736)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Payments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(44,617)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(104,234)</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">Ending balance</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">43,401 </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">71,684 </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 decrease in price protection liability from approximately $71.7 million as of December 31, 2023 to approximately $43.4 million as of December 31, 2024, was driven by payments of rebates as well as reversal of unclaimed rebates due to expiration of rebate pricing.</div><div style="margin-top:9pt;text-indent:27pt">Accrued expenses and other current liabilities 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:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></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:14.737%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Accrued technology license payments</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">4,336 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,843 </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:top">Accrued professional fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,103 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,736 </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:top">Accrued engineering and production costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,080 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,861 </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:top">Accrued restructuring</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,022 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,301 </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:top"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:100%">Accrued royalty</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">438 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">603 </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:top">Short-term lease liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,413 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,132 </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:top">Accrued customer credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,011 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,984 </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:top">Income tax liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">745 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">521 </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:top">Customer contract liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">114 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,597 </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:top">Accrued obligations to customers for price adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,954 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,837 </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:top">Accrued obligations to customers for stock rotation rights</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">252 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">349 </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:top">Contingent consideration – current portion</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,600 </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">2,462 </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:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,340 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,242 </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: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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">87,408 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">98,468 </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="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The following table summarizes the change in balances of accumulated other comprehensive income (loss) by component:<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:56.356%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.666%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:11.765%"></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:11.769%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cumulative Translation Adjustments</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Pension and Other Defined Benefit Plan Obligation</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="18" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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></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></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></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></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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at December 31, 2022</td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(5,180)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,159 </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">(1,021)</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 2px 13pt;text-align:left;vertical-align:bottom">Other comprehensive income (loss) before reclassifications, net of tax</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">121 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(206)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(85)</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">Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></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">(2,685)</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">(2,685)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="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><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13.75pt;text-align:left;vertical-align:bottom">Net current period other comprehensive income (loss)</td><td colspan="3" style="display:none"></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">121 </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="display:none"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,891</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">2,770</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="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><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at December 31, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,059)</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 colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,268 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,791)</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 2px 13pt;text-align:left;vertical-align:bottom">Other comprehensive income (loss) before reclassifications, net of tax</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,030)</td><td style="background-color:#ffffff;padding: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">(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">(3,049)</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">Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></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">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </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">Net current period other comprehensive income (loss)</td><td colspan="3" style="display:none"></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">(3,030)</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2)</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">(3,032)</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">Balance at December 31, 2024</td><td colspan="3" style="display:none"></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">(8,089)</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="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">(6,823)</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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Cash, cash equivalents and restricted cash 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:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></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:14.737%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px

1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cash and cash equivalents</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">118,575 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">187,288 </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">Short-term restricted cash</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,003 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,051 </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">Long-term restricted cash</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total cash, cash equivalents and restricted cash</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">119,603 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">188,356 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></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> Cash, cash equivalents and restricted cash 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:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></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:14.737%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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">Work-in-process</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">53,979 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">60,368 </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:bottom">Finished goods</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,364 </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 colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,540 </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="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: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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">90,343 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">99,908 </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>539790006036800036364000395400009034300099908000-960000099900000090300000 Property and equipment, net 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:49.998%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.712%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.712%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.714%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Useful Life
(in Years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Furniture and fixtures</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,937 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,995 </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">Machinery and equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-5 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,804 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76,732 </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">Masks and production equipment</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 5 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63,803 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,240 </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">Software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,178 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,427 </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">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 1-5 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,981 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,867 </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">Construction in progress</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">N/A</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">898 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">348 </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="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">195,601 </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">182,609 </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: accumulated depreciation and amortization</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(136,301)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(116,178)</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="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-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">59,300 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">66,431 </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> P5Y3937000039950000P3YP5Y8080400007673200OP5Y6380300054240000P3Y1117800011427000P1YP5Y3498100035867000898000348000195601000182609000136301000116178000 Accrued price protection liability consists of the following activity:<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:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></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:14.737%"></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">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;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%">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">71,684 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">113,274 </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">Charged as a reduction of revenue</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,070 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62,644 </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">Reversal of unclaimed rebates</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(17,736)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Payments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(44,617)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(104,234)</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">Ending balance</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">43,401 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">71,684 </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>
7168400011327400034070000626440001773600004461700010423400043401000716840007170000043400000 Accrued expenses and other current liabilities 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:66.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.735%"></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:14.737%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Accrued technology license payments</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4,336 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,843 </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:top">Accrued professional fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,103 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,736 </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:top">Accrued engineering and production costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,080 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,861 </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:top">Accrued restructuring</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,022 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,301 </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:top">Accrued royalty</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">438 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">603 </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:top">Short-term lease liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,413 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,132 </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:top">Accrued customer credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,011 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,984 </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:top">Income tax liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">745 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">521 </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:top">Customer contract liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">114 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,597 </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:top">Accrued obligations to customers for price adjustments</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,954 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,837 </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:top">Accrued obligations to customers for stock rotation rights</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">252 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">349 </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:top">Contingent consideration – current portion</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,600 </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">2,462 </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:top">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,340 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,242 </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: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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">87,408 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">98,468 </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="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
433600038430007103000373600030800002861000110220008301000438000603000941300091320001011000398400074500052100011400015970004295400054837000
style="margin-top:9pt;text-indent:27pt">The following table summarizes the change in balances of accumulated other comprehensive income (loss) by component:<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:56.356%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.666%"></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 colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:11.765%"></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:11.769%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cumulative Translation Adjustments</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Pension and Other Defined Benefit Plan Obligation</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="18" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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></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></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></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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at December 31, 2022</td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(5,180)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,159 </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">(1,021)</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 2px 13pt;text-align:left;vertical-align:bottom">Other comprehensive income (loss) before reclassifications, net of tax</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">121 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(206)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(85)</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">Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></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">(2,685)</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">(2,685)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="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><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13.75pt;text-align:left;vertical-align:bottom">Net current period other comprehensive income (loss)</td><td colspan="3" style="display:none"></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">121 </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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,891)</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">(2,770)</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="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><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at December 31, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,059)</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 colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,268 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,791)</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 2px 13pt;text-align:left;vertical-align:bottom">Other comprehensive income (loss) before reclassifications, net of tax</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,030)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(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">(3,049)</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">Reclassification adjustments of unrealized gain (loss) on pension and other defined benefit plans, net of tax</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></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">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </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">Net current period other comprehensive income (loss)</td><td colspan="3" style="display:none"></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">(3,030)</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2)</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">(3,032)</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">Balance at December 31, 2024</td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(8,089)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,266 </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">(6,823)</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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>-51800004159000-10210001210000-20600085000026850002685000121000-2891000-2770000-50590001268000-3791000-3030000-19000-30490000-17000-17000-3030000-2000-3032000-80890001266000-6823000Debt <div style="margin-top:9pt">Debt</div><div style="margin-bottom:8pt;margin-top:9pt;text-indent:27pt">The carrying amount of the Company's long-term debt 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:68.592%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.687%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.689%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Principal balance:</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="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Initial term loan under the June 23, 2021 credit agreement</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">125,000 </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 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">125,000 </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></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></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total principal balance</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125,000 </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">125,000 </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="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">Less:</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><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">   Unamortized debt discount</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(446)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(571)</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">   Unamortized debt issuance costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,558)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,054)</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">Net carrying amount of long-term debt</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">122,996 </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">122,375 </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><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">Less: current portion of long-term debt</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:0 2px 0 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="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">Long-term debt, non-current portion</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">122,996 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">122,375 </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="display:none"></td><td colspan="3" style="display:none"></td></tr></table> As of December 31, 2024 and December 31, 2023, the weighted average effective interest rate on aggregate debt was approximately 7.8% and 7.6%, respectively.
 During the years ended December 31, 2024, 2023 and 2022, the Company recognized total amortization of debt discount and debt issuance costs of $0.6 million, $0.6 million, and $1.3 million, respectively, to interest expense. The approximate aggregate fair value of the term loans outstanding as of December 31, 2024 and December 31, 2023 was $118.6 million and $114.5 million, respectively, which was estimated on the basis of inputs that are observable in the market and which is considered a Level 2 measurement method in the fair value hierarchy (Note 6). As of December 31, 2024, the outstanding principal balance of $125.0 million is due in full on June 23, 2028 upon maturity of the loan.<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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:27.409%"></td><td style="width:0.1%"></td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Initial Term Loan and Revolving Facility under the June 23, 2021 Credit Agreement On June 23, 2021, the Company entered into a Credit Agreement, or the June 23, 2021 Credit Agreement, by and among the Company, the lenders from time to time party thereto, and Wells Fargo Bank, National Association, as administrative agent and collateral agent, that provides for a senior secured term B loan facility, or the "Initial Term Loan under the June 23, 2021 Credit Agreement," in an aggregate principal amount of $350.0 million and a senior secured revolving credit facility, or the "Revolving Facility," in an aggregate principal amount of up to $100.0 million. The proceeds of the Initial Term Loan under the June 23, 2021 Credit Agreement were used (i) to repay in full all outstanding indebtedness under that certain Credit Agreement dated May 12, 2017, by and among the Company, MUFG Bank Ltd., as administrative agent and MUFG Union Bank, N.A., as collateral agent and the lenders from time to time party thereto (as amended by Amendment No. 1, dated July 31, 2020) and (ii) to pay fees and expenses incurred in connection therewith. The remaining proceeds of the Initial Term Loan under the June 23, 2021 Credit Agreement are available for general corporate purposes and the proceeds of the Revolving Facility may be used to finance the working capital needs and other general corporate purposes of the Company and its subsidiaries. As of December 31, 2024, the Revolving Facility was undrawn. Under the terminated amended and restated commitment letter with Wells Fargo Bank and other lenders entered into in connection with the previously pending (now terminated) merger with Silicon Motion (Note 3), the Company had expected to repay the remaining outstanding term loans under this agreement upon closing of the merger. The June 23, 2021 Credit Agreement permits the Company to request incremental loans in an aggregate principal amount not to exceed the sum of an amount equal to the greater of (x) $175.0 million and (y) 100% of consolidated EBITDA, plus the amount of certain voluntary prepayments, plus an unlimited amount that is subject to pro forma compliance with certain first lien net leverage ratio, secured net leverage ratio and total net leverage ratio tests. Incremental loans are subject to certain additional conditions, including obtaining additional commitments from the lenders then party to the June 23, 2021 Credit Agreement or new lenders. Under the June 23, 2021 Credit Agreement, the Initial Term Loan bears interest, at the Company's option, at a per annum rate equal to either (i) a base rate equal to the highest of (x) the federal funds rate, plus 0.50%, (y) the prime rate then in effect and (z) an adjusted Term SOFR rate determined on the basis of a one-month interest period plus 1.00%, in each case, plus an applicable margin of 1.25% or (ii) an adjusted Term SOFR rate, subject to a floor of 0.50%, plus an applicable margin of 2.25%. Loans under the Revolving Facility initially bear interest, at a per annum rate equal to either (i) a base rate (as calculated above) plus an applicable margin of 0.00%, or (ii) an adjusted Term SOFR rate (as calculated above) plus an applicable margin of 1.00%. Following delivery of financial statements for the Company's fiscal quarter ending June 30, 2021, the applicable margin for loans under the Revolving Facility will range from 0.00% to 0.75% in the case of base rate loans and 1.00% to 1.75% in the case of Term SOFR rate loans, in each case, depending on the Company's secured net leverage ratio as of the most recently ended fiscal quarter. The Company is required to pay commitment fees ranging from 0.175% to 0.25% per annum on the daily undrawn commitments under the Revolving Facility, depending on the Company's secured net leverage ratio as of the most recently ended fiscal quarter. Commencing on September 30, 2021, the Initial Term Loan under the June 23, 2021 Credit Agreement will amortize in equal quarterly installments equal to 0.25% of the original principal amount of the Initial Term Loan under the June 23, 2021 Credit Agreement, with the balance payable on the maturity date. The June 23, 2021 Credit Agreement was amended on June 29, 2023 to implement a benchmark replacement. The Company is required to make mandatory prepayments of the outstanding principal amount of term loans under the June 23, 2021 Credit Agreement with the net cash proceeds from the disposition of certain assets and the receipt of insurance proceeds upon certain casualty and condemnation events, in each case, to the extent not reinvested within a specified time period, from excess cash flow beyond stated threshold amounts, and from the incurrence of certain indebtedness. The Company has the right to prepay its term loans under the June 23, 2021 Credit Agreement, in whole or in part, at any time without premium or penalty, subject to certain limitations and a 1.0% soft call premium applicable during the first six months following the closing date of the June 23, 2021 Credit Agreement. The Initial Term Loan under the June 23, 2021 Credit Agreement will mature on June 23, 2028, at which time all outstanding principal and accrued and unpaid interest on the Initial Term Loan under the June 23, 2021 Credit Agreement must be repaid. The Revolving Facility will mature on June 23, 2026, at which time all outstanding principal and accrued and unpaid interest under the Revolving Facility must be repaid. The Company is also obligated to pay fees customary for a credit facility of this size and type. The Company's obligations under the June 23, 2021 Credit Agreement are required to be guaranteed by certain of its domestic subsidiaries meeting materiality thresholds set forth in the June 23, 2021 Credit Agreement. Such obligations, including the guaranties, are secured by substantially all of the assets of the Company and the subsidiary guarantors pursuant to a Security Agreement, dated as of June 23, 2021, by and among the Company, the subsidiary guarantors from time to time party thereto, and Wells Fargo Bank, National Association, as collateral agent.

The June 23, 2021 Credit Agreement contains customary affirmative and negative covenants, including covenants limiting the ability of the Company and its restricted subsidiaries to, among other things, incur debt, grant liens, undergo certain fundamental changes, make investments, make certain restricted payments, and sell assets, in each case, subject to limitations and exceptions set forth in the June 23, 2021 Credit Agreement. The Revolving Facility also prohibits the Company from having a secured net leverage ratio in excess of 3.50:1.00 (subject to a temporary increase to 3.75:1.00 following the consummation of certain material permitted acquisitions) as of the last day of any fiscal quarter of the Company (commencing with the fiscal quarter ending September 30, 2021) if the aggregate borrowings under the Revolving Facility exceed 1% of the aggregate commitments thereunder (subject to certain exceptions set forth in the June 23, 2021 Credit Agreement) as of such date. As of December 31, 2024, the Company was in compliance with such covenants. The June 23, 2021 Credit Agreement also contains customary events of default that include, among other things, certain payment defaults, cross defaults to other indebtedness, covenant defaults, change in control defaults, judgment defaults, and bankruptcy and insolvency defaults. If an event of default exists, the lenders may require immediate payment of all obligations under the June 23, 2021 Credit Agreement and may exercise certain other rights and remedies provided for under the June 23, 2021 Credit Agreement, the other loan documents and applicable law. The debt is carried at its principal amount, net of unamortized debt discount and issuance costs, and is not adjusted to fair value each period. The issuance date fair value of the liability component of the debt in the amount of $350.2 million was determined using a discounted cash flow analysis, in which the projected interest and principal payments were discounted back to the issuance date of the term loan at a market interest rate for nonconvertible debt of 3.4%, which represents a Level 2 fair value measurement. The debt discount of $0.9 million and debt issuance costs of $2.9 million associated with the Initial Term Loan under the June 23, 2021 Credit Agreement are being amortized to interest expense using the effective interest method over its seven-year term. Debt issuance costs of $0.4 million associated with the Revolving Facility are being amortized to interest expense over its five-year term.</div><div style="margin-bottom:8pt;margin-top:9pt;text-indent:27pt">The carrying amount of the Company's long-term debt 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:68.592%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.687%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.689%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;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></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Principal balance:</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="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Initial term loan under the June 23, 2021 credit agreement</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">125,000 </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 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">125,000 </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" 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style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less:</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><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"> Unamortized debt discount</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(446)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(571)</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"> Unamortized debt issuance costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,558)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,054)</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">Net carrying amount of long-term debt</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">122,996 </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">122,375 </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><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">Less: current portion of long-term debt</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="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">Long-term debt, non-current portion</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">122,996 </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">122,375 </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="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 1250000001250000001250000001250000004460005710001558000205400012299600012237500000122996000122375000000.0780.07660000060000001300000118600000

Based Compensation Common Stock Each share of common stock is entitled to one vote per share and holders of the common stock vote as a single class of stock on any matter that is submitted to a vote of stockholders. Employee Stock-Based Compensation Plans At December 31, 2024, the Company had stock-based compensation awards outstanding under the following plans: the 2010 Equity Incentive Plan, as amended, or 2010 Plan, the 2010 Employee Stock Purchase Plan, or ESPP and the 2024 Inducement Equity Incentive Plan, or the Inducement Plan. 2010 Equity Incentive Plan The 2010 Plan, as amended, provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights,

performance-based stock awards, and other forms of equity compensation, or collectively, stock awards. The number of shares of common stock reserved for issuance will automatically increase on the first day of each fiscal year, equal to the lesser of: 2,583,311 shares of the Company's common stock; four percent (4%) of the outstanding shares of the Company's common stock on the last day of the immediately preceding fiscal year; or such lesser amount as the Company's board of directors may determine. Options granted will generally vest over a period of four years and the term can be from seven to ten years. The plan expires in August 2026, unless terminated earlier by action of the board of directors. Awards granted under the 2010 Plan, as amended, are subject to a compensation recovery policy adopted by the Company on August 9, 2023, or the Policy, that applies to certain incentive-based compensation that is received on or after October 2, 2023. The Policy requires the Company to recover certain excess incentive-based compensation from current and former executive officers if the Company is required to prepare an accounting restatement due to a material noncompliance of the Company with any financial reporting requirement under the securities laws or as otherwise described in the Policy and paid during the three completed fiscal years immediately preceding the trigger date, as defined in the Policy. Recoverable compensation is defined in the Policy but generally includes any incentive-based compensation that was granted, earned or vested based wholly or in part upon attainment of any financial reporting measure, to the extent the amount actually received exceeds the amount that would have been received if the incentive-based compensation had been determined based on the restated financial statements. To date, there has been no recovery or repayment of compensation from executive officers pursuant to the Policy, or any prior compensation recovery policy of the Company which it replaced, including the executive compensation clawback policy adopted by the Company on December 13, 2018, which applies to compensation that was received prior to October 2, 2023. As of December 31, 2024, the number of shares of common stock available for future issuance under the 2010 Plan was 15,282,897 shares. 2010 Employee Stock Purchase Plan The ESPP authorizes the issuance of shares of the Company's common stock pursuant to purchase rights granted to the Company's employees. The number of shares of the Company's common stock reserved for issuance will automatically increase on the first day of each fiscal year, equal to the least of: 968,741 shares of the Company's common stock; one and a quarter percent (1.25%) of the outstanding shares of the Company's common stock on the first day of the fiscal year; or such lesser amount as may be determined by the Company's board of directors or a committee appointed by the Company's board of directors to administer the ESPP. The ESPP is implemented through a series of offerings of purchase rights to eligible employees. Under the ESPP, the Company may specify offerings with a duration of not more than 27 months, and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which shares of the Company's common stock will be purchased for employees participating in the offering. An offering may be terminated under certain circumstances. Generally, all eligible employees, including executive officers, employed by the Company may participate in the ESPP and may contribute up to 15% of their earnings for the purchase of the Company's common stock under the ESPP. Unless otherwise determined by the Company's board of directors, common stock will be purchased for accounts of employees participating in the ESPP at a price per share equal to the lower of (a) 85% of the fair market value of a share of the Company's common stock on the first date of an offering or (b) 85% of the fair market value of a share of the Company's common stock on the date of purchase. As of December 31, 2024, the number of shares of common stock available for future issuance under the ESPP was 6,334,688 shares. 2024 Inducement Equity Incentive Plan On May 22, 2024, the Board of Directors adopted the Inducement Plan pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules, and, subject to the adjustment provisions of the Inducement Plan, reserved 4,000,000 shares of the Company's common stock for issuance under equity awards granted under the Inducement Plan. The Inducement Plan provides for the grant of equity-based awards, including non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares, and its terms are substantially similar to the 2010 Plan, including with respect to treatment of equity awards in the event of a merger or "change in control" as defined under the Inducement Plan, but with such other terms and conditions intended to comply with the Nasdaq inducement award exception. Awards under the Inducement Plan may only be made to individuals not previously employees or non-employee directors of the Company as an inducement material to the individuals' entry into employment with the Company. As of December 31, 2024, the number of shares of common stock available for future issuance under the Inducement Plan was 4,000,000 shares. Employee Incentive Bonus The Company's Executive Incentive Bonus Plan permits the settlement of awards under the plan in any combination of cash or shares of its common stock. The Company settles a majority of bonus awards for its employees, including executives, in shares of common stock under the 2010 Equity Incentive Plan. When bonus awards are settled in common stock issued under the 2010 Equity Incentive Plan, the number of shares issuable to plan participants is determined based on the closing price of the Company's common stock as determined in trading on the applicable stock exchange on a date approved by the Board of Directors. In connection with the Company's bonus programs, in February 2024 and February 2023, the Company issued 0.4 million and 0.9 million freely-tradable (subject to certain restrictions for affiliates) shares, respectively, of the Company's common stock in settlement of bonus awards to employees, including executives, for the 2024 and 2023 performance periods. At December 31, 2024, the Company has an accrual of $4.9 million for bonus awards for employees for achievement in the 2024 performance period, which the Company intends to settle primarily in shares of its common stock, unless otherwise required to be settled in cash due to local laws or agreements. The Company's compensation committee retains discretion to effect payment in cash, stock, or a combination of cash and stock.</div><div style="margin-top:9pt">Stock-Based Compensation</div><div style="margin-top:9pt;text-indent:27pt">The Company recognizes stock-based compensation in the consolidated statements of operations, based on the department to which the related employee reports, 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:59.280%"></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 style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of net revenue</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">621 </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 style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">763 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">734 </td><td style="background-color:#ceeeff;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:top">Research and development</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">38,814 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,189 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,635 </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:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:top">Selling, general and administrative</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,586 </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">10,224 </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">40,335 </td><td style="background-color:#ceeeff;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><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:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td 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">66,021 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">55,176 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">81,704 </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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The total unrecognized compensation cost related to unvested restricted stock units as of December 31, 2024 was $139.2 million, and the weighted average period over which these equity awards are expected to vest is 2.58 years. The total unrecognized compensation cost related to unvested performance-based restricted stock units as of December 31, 2024 was $1.7 million and the weighted average period over which these equity awards are expected to vest is 1.16 years. Actual levels of future performance for the unvested periods may differ from current estimates. The total unrecognized compensation cost related to unvested stock options as of December 31, 2024 was $26.6 million, and the weighted average period over which these equity awards are expected to vest is 3.14 years.</div><div style="margin-top:9pt">Restricted Stock Units</div><div style="margin-top:9pt;text-indent:27pt">A summary of the Company's restricted stock unit activity for all equity plans is as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.241%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.522%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.242%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares
(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant-Date Fair Value per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,632 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">36.72 </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"> Granted1 </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,075 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.36 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"> Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,552)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29.47 </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"> Canceled2 </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,236)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36.56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,919 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">24.99 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Includes approximately 341 thousand shares granted under the Inducement Plan at a weighted-average grant-date fair value per share of $14.30. (2) Includes approximately 56 thousand shares canceled under the Inducement Plan at a weighted-average grant-date fair value per share of $13.47.</div><div style="margin-top:9pt">Performance-Based Restricted Stock Units</div><div style="margin-top:9pt;text-indent:27pt">Performance-based restricted stock units are eligible to vest at the end of each year-long performance period, as defined in the underlying agreement, in a three-year performance period based on the Company's annual growth rate in net sales and non-GAAP diluted earnings per share (subject to certain adjustments) over baseline results relative to the growth rates for a peer group of companies for the same metrics and periods. </div><div style="margin-top:9pt;text-indent:27pt">For the performance-based restricted stock units granted to date, 60% of each performance-based award is subject to the net sales metric for the performance period and 40% is subject to the non-GAAP diluted earnings per share metric for the performance period. The maximum percentage for a particular metric is 250% of the target number of units subject to the award related to that metric, however, vesting of the performance stock units is capped at 30% and 100%, respectively, of the target number of units subject to the award in years one and two, respectively, of the three-year performance period.</div><div style="margin-top:9pt;text-indent:27pt">As of December 31, 2024, achievement to date under the performance metrics specified in the respective award agreements are based on its expected revenue and non-GAAP diluted EPS results over the performance periods and calculated growth rates relative to its peers' expected results based on data available, as defined in the respective award agreements. To the </div><div style="margin-top:9pt">extent any prior achievement levels are no longer probable, any compensation expense recorded is adjusted to the revised achievement levels.</div><div style="margin-bottom:5pt;margin-top:9pt;text-indent:27pt">A summary of the Company's performance-based restricted stock unit activity is 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:63.373%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.297%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.300%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares
(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant-Date Fair Value per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,653 </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">34.38 </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"> Granted(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,634 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">

</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17.87 </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="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"> Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(58)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24.43 </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"> Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(709)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40.47 </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">Outstanding at December 31, 2024</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">3,520 </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">25.66 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____ (1) Number of shares granted is based on the maximum percentage achievable in the performance-based restricted stock unit award. Employee Stock Purchase Rights and Stock Options Employee Stock Purchase Rights During the year ended December 31, 2024, there were 292,614 shares of common stock purchased under the ESPP at a weighted average price of $14.02. During the year ended December 31, 2023, there were 231,794 shares of common stock purchased under the ESPP at a weighted average price of $18.89. The fair values of employee stock purchase rights were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:<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:53.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.524%"></td><td style="width:0.1%"></td><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:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted-average grant date fair value per share</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> $5.78 - 6.00 </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:left;vertical-align:bottom"> $6.35 - 11.97 </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:left;vertical-align:bottom"> $11.97 - 14.25 </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.44 - 5.4% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.54 - 5.41% </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"> 1.54% - 4.54% </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Dividend yield</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected life (in years)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.50</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">0.50</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">0.50</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Volatility</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 49.76 - 95.74% </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"> 59.78 - 70.46% </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"> 59.78 - 69.74% </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 risk-free interest rate assumption was based on rates for United States (U.S.) Treasury zero-coupon bonds with maturities similar to those of the expected term of the award being valued. The assumed dividend yield was based on the Company's expectation of not paying dividends in the foreseeable future. The expected term is the duration of the offering period for each grant date. In addition, the estimated volatility incorporates the historical volatility over the expected term based on the Company's daily closing stock prices. Stock Options A summary of the Company's stock options activity is 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:45.829%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options
(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="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="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Contractual Term (in years)</td><td colspan="3" style="padding:0 1pt">

</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value (in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">375 </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">17.29 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="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:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,694 </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 colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19.45 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(39)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.68 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(65)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.79 </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="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:bottom">Outstanding at December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,965 </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;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">19.35 </td><td style="background-color:#cceeff;padding: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">8.2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,138 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested and expected to vest at December 31, 2024</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,775 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">19.34 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">8.10</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,017 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercisable at December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">341 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">18.41 </td><td style="background-color:#cceeff;padding: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">0.60</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">469 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The fair values of stock options were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:<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 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 style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Year Ended December 31, </td></tr><tr><td colspan="3" style="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="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023(1)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted-average grant date fair value per share</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 10.84 - 11.24 </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">N/A</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="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.33 </td><td style="background-color:#ffffff;padding: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">N/A</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Dividend yield</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="background-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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">N/A</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected life (in years)</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="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">6.50</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">N/A</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Volatility</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57.50 </td><td style="background-color:#cceeff;padding: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">N/A</td></tr></table>_____ (1) No options were granted during the year ended December 31, 2023. The risk-free interest rate assumption was based on the United States Treasury's rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the award being valued. The assumed dividend yield was based on the Company's expectation of not paying dividends in the foreseeable future. The expected term of the options was calculated using the simplified method as prescribed by guidance provided by the SEC. This decision was based on the lack of historical data due to the Company's limited number of stock option exercises under the 2010 Equity Incentive Plan. Estimated volatility incorporates historical volatility of the Company over the expected term based on the Company's daily closing stock prices. The intrinsic value of stock options exercised during 2024, 2023, and 2022 was $0.5 million, $0.2 million, and $0.9 million, respectively. Cash received from exercise of stock options was $0, $0.2 million and $0.3 million during the years ended December 31, 2024, 2023, and 2022, respectively. The tax benefit from stock options exercised was $0, $0.4 million and $1.2 million during the years ended December 31, 2024, 2023, and 2022, respectively.
125833110.04P4YP10Y152828979687410.0125P27M0.150.850.85633468840000004000000400000900000490000 The Company recognizes stock-based compensation in the consolidated statements of operations, based on the department to which the related employee reports, 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:59.280%"></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 style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding: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="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of net revenue</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">621 </td><td style="background-color:#cceeff;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%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">763 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">734 </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:top">Research and development</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">38,814 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,189 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,635 </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:top">Selling, general and administrative</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">26,586 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,224 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,335 </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><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></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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

height:100%">Number of Shares
(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant-Date Fair Value per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,632 </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">36.72 </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"><div style="padding-left:11.25pt"> Granted1</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,075 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.36 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"> Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,552)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29.47 </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"><div style="padding-left:11.25pt"> Canceled2</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,236)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36.56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,919 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">24.99 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Includes approximately 341 thousand shares granted under the Inducement Plan at a weighted-average grant-date fair value per share of $14.30. (2) Includes approximately 56 thousand shares canceled under the Inducement Plan at a weighted-average grant-date fair value per share of $13.47.</div>563200036.72607500018.36255200029.47123600036.56791900024.9934100014.305600013.47P3Y0.600.402.500.301P3Y<div style="margin-bottom:5pt;margin-top:9pt;text-indent:27pt">A summary of the Company's performance-based restricted stock unit activity is as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.373%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.297%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.300%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares
(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant-Date Fair Value per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,653 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">34.38 </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"> Granted(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,634 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17.87 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"> Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(58)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24.43 </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"> Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(709)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40.47 </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">Outstanding at December 31, 2024</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">3,520 </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">25.66 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____ (1) Number of shares granted is based on the maximum percentage achievable in the performance-based restricted stock unit award. 265300034.38163400017.875800024.4370900040.47352000025.6629261414.0223179418.89 The fair values of employee stock purchase rights were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:<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:53.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.524%"></td><td style="width:0.1%"></td><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:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt

solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted-average grant date fair value per share</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> $5.78 - 6.00 </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:left;vertical-align:bottom"> $6.35 - 11.97 </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:left;vertical-align:bottom"> $11.97 - 14.25 </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.44 - 5.4% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.54 - 5.41% </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"> 1.54% - 4.54% </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Dividend yield</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected life (in years)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.50</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">0.50</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">0.50</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Volatility</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 49.76 - 95.74% </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"> 59.78 - 70.46% </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"> 59.78 - 69.74% </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
5,786,006,3511,9711,9714,250,04440,0540,04540,05410,01540,0454000P0Y6MP0Y6MP0Y6M0.49760,95740,59780,70460,59780,6974 A summary of the Company's stock options activity is 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:45.829%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options
(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="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="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Contractual Term (in years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value (in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">375 </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">17.29 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="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:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,694 </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 colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19.45 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(39)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.68 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="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 19pt;text-align:left;vertical-align:bottom">Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(65)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.79 </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="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:bottom">Outstanding at December 31, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,965 </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;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19.35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">8.2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,138 </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">Vested and expected to vest at December 31, 2024</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,775 </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;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">19.34 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">8.10</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,017 </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">Exercisable at December 31, 2024</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">341 </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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">18.41 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.60</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">469 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
37500017.29269400019.45390007.686500018.79296500019.35P8Y2M12D21380002775000019.34P8Y1M6D20170003410001 8.41P0Y7M6D469000 The fair values of stock options were estimated using the Black-Scholes option pricing model at their respective grant date using the following assumptions:<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 colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Year Ended December 31, </td></tr><tr><td colspan="3" style="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="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023(1)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted-average grant date fair value per share</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 10.84 - 11.24 </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">N/A</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="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.33 </td><td style="background-color:#ffffff;padding: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">N/A</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Dividend yield</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">N/A</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected life (in years)</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="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">6.50</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">N/A</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Volatility</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57.50 </td><td style="background-color:#cceeff;padding: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">N/A</td></tr></table>_____ (1) No options were granted during the year ended December 31, 2023. 10.8411,240.04330P6Y6M0.57505000002000009000000200000300000040000012000001ncome Taxes The domestic and international components of income (loss) before income taxes are presented 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:61.803%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.776%"></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:10.776%"></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:10.779%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Domestic</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(74,358)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(85,032)</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 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">19,228 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(164,359)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,222 </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">154,970 </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">Income (loss) before income taxes</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(238,717)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">(63,810)</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">174,198 </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-top:9pt;text-indent:27pt">The income tax provision consists 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:61.803%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.776%"></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:10.776%"></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:10.779%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Current:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">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">893 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,827 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">12,002 </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 30.25pt;text-align:left;vertical-align:bottom">State</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">65 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">237 </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 30.25pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,739 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,896 </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">13,432 </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 current</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,648 </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">13,788 </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">25,671 </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:bottom">Deferred:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Federal</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,781)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(371)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,317 </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 30.25pt;text-align:left;vertical-align:bottom">State</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,536)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,942)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,686)</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 30.25pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,889)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,910)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,490)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"

style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Change in valuation allowance</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,039 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,772 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,654)</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 deferred</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">833 </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">(4,451)</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">23,487 </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:bottom">Total income tax provision</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,481 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">9,337 </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><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">49,158 </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-top:9pt;text-indent:27pt">The actual income tax provision differs from the amount computed using the federal statutory rate 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:61.803%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.776%"></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:10.776%"></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:10.779%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Provision (benefit) at statutory rate</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">(50,135)</td><td style="background-color:#cceeff;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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(13,288)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">36,582 </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">State income taxes (net of federal benefit)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">187 </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">Research and development credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,720)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,066)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,146)</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">Foreign rate differential</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,939 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(375)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21,629)</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">Stock compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,855 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,213 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,186 </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">Foreign income inclusion</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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">27,678 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,971 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"

style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Provision to return</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">381 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,741)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,236 </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">Uncertain tax positions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,272 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,551 </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">Permanent and other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">812 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(377)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,101 </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">Foreign unremitted earnings</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(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">(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">(490)</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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">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">5 </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">Foreign tax credits</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><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,224 </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">Attribute expirations</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">34 </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">Valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,039 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,772 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,654)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total income tax provision</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,481 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">9,337 </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 #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">49,158 </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><div style="margin-top:9pt;text-indent:27pt">The components of the deferred income tax assets 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:70.976%"></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:12.498%"></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">December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax assets:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Net operating loss carryforwards</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">39,258 </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 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">29,860 </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 30.25pt;text-align:left;vertical-align:bottom">Research and development credits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,659 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">78,246 </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 30.25pt;text-align:left;vertical-align:bottom">Foreign tax credit carryforwards</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,578 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71 </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 30.25pt;text-align:left;vertical-align:bottom">Accrued expenses and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,727 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,106 </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 30.25pt;text-align:left;vertical-align:bottom">Lease obligation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,446 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,942 </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 30.25pt;text-align:left;vertical-align:bottom">Accrued compensation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,991 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,447 </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 30.25pt;text-align:left;vertical-align:bottom">Stock-based compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,923 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,203 </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 30.25pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,698 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,967 </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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">171,280 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">147,842 </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 2px 30.25pt;text-align:left;vertical-align:bottom">Less valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(100,131)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(74,292)</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-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,149 </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">73,550 </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">Deferred tax liabilities:</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 30.25pt;text-align:left;vertical-align:bottom">Fixed assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(497)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(966)</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 30.25pt;text-align:left;vertical-align:bottom">Leased right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,749)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,839)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Pension liability</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(355)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(371)</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">Net deferred tax assets</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">68,548 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">69,374 </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> At December 31, 2024, the Company had federal, state and foreign tax net operating loss carryforwards of approximately $99.2 million, $78.1 million and $248.2 million, respectively. The federal and state tax loss carryforwards will begin to expire in 2028 and 2030, and foreign tax loss will not expire, unless previously utilized. At December 31, 2024, the Company had federal, state and foreign tax credit carryforwards of approximately $34.0 million, $111.1 million and $3.7 million, respectively. The federal, state and foreign tax credit carryforwards will begin to expire in 2025, 2030 and 2029, respectively, unless previously utilized. The Company also has foreign incentive deductions of approximately $10.0 million that do not expire. The Company utilizes the asset and liability method of accounting for income taxes, under which deferred taxes are determined based on temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the temporary differences reverse. The Company records a valuation allowance to reduce its deferred taxes to the amount it believes is more likely than not to be realized. In making such determination, the Company considers all available positive and negative evidence quarterly, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent financial performance. Forming a conclusion that a valuation allowance is not required is difficult when there is negative evidence such as cumulative losses in recent years. Based upon the Company's review of all positive and negative evidence, the Company continues to have a valuation allowance on its

*state deferred tax assets, certain of its federal deferred tax assets, and certain foreign deferred tax assets in jurisdictions where the Company has cumulative losses or otherwise is not expected to utilize certain tax attributes. The Company does not incur expense or benefit in certain tax-free jurisdictions in which it operates. The Company recorded an income tax provision of $6.5 million in the year ended December 31, 2024, an income tax provision of $9.3 million in the year ended December 31, 2023, and an income tax provision of $49.2 million in the year ended December 31, 2022. The difference between the Company's effective tax rate and the 21.0% United States federal statutory rate for the year ended December 31, 2024 primarily related to the mix of pre-tax income among jurisdictions, permanent tax items including tax credits, stock based compensation, tax deficiencies related to stock-based compensation, release of uncertain tax positions under ASC 740-10 and the recognition of a valuation allowance on the Singapore deferred tax assets. The difference between our effective tax rate and the 21.0% U.S. federal statutory rate for the year ended December 31, 2023 primarily related to the mix of pre-tax income among jurisdictions, permanent tax items including a tax on global intangible low-taxed income, stock based compensation, excess tax benefits related to stock-based compensation, release of uncertain tax positions under ASC 740-10, and release of the valuation allowance on certain federal research and development credits. The permanent tax item related to global intangible low-taxed income, or GILTI, also reflects the then recent legislative changes requiring the capitalization of research and experimentation costs, as well as limitations on the creditability of certain foreign income taxes. The difference between our effective tax rate and the 21.0% U.S. federal statutory rate for the year ended year ended December 31, 2022 resulted primarily from a tax on GILTI, and non-deductible foreign stock-based compensation, offset by a benefit related to research and development tax credits, foreign earnings taxed at rates other than the federal statutory rate and the effect of a release of valuation allowance against certain Singapore deferred tax assets pertaining to usage of net operating losses. Income tax positions must meet a more-likely-than-not threshold to be recognized. Income tax positions that previously failed to meet the more-likely-than-not threshold are 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 threshold are de-recognized in the first financial reporting period in which that threshold is no longer met. The Company records potential penalties and interest accrued related to unrecognized tax benefits within the consolidated statements of operations as income tax expense. At December 31, 2024, the Company's unrecognized tax benefits totaled $68.9 million, $58.7 million of which, if recognized at a time when the valuation allowance no longer exists, would affect the effective tax rate. The unrecognized tax benefits are not expected to materially change in next 12 months. At December 31, 2024, the Company had accrued approximately $0.1 million of interest and penalties. The total amounts of interest and penalties recognized for the years ended December 31, 2024, 2023 and 2022 were not material.</div><div style="margin-top:9pt;text-indent:27pt">
</div><div style="margin-top:9pt;text-indent:27pt">The following table summarizes the changes to the unrecognized tax benefits during 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:80.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.387%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of December 31, 2021</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">65,684 </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">Additions based on tax positions related to the current year</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,431 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Decreases based on tax positions of prior year</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,981)</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 as of December 31, 2022</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67,134 </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">Additions based on tax positions related to the current year</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,032 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Decreases based on tax positions of prior year</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,528)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68,638 </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">Additions based on tax positions related to the current year</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,277 </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">Decreases based on tax positions of prior year</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,032)</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 as of December 31, 2024</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">68,883 </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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The Company is subject to federal and state income tax in the United States and is also subject to income tax in certain other foreign tax jurisdictions. At December 31, 2024, the statutes of limitations for the assessment of federal, state, and foreign income taxes are closed for the years before 2021, 2020, and 2017, respectively. The Company's subsidiary in Singapore operates under certain tax incentives in Singapore, which are generally effective through March 2027, and are conditional upon meeting certain employment and investment thresholds in Singapore. Under the incentives, qualifying income derived from certain sales of the Company's integrated circuits is taxed at a concessionary rate over the incentive period, and there are reduced Singapore withholding taxes on certain intercompany royalties during the incentive period. The Company recorded a tax benefit in the years ended December 31, 2024, 2023 and 2022 at the incentive rate. The domestic and international components of income (loss) before income taxes are presented 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:61.803%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.776%"></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:10.776%"></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:10.779%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Domestic</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%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(74,358)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(85,032)</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 style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19,228 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(164,359)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,222 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">154,970 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Income (loss) before income taxes</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">(238,717)</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><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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(63,810)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">174,198 </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> -74358000-8503200019228000-164359000212220001549700000-238717000-638100001741980000 The income tax provision consists 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:61.803%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.776%"></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:10.776%"></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:10.779%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Current:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Federal</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">893 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,827 </td><td style="background-color:#cceeff;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">12,002 </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 30.25pt;text-align:left;vertical-align:bottom">State</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">65 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">237 </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 30.25pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,739 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,896 </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">13,432 </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 current</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,648 </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">13,788 </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">25,671 </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:bottom">Deferred:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Federal</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,781)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(371)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,317 </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 30.25pt;text-align:left;vertical-align:bottom">State</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,536)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,942)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"

style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,686)</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 30.25pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,889)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,910)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,490)</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><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Change in valuation allowance</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,039 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,772 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,654)</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 deferred</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">833 </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">(4,451)</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">23,487 </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:bottom">Total income tax provision</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,481 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">9,337 </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><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">49,158 </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>893000382700012002000160006500023700047390009896000134320005648000137880002567100010078100-37100032317000-3536000-4942000-3686000-10889000-6910000-3490000-26039000-77720001654000833000-44510002348700064810009337000491580000<div style="margin-top:9pt;text-indent:27pt">The actual income tax provision differs from the amount computed using the federal statutory rate 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:61.803%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.776%"></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:10.776%"></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:10.779%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Provision (benefit) at statutory rate</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">(50,135)</td><td style="background-color:#cceeff;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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(13,288)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">36,582 </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">State income taxes (net of federal benefit)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">187 </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">Research and development credits</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,720)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,066)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,146)</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">Foreign rate differential</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,939 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(375)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21,629)</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">Stock compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,855 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,213 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,186 </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">Foreign income inclusion</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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">27,678 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,971 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Provision to return</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">381 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,741)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,236 </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">Uncertain tax positions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,272 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,551 </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">Permanent and other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">812 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(377)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,101 </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">Foreign unremitted earnings</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(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">(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">(490)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">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">5 </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">Foreign tax credits</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><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,224 </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">Attribute expirations</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">34 </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">Valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,039 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,772 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,654)</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><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total income tax provision</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,481 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,337 </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 #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">49,158 </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> -50135000-1328800036582000100007000187000772000010066000101460002893900037500021629000785500022130006186000558000276780002797100038100047410006236000300000127200025510008120003770001101000558000758000490000005000002224000003400026039000777200016540006481000933700049158000 The components of the deferred income tax assets 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:70.976%"></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:12.498%"></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">December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-

align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax assets:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Net operating loss carryforwards</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">39,258 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">29,860 </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 30.25pt;text-align:left;vertical-align:bottom">Research and development credits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,659 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">78,246 </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 30.25pt;text-align:left;vertical-align:bottom">Foreign tax credit carryforwards</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,578 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71 </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 30.25pt;text-align:left;vertical-align:bottom">Accrued expenses and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,727 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,106 </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 30.25pt;text-align:left;vertical-align:bottom">Lease obligation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,446 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,942 </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 30.25pt;text-align:left;vertical-align:bottom">Accrued compensation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,991 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,447 </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 30.25pt;text-align:left;vertical-align:bottom">Stock-based compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,923 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,203 </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 30.25pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,698 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,967 </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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">171,280 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">147,842 </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 2px 30.25pt;text-align:left;vertical-align:bottom">Less valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(100,131)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(74,292)</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-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,149 </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">73,550 </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">Deferred tax liabilities:</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 30.25pt;text-align:left;vertical-align:bottom">Fixed assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(497)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(966)</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 30.25pt;text-align:left;vertical-align:bottom">Leased right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,749)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,839)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 30.25pt;text-align:left;vertical-align:bottom">Pension liability</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(355)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(371)</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">Net deferred tax assets</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">68,548 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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"><span style="color:#000000;font-family:'Times New

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Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">69,374 </span></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>392580002986000085659000782460001578000710001772700013106000244600029420002991000344700011923000112030009698000896700017128000014784200016
style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The
following table summarizes the changes to the unrecognized tax benefits during 2024, 2023 and 2022:</span><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:80.413%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:17.387%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">(in thousands)</span></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
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style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
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style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
</tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;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%">Balance as of December 31, 2021</span></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%">$</span></td><td
style="background-color:#cceeff;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%">65,684 </span></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"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Additions based on tax positions related to the current
year</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3,431 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Decreases based on tax positions of prior year</span></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(1,981)
</span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Balance as of December 31, 2022</span></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">67,134 </span>
</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Additions based on tax positions related to the current year</span></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%">3,032 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="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%">Decreases based on
tax positions of prior year</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(1,528)</span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Balance as of
December 31, 2023</span></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">68,638 </span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Additions based on tax positions related to the current year</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,277 </span>
</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Decreases based on tax positions of prior year</span></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%">(2,032)</span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Balance as
of December 31, 2024</span></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%">$</span></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"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">68,883 </span></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><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
</tr></table></div>656840003431000198100067134000303200015280006863800022770002032000688830000Concentration of Credit Risk, Significant Customers and
Geographic Information<div style="margin-top:9pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-
weight:700;line-height:120%">Concentration of Credit Risk</span></div><div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Financial instruments, which potentially subject the Company to concentrations of credit risk, consist
primarily of cash and cash equivalents and accounts receivable. Collateral is generally not required for customer receivables. The Company limits its exposure to credit loss by
placing its cash with high credit quality financial institutions. At times, such deposits may be in excess of insured limits. The Company has not experienced any losses on its
deposits of cash and cash equivalents.</span></div><div style="margin-top:9pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
style:italic;font-weight:700;line-height:120%">Significant Customers</span></div><div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company markets its products and services to manufacturers of a wide range of
electronic devices (Note 1). The Company sells its products both directly to end-customers and through third-party distributors, both of which are referred to as the
Company’s customers (Note 12). Revenue is also generated from sales of intellectual property, and the recipients of such intellectual property are also referred to as the
Company’s customers. The Company makes periodic evaluations of the credit worthiness of its customers.</span></div><div style="margin-top:9pt;text-indent:27pt"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Customers comprising 10% or greater of net revenues for
each of the periods presented are as follows:</span><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:60.157%"></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><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:0.530%"></td><td style="width:0.1%"></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:0.530%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></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:0
1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-
align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Year Ended December 31,</span>
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="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="border-top:1pt solid #000;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%">2024</span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">2023</span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">2022</span></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:top"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Percentage of total net revenue</span></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="border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="padding:0 1pt"></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="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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Customer A</span></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="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%">12 </span></td><td style="background-
color:#cceeff;padding:2px 1pt 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%">%</span></td><td colspan="3" style="background-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%">10 </span></td><td style="background-color:#cceeff;padding:2px 1pt 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%">%</span></td><td colspan="3" style="background-
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%">10 </span></td><td style="background-
color:#cceeff;padding:2px 1pt 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%">%</span></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"><span
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style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Customer B</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="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">*</td><td 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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">21 </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="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>
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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><div style="margin-
top:9pt;padding-left:18pt;text-indent:-18pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">*   Represents less than 10% of the net revenues for the period presented.</div><div style="margin-top:9pt;text-indent:27pt">

</div><div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">The following table presents balances that are 10% or greater of accounts receivable, based on the Company’s billings to its customers.<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:68.929%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0
1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">December 31,</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:0 1pt"></td><td colspan="3" style="border-
top:1pt solid #000;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%">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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">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><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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Percentage of gross accounts receivable</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="padding:0 1pt"></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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer C</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%">16 </td><td style="background-color:#cceeff;padding: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">*</td><td colspan="3" style="display:none"></td>
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</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">Customer D</td><td colspan="3"
style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">33 </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><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">Customer E</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%">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
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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"
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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><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:120%">___________________________</div><div style="margin-top:9pt;padding-left:18pt;text-indent:-18pt">*   Represents less than 10% of the gross accounts
receivable as of the respective period end.</div><div style="margin-top:9pt;padding-left:18pt;text-indent:-18pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:120%">Significant Suppliers</div><div style="margin-top:9pt;text-indent:27pt">Suppliers comprising greater than 10% or greater of total
inventory purchases 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:59.426%"></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><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td
style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vendor A</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="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </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">23 </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="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </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">Vendor B</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-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 </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">Vendor C</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </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"

color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">%</td><td 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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">521,433
</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">75 </td>
<td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid
#000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">915,024 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;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%">82 </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%">Europe</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">39,470
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom">%</td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">124,556 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">18 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">142,494 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">13 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">United States</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">46,941
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom">%</td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">36,955 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">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">40,077 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">4 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Rest of world</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">5,038
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">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">10,319 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,657 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">2 </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 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Total</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 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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">360,528
</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-
bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">693,263 </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">100 </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">1,120,252 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">100 </td><td style="background-color:#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-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The products shipped to individual countries or territories representing greater than 10% of net revenue for each of the periods presented 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:55.917%"></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><td colspan="3" style="display:none"></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:0.530%"></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:12.793%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="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="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Percentage of total net revenue</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="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Hong Kong</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </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">China</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="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> _____ * Represents less than 10% of total net revenue for the respective period. The determination of which country a particular sale is allocated to is based on the destination of the product shipment. No other individual country accounted for more than 10% of net revenue during these periods. Although a large percentage of the Company's products is shipped to Asia, and in particular, Hong Kong, the Company believes that a significant number of the systems designed by customers and incorporating the Company's semiconductor products are subsequently sold outside Asia to Europe, Middle East, and Africa markets and North American markets. Long-lived assets, which consists of property and equipment, net, leased right-of-use assets, intangible assets, net, and goodwill by geographic area are as follows (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.673%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.529%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.476%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.529%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.476%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.529%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.476%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.529%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.483%"></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="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">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:top">% of total</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:top">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:top">% of total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">United States</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">323,130 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">72 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">337,696 </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 0 2px 1pt;text-align:right;vertical-align:bottom">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="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Singapore</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">102,112 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113,248 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </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">Rest of world</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,838 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-

color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,969 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">451,080 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">489,913 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </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> Customers comprising 10% or greater of net revenues for each of the periods presented 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:60.157%"></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><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:0.530%"></td><td style="width:0.1%"></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:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></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:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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:top">Percentage of total net revenue</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="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer A</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </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><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">Customer B</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="background-color:#ffffff;padding:2px 1pt;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">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="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">

size:10pt;font-weight:400;line-height:100%">16 </td><td style="background-color:#cceeff;padding: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">*</td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer D</td><td colspan="3"
style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">33 </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><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">Customer E</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%">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td 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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
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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>
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colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:120%">__________________________</div><div style="margin-top:9pt;padding-left:18pt;text-indent:-18pt">*   Represents less than 10% of the gross accounts
receivable as of the respective period end.</div><div style="margin-top:9pt;padding-left:18pt;text-indent:-18pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:120%">Significant Suppliers</div><div style="margin-top:9pt;text-indent:27pt">Suppliers comprising greater than 10% or greater of total
inventory purchases 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:59.426%"></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><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td
style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="3" style="border-top:1pt solid #000;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%">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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:8pt;font-weight:700;line-height:100%">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Vendor A</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="2" style="background-
color:#cceeff;border-top:1pt solid #000000;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%">36 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">23 </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">26 </td><td
style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">%</td><td 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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Vendor B</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">17 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
%</td><td colspan="3" style="background-
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 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">25 </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">Vendor C</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td colspan="3" style="background-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%">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td 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
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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>
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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>0.120.100.100.210.160.330.170.240.360.230.260.170.230.250.110.100.12<div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company’s consolidated net revenues by geographic area based on ship-to location are as follows
(in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.391%"><tr><td style="width:1.0%">
</td><td style="width:38.721%"></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><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 style="width:1.0%"></td><td style="width:8.855%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.840%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:6.775%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.840%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:9.746%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.840%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.775%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.840%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.449%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.840%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.779%"></td><td
style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="33" style="border-bottom:1pt solid #000;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%">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="9" style="border-top:1pt solid #000;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%">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9"
style="border-top:1pt solid #000;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%">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt
solid #000;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%">2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">% of total net revenue</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">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">% of total net
revenue</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">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">
% of total net revenue</td></tr><tr><td
colspan="3" style="background-color:#cceeff;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%">Asia </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 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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">269,079 </td><td style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75 </td><td style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">521,433
</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">75 </td>
<td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">%</td><td 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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">915,024 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;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%">82 </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%">Europe</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">39,470
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom">%</td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">124,556 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">18 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">142,494 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">13 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">United States</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">46,941
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom">%</td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">36,955 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">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">40,077 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">4 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Rest of world</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">5,038
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">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">10,319 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,657 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">2 </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 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Total</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 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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">360,528
</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-
bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">693,263 </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">100 </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">1,120,252 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">100 </td><td style="background-color:#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-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The products shipped to individual countries or territories representing greater than 10% of net revenue for each of the periods presented 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:55.917%"></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><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:0.530%"></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:12.793%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Year Ended December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
<td colspan="3" style="border-top:1pt solid #000;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%">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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt
solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">2022</td></tr><tr><td colspan="3" style="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%">Percentage of total net revenue</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="border-top:1pt solid
#000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;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%">Hong Kong</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td colspan="3" style="background-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%">37 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">China</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="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">*</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td></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>
</tr></table></div><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">_____________________________</div><div style="padding-left:18pt;text-indent:-18pt"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:120%">*   Represents less than 10% of total net revenue for the respective period.
</div>2690790000.755214330000.759150240000.82394700000.111245560000.181424940000.13469410000.13369550000.05400770000.0450380000.01103190000.02226570
style="margin-top:9pt;text-indent:27pt">Long-lived
assets, which consists of property and equipment, net, leased right-of-use assets, intangible assets, net, and goodwill by geographic area are as follows (in thousands):

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.673%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.529%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.476%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.529%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.476%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.529%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.476%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.529%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.483%"></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="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">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:top">% of total</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:top">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:top">% of total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">United States</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">323,130 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">72 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">337,696 </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">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="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Singapore</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">102,112 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113,248 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </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">Rest of world</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,838 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,969 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">451,080 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">489,913 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </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>
3231300000.723376960000.691021120000.231132480000.23258380000.063896900000.084510800001489913000001Revenue from Contracts with Customers Revenue by Market The table below presents disaggregated net revenues by market (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.280%"></td><td style="width:0.1%"></td><td 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 style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:6pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="15" style="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;text-align:left;vertical-align:bottom">Broadband</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 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">116,819 </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 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%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">203,519 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">493,232 </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 2px 7.75pt;text-align:left;vertical-align:bottom">% of net revenue</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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">44 </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 2px 1.75pt;text-align:left;vertical-align:bottom">Connectivity</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55,769 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,228 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">303,925 </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 2px 7.75pt;text-align:left;vertical-align:bottom">% of net revenue</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-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 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </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">Infrastructure</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113,907 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">177,083 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">136,274 </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 2px 7.75pt;text-align:left;vertical-align:bottom">% of net revenue</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-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 </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">Industrial and multi-market</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,033 </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">174,433 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">186,821 </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 2px 7.75pt;text-align:left;vertical-align:bottom">% of net revenue</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </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">Total net revenue</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 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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">360,528 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">693,263 </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">1,120,252 </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="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Revenues from sales through the Company's distributors accounted for 44%, 50% and 46% of net revenue for the years ended December 31, 2024, 2023, and 2022, respectively. Revenue related to the sales of intellectual property recognized during the year ended December 31, 2024 has been allocated by market based upon the usage of such intellectual property. Contract Liabilities <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:120%">As of December 31, 2024 and 2023, customer contract liabilities were approximately $0.1 million and $1.6 million, respectively, and consisted primarily of
advanced payments received for which performance obligations have not been completed. Revenue recognized in each of the years ended December 31, 2024, 2023, and 2022
that was included in the contract liability balance as of the beginning of each of those respective periods was immaterial.</div><div style="margin-top:9pt;text-
indent:27pt">There were no material changes in the
contract liabilities balance during the years ended December 31, 2024, 2023, and 2022, respectively. </div><div style="margin-top:9pt">Obligations to Customers for Price
Adjustments and Returns and Assets for Right-of-Returns</div><div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">As of December 31, 2024 and December 31, 2023, obligations to customers consisting of estimates of
price protection rights offered to the Company’s end customers totaled $43.4 million and $71.7 million, respectively, and are included in accrued price protection liability in
the consolidated balance sheets. For activity in this account, including amounts included in net revenue, refer to Note 7. </div><div style="margin-top:9pt;text-
indent:27pt">Other obligations to customers
representing estimates of price adjustments to be claimed by distributors upon sell-through of their inventory to their end customer and estimates of stock rotation returns to
be claimed by distributors on products sold as of December 31, 2024 were $43.0 million and $0.3 million, respectively, and as of December 31, 2023 were $54.8 million and
$0.3 million, respectively, and are included in accrued expenses and other current liabilities in the consolidated balance sheets (Note 7). The reason for the significant
decrease in accrued obligations to customers for price adjustments from approximately $54.8 million as of December 31, 2023 to approximately $43.0 million as of
December 31, 2024, was due to a significant decrease in sales to distributors which decreased the corresponding accrued obligations to such customers. The increase or
decrease in revenue in the years ended December 31, 2024, 2023, and 2022 from net changes in transaction prices for amounts included in obligations to customers for price
adjustments as of the beginning of those respective periods was not material. </div><div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">As of December 31, 2024 and December 31, 2023, right of return assets under
customer contracts representing the estimates of product inventory the Company expects to receive from customers in stock rotation returns were approximately $0.1 million
and $0.1 million, respectively. Right of return assets are included in inventory in the consolidated balance sheets.</div><div style="margin-top:9pt;text-indent:27pt">
As of December 31, 2024 and December 31, 2023,
there were no impairment losses recorded on customer accounts receivable.</div><div style="margin-top:9pt;text-indent:27pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The table below presents disaggregated net revenues by market (in thousands):
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td
style="width:59.280%"></td><td style="width:0.1%"></td><td 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 style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.622%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td
colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px
1pt;text-align:center;vertical-align:bottom">Year
Ended December 31,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="border-top:1pt solid #000;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%">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">
</td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt
solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">
2022</td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:6pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="display:none"></td><td colspan="15" style="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;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%">Broadband</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 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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">116,819 </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 style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">203,519 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">493,232 </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 2px 7.75pt;text-
align:left;vertical-align:bottom">% of net
revenue</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="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%">32 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom">%</td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">29 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">%</td><td colspan="3" style="background-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%">44 </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 2px 1.75pt;text-align:left;vertical-align:bottom">
Connectivity</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">55,769 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">138,228
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">303,925 </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 2px 7.75pt;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%">% of net revenue</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">15 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#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%">20 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td 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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Infrastructure</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">113,907
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">177,083 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">136,274
</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 2px 7.75pt;text-align:left;vertical-align:bottom">% of net revenue</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="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%">32 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
%</td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">%</td><td colspan="3" style="background-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%">12 </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">Industrial and multi-market</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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,033 </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">174,433 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">186,821 </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 2px 7.75pt;text-align:left;vertical-align:bottom">% of net revenue</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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </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">Total net revenue</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 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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">360,528 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">693,263 </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">1,120,252 </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="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
1168190002035190004932320000.320.290.445576900013822800030392500000.150.200.271139070001770830001362740000.320.260.127403300017443300018682100(
style="margin-top:9pt">Operating Leases Operating lease arrangements primarily consist of office leases expiring in various years through 2029. These leases have original terms of approximately 2 to 8 years and some contain options to extend the lease up to 5 years or terminate the lease, which are included in right-of-use assets and lease liabilities when the Company is reasonably certain it will renew the underlying leases. Since the implicit rate of such leases is unknown and the Company is not reasonably certain to renew its leases, the Company has elected to apply a collateralized incremental borrowing rate to facility leases on the original lease term in calculating the present value of future lease payments. As of December 31, 2024 and December 31, 2023, the weighted average discount rate for operating leases was 5.0% and 4.6%, respectively, and the weighted average remaining lease term for operating leases was 3.2 years and 3.9 years, respectively, as of the end of each of these periods. The table below presents aggregate future minimum payments due under leases, reconciled to total lease liabilities included in the consolidated balance sheet as of 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:85.595%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.205%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Operating Leases</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</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">10,599 </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">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,265 </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:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,949 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,454 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,596 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="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 minimum payments</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,863 </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 12.25pt;text-align:left;vertical-align:bottom">Less: imputed interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,496)</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 12.25pt;text-align:left;vertical-align:bottom">Less: unrealized translation loss</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></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,365 </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 2px 12.25pt;text-align:left;vertical-align:bottom">Less: short-term lease liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,413)</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">Long-term lease 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">16,952 </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> Operating lease cost was $9.9 million, $10.8 million, and $10.4 million for the years ended December 31, 2024, 2023, and 2022, respectively. Short-term lease costs for each of the years ended December 31, 2024, 2023, and 2022, respectively, were not material. There

were $1.2 million, $12.3 million, and $12.0 million of right-of-use assets obtained in exchange for new lease liabilities for the years ended December 31, 2024, 2023, and 2022, respectively.</div>P2YP8YP5Y0.0500.046P3Y2M12DP3Y10M24D<div style="margin-top:9pt;text-indent:27pt">The table below presents aggregate future minimum payments due under leases, reconciled to total lease liabilities included in the consolidated balance sheet as of December 31, 2024:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.595%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.205%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Operating Leases</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10,599 </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">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,265 </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:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,949 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,454 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,596 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="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 minimum payments</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,863 </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 12.25pt;text-align:left;vertical-align:bottom">Less: imputed interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,496)</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 12.25pt;text-align:left;vertical-align:bottom">Less: unrealized translation loss</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></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,365 </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 2px 12.25pt;text-align:left;vertical-align:bottom">Less: short-term lease liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,413)</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">Long-term lease 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">16,952 </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> 1059900082650005949000245400015960000288630002496000200026365000941300016952000990000010800000104000001200000123000001200000.0Employee Retirement Plans Defined Contribution Plan The Company has a 401(k) defined contribution retirement plan (the 401(k) Plan) covering all eligible employees. Participants may voluntarily contribute on a pre-tax basis an amount not to exceed a maximum contribution amount pursuant to Section 401(k) of the Internal Revenue Code. The Company is not required to contribute, nor has it contributed, to the 401(k) Plan for any of the periods presented. Pension and Other Defined Benefit Retirement Obligations The Company maintains certain defined benefit retirement plans, including a pension plan, in foreign jurisdictions. During the year ended December 31, 2023, the Company paid approximately $3.2 million to a third party life insurance and pension provider to fund and administer future benefit payments for substantially all of the employees in one of the Company's defined benefit retirement plans and recorded a gain on partial settlement of such pension plan of approximately $1.0 million. As of December 31, 2024 and December 31, 2023, the defined benefit obligation was $0.4 million and $1.4 million, respectively. The benefit is based on a formula applied to eligible employee earnings. Net periodic benefit costs were $0.3 million, $0.2 million, and $0.5 million respectively for the years ended December 31, 2024, 2023, and 2022 respectively, and were recorded to research and development expenses in the consolidated statements of operations. </div><div style="margin-top:9pt;text-indent:27pt">Benefit Obligation and Plan Assets for Pension Benefit Plans</div><div style="margin-top:9pt;text-indent:27pt">The vested benefit obligation for a defined-benefit pension or other retirement plan is the actuarial present value of the vested benefits to which the employee is currently entitled based on the employee's expected date of separation or retirement.</div><div style="margin-top:9pt"><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:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.969%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.714%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in projected benefit obligation:</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">Projected benefit obligation, beginning of period</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">1,383 </td><td style="background-color:#ffffff;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">6,573 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Service cost</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">233 </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 7pt;text-align:left;vertical-align:bottom">Interest cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">247 </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 7pt;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%">Actuarial (gain) loss</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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">284 </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 7pt;text-align:left;vertical-align:bottom">Benefits paid and settlements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(951)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,060)</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 7pt;text-align:left;vertical-align:bottom">Currency exchange rate changes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(47)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106 </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">Projected benefit obligation, end of period</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">430 </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">1,383 </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></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in fair value of plan 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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Fair value of plan assets, beginning of period</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">4,895 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Actual return on plan assets</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">(194)</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 7pt;text-align:left;vertical-align:bottom">Employer contributions</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">3,245 </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 7pt;text-align:left;vertical-align:bottom">Plan settlements</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">(8,162)</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 7pt;text-align:left;vertical-align:bottom">Currency exchange rate changes</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">216 </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">Fair value of plan assets, end of period</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">Net unfunded status</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,383 </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 style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amounts recognized in the Consolidated Balance Sheets</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">Other long-term liabilities</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,383 </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">Accumulated other comprehensive (income) loss, before tax</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4,083 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Changes in actuarial gains and losses in the projected benefit obligation are primarily driven by discount rate movement. The Company uses the corridor approach to amortize actuarial gains and losses. Under this approach, net actuarial gains or losses in excess of 10% of the larger of the projected benefit obligation or the fair

value of plan assets are amortized on a straight-line basis. As of December 31, 2024 and December 31, 2023, all plans had accumulated benefit obligations and projected benefit obligations in excess of plan assets. As of December 31, 2024 and December 31, 2023, the accumulated benefit obligations were $0.4 million and $1.1 million for the pension plans.</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:64.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.274%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.115%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.276%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plans with accumulated benefit obligation in excess of plan assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Accumulated benefit obligation</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,145 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Plan assets</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plans with projected benefit obligation in excess of plan assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Projected benefit obligation</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,383 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Plan assets</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Assumptions for Pension Benefit Plans <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:64.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.397%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.992%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.276%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average actuarial assumptions used to determine benefit obligations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Discount rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.3% </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"> 3.5% - 3.9% </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Rate of compensation increase</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.8% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.0% - 3.8% </td></tr><tr style="height:15pt"><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:#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:bottom">Weighted average actuarial assumptions used to determine costs</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Discount rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.3% </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"> 3.5%- 3.9% </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Expected long-term rate of return on plan 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">— </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">Rate of compensation increase</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.8% </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"> 3.0% - 3.8% </td></tr></table> The Company establishes the discount rate for each pension plan by analyzing current market long-term bond rates and matching the bond maturity with the average duration of the pension liabilities. The Company establishes the long-term expected rate of return by developing a forward-looking, long-term return assumption for each pension fund asset class, taking into account factors such as the expected real return for the specific asset class and inflation. A single, long-term rate of return is then calculated as the weighted average of the target asset allocation percentages and the long-term return assumption for each asset class. Pension Plan Assets The plan assets were $0 as of December 31, 2024 and 2023, since all assets were transferred to the third party life insurance and pension provider that is funding and administering future benefit payments for substantially all of the employees in the plan. Prior to the transfer, pension assets were held in liquid cash and cash equivalents. <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:120%">Estimated Future Benefit Payments for Pension Benefit Plans At December 31, 2024, the estimated benefit payments over the next five years and beyond 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:82.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.836%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated Future Benefit Payments</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</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">69 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60 </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 #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">287 </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> 3200000gain on partial settlement1000000-400000-1400000300000200000500000 The vested benefit obligation for a defined-benefit pension or other retirement plan is the actuarial present value of the vested benefits to which the employee is currently entitled based on the employee's expected date of separation or retirement. <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:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.969%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.714%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in projected benefit obligation:</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">Projected benefit obligation, beginning of period</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,383 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6,573 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Service cost</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">233 </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 7pt;text-align:left;vertical-align:bottom">Interest cost</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">247 </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 7pt;text-align:left;vertical-align:bottom">Actuarial (gain) loss</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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">284 </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 7pt;text-align:left;vertical-align:bottom">Benefits paid and settlements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(951)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,060)</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 7pt;text-align:left;vertical-align:bottom">Currency exchange rate changes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(47)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106 </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">Projected benefit obligation, end of period</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">430 </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">1,383 </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></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in fair value of plan 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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Fair value of plan assets, beginning of period</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:700;line-height:100%">4,895 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Actual return on plan assets</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">(194)</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 7pt;text-align:left;vertical-align:bottom">Employer contributions</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">3,245 </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 7pt;text-align:left;vertical-align:bottom">Plan settlements</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">(8,162)</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 7pt;text-align:left;vertical-align:bottom">Currency exchange rate changes</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">216 </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">Fair value of plan assets, end of period</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">Net unfunded status</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,383 </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 style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;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 #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amounts recognized in the Consolidated Balance Sheets</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">Other long-term liabilities</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,383 </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">Accumulated other comprehensive (income) loss, before tax</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4,083 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1383000657300002330001600024700002900028400095100060600004700010600043000013830000489500001940000324500008162000021600000430000-1383000-430000-13830001266000408300040000011000000 <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:64.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.274%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.115%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.276%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" 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style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,145 </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">Plan assets</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,383 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Plan assets</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;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 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0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,145 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Plan assets</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" 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13pt;text-align:left;vertical-align:bottom">Plan assets</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%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr></table> 430000114500000430000138300000 Assumptions for Pension Benefit Plans <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:64.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.397%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.992%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.276%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average actuarial assumptions used to determine benefit obligations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Discount rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.3% </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"> 3.5% - 3.9% </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Rate of compensation increase</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.8% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.0% - 3.8% </td></tr><tr style="height:15pt"><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:bottom">Weighted average actuarial assumptions used to determine costs</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Discount rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.3% </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"> 3.5% - 3.9% </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Expected long-term rate of return on plan assets</td><td colspan="3" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Rate of compensation increase</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.8% </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"> <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.0% - 3.8% </td></tr></table> 0.0330.0350.0390.0380.0300.0380.0330.0350.039000.0380.0300.03800 At December 31, 2024, the estimated benefit payments over the next five years and beyond 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:82.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.836%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated Future Benefit Payments</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</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">69 </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">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60 </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 #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">287 </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> 690004300043000430003000060000287000Commitments and Contingencies Inventory Purchase and Other Contractual Obligations As of December 31, 2024, future minimum payments under inventory purchase and other obligations are 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:54.683%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.126%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.687%"></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:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Inventory Purchase Obligations</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Other Obligations</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:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">39,872 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">32,131 </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">72,003 </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:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,390 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,482 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,872 </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">2027</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">3,673 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,673 </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">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="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><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total minimum payments</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">51,262 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">55,286 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">106,548 </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> Other obligations consist of contractual payments due for software licenses. Jointly Funded Research and Development <div style="margin-top:9pt;text-

indent:27pt">From time to time, the Company enters into contracts for jointly funded research and development projects to develop technology that may be commercialized into a product in the future and receives payments as milestones under the contracts are met. If the Company is required to repay all or a portion of the funds provided by the other parties under certain conditions, the Company defers such funds in other-long term liabilities. As of December 31, 2024, funds of $15.0 million received from the other parties have been deferred in other long-term liabilities. The Company de-recognizes the liabilities when the contingencies associated with the repayment conditions have been resolved. During the years ended December 31, 2024 and 2023, the Company recognized no amounts in previously deferred amounts from other parties due to resolution of such repayment conditions. Dispute with Silicon Motion As previously disclosed, on July 26, 2023, MaxLinear terminated the Merger Agreement on multiple grounds (Note 3). On August 16, 2023, Silicon Motion delivered to MaxLinear a notice, which Silicon Motion publicly disclosed, that it was purporting to terminate the Merger Agreement and that Silicon Motion would be commencing an arbitration before the Singapore International Arbitration Centre to seek damages from MaxLinear arising from MaxLinear's alleged breaches of the Merger Agreement. Silicon Motion's position is that MaxLinear's Willful and Material Breaches (as such term is defined in the Merger Agreement) of the Merger Agreement prevented the Merger from being completed by August 7, 2023 and that MaxLinear is consequently liable for substantial monetary damages in excess of the termination fee as provided in the Merger Agreement. On October 5, 2023, Silicon Motion filed a Notice of Arbitration with the Singapore International Arbitration Centre alleging that MaxLinear breached the Merger Agreement. Silicon Motion seeks payment of the termination fee, additional damages, fees, and costs. The arbitration will be confidential. MaxLinear believes that it properly terminated the Merger Agreement. MaxLinear remains confident in its decision and will vigorously defend its right to terminate the Silicon Motion transaction without penalty. Silicon Motion Stockholder Litigation MaxLinear and certain of its officers have been named as defendants in two lawsuits brought by stockholders of Silicon Motion. On August 31, 2023, a Silicon Motion stockholder filed a putative class action complaint in the United States District Court for the Southern District of California captioned Water Island Event-Driven Fund v. MaxLinear, Inc., No. 23-cv-01607 (S.D. Cal.), against MaxLinear and certain of its current officers. The complaint included two claims: (1) an alleged violation of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder; and (2) an alleged violation of Section 20(a) of the Exchange Act. On December 20, 2023, the court appointed the lead plaintiffs, who filed the Consolidated Complaint on February 15, 2024. The Consolidated Complaint alleged that the defendants made false and misleading statements and/or omitted material facts that MaxLinear had a duty to disclose, concerning the Company's intention to close the merger with Silicon Motion. On August 28, 2024, the court granted the defendants a motion to dismiss, holding that the plaintiffs lacked standing to sue MaxLinear and its officers. The case was dismissed without prejudice. On September 18, 2024, the plaintiffs filed an Amended Consolidated Complaint, or the Amended Complaint. The Amended Complaint includes the same two claims as alleged in the Consolidated Complaint and makes similar factual allegations against the MaxLinear defendants, but adds Silicon Motion and certain of its officers as additional defendants. The Amended Complaint seeks compensatory damages, including interest, costs and expenses and such other relief that the court deems appropriate. On November 25, 2024, the MaxLinear defendants filed a motion to dismiss the Amended Complaint. MaxLinear intends to continue to vigorously defend its position. On June 13, 2024, HBK Master Fund L.P. and HBK Merger Strategies Master Fund L.P., stockholders of Silicon Motion (the "HBK Plaintiffs"), filed an additional complaint in the United States District Court for the Southern District of California captioned HBK Master Fund L.P. v. MaxLinear, Inc., No. 24-cv-01033 (S.D. Cal.), against MaxLinear and certain of its current officers, which also alleges violations of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and Section 20(a) of the Exchange Act, and other violations. The complaint alleges that the defendants concealed their intention to terminate the merger with Silicon Motion from Silicon Motion's shareholders. The complaint seeks compensatory damages, including interest, costs and expenses, punitive damages, and such other equitable or injunctive relief that the court deems appropriate. On January 2, 2025, the court granted the defendants a motion to dismiss holding that the plaintiffs lacked standing to sue MaxLinear and its officers. The case was dismissed without prejudice. On January 17, 2025, the HBK Plaintiffs filed an amended complaint, including the same two claims as alleged previously with similar factual allegations. The amended complaint seeks compensatory damages, including interest, costs and expenses, punitive damages, and such other relief that the court deems appropriate. MaxLinear intends to continue to vigorously defend its position. Comcast Litigation On December 1, 2023, MaxLinear filed claims against Comcast Management, LLC and Comcast Cable Communications, LLC, or together, Comcast, in the United States District Court for the Southern District of New York. MaxLinear alleges that in 2020, MaxLinear shared its proprietary design and know-how for a full-duplex, or FDX, amplifier with Comcast in the hope of securing future business with Comcast. MaxLinear shared its design and know-how on several occasions, all pursuant to a non-disclosure agreement between MaxLinear and Comcast, with the expectation that Comcast would keep the information confidential. MaxLinear alleges that Comcast needed this technology in order to effectively compete with fiber-optic internet providers. Instead of engaging MaxLinear to develop the FDX amplifier, Comcast allegedly shared MaxLinear's proprietary designs with MaxLinear's direct competitor. Comcast allegedly then worked with MaxLinear's competitor to develop the FDX-amplifier technology. MaxLinear brought claims for trade secret misappropriation, unfair competition, and breach of the parties' non-disclosure agreement, and it sought an unspecified amount of compensatory damages, punitive damages, pre-judgment and post-judgment interest, costs, expenses, and attorney fees as well as an injunction against Comcast's use or disclosure of MaxLinear's trade secrets. On March 19, 2024, Comcast amended its claims for declaratory judgments, indemnification, and breach of the implied covenant of good faith and fair dealing, and on April 3, 2024, MaxLinear moved to dismiss all claims against it. On September 19, 2024, the court granted the motion to dismiss with respect to certain claims for declaratory judgment claim and denied the motion to dismiss with respect to the remaining claims. On September 23, 2024, Comcast filed amended claims for declaratory judgment, indemnification, and breach of the implied covenant of good faith and fair dealing, and on October 14, 2024, MaxLinear amended and refiled its trade secret and related claims. MaxLinear intends to continue to vigorously defend its position. Dish Litigation On February 10, 2023, Entropic Communications, LLC, or Entropic, filed claims for patent infringement against Dish Network Corporation, Dish Network LLC, Dish Network Service, LLC, and Dish Network California Service Corporation in the United States District Court for the Central District of California. At that time, MaxLinear was not a party to the action. On September 21, 2023, Dish Network California Service Corporation, or Dish California, filed four counterclaims against MaxLinear. The four claims are declaratory judgment, breach of contract, fraud and negligent misrepresentation, and civil conspiracy. On January 31, 2024, the Dish defendants, together with DISH Technologies L.L.C., or collectively, Dish, filed eight counterclaims (amended counterclaims for Dish California) against MaxLinear. The eight counterclaims are (1) breach of contract, (2) fraud and negligent misrepresentation, (3) fraud arising from a civil conspiracy, (4) quasi-contract for restitution/unjust enrichment, (5) combination in restraint of trade, (6) violation of the Cartwright Act (by Dish California only), (7) patent misuse, and (8) violation of Cal. Bus. & Prof. Code § 17200 et seq. Dish's eight counterclaims revolve around a core allegation that MaxLinear is a member of the Multimedia over Coax Alliance (MoCA) and that MaxLinear violated its obligation under MoCA's Intellectual Property Rights Policy, or IPR Policy, by acting with Entropic to rid the asserted patents of the RAND encumbrances. Dish seeks an unspecified amount of compensatory damages, disgorgement, attorneys' fees, experts' fees, and costs. On February 21, 2024, MaxLinear moved to dismiss the Dish defendants' counterclaim. On April 22, 2024, a Special Master issued a report and recommendation, or the R&R, which recommended granting the motion to dismiss with prejudice as to the following counterclaims: (1) quasi-contract for restitution/unjust enrichment, (2) combination in restraint of trade, (3) violation of the Cartwright Act, (4) patent misuse, and (5) violation of Cal. Bus. & Prof. Code § 17200. MaxLinear submitted objections to the R&R as to the remaining claims that were not dismissed. Dish submitted objections to the R&R's recommended dismissal of the quasi-contract for restitution/unjust enrichment counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinear's pending motion to dismiss. On July 30, 2024, this case was stayed until September 17, 2024. There was a motion to stay this case pending resolution of Inter Partes Review ("IPR"). MaxLinear intends to continue to vigorously defend its position.
 Cox Litigations On February 10, 2023, Entropic sued Cox Communications, Inc., CoxCom, LLC, and Cox Communications California, LLC, or together, Cox, in two separate actions in the United States District Court for the Central District of California. On October 6, 2023, Cox filed counterclaims against MaxLinear in each of the two actions. In the first action, Cox alleges that when MaxLinear assigned certain patents to Entropic, MaxLinear violated its obligations under MoCA's IPR Policy by assigning these patents and by allegedly failing to ensure that Cox would be offered a FRAND license for these patents. Cox amended its counterclaims on January 9, 2024 and is asserting claims of breach of contract, unjust enrichment, and declaratory judgment against MaxLinear. Cox seeks an unspecified amount of compensatory damages, equitable relief, attorneys' fees, expenses, and costs. MaxLinear moved to dismiss Cox's amended counterclaims on February 6, 2024. On April 22, 2024, a Special Master issued the R&R, which recommended granting the motion to dismiss with prejudice as to the unjust enrichment counterclaim but denying the motion as to the breach of contract and declaratory judgment counterclaims. MaxLinear submitted objections to the R&R's denial-in-part. Cox submitted objections to the R&R as to the unjust enrichment counterclaim and as to certain findings related to the breach of contract counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinear's pending motion to dismiss. In the second action, in response to Entropic suing Cox for patent infringement, Cox filed counterclaims against MaxLinear. Cox alleges that MaxLinear granted CableLabs a non-exclusive, royalty-free license to all patents essential for compliance with DOCSIS specifications. It further alleges that MaxLinear breached this agreement when MaxLinear assigned certain patents to Entropic. Cox amended its counterclaims on January 9, 2024 and is asserting claims for breach of contract, unjust enrichment, and declaratory judgment. Cox seeks an unspecified amount of compensatory damages, equitable relief, attorneys' fees, expenses, and costs. MaxLinear moved to dismiss Cox's amended counterclaims on February 6, 2024. On April 22, 2024, a Special Master issued the R&R, which recommended dismissing all Cox counterclaims with prejudice. Cox submitted objections to the R&R as to the unjust enrichment counterclaim. The court has not yet issued any ruling regarding the R&R or MaxLinear's pending motion to dismiss. On July 30, 2024, these cases were stayed until September 17, 2024. There was a motion to stay pending resolution of IPR. MaxLinear intends to continue to vigorously defend its position. * * * The Company records a provision for contingent losses when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. As of December 31, 2024, no material loss contingencies have been accrued for litigation and other legal claims in the consolidated financial statements, since the Company's management currently does not believe that the ultimate outcome of any of the matters described above is probable. An unfavorable outcome of these matters may be reasonably possible in excess of recorded amounts; however, a reasonable estimate of the amount or range of

such loss cannot be made at this time. Other Matters From time to time, the Company is subject to threats of litigation or actual litigation in the ordinary course of business as described in “Item 3 — Legal Proceedings,” some of which may be material. Results of litigation and claims are inherently unpredictable. Regardless of the outcome, litigation and claims can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors. As of December 31, 2024, future minimum payments under inventory purchase and other obligations are 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:54.683%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.126%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.687%"></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:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Inventory Purchase Obligations</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Other Obligations</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:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">39,872 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">32,131 </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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">72,003 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,390 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,482 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,872 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td 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1pt;text-align:left;vertical-align:bottom">Total minimum payments</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">51,262 </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">55,286 </td><td style="background-color:#ffffff;border-bottom:3pt double 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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">3,673 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,673 </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">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="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="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total minimum payments</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">51,262 </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%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">55,286 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">106,548 </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>
3987200032131000720030001139000019482000308720000367300036730000005126200055286000106548000150000000022224488822Segment Reporting The following table presents segment revenue, gross profit, and net income (loss) for the periods presented:<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:60.742%"></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 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:0.530%"></td><td style="width:0.1%"></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:11.184%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net revenue</td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">360,528 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">693,263 </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">1,120,252 </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">Cost of net revenue</td><td colspan="3" style="display:none"></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">165,746 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">307,600 </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">470,483 </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 profit</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">194,782 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">385,663 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">649,769 </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:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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:bottom">Less:</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="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Employee related</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">243,231 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">268,231 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">328,264 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Depreciation and amortization</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">17,555 </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">20,109 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-

align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,935 </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">Design and prototype expenses</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">60,497 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69,804 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,089 </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">Professional fees</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">23,531 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,409 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,787 </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">Occupancy</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">18,704 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,107 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,375 </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">Restructuring</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">53,379 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,786 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,265 </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">Impairment of intangibles</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">1,237 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,438 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,811 </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">Impairment of investments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">11,769 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest and other (income) expense, net</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">3,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,589 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,045 </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">Income tax expense</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">6,481 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,337 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,158 </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"> Segment net income (loss)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(245,198)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">(73,147)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">125,040 </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 presents segment revenue, gross profit, and net income (loss) for the periods presented:<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:60.742%"></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 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:0.530%"></td><td style="width:0.1%"></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:11.184%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ended December 31,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid

#000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net revenue</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">360,528 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">693,263 </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">1,120,252 </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">Cost of net revenue</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">165,746 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">307,600 </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">470,483 </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 profit</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">194,782 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">385,663 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">649,769 </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: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="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:bottom">Less:</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="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">Employee related</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">243,231 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">268,231 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">328,264 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Depreciation and amortization</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">17,555 </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">20,109 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,935 </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">Design and prototype expenses</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">60,497 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69,804 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,089 </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">Professional fees</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">23,531 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,409 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,787 </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">Occupancy</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">18,704 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,107 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,375 </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">Restructuring</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">53,379 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,786 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,265 </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">Impairment of intangibles</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">1,237 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,438 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,811 </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">Impairment of

investments</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">11,769 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest and other (income) expense, net</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">3,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,589 </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="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,045 </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">Income tax expense</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">6,481 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,337 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,158 </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"> Segment net income (loss)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(245,198)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">(73,147)</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">125,040 </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>
<360528000693263000112025200016574600037060000470483000194782000385663000649769000243231000268231000328264000017555000020109000279350006004935596000-25589000-60450006481000933700049158000-245198000-731470001250400005tock Repurchases On February 23, 2021, the Company's board of directors authorized a plan to repurchase up to $100.0 million of the Company's common stock over a period which ended February 16, 2024. The amount and timing of repurchases were subject to a variety of factors including liquidity, share price, market conditions, and legal requirements. Any repurchases were funded from available working capital and were effected through open market purchases, block transactions, and privately negotiated transactions. The share repurchase program did not obligate the Company to make any repurchases and was able to be modified, suspended, or terminated by the Company at any time without prior notice. The share repurchase program was suspended from July 2022 until its expiration due to the Company's previously pending (now terminated) merger with Silicon Motion (Note 3). As a result, during the year ended December 31, 2024 and 2023, the Company did not repurchase any shares of its common stock under the repurchase program. During the year ended December 31, 2022, the Company repurchased 564,449 shares of its common stock at a weighted average price of $55.7972 per share at an aggregate value of approximately $31.5 million under the repurchase program. As of December 31, 2024, the aggregate value of common stock repurchased under the program was approximately $55.0 million and no shares remained available for repurchase under the program, as the plan expired on February 16, 2024.
100000000.00056444955.797231500000550000000.00

]=_MZVQL.3H@*'"'56@&KOQ5,H2BTD-KC3Z-1M4MJXG9|H_[-*>%=>'K& *2M^DDSF-M8VMHH0SF>%G(.[,^#HV?@=9+62',+UHW6,=''Z5)(5C9D%4%):/V/GYL\;!'< ML(?@-01OGO#T$/R&X+^5$#2$P&2FMF+RD&"XQ%G;\0U6JGIADFF82OJ.IM-MGTFN9HGBR?B:IJP$=(^?0:!S-*MW'[$Y>]_<4K:@Y"]D>AY-@,*<2(!N6%$@-ME?4UYADZ34!B4H@SQ7Z8)>CTY-R=($+1?(-_]A#S'"SH'FKZ=[G?0D[?3-MO2-N_';3?*/G]^CU;!VOI;WYW97Y6CGH5M9%YE)4.(6QI.](+X'"*_[XP0V= M+UU9>T^QY)W$=C(;M!D-CJG'$U@02@E=J")28)I"5^IJB@%,.\R7*\6;@7I>5&TY_<0Y#N^MV>W-Q3X;K?;L'4, M'G6KOBIUT0GH=:N*6,4)X[W^PH.HSKV#Y*<=*'?@[6UITH7Z/.RQ&+46HZ,6 M5?G[SYF,.L[D<.CO6>A"'9S^%^GI_E:D?&S>8F\)1H +F2M*YB-3QX?4%7G21-]ER\R@VE"GU.DTQ.O8U2^;WORVA#TU#>\)QF^1,5%VFH]*E8^S(7 M-(QM4)KXN-<;^6G(,F\VL=>>Q&S"MRIA&7T22&[3-!1?YC3A^ZD7>(<+5VR] M4>;"/YODX9[^4/57_B3TF5]18I,23#*>(4%74^\AN"=X9)LBT^,]N71,3*1 M++#E_-2>/\=3KF1'1A$;*($+];T<7-$D,28_COQ+]57V:P,/C _V#35XGLPPE M7?#D;Q:KS=2[!5!,5^$V4<|_SLM$QH:7L03:?^B?=FVYZ%H*Q5/RV]-@I1E MQ?_P:X MDTAH=(/ZP3N$>WC0,J#%Y>`)EG!R>3CNR*9?36[?\@8G>(_93NO/]6P\;46T MT?9 ?RX3MK83(M%7/5EYGC J&E-EI^$L\V.WF_5N^J.)OSO6 MI[65<>IQ*]++>JF8Y&8VJC$;?P8OSMMP[.IVV"4'""!#,$7Q<"3Z&]N(84DA(M&&"\4+>5D+>PGKQMLT_P;CAQ=96WWBQO=6PW8MW549WW\&+BI;<.SN^:=@E! MP@@0S!$\Z-7;S\ZT&TLBD);@-)%<[4\VK0'L)8L>4U/!@U/GFC6\.2)5KC= ME &NL\+=6945!GK0)GNFVJ-,BN8TBS:ZHC#&JQI\NY1:D^[L[NH%!$DC4#17-MZKHP"/K@=@3=\H/2"!3-5;/>]0>=>^$WV%PQD&E2.W-FG8\T\I-JMZ!!V>V-MX ->SS8'L'DD:@:*[4=6D0C,#=-"+KI!Z41*)IK9KWO#SIWPV]P(^B^ M'Y1&2EIS-WS*W?6>/CBSJ:_,]YW\$$5\FRFI,1Y1M@N7'"7V#OSL[O%!%2!]! MHKEBU^5&< ?N;]!"I1&H&CN'=]ZE,"=F^OK_5WRFC^059M#W=U>*Q(4S16I-MKA#PF0KA8%X"Y>_N#]]=D: T-D5SQ:X+%XRA_8U!:Q-0&H&BN6K6M0GN?FIQMO;]!*Y.2UKR5W+PQ!=6I*U)=771#N;V9>8SK&A>T.O&/'KUKKZWM*PP263\6-MCYVKJ\5K$@_VY8#&]7EP3XJ7'6L\>[%QU"L62910E<.V;L9Z^D3Q>L,Q8GB-MN7W Q^1*&JX>,F@84V$;Z,]7G*O#B>F@>JED]C]02P,$% @-H$]6]0W-M9%&ULM9M=;]LV-M%(,_"J$50PMTM4A*LITY!I*P6XNM0Y&LV\6P"\6F,2&2Z%)TG -+[\9-D133UM05O9V4ULR^<\$E_S^:+RFF-E>R(=LP!E"3TF<9I?.1]GMQ6B4+38\"--W8LO3-M_)V5D$FH\I=R/V:QV)_Z6#G^LZ:+'-+E$BJ\/P*DB@]/(9/E1!'"3CH22!5 FDF>#T)M$](@YR9XM58)7*G,82JD#"U4XGTFQ1[*(SFG%DU+,,CL??I06G_N=DOF[49ZGYCIA^!> '=>80-7JEC_R=,?12HHI$O7]27*9A?,2Y_W:,N,Z["*,[> MY*@O=PR]?O4&O4)1BG[?B%V6GSF;C50^[N+]1XMJC->',9*>,6*"/HE4,3+T M/EWRI0D8Y8+5JI%GU:Z)E6T=!Z#M"2 M1\^:.\4GC_[Z-8|\'Q5/LK^[:#\.O6Y@\5UUD6W#!;]T\B^CC,M'ILR__PX'M[H]=8D"'&!#,$-*KA?1L]/EO^?>T/$SZ+M%.R>N?@^?IS3P/?)9#9Z/):C M'19,*0FH&<:.81CG$\(G=9PQ!K>@<V\=PW/17O-TLVTEG8*76=32"$A80P(9@B)7>W^?.LL-:64MA91,+HM#N>GO=%H"B;']=(HO#-BF#W&',V1E\76T5QE49B7V5DMS(X:.B5 M:0R*9LI(M(P$NKX](I2:D#0&13/5U.8:6RWGJ69691_W'Q),W?&T653M.)]@ MCS;,64?<%/OESY3.XM+>%MO-;5]QO:2OV4|U>+I TA@4S919VV_L@Q%<;ZPR8|UA)K?XSM!OG]3HHM/[O5 M66&#YP6@-_9%,]74OAQ;W>K)5C=M_W";>F.W65OMM,$P\WP^:Q=41YQ%OVM/IB#;%Q&Z*^ZOK);W.?K*A\P64Q]!HIM#:KQ,,77T$ MU+:#TA@4S513VW9B-;++>UW%:W0GW/PYUQ/66&YA/6&TIQ]U?R9V__PEC11?MHCL5*IZ=V_+1S,'3!'2%&HIFZE]//-BP[4KH/2&!3-5%/;=6)?+C_1\JKL MXQ[E!5.O56+M,!I,_.:=[**Y(GC<4V+,).1.[2SY98B_J>Z!KVZ T!D4S]=;V MG8S!2Q#4PX/2&!3-5%-[>&)?:1_>]R8G.E4E4F>8VRK*IK_^%ZK--+&;Z5N> MJ>(N^E{(>'EVWP-=Z :E,2B;>8|:NWKJ@M_E!K7NH#0&13/5U-:=V?:3_2] M*MM8K71\PY=1Q1V*6XL?;*.,$(''OZ?M46V8J=TPGZRPE{0}^SD'SQG0E7-H MFJGWT383^'TFL!M-8'>;._|\^GFH?3^WK\8/;7L5K-JJF%^T)(\VB/!5F#DL; M:FHWU!]$ND;_%'^@"A)T=1R4Q]!HIM;.]U/P#2L4U-6#TA@4S513NWJ7Y0?M7I#CKA)J_3CL#]/C9D%VTWK67ZBVU_2$O=Y$*=B-/_NY!D\?I,5S*)]H _;[M%'Q7"P5U^Z T!D4S-V)JM^\;VRQ\X9JZ75L;VDOK;*>L*!1LZ.C_=T)E^MRMGWR&%F*ZJL.FY?IHO1?_JMR!WCA^C2_884>]QAPV^!*Y3I*.Q3S58XL:F4Z MN6KEGOG#"R6VY2[R>Z&42.]G&QXNN2P"\O=70JCG%\4)ZO\&PO=VIR:W-H965T'3"3/=U%&.ITM0PHLS_F6,'UGQ46!E3X5ZU!N!<%9F53D(8JB)"PP9<%\6EZ[$_.IWZF<.G(G M@-P5!1,?KDC.I[. !B\7[NEZH\R%<#[=XC59$O6PO1/Z+&Q0.EH0)BEG0)#5 M+++B$%PLT-EEQ&^4[&7G&!@JCYP_F9.,;;!9$IB*2DU09"*P_GLF"Y+E!TG7\ M58,&S3--8O?X!?VGDKPF\X@E6?#|=+YIS2P8!R C*[S+U3W?_T]0F6!*<]E M^1OLZ|@H.E.*E[4R;J"@K+J$W^M%Z*3),C":A.0(<)@R,)<9T0ET2KRDI: MUUCA^53P/1 F6J.9@W)MRFS-AC+3QJ42^B[5>6J^X"PE3 E<+BI?@84@&57@ MGLJGSV!)UXRN:(J9 HNR&"(DP"P#/Q. ^%GB[H2FX896:#, 96%9Z,%"WG*W/ M;G67,G I)5$2/'[K)EYJW4GP\9HH3'/Y22>;#)"'7&;C*. ,/RVOP\<,G\ %0 M!G[=\)W4SY?34&GVAD.8UDRO*J;H'%.(P!?.U$;'"UE&,AL@U,O6K!UZ6;LK MY$2\)NDYB.%G@"(TZ"EH\?.TV%%.W+0R+O'B-[72-!#\<:MCP(TBA?RS;\4J MP$$_H)D@%W*+4S(+](B01#R38/[]=S")?NACZPG,XCYHN]5#XPJ_1P++K$?P-3IZ<;OQ36^8+S5X-U*X& M\JW8&M$?7?I]H-O_6U$'G;SA[@M9XUGR,SD?H4+Z]88E^TW=_CFBYM270[4N6 ME*WQEHO^2IVY)_?)$YK-M+4W<.A=!UXMCB\TFW]K.O>O5]PWRA6;S;XT0 M='J-=\S52=_ 1/&A=/\MS/Y3N_4NR.U=[HE49E-A5T6>]=7GSC^U.[!0;+;M-M!T+0MSJ15]?C"\WFW]H>Y'05;YNF-49W2J+A.!X?*+(G+!Y/DB/O=M0Z$^ 1V M)I8BWS-/W?=G=^S_V'|K=-[^^*}>]_?*9_%O_@!SJ.R?/TQKO8%!&R:%ZM^\,.G4#8V0(NB%B7.^,2I'S'5+6CV5QM=M\ORSWG@^M7\&)1[:&W,-66_A$!0)B< !D !X,"]W;W)K&ULQ5K;;N,V$/T5PET4NT 3BY0LV:EC(FW:(!L$23=]J'H M@V+1L;"2Z)*TDP#]^%*72*9,,W%W + 8DCQS]#GDT3Y8*K4Z&PIE?.GR6)R%2OT+PLN\ECI4_$XE"O!XJ1RRK,A\;QPE_=I,9A- M]VNW8C;E:Y6E!;L52*[S/!8OERSC3^<#/"B]<)<^+E5Y83B;KN)'=L_4U]6M MT&?#%B5)#\8# ME+!%O.[4'7_ZE34!C4]\.<]D|8F>&EMO@.9KJ7C>..L[R-_B_HZ?$R*Y"'"XMQX$T#]3O$.QQ\!L'_[T.0>,05,S4H50\T%C%LZG@3TB4UAJM/*C(K+QU^<E1 MSON]$OK75/NIV1W;L&+-T$+P'%WQ0@D]$U+?A%JBJVIX)B0Z0??UND!\@1H7 M6?M\?E9,%'&V9?WP@FX%3]8E4%PDZ)Z)33K7#A\I4W&:R4|:\.L]11_?$(? M4%]@WY=\++,6IG Z5#]J\M>&\">"R#H#L"0 3]$7?]E*BST7"$A-@]-EH*2&O ME%P2)R)E\U/DXY0\4A@N:&K]OJ%G?Z?G?BB,9O)]BO\'SW!. ^?K7*&;GCQ M>'*C!9B@"RF9GK>_;C0.NE8LEW_:)J4>-+ /6CZLSN0JGK/S@7X:23W_;##[M\0<<>C_,"(4$HT!@!ME!2W;@0I_JIA_4HB;<1EKM"7.Y0-Y,_-#;T3&T^%F MFXY+LW#BD] WS>BN&<9ZT8Q(:V'$,&IC&#EC>'TB7+)BOM2;_V:+Q EQZ/1# M@E$@.(;ZL*4N/(;60DBR(<$H$)A!=M22'7V/UFKG\"VM[9I9M;9KYM3:N(UA M[(SA4O X>=*KPA:!T_70:8<$HT!@!F63EK+),30V@20;$HP"@1ED8Z\K#[WQM45GC;2:A<(PG/9E9[(CGC_IVU&(7:#WZ>W2&M\I<_#ZEH7_13H;3UY]"M2R! MYZRL@JNNY"Z5UO3G'NS0Y0**1]'03*))1S0YACZ;4:$8AT2C4&@FXUV!CYTE M)ELJ\TZW--:09#4C.Y*UF@7!'L5VI31VU(Z MK*)\,:)U8LU"]?[P2L"$HU"H9G4=14\'AU%@Z!5/R@:A4(S&>|*?^PL==], MD^%.6AN-HGG2^Z;87],^D4KM=CYGC\AHSV;ZTIJ!*Z!MS4'DRB=XQV9"#1 M*!2:R757^N/Q440*VC:_HE$H-)/QKG/ SEKY?R3*B2VUX5%?ME8STA>MW2JRM.Y9T%3IQ5^C7Q4+$4@DMRK6PAN$&.'1)@*)1*#23O*XM(/@8(B2@_0$H&H5" M,QGO^@/BK(;?RI2-M]E0^A.OZFG.9A=%WKC_XL9FYXD]f])NZJVY0=M2+)TCWCP]@%]JPZ%9K+=-0,D.(I.07L(4#0*A68RWO40Q/TWP,')LL%]ZNT MFY&PKUNK&=[S'HATA3IQ%^K71:+7C$CUXBF73+[.5'I2]H4I:U"@[]Y!T2@4MFLEDURN0Z"B2!.T80-$H%)K)>-_!6^ESO%.JHL"S_?[-MPUPU$0]\VH MS6X(\&N#"?N,MPA09@T"OHN'Q2-0]&96P&Z7\'WCK(9 +3! $6C4&@F MXUV#X;O_=S@XC39X_?R(>RK>8]9K3;G=#/>;SN'6!B*]#AZKC5@2S?FZ4/7& MF?9]N]GKHMKBU+M^B<]HO66K@ZEWD'V)Q6-;2)2QA8;T3B.=X$6]*;L^47Q5 M;5-ZX$HOQNIPR>*$B=) _[[@7+Y>$E.T6^-F_P%02P.$% @ H$]6L^:_ M&9=-[314 !D !X;"]W;W)K&ULQ5C;;N.V M$/T50ET4NT WNON2V@8<;Q<-D 6"|+MI*/I 2V-;M22]D&UG@7Y\AY(L6S:C M,JG;O-@<2-7,XYPRO,]HQOA8K $F>TB038V,E97YMFB)<04K%%8_^N2"/ M9.94P(PEO\:17(V-@4$B6-!-(A_8[A>H"/D*+V2)*'[)KK*U#!)NA&1IY8P1 MI"%6_M.G2H@C!R2J=W J!^?4P7O&P:T'*M&M'40R%FX8WTXTSE_5%R_!JCGYP\P!:R#9 %9RF9L4QRS(3 (.2*S(KN@0OR MD4RC*%;)H@FYSU8W3BMB .$5<>V?B&,YGB:@\V>7NKL8]N-S=_M:6'CUCER"SRW/4>B3-

*G)PE&0'H%Y(YERX]W.(_W2$.N960 MBM]U22D[]?2=]O7F6N0TA+&!"XH O@5C\N,/=L_Z62=HEV!!1V -L;U;;*\- M?;)7E8359"!)3.=Q@],?A$[&$]Y?P*E5=CNQ;
<^RK)&Y/19(8^8/^V=V06MT MK^3NU]S]5N[3,.0;'$ YCT/ 7R:KU7DOP7>= "5F[XB9YW]6?2[!N6'?[@W. MM0I\C:2NTV]8-@CV:H*]5H+%MD;8
G&XZO0S14>]=Q:K(G1&Z3*SH#6] M5R:U7W/NMW*^37,:<]RJ<20SY*NEVS_C<27)0DQQ<-'+9/(F7 MQ=8DB&35!]J62-RRJF%-HS^P5>FA5:*UGY>NBEV"!1V!-?
0=UOH.WV(+&G8I M=I=@04=@#;%MZW HL_ZGX5QUU%B=G:&OV: TEKXW<#5;5'OPKQ7GZ,1]_WMQ M\#E<$]S!RG,]5PN_7]#6SEXZ!CM%"
[I":PKM'(1VWF+25[UVI7B7:$%7:$W% M#P=]N_5HV_70=L_.48[O:&;^N9WK#37S_K\XE]N'@[G=?C(/8B%Y/-](AD+\ M11HWUV>^W4 6KE+*UUIY.CI]5R)VB19TA=:4^G /L/TWF?
FMUX\7*]XE6M 5 M6E/QP\7$;K^9S%@6@KIP5G-:K$D.7#71)6BU+/%LY A$?N5YIW-;:^:?SFP] M6._DMF4>U9EP&"R+>IW F_(FDV5QIFZM:X+3HA)VTGZC:H5%_>H 4Q8:OU"^
MC"52V"!D-95'|/"R]I=^2)97E2SYDSB6"P>5T CX,H OR\8WEJK%]5!74&= M_ U02P,$% @ H$]6D>/*(@#! \!, !D !X;"]W;W)K&ULM9AM;]LV$,>_"]$50PLDUJ.?,EM
$FU8@!H+&K1],>P% M+9UMHI+HD;2=?/L=*5FV"%F-._6-K8>[/WD_'JG#379LS274VNE MU/K&MF6\@HS*E]#CF\67&14X:U8VG(M@";&*4MMSW$&=D99;H43]^Q1A!.^
M42G+X5$0N5:^P>?V'*E] ,]G*SI$IY ?5X_"KRS*Y6$99!+ MQG,B8#&U;MV;R.UK!V/QA<%.'ET3'$:00*RU!\6\+]Y"F M6@GG\6\I:E5C:L?
CZ[WZ'R9X#&9.)=SS]"M+U&IJC2R2P()N4O6)[_Z$,B S MP9BGTOR276$[="P2;Z3B6>F,,\A87OS3YQ+$D8/7/^/@E0[>]B5H2A[R(I_TNKR/0%&6R@]H\ODI(N_??
2#O",O)C*4I&LB)K7 : M6LR.RR'OBB&],T.Z'IGQ7*TD^3U/(*D+V#C_*@AO'\2=UZH80=PCOGM%/,<+ M&B9T_W9WO\$]>KN[UQ*-7RV);_3\LTLB)< 5,4MS12*0L6!KLQI_?T1;\J @
MD_\T@2^$@V9A?83DY_8F^/T956;MT]&-3-HM9I M_R"4805E^#^A"-#U27U7-B%I'\YN2Z^REO."<5-0] M]8-H1Q7:T44[-.:R,9<*E?Y1DHQ[XY-
,>FWC.KW121XU&@6542V(<17$N#4(M4VE>\\7U!B.@^.53A,^QY,@Q0[#,@.=X17/,$BQ)7IW?*:-SEC+UTA3U^/5D M>]Y)U TV7L_B;HP&M:,FF-VG4/5Y;1&/<.$SS:-:=
[N>>E'O%.UJ"NU.K6C M6M7]6951]=P5U2[5HJ[4ZE2] U6OX_+H.X+>^6]]N^?%X#I2]X,[U.EN:]4: MSNCSV4W<:27>]5K4E5]=VJ$8=X.?MHF[+*[O.U6+NE*K4ST4Z^YW]O7+-
W&[MX*AE$W=:L7>E5H"SCUHA&8BE:2E)8]KNHJ%0/:W:5K>F67/R_$ZWLTR+Y2!3 M],)F5"!]B7P7*.GTAAB *-I+Q8WB:]-PF7.E>&8N5T 3$-H WR\X5_L;/4#5 MY O_ U!+ P04 "
"@3U:+L@T#FL# !Y#0 &0 'AL+W=OV*#G@32W*]>TY3F3GF!16LJCO7?-DP2D20'7 M'(DJSS'_]1XHVRTMUW]\\86DF=0W[&11XA1N0'XMK[EJV9W+AN10",(*Q&&[MM,
[=LPLWT(*ZQS<".W%PC724.\;N=>/C9FDYF@@HK*6VP.KG 2Z 4NVD.'ZT MIE8WIA8>7C^Z7];A59@[+.""T>]D(.E-;?0!K:XHO(+VWV -E"H_=;.BOHO
MVK5]'0NM*R%9WHH504Z*YA?_;"?B0*""C@N\5N"]5. "W K\.VI#5L598XF3! MV0YQW5NYZ8MZ;FJU2D,*O8PWDJNG1.ED<@5]#@0Z03?-.B*V1>=IRB'%$M!E M)2L.Z!,I2%
[EZ!K_4BLH!5I5@-ZL0&)"Q;$2?[U9H3='Q^@(D0+=9]P2N-B(MA2T5H1['7KR)YT)$'SY%'8^2-*CH@ MGWM1V ,W6D\$#SOP\#GPV1AX. /XZ_XT;KB>!1!QX]!SX? X\&X%X0!CUP
MH_5$\%D'/GL,/!X#GPW W3".>N!&ZXG@\PY\;@2_S4!5Z:T$/H8_'^ [/7:C M^T3VN&./S>Q,8]J+5UU$RK:(C.6(A_MG/H_\7A;C:!.SN,Z^8#K&-%<@Q!DB
M>5E)V*AZIY8$A!RM=;RI>0X. .X+\E2%VEZ4_%:1),>%H+@^ M95$FQLNX.Q*MG\LX[M1<^]KM&]MEN^NH+MR(&GQ'*)%DO(:W3D_V7>0/2H5Y MP*F!]O79-1?
H9]%$QK@\49LN?V$V?[A2<>#VWREW6.9/8M??K^E3Z'UI=LVU M^8H5Z,_0!L/31A2'@ZTUI.9%7N#W:.V#<['^*/F$>4H*H5"V2N>#QQM.7B4:X!%'E.6"K'UEJH-
V9;B&A,H+GD& M;Y9<)%3A4*QLF0F@4:Z4,-MSG)Z=T#BU)]-\;BXF(]Y1+$YA+HC<) D5/Z? M^'9LN=9NXCY>K96>L">CC*[@ =3W;"YP9%$@'+L77E7@9N1ROD
M$C]BV,J#9Z*I+#A_U(.;:&PYVB)@$"H-0?'O"6; F$9"._XI0:UJ3:UX^+Q# M_Y2315(+*F'&V9]QI-9C:V"1")9TP]0]W_X!):&NQ@LYD_DOV9:RCD7"C50\
M*971@B1.BW_Z7#KB0,'MG5'P2@7O1,'KGU'P2P7_=(7.&85,J9"[VBZHY'X(MJ**3D>!,(K0THNF'W)FY-M*/4QWW!R7P;8QZ:G*=9(S_!"#WH&(!&%%%YHRF MDOQ&K](HUL&AC-
RD18KI4+T/0-&8R0\H\OTA(_??1C9"FW1B'98KCLMUO7. MK.MZY M/U5]2ZS2"Z!C 1A(5$V_'9.HU(@807A#?_4@\Q^L8#)]]7-TWJ Z8$"^P3.^ M8#Q\)'_=(ABY49#
(OTVQ*FSIF&W1I>=29C2$L86U18)X FORZR]NS_G=Y. MXHA8OR+6?]5^W>]0$Y%^C4C'K^^U65W,]0=^G4VC:6^,Z* B/F@DKK=?MMM^ M._8A;C\3[T&-4$[[E'==S#.
(!76Q[K'8$:%A16C82.@]##?)AF%Y,$53FF@- MZ^$TT:]+N:Z)5Z-]:PRGZ^R;,]>1?UY4]<2=:>1::INW3L&S%&G8IX$!I3,8
M=L\&SSWH*=U&\^^PV3@])T[Z2R.M1M37ENM6T8*VT(X]ZNT]ZOV/VL'2F+8" MT29:T!,:<2#V;;G;V'&VV!,V+_1]_OULFXLV&TM>^R_?4OM-O?4_ZWY: 9_
MM<_J_79Q%M1\UFK#;1]\K2<@5OFMA\3S>I.JXG.WFJUN5]JR^X23^:F^<Y\!DN$="[ZV&^*X@:D&"B>Y7<""ZX43_+'-= (A!,]TO. MU6Z@%ZCNH2;_E!+ P04 " "@3U:OL9$S<%
#S$P &0 'AL+W=O MQI1O0[F5,!7[929<3]]KU=:XH29U2QOLXBL;]C##1 M6\S=V$HMYK(PG FZ4D@764;4MUO*Y>-U+^X]#SRPW=[8@?YBGL=75/S.5\I
M>.O75E*64:&9%$C1[77O)KY:8FP5G,071A_UT3.RKFRD_&I?/J37O<@BHIPF MQIH@\'>@2\]YM00X_]J,]NHYK>+Q\[/U>^<\.+,AFBXE_XVE9G_=F_902K>D
MX.9!/OY"*X=&UEXBN7:_Z+&2C7HH*;216:4,"#(FRG_R5 7B2 &/.A1PI8!? MJS"H% ;.T1*9<^N.&+*8*_F(E)4&:_;!Q<9I@S=,V#2NC8*O#/3,XGV6<_F- M4O1
#5,4$F30BA.AT25:EZE%R)V%#&!5DK^"2F@*;JE@FZ909\VG.V(M38J^0/>$*?2%\();-6L)W6A-#7PB(D7WA4A!=6V(*70M<79'#6%8<&\07"$1YZ "U?
KSX(P!G4J1HX>X,.>V4.M$U"7B=A4R5!UDFX\H6NM#ST M6[:EXDKG)*'7/:@%FJH#[2U^^B$>1S_[W'XC8R=!&-9!&(:L+U8!SR]@;,>$ M8&)GEU9.%9.I+QKE%!,WA:USAT4\F
ZB*)KW#\>.MN7&H\F)W(D/HJ'4="' M-<2$)10E4AL?O%%KVN^!M27PH!O7N,8U#N*Z@WB*HXUM]^8%^A6X9.5"R9+Z MTQ*@H[.EHBDSYO?H@S 4,6&54NEW_X
A.&_P"+C:AD[PI-2@] 4;D%X5O";V'I),:3.L:3 MH.DZ4EW)G[37YKB],MM2>#CI7 #3&MPT".XF,051C'!TMH,.X!QQ];4/9&EF M?#S]K W2(S4==H*-N/*MK)U&H6D9XB
9+^Z[7'\U5U83C -LY!$93F>C[B0V9!^'V=X5 M) [!5,H@:#K/_+ "W;X,MBVR&4\ZRY+<(R[$384&8-LB M. Y4RH8SXS!I!K;8RV6R39$MW"&14\@-@\9A"K4M72&VY5E,N[.8%UV;$?
U% MO"T7+.*X(4X!LM^TS+25BB)#GKSNX':'C,>> M'MDC.(Q_O2/KD_@_+%SMTH:,,+:*V\+ZM'ZYNK&W==\-WX;7RW+^Z?&3'D= MJ$H8%N-.-
V"R>C=!,]I*F^8RA&ULK59=;YLP%/TK%]NF5NK*9Y*]TAITJE[F!8EZ_;L MP"5X-9C9)FG_ 6Q#$&DHJM2^@&WN.3]WW LFW#/^*#(B9YR6HBIE4E9WMBV
MB#/(L;AB)13]25:AX45V692+]A16.(MK$^{E}NN9G;+DI <"D%8@3BD4VOF MWLPG.MX$_":P%YTQTIEL&'O4D^_)U*T(* 02\V U6T'_#>"O ;@&\2K969M!98XBCD;(^XCE9L
M>F"\,6B5#2ET%=>2]Z=$X61TEY>4/0.@%4C"0=5'HB7%A4!?T+]N+&(I6D"J M@ FZA4*-Z!!+$ME0^Z&SLN,GYML[9 M>R7G!<17R'=X00]_G:X?PRWE?MM";RV!)[A\U_AJ^TV-
N*.C9O&)7;D M$K0NE=HE;%SJLZ#>,^C?4W\;D2)8YA:ZN47P'=@19_N6/G:Y\A'T1V9(_? MVN,/L4>S04_Z4]_Y)H9/?\5V4> [H;WK9G0:X[K!J TZ4AJT2H-!IV5MF^?NILK-%'-
M8'D1V9,V[-&0^7:\"1OL3')]4Y M;:O3&->_]ON+.&EU3M[35I.33GXI:BBB5F1W#A!]>/_?$M4YU!(%<:YFJ@Z M\?I K">2E>9,V3"I3B@SS-0_!' =H)ZGC,G#1!]3[5])!]02P,$% @ M
H$]6J.,S$\,! .!< !D !X;"]W;W)K&UL MQ5A=;^(X%/TK5E9:[4HS3>P I5U *M#5[D.E]M7N/)OD M8D<=8VT/GW8SMI M E7B(33=>8$X\3V^YW[81YX5]G\UO=EM(64RBN>0Z;_
MK+E(J=)#L?%E+H#&UBA-?!(($S^E+/-F$_ON4Z\OGMAF]\P+?S;)Z0:>0?V3/PH]\BN4F*602<8S)&]]>[P[8*$QL#. M^)?!01X](T-EQ?E7,_@[GGJ!\0@2B)2!H/IO#PM($H.D_?
BO!/6]-8WA\?,K M^I^6O":SHA(6//G"8K6=>F,/Q;"FNT0]\<-?4!(:&KR()]+^HD,Y-_!0M).* MIZ6Q]B!E6?%/7\I '!G@48L!*0W(6X-!BT%8&MC(^85GEM:2*C];"'Y PLS6
M:.;!QL9:.S8L,VE\5D)_9=I.S>[3/.'? - 3*"9)TBAQX1F$GU&ST5]$5^C M):RU88SFD.FG8LHG="=U]G.3#HE^6X*B+)&_3WRE_3+H?E3Z,"]\("T^8((> M>*:V$MUG,<2G
+XF5+$BKZSFQ(FXA.@*A?@3(@$9-#BT.-\]=+@35D$.+5[8 M@O?%%L,'IV#T,UABG=':.,)HD$M M5A\TKVXV@EN9TPBFGNYT"6(/WNS77_ H^*,I-#V!G01]4 5]X$*?+9F,^$Z7 MH*
FI@6YKBH9K-%[6?!51#]).V/.3A7N9##L.(P=')XTJZ;EHEXJO=:;;.& M6!;I358V1<]4).HXK3Z&,..)2-9;LJ,^2[0GL)#3756BNWU>R MU^>5K'.5"SF,*PYC)X?[EUR?]CIW"
<|VGTWN+!M3Q0+43F1(EW"NMWR3;6A. M:+$")L20]\$\]%LOE^PI63VBGP2)UL,C[]AFW?6>VI+E3ALT-BVLIA)T" MHGO+NO$Z\PH;-B'-JX56+5SPX'\^(7%/(J;D_1&2"-
>:"+M%T8^KMR=Y4]M MT51MU5OK(.S4$A=4;Z]"IT0[MWIK#8/=(N:!OK2>.#T)DY+ 1\@<7.L>=>-UY56B M.33G*:]:/I$/DD^M1PI53#UA78:GEHPD7<*)K=]9[8M@JFM?
&O!1'H63&Z\ MSKS"\\K7/[J#3$%L[-6L1#8%Q<5=];:Z_KVSEYYOWL_Q[:*XQ*UABCOE!RHV M3%=T FL-&5Q=ZU->%->TQ4#QW-YTKKA2/+6/6Z Q"#-!?U]SKEX'9H'JLGSV M'5!+
P04 " "@3U:.O#+8)," #Q!@ &0 'AL+W=O.;DQY;7KZB2' M@NHK68+ E4RJ@AJ%[@%9<*)H_K94L61K QG I:*Z*HH MJ'J9 Y>[F3-P]@_NV28W]H$;1R7=P K,8[E4.',
[E905(#23@BC(9L[-X'H^ MM?%UP \&.WTP)K:2M91/=O(MG3F>-00<$F,5*-ZV< N<6R&T\:?5=#]D33P< M[]6_U+5C+6NJX5;RGRPU^B>^*DLL7 '(/ABG
UVW(DE.AR2>R:CX4D1FY>R[Q-4)*YB @ M8QA#7VRL)I<+,)1Q_8%<$";(0RXK346[(]>@/0MQD];*O+'B'[&R@.2*#_Y(_*X6I#+BP__RKA875>BWY7HU[K#([H'E;7N-?
EUL]9&X2_QN\]GHS?J MU[/;Y%]7-(&9@_M @]]"$[]_-PB\SR?<#CNWPU/J,18_]O/49(5UEMUIVSB8 M1NZVAS3]2*-SI*"/U&0%!Z31L)\T]DCCHGM@,"^ 625]13L%S4I]XW 2$-
YG\/IJS_7GX3_670/.I@]#+Y3M6'8A#AD MF.5=A?BKJ*;!-A,CR[]IK:7!%ED/M%U:AIMVN'.,$]X,PV2?OV MLX%"NH"31MI-@HG/=\YG?$[,:,OXLT@(D>
E2W,QMA(IUU>V+>*$9%A6_*HQ$K9$IS,N5 %%F&^>LU M2=EV;$'K[<8#7252W["CT1]OR(S(I_64]Y'=5%G0C.2"LAQPLAQ;W^'5-2H! MY8Q?E&S%SC70K]:#V\78
MOU7_43:OFIEC028L_4T7,AE;H0469(F+5#ZP[4]2-^3I>C%+1?D)MO5E] +<&/0A:< M@#N:TZS(P!2_5K"G?$$XN,TW:L34U&G!XT0M%+B?IW2%]>)7M>]EHB;NWCV_
M(1+35%R ,T!S\)BP0]B98F1+U9M6:,=U']=5'ZBGCQL27P(7?@'(00/P-+L! MYV<7[\O8:FF:]4'-^]"RKMM3]Y%)G';)]6"#;ICVTI58XYB,+6460?B&6-'G
M3]!WOAE$N8THUU0]4CUZ79HJ5%"BM!TW4:#B9MIV*@=&AWW<;7#_Z 6.FV M.B>9L8:]V[/#7H/ G<"&)_FQAKW;/- =]NQ=V 8@-$99KR5KV!$^@6VNP8/!
MUFG)&G8,5QMKT)QKQ[L2]D>=!Y'?]R3;K(/FL-O[/^PD-]8X=7>W&0E]HQN/ MTV@,VE,UMO$*S?G:Z\#!.'41=&'/!X;X#AX.P;Y^T@0B-"=;O
MP.$'_A51&VCH8*!UFA#M!UJ/"5$;9L@<9L>;L"ZT>[CQ/!3Z_RBP=X["^K7B M#O,552?-E"P5SKD,E)UX=5*O!I*MR]/QG$EUUBXO$_5V0[B>H'Y?,B;?!OK MW;PO17\!4$L#!!0 (
*!/5]]X/D6) 8 "X^ 9 >&PO=V]R:W-H M965T:@]NNJ'W_$E!E,88//O0P.VSV_L<$X\YFC&SRS]FJTHY>0E MCI+LIK7B?'W=Z63^BL9>UF9KFH@]"Y;&'A=OTV4G6Z?
4"XJ@..IHBC+HQ%Z8 MM";C8MMC.AFS#8_"A#ZF)-O$L9=^OZ,1>[YIJ:W7#9_"Y8KG&SJ3]=I;TAGE
MG]>/]7C7]94@C&F2A2PA*5WZ)1&42Z)_A6H:UZS#OP]_6K;A87+RYF[F5TRJ(O8%= [-Z!?!?3W T9' @95P&_0#L2,*P"AN>> MTJ@*&)T;<%4%7)T;H"]OGUR1DIWR(R_R1?>X-
QFG]FD^?"'RU\425?$BS0) MD[P^9CP5>T,1QR=3%LXK=H"QS_BBW/& MKU@=G?BP73ERNUGN7- !I)&'W;]6NH7:/:+>LRS;*Z"_[\4QQ.$TSOXY<)IW M)=@[#.;WQNMLJ?
GTIB5N?AE-GVAK\NLOZD#Y_5""(S$=B1E(S$1B%A*SD9B# MQ%P0UBB+7ET6/9D^>4R93VF0B>F43\5D*""+E,6$\15-R=I+^?1N(N).KI!WEWJ(RD)W!I&2$Q'8D92,PLL6&!Y;/H
MIXG:5XI_X\[3;HD@1[61F(/$7!#6*)%^72+]-Y9(OH]($4B'N+0(MD)B.Q PD9O9_*H+][#]YA(T\(0>)N2"LD=*#.J4'TI2>B3_9OGA2>&#% \.,
M,__KBD6!2.A[\;=\63Q"$IC*7MI&B,Q'8D92,Q$8A82LY&8@\1<$-8HCF%= M'$/TD\(0619(3$=B!A(SD9B%Q&PDYB Q%X0URF)4E\5(>L\HRL*ORT(\%R2; M>"
[N&&Q1/]1G9!%&^]\9E?4AE2^M#R2F(S$#B9DE-MB9VVA[LQ_D<#82.(IESA9E'_]:CS1A'_44_$,D!!S([8\M$-0I%5;:]"@4];:I$4&5 M-1VJ&5#-
A&H65+.AF@/57)36K)"=;I[ZOV=0:YH$8G,UDSI8+%+\XF)!:CI4 M,Z":"=4LJ&9#-:?2)%-&5WI(,ZVU;5IKTK2V[_X0LZ LGR@5DZ+]]F/[YYD1
M^4%FFWE&OVW$)*]<2AW,%=:A;:EH9H.U0RH9D(U"ZK94,V!:BY*:U;(MC^MRAO4;YPT09O/4$V':@94 M,Z&:!=7L2I-,IBM3K3EY,+%:0[M+T,U ZJ94,V" M:C94]N2BM62';%K8J
M;06^J5E7T;OWUU'S_CJ5CWYQ_O\]8*\YH $=T(1]%E2SH9H#U5R4UDSJ;0-: ME7>@I^SEU#P(VFB&:CI4,Z":"=4LJ&9#-0>]N2BM61#;YK1Z!9\'09O14$V' M:@94,Z&:!=5LJ.9
-1>E-=>>;9O2FK2E]Z9YD)R^M%0J3?*MA0X=T#@]H D= MT()J-E1SH)]+TLJD[NPL$(UINBP6).=9NTEXNKXMEOKN;3?5:ZM<
MNKQERI74#UZZ#).,1'0A2*4]%,_O:;DXN7S#V;I8ACIGG+.X>+FB7D#3_"Q M?\$8?WV3#U O$9_\!U!+ P04 " "@3U:"\L7FY\% "%&P &@ 'AL M+W=O&ULM5G;;N,V$/T5PET4";
;BZ2NJ6-@ M$VW; +MMD'3;AZ(/C$S;PDJB*M*Y].M+72+9THCQ=M476Y3/#'F&Y/",N7@4 MQ1>YY5RAIS3)Y,5LJU1^/I_+:,M3)L]$SC/]RUH4*5.Z66SF,B\X6U5&:3(G
MEN7.4Q9GL^6B>G=3+!=BIY(XXS<%DKLT9<7S)4_$X\4,SUY>W,:;K2I?S)>+ MG&WX'5>?\YM"M^:MEU6<\DS&(D,%7U_WN/SD/BE087X/>:/*1*%TQ_/?
KGB2E)SV.OQNGL[;/TG#_^<7[CQ5Y3>:>27XE MDC_BE=I>S/P96O$UVR7J5CS^S!M"3NDO$HFL/M%CC77H#$4[J43:&.L1I'%6 M?[.G)A![!M@=,2"-
>D;V",&M#&@QQK8C8%=1:.F4L4A9(HM%X5X1$6)UM[* MARJ8E;6F'V?EO-^I0O\:.SNUO,,;/8L*W?)<%"K.-N@DY(K%B3Q%[]#GNQ"=
MO#E%;U"31&:+X+2(6L8$!71UO3@'S\'AS8F!#VUF@E3]Z]"Q<9_6> M+O?&GQ\U"%TKGLJ_H-C7OFW8=YDXSF7.(GXQTYE!\N*!SY;??X==ZP@ MQ*6'L' (PUBO#8>TN
,.3LO!,7*X$E(AL4:9F4OMQ-WOW74\V^UQ&<*HY;F6 MU>,RA-F>9?L4IN*V5%PCE9*(27*"[&.%<3!'7((;,\G/0Y#&/4==S ?0YAK M!YX;P!R\EH-GW*8?N93GT."]*7?@E,
["B9P=A,MOP^4;I_R62U7L(K4K=$:# MPN8/9LFAU MZ4SY$X<#S>XL["*((<1UXOH.60& D<)WF+"ZJS*PW89PIEFWB M^X2#)V
P"':A7H_+$$1LVLLY(0#R,8:I8*L[Z"TSF2P2*4>*/2'^I&6C!%-) MX^1PY_BX1P- !;1/-@10=H =?X3)GF3!KV;VN&9SDNBL<@H2P8/.WQ';P4$_MPT- CV)[P&:
(P\2Q;&N$#NGHD%>V27GH,[VN4*,#0#Y&)U^;8R;U%D[E[3" MG7C"_Z=ZPI/*ITF]A5-Y.PQLIZ#P-TFHQOK@,(8T%(#112 ,ZHHW,DH/(F. MPD<**0 '*BD 9Y)2N--2^-
O$%#Y230$X4$X!.).>PIV@PO]14>%))=6DWL*I MO!W&K%-5V"RK/]1Y(IXYURLY8:I?33?A ^2030D=':0 SO4'N!# 4>(3UQY9 M)W"PF:)%7(=HRBN4S7+5HBE90[_IWH!,@-
TEN<_XBNT#U2 #=9>DMUJ,%P0+?LGNT)B'+7]D MNY).>1&S\KK1&4?O6#TU+$%K/D)E*)0(=09+#X39@QD"8-CS?&^$2]>ZB%EU M_1I%NYQET3-(@0P[];U^F*\
6+G(^LH1\A90;VR1=;J'&(__U^NKQOZU @N M0146 !LOL4@G,HA99'Q5D44 B3"LL@ 44&9!J-$ZBW1:@YBU1I_/@YZEL@7S M 10'WC]7&T)#6%]K&"&'5#]90OE,0 "BB) 92A)":=
M)B!F37!42=SXV/^7$BZ)(2!4$@,XL"2>[]U/I+S85/<\$D5BEZGZ+__V;7N7 M]+ZZ0>F]O\3G87TCU+FI+Z@^L6(39Q(E?*U=6F>>W@Y%?>=3-Y3(]UN0>Z&4 M2*O'+6-&"^ M]]'-
^_F 9P=,GFF*$,_B[RD)2R=&Q,#)&@+ZYP]XL.?]F/)W@QSJG\#PXJUO4-$->4X:(1\Q846:E^ MX<_F/1P)K$L"NQ'8YP+W@L!I!,Y0@=L(W*%-\A]!-[0&OQ'X0VL(&D$@S5)O
M5UH30@87,X(/@(AH3A,7TE^IYHYDI%5"8,8-=]FP]@6L98,ON&0I!:LR04D'8-4/ M@,D[V?;4?NWITNXEAB@> C,MD79: A7!.P*+SP#6+,4D^QA]VZNW"M;[HA$6:8"?6^:UU?
]]U=WM$^.:6 MFT89]!!19DG;$ISGD-"WTDX'>_'7CFJ=L%#!)L=YX8V":6"?)8;.2M7ESKGDY8I EVXMZD=6]RU5*=@*0F6;D3@SG#75O_92_PVH&L$Q9.AN;" M^T#/.UO?
E,\ZFQ=I@IWX/&U]G@[P&>]YMR'(CR"9AOL=5'=EO:GD#=R8.7L_*E=1NJ M@Z0WC#K6^@+)+BLIR-&6(\>C@.]&B#HJ4C<,5_*D8H,9PX6\3!%,$!$!_/D6
M8_9Z(RIHS^L6_P%02P,$% @ H$]6E2;W?E0 P L!4 T !X;"]S M='EL97,N>&ULW5C1;MHP%/V5*%VG5IH:0M9 5D#:D"I-VJ9*[*D,=#N=.,@)$_YH(!;Y=:XJ;UHL MA!KZ_6;(,Z>OZ=
/XX^^9^3&14]'_OW9^U^+0EV]\\SYY,/)2>>BC<#YS"EP<(H[*8:'R06WWL,:P/3+YWF/P^<4RZORW=YO5O>4RY9:*TT!US.ZBE![;.1H.L$&VY1;X9T/HDI]X#X4-_3#B;2 :LC.2,
MK\QP%P:F!2^DIW2=ZX AC%2/!@Y-#VX!]Y,S4<@ZMHE@_D[LY3O N@<&&>>- MP:YO!D:#DBA%I;C6G?KB>O)Y-GVW:K4#F>2K,+NI=\2ZL,,BED2F43)O37
M0Z,!IQG8D6PVA[,JR@! I8I<-U)&9H4@M8KE%T]2&;-/(F [H;ZH9[4W9RQ?I>B5[*-27A9Z,J/MP8] ;23.VK/O+K#& MJ8>X.BE+OOK,V4SDU$S^X("C 5GSO'DAV:..!]4RU0-
4^MX#E8I--T=^2U+> MT:5:E],RPSUWC]#SO\WSC HJ"=\TK6Q_+6?YQ8[M"_4U/->/E5W'3I-1[^U[MM!N(MVXR/@:31['<_6,PF1R!R=ZK/36?\00ZBD2&;])D8+=K&WO"K1UA,^K!
MSGOH_X"=/&^#>I,%XXH)VYNS-*7BR<90RRLRT?^.;NGKZU.:D057=PTX]-OV M=YJR19XT5]U (NQ5;?L;3"^,FVV_CL5$2I' M&\$X!G,C@&%Q,_<8Q["P./_3?/KH?
R&>>L[D3[*Z:,#,9:W.(:O6PWS!@PL#D1Z7]]QU<8K9'\=8&NZKT*PF>*5 MB,T4SS4@[KP!(TG*8%4Q;]@=C"-)@B%0B^X: MC6,D.S%\W.N#W251E"1N!#"W@RC"$+@;<01S !XP)
(KJ]^#.^RA8OZ>"]C?: MT1]02P,$% @ H$]6I>*NQS $P(L !?3T\$MP> M:4#M.*2VBZD8_1!2:5K5N %(MB6/:(7->=I3W;+T]!;X"O.DQQ0FE(2S,.\,W2?S+W\PPU1>5*(Y5; M&GC3Y?
YVX$G1H2)8%H%R=.B':5_'&'+P& !A0@ #P 'AL+W=O M'PXO6QE:R\0_MZMAMK)(+MU:]J/)Z/V_U*-1*5K7>F?:G$R
M&H^$6YN'OXS5/TW=R/*ZL*8L3T:3[L1W91M=O#A\'2!OY*UKCS3R]DIZD)-1 M.O9ON-36->TSVO>7GO%>^2=WC[:-^:S+1MESV:@OUFPWNEZ%M_'?XIA\C38.
M3W^[(+ZS_R>,9KG4A3HWQ;92==/%T:HR -9NK3=N)&I9]9/1F;E7-GP?_P$7 MB^Z[-1Z*1,J^T_Z$O5BT>'PHI]N%;L1%W;W8GR58$<"*>+'._&-3ZH7_](7X M*$M9%TJT+>L(X!0
3@\&*-[,)8&,_63\BI#7 2*\P FS%)>;WA68 ,CD8)!G MIMH0R!1 I@>$_#=V8@D#F #(_7"2E6Q/(&8"<\4)>VI6L]<_V MA)"U!]U6E;2/;2CUBJ;N,A4(Q*ES?0U.D&(FS([Y[!NU+K0L/6*
(9GLW4SBDE@FS M6WIB%N>]D;KLP2&E3)B=C&M2\/[CK7KBB-V_;Z M=!&21<0L"R]ZO? =S1LK%VW'R5K?-U'/S1\A843LPN@SSGW-$6Z-]F:9T](W
M0@Z)N!WR>*NL4X7O@3:/K3G$W]*673 %'4:8(H=,F1T"ZZ%>^3M%#IDR.P34 M0^+-32^:2"Y39KD,UD0!T&.XMY02#G Q&V:X.!K$1(Z9,CL&5TF"8B+C3)F- M,U@F#083Z6?
*K)_!>FF0$OEGRNR?4#@-0B'A3)F%LZ^"VH%23"2<*;-P:"$U M%,,8:29FU@RLJ']:B9%F8F;-P(]JCXDT$S-KIJNH!AL9>25F]LK>TJHCI9AP MZH1][@046.(-Q41>B;DKF>X-
M'V7(0AFSA?:.6G?H%!-9*.->2+ ?,UP(%!-9*'N-907[,/NKA)&%,F8+84QJ MH0RN9C[0FK0.DZ;W#%DH.]3$3XO92^_(0MEK3OS\SI^7RVXXD6#FR$(YLX7V M8.XV]"N1XXLE#-
;:#_FI^52]9;:(POES!:"T>PEI!Q9*&>VT#/,Y]*DF,A" M.;.%]D?SG]KV&QU9*.??4 -F46EZSY&%EJ9=7* M XG/%!-9:':HQ=1=@"DFLM#L8 L3V@!33&2A&;.%(&;/Z3-DH1FSA3 F34@S
M9*$9LX4P9B\A(0O-V"V$5J,<44QDH1G[YDZ V;\VX>Y.9@L-+)K9#1_153.3 M,=[;R>R@%WL4]D#"W9WC[M<-VJ>[#^\7:JEKM?CF/\#YXX4LB[D5X4_[7E&<
MA!U5RVU9GOECE_57(Q=/OY#P].L.'_X#4$L#!!0 (*!/5ICQ!%*W0(M %P[: >&PO7W)E;',O=V]R:V)O;VLN>&UL+G)E;'/-V[UNXD 81N%; M0;Z V/,_LPJIMDF[R@T@8B
*8(2]VN3N%Y$"WM$6VT0^%1HC/HYU;VW6Q/=_/:)X>[V M#]"W4[T=0&^G>CN WJYZ6 +0VZG>#]"W4[T=0&^G>CN WD[U=@"]G>KM 'H[MU=L!]/:JMP?

H[55O#]#;J]X>H+=7O3U ;U\]{ ;H[55O#]#;J]X>H+=7O3U M;Z]Z>X#>7O7V +V#ZAT >@?5.P#T#JIW .@=5.\ T#NHW@&@=ZC^K 3H'53O M - {]-X!H'=0O0- [Z!Z!X#>4?6. +VCZAT!>D?5.P+TCJIW!.@=5>\(T#NJ MWA&@=ZPVFP#TCJIW!.@=5>\(T#NJWA&@=U*]$T#OI'HG@-Y)]4X O9/JG0!Z M)]4[?1.JG<"Z)U4[P30.U6;!0%Z)]4[?1.JG<"Z)U5[PS0.ZO>&;!W5KTS M0. ^L>F> WEGUS@"]L ^]= 7!GU3L#]Z]=P;HG:O-W@"]L ^]= 7H?U;L]"Z] M=P'H?53O M"[]-X%H'=1O0M {Z)Z%X#>1?4N +V+ZET >A? 5NP#T+M5A'8#> MIJN/ZP#\-EUU8^?]3L"Z7/?CI>BKW45\)U>3Y?/|K?OORZ +M:WX4IT>Y\Q M/OT%4$L#!0 (-*!/5I X$/.6P($TY 3 6T-O;G1E;G1?5'EP M97- =+GAM;.W;RV[;.!"%X5?O2 MR@5HD1H-7*#_QH)-_ $5-6'ZLX)M=D848]#<$-8AU.-Y.;ZD]M5]UU8?3[&GWT[#MMD M=IU/5A^?- IZRMDDU35U;5R&NBX>A^2UE_9R0QI/+'K]O)W\5-R3BS833Rl\# MGL]]?7#SW#9N=5O-X4O5QUWBV D?'COGT_,EWNAQW.W;VC5C?=_'(ZF? 9EC5^>00;]@]"_[X]Q/BSS\&)Y7'[`O\]XM?X[^U"0/C)('SFD M#PWIPT#ZL) ^"D@?);0/N;$T0A%54DB5%%,E!55)45526)445R4%5DF155%D M5119%45619%54615%%D5159%D5519%4463.*K!E%UHPB.T:1-:/(FE%DS2BR M9A19,XJL&476G")K3I$UI\B:4V3-*;+F%%ESBJPY1=.:<(FM.D5539-44635% M5DV155-DU119-45639%54V35%%D-159#D=509#4460U%5D.1U5!D-119#456 M0Y'54F2U%%DM159+D=529+4462U%5DN1U5)DM119"XJL!476@B)K09&UH.A: M4&0M*+ (6%%D+BJP%1=:2(FM)D;6DR%I29"TILI8464N*K"5%UI(B:TF156XH MM,K-_[3U^S@>_G'\\DS[JAU>\L7R+\J;GU!+ 0(4 Q0 (&!/5H'04UB M@0 +$ 0 " 0 !D;V-0&UL4$L! M A0#% @ 8$]6C0#9]7O *P((!KP &1O M8U!R:W!S+Y-O&UL4$L! A0#% @ 8$]6IE&PO=V]R:W-H M965T&UL4$L! A0#% @ 8$]6D\.(M<] @ OP4 !@ M ("!1Q 'AL+W=O&PO=V]R:W-H965T&UL M44$L! A0#% @ 8$]6@RN>T+M!0 QH !@ ("!I1P M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8$] M6L3D<-[H!P G$!@ ("!J2H 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ 8$]6FIR@./V"@ RQP !D ("!;&L 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8$] M6O871F;@"@ =QX !D ("!VH4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8$]6@KK@3I0$P "T M !D ("!,ZD 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8$]6J$\;?&4!@ RQ(!D M ("!PM$ 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ 8$]6M@)FHE?$P 4#\ !D ("!),< 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ 8$]6F@__MD QE @ B08 !D ("!3@,! 'AL+W=OD[&PO=V]R:W-H965T&UL4$L! A0#% @ 8$]6C5\$065#0 "SP !D M ("!LPP! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ 8$]6EH_N!(4! Z0@ !D ("! M$$,! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ 8$]6O'DD7?R P 0PL !D ("!"U('AL+W=O&PO=V]R:W-H965T,]9_0(*X& 9 " @;A= 0!X M;"]W;W)K&UL4$L! A0#% @ 8$]6I?45"+1 M!@ 1Q, !D ("!I& ! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8$]6BVS7U8< P T 8 !D M ("!'74! 'AL+W=O $ >&PO=V]R M:W-H965T&UL M4$L! A0#% @ 8$]6L[&=3]I @ 7 @ !D ("!E8$! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M 8$]6A1&U4NO P M T !D ("!#(\! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8$]6H=]*MB; @ MHP< !D ("!-)H! 'AL+W=O>4"!D% 9* &0 @($% MG0$ >&PO=V]R:W-H965TP, . 0 9 " @56B 0!X;"]W;W)K&UL4$L! A0#% @ 8$]6FC#8VU'!@ 3BD !D M ("!!Z8! 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ 8$]6GVL%D&PO=V]R:W-H965T&UL4$L! A0#% @ 8$] M6C&FQ; A P >PP !D ("!7< ! 'AL+W=O&PO=V]R:W-H965T,0, /@+ 9 " @3/& 0!X,"]W;W)K M&UL4$L! A0#% @ 8$]6H-=A7!X P \P\ M !D ("!F\D! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8$]6F8NUHOY @ ,0D !D M ("!DM,! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ 8$]6@I,=7\R P , D !D ("!O,$! 'AL+W=O M M$P &0 @($MY0$ >&PO=V]R:W-H965T&UL4$L! A0#% @ 8$]6FG_M12"; P C \ !D ("!_N\! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ H$]6@L\]9NO P NA$!D M ("!*PP" 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ H$]6E#QH2^Q! Z!(!D ("! MR1D" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ H$]6J4("GC< P H@X !D ("!0R4" 'AL+W=O&PO=V]R:W-H965T3FA-@0 &L/ 9 " @6&UL4$L! A0#% @ H$]6OHQS6/7 M! >A\ !D ("!U#("_'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ H$]6J0W9%&PO=V]R M:W-H965T&UL M4$L! A0#% @ H$]6L^,&9= ! 314 !D ("!V5 "_M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M H$]6J;_F%Q#! DQ(!D ("!+%T" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ H$]6JK@^18D!@ +CX !D M ("!GG0" 'AL+W=O@(>&PO=V]R:W-H M965T&PO=V]R:W-H965T&PO&PO M7W)E;',O=V]R:V)O;VLN>&UL+G)E;'-02P$"% ,4 "_"@3U:?^!#S%L" M !-.0 $P @ $QDP(6T-O;G1E;G1?5'EP97-=+GAM;%!+ 4!08 ;0!M /0= "]E0(! end XML 118 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 119 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 121 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.4 html3195571false1030false8 falsefalseR1.htm0000001 - 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Disclosure - Employee Retirement Plans (Tables)Sheethttp://www.maxlinear.com/role/EmployeeRetirementPlansTablesEmployee Retirement Plans (Tables)Tableshttp://www.maxlinear.com/role/EmployeeRetirementPlans44 falsefalseR45.htm9955525 - Disclosure - Commitments and Contingencies (Tables)Sheethttp://www.maxlinear.com/role/CommitmentsandContingenciesTablesCommitments and Contingencies (Tables)Tableshttp://www.maxlinear.com/role/CommitmentsandContingencies45 falsefalseR46.htm9955526 - Disclosure - Segment Reporting (Tables)Sheethttp://www.maxlinear.com/role/SegmentReportingTablesSegment Reporting (Tables)Tableshttp://www.maxlinear.com/role/SegmentReporting46

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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r94", "r1029"] }, "us-gaap_AccountsReceivableMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableMember", "presentation": ["http://www.maxlinear.com/role/ConcentrationofCreditRiskSignificantCustomersandGeographicInformationSummaryofConcentrationofRiskbyRiskFactorDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts Receivable", "label": "Accounts Receivable [Member]", "documentation": "Due from customers or clients for goods or services that have been delivered or sold." } } }, "auth_ref": ["r955"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedBalanceSheets": { "parentTag": 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"http://www.maxlinear.com/role/BusinessCombinationsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Transaction costs", "label": "Business Acquisition, Transaction Costs", "documentation": "Amount of direct costs of the business combination including legal, accounting, and other costs incurred to consummate the business acquisition." } } }, "auth_ref": [] }, "us-gaap_BusinessAcquisitionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionLineItems", "presentation": [ "http://www.maxlinear.com/role/BusinessCombinationsAdditionalInformationDetails", "http://www.maxlinear.com/role/BusinessCombinationsSummaryofBusinessAcquisitionsbyAcquisitionDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Business Acquisition [Line Items]", "label": "Business Acquisition [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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The disclosure may include leverage buyout transactions (as applicable)." } } }, "auth_ref": ["r158", "r665"] }, "us-gaap_BusinessCombinationsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationsPolicy", "presentation": ["http://www.maxlinear.com/role/OrganizationandSummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Business Combinations", "label": "Business Combinations Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for completed business combinations (purchase method, acquisition method or combination of entities under common control). This accounting policy may include a general discussion of the purchase method or acquisition method of accounting (including for example, the treatment accorded contingent consideration, the identification of assets and liabilities, the purchase price allocation process, how the fair values of acquired assets and liabilities are determined) and the entity's specific application thereof. An entity that acquires another entity in a leveraged buyout transaction generally discloses the accounting policy followed by the acquiring entity in determining the basis used to value its interest in the acquired entity, and the rationale for that accounting policy." } } }, "auth_ref": ["r159", "r160", "r161", "r162"] }, "country_CN": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2024", "localname": "CN", "presentation": ["http://www.maxlinear.com/role/ConcentrationofCreditRiskSignificantCustomersandGeographicInformationSummaryofRevenuefromExternalCustomersbyGeographicAreasDetai"], "lang": { "en-us": { "role": { "terseLabel": "China", "label": "CHINA" } } }, "auth_ref": [] }, "mxl_CallPremiumPercentage": { "xbrltype": "percentItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "CallPremiumPercentage", "presentation": ["http://www.maxlinear.com/role/DebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Call premium, percentage", "label": "Call Premium, Percentage", "documentation": "Call Premium, Percentage" } } }, "auth_ref": [] }, "mxl_CallPremiumPeriod": { "xbrltype": "durationItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "CallPremiumPeriod", "presentation": ["http://www.maxlinear.com/role/DebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Call premium, period", "label": "Call Premium, Period", "documentation": "Call Premium, Period" } } }, "auth_ref": [] }, "us-gaap_CapitalizedContractCostLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostLineItems", "presentation": ["http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capitalized Contract Cost [Line Items]", "label": "Capitalized Contract Cost [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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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": ["r36", "r238", "r972"] }, "us-gaap_CashAndCashEquivalentsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsPolicyTextBlock", "presentation": ["http://www.maxlinear.com/role/OrganizationandSummaryofSignificantAccountingPoliciesPolicies"], "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": ["r37"] }, "mxl_CashCashEquivalentsAndRestrictedCash": { "xbrltype": "monetaryItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "CashCashEquivalentsAndRestrictedCash", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofCashCashEquivalentsandRestrictedCashDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofCashCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents And Restricted Cash", "documentation": "Cash, Cash Equivalents And Restricted Cash" } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": ["http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, cash equivalents and restricted cash at beginning of period", "periodEndLabel": "Cash, cash equivalents and restricted cash at end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. 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": ["r36", "r131", "r269"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Increase (decrease) in cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in interest rates." } } }, "auth_ref": ["r2", "r131"] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": ["http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Supplemental disclosures of non-cash activities:", "label": "Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]" } } }, "auth_ref": [] }, "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": ["r1119"] }, "us-gaap_ChangesInProjectedBenefitObligationsFairValueOfPlanAssetsAndFundedStatusOfPlanTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ChangesInProjectedBenefitObligationsFairValueOfPlanAssetsAndFundedStatusOfPlanTableTextBlock", "presentation": ["http://www.maxlinear.com/role/EmployeeRetirementPlansTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Changes in Projected Benefit Obligations, Fair Value of Plan Assets, and Funded Status of Plan", "label": "Changes in Projected Benefit Obligations, Fair Value of Plan Assets, and Funded Status of Plan [Table Text Block]", "documentation": "Tabular disclosure of the change in the benefit obligation, fair value of plan assets, and funded status of pension plans or other employee benefit plans." } } }, "auth_ref": ["r26"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year", "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r1116"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested", "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r1114"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "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.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r1059"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r1059"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r1169"] }, "dei_EntityPublicFloat": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityPublicFloat", "crdr": "credit", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Public Float", "label": "Entity Public Float", "documentation": "The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter." } } }, "auth_ref": [] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.maxlinear.com/role/Cover"], "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": ["r1059"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r1059"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r1059"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://www.maxlinear.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-

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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": [ "r714", "r716", "r717", "r718", "r721", "r722", "r723", "r724", "r725", "r816", "r1020", "r1024" ] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": [ "http://www.maxlinear.com/role/FinancialInstrumentsSummaryofFairValueAssetsandLiabilitiesMeasuredonRecurringBasisDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Quoted\u00a0Prices in Active Markets for Identical\u00a0Assets (Level 1)", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": [ "r455", "r518", "r523", "r706", "r719", "r773", "r1009", "r1010", "r1011", "r1020" ] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": [ "http://www.maxlinear.com/role/FinancialInstrumentsSummaryofFairValueAssetsandLiabilitiesMeasuredonRecurringBasisDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Significant Other Observable Inputs (Level 2)", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": [ "r455", "r518", "r523", "r706", "r707", "r719", "r774", "r1001", "r1002", "r1009", "r1010", "r1011", "r1020" ] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": [
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The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). Where the quoted price in an active market for the identical liability is not available, the Level 1 input is the quoted price of an identical liability when traded as an asset." } } }, "auth_ref": [ "r1375", "r1376" ] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationByLiabilityClassDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationByLiabilityClassDomain", "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails", "http://www.maxlinear.com/role/FinancialInstrumentsSummaryofLevel3FinancialInstrumentActivityDetails", "http://www.maxlinear.com/role/RevenuefromContractswithCustomersAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value by Liability Class [Domain]", "label": "Fair Value by Liability Class [Domain]", "documentation": "Represents classes of liabilities measured and disclosed at fair value." } } }, "auth_ref": [ "r710", "r711", "r712", "r713", "r714", "r715", "r720" ] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationCalculationRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationCalculationRollForward", "presentation": [ "http://www.maxlinear.com/role/FinancialInstrumentsSummaryofLevel3FinancialInstrumentActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Contingent consideration", "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [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_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems", "presentation": [ "http://www.maxlinear.com/role/FinancialInstrumentsAdditionalInformationDetails", "http://www.maxlinear.com/role/FinancialInstrumentsSummaryofLevel3FinancialInstrumentActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]", "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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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": [ "r1241", "r1440" ] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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"http://www.maxlinear.com/role/StockBasedCompensationAdditionalInformationDetails",
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"http://www.maxlinear.com/role/LeasesAdditionalInformationDetails", "http://www.maxlinear.com/role/OrganizationandSummaryofSignificantAccountingPoliciesDetails",
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cash) and so near their maturity that they present an insignificant risk of changes in value because of changes in interest rates. Generally, only investments with original
maturities of three months or less qualify as cash equivalents by definition. Original maturity means an original maturity to the entity holding the investment. For example,
both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note purchased
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An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": [ "r987", "r1209" ] }, "mxl_NumberOfVotesPerShareOfCommonStock": { "xbrltype": "integerItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "NumberOfVotesPerShareOfCommonStock", "presentation": [ "http://www.maxlinear.com/role/StockBasedCompensationAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of votes per share of common stock", "label": "Number of Votes per Share of Common Stock", "documentation": "Number of Votes per Share of Common Stock" } } }, "auth_ref": [] }, "us-gaap_OccupancyNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OccupancyNet", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/SegmentReportingDetails": { "parentTag": "us-gaap_NetIncomeLoss", "weight": -1.0, "order": 11.0 } }, "presentation": [ "http://www.maxlinear.com/role/SegmentReportingDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Occupancy", "label": "Occupancy, Net", "documentation": "Amount of net occupancy expense that may include items, such as depreciation of facilities and equipment, lease expenses, property taxes and property and casualty insurance expense." } } }, "auth_ref": [ "r124", "r175", "r185" ] }, "us-gaap_OciBeforeReclassificationsNetOfTaxAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OciBeforeReclassificationsNetOfTaxAttributableToParent", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccumulatedOtherComprehensiveIncomeLossbyComponentDetails": { "parentTag": "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccumulatedOtherComprehensiveIncomeLossbyComponentDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Other comprehensive income (loss) before reclassifications, net of tax", "label": "OCI, before Reclassifications, Net of Tax, Attributable to Parent", "documentation": "Amount after tax, before reclassification adjustments, of other comprehensive income (loss), attributable to parent." } } }, "auth_ref": [ "r28", "r32" ] }, "mxl_OneDefinedBenefitRetirementPlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "OneDefinedBenefitRetirementPlanMember", "presentation": [ "http://www.maxlinear.com/role/EmployeeRetirementPlansAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "One Defined Benefit Retirement Plan", "label": "One Defined Benefit Retirement Plan [Member]", "documentation": "One Defined Benefit Retirement Plan" } } }, "auth_ref": [] }, "us-gaap_OneTimeTerminationBenefitsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OneTimeTerminationBenefitsMember", "presentation": [ "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "Employee Separation Expenses", "label": "One-time Termination Benefits [Member]", "documentation": "A lump sum payment to an involuntarily terminated employee in conjunction with exit or disposal activities." } } }, "auth_ref": [ "r995", "r996", "r997", "r998" ] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 2.0 } }, "presentation": [ "http://www.maxlinear.com/role/ConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "totalLabel": "Total 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. 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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": [ "r759", "r1028" ] }, "us-gaap_OperatingLeaseImpairmentLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseImpairmentLoss", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 10.0 } }, "presentation": [ "http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Impairment of leased right-of-use assets", "label": "Operating Lease, Impairment Loss", "documentation": "Amount of loss from impairment of right-of-use asset from operating lease." } } }, "auth_ref": [ "r1388" ] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/LeasesSummaryofAggregateFutureMinimumPaymentsDueDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.maxlinear.com/role/LeasesSummaryofAggregateFutureMinimumPaymentsDueDetails" ], "lang": { "en-us": { "role": { "totalLabel": "Total lease liabilities", "label": "Operating Lease, Liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": [ "r755" ] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/LeasesSummaryofAggregateFutureMinimumPaymentsDueDetails": { "parentTag": "us-gaap_OperatingLeaseLiability", "weight": 1.0, "order": 2.0 }, "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 7.0 } }, "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails", "http://www.maxlinear.com/role/LeasesSummaryofAggregateFutureMinimumPaymentsDueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Short-term lease liabilities", "negatedLabel": "Less: short-term lease liabilities", "label": "Operating Lease, Liability, Current", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as current." } } }, "auth_ref": [ "r755" ] }, "us-gaap_OperatingLeaseLiabilityCurrentStatementOfFinancialPositionExtensibleList": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrentStatementOfFinancialPositionExtensibleList", "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]", "label": "Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]", "documentation": "Indicates line item in statement of financial position that includes current operating lease liability." } } }, "auth_ref": [ "r756" ] }, "us-gaap_OperatingLeaseLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityNoncurrent", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/LeasesSummaryofAggregateFutureMinimumPaymentsDueDetails": { "parentTag": "us-gaap_OperatingLeaseLiability", "weight": 1.0, "order": 1.0 }, "http://www.maxlinear.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.maxlinear.com/role/ConsolidatedBalanceSheets", "http://www.maxlinear.com/role/LeasesSummaryofAggregateFutureMinimumPaymentsDueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Long-term lease liabilities", "label": "Operating Lease, Liability, Noncurrent", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as
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noncurrent." } } }, "auth_ref": ["r755"] }, "us-gaap_OperatingLeaseRightOfUseAsset": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseRightOfUseAsset", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.maxlinear.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Leased right-of-use assets", "label": "Operating Lease, Right-of-Use Asset", "documentation": "Amount of lessee's right to use underlying asset under operating lease." } } }, "auth_ref": ["r754"] }, "us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseWeightedAverageDiscountRatePercent", "presentation": ["http://www.maxlinear.com/role/LeasesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease, weighted average discount rate, percent", "label": "Operating Lease, Weighted Average Discount Rate, Percent", "documentation": "Weighted average discount rate for operating lease calculated at point in time." } } }, "auth_ref": ["r762", "r1028"] }, "us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseWeightedAverageRemainingLeaseTerm1", "presentation": ["http://www.maxlinear.com/role/LeasesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease, weighted average remaining lease term", "label": "Operating Lease, Weighted Average Remaining Lease Term", "documentation": "Weighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r761", "r1028"] }, "us-gaap_OperatingLeasesFutureMinimumPaymentsDueAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeasesFutureMinimumPaymentsDueAbstract", "presentation": ["http://www.maxlinear.com/role/LeasesSummaryofAggregateFutureMinimumPaymentsDueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating Leases", "label": "Operating Leases, Future Minimum Payments Due, Fiscal Year Maturity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingLossCarryforwards": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLossCarryforwards", "crdr": "debit", "presentation": ["http://www.maxlinear.com/role/IncomeTaxesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating loss carryforwards", "label": "Operating Loss Carryforwards", "documentation": "Amount of operating loss carryforward, before tax effects, available to reduce future taxable income under enacted tax laws." } } }, "auth_ref": ["r642"] }, "us-gaap_OperatingLossCarryforwardsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLossCarryforwardsLineItems", "presentation": ["http://www.maxlinear.com/role/IncomeTaxesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating Loss Carryforwards [Line Items]", "label": "Operating Loss Carryforwards [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": ["r642"] }, "us-gaap_OperatingLossCarryforwardsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLossCarryforwardsTable", "presentation": ["http://www.maxlinear.com/role/IncomeTaxesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating Loss Carryforwards [Table]", "label": "Operating Loss Carryforwards [Table]", "documentation": "Disclosure of information about operating loss carryforward. Includes, but is not limited to, tax authority, amount and expiration date of operating loss carryforward, and likelihood of utilization." } } }, "auth_ref": ["r642"] }, "us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract", "lang": { "en-us": { "role": { "terseLabel": "Organization, Consolidation and Presentation of Financial Statements [Abstract]", "label": "Organization, Consolidation and Presentation of Financial Statements [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock", "presentation": ["http://www.maxlinear.com/role/OrganizationandSummaryofSignificantAccountingPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Organization and Summary of Significant Accounting Policies", "label": "Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]", "documentation": "The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure." } } }, "auth_ref": ["r93", "r165", "r876", "r877"] }, "us-gaap_OtherAccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Other Accrued Liabilities, Current", "documentation": "Amount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r97"] }, "us-gaap_OtherAssetImpairmentCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAssetImpairmentCharges", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 23.0 } }, "presentation": ["http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of investments and other assets", "label": "Other Asset Impairment Charges", "documentation": "The charge against earnings resulting from the write down of long lived assets other than goodwill due to the difference between the carrying value and lower fair value." } } }, "auth_ref": ["r1197", "r1247"] }, "us-gaap_OtherAssetsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAssetsNoncurrent", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 8.0 } }, "presentation": ["http://www.maxlinear.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Other long-term assets", "label": "Other Assets, Noncurrent", "documentation": "Amount of noncurrent assets classified as other." } } }, "auth_ref": ["r243"] }, "us-gaap_OtherCommitment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherCommitment", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/CommitmentsandContingenciesSummaryofFutureMinimumPaymentsUnderInventoryPurchaseObligationsandOtherObligationsDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.maxlinear.com/role/CommitmentsandContingenciesSummaryofFutureMinimumPaymentsUnderInventoryPurchaseObligationsandOtherObligationsDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total minimum payments", "label": "Other Commitment", "documentation": "Minimum amount of other commitment not otherwise specified in the taxonomy. 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This accounting policy may address (1) the types of plans sponsored by the entity (2) groups that participate in (or are covered by) each plan (3) how plan assets, liabilities and expenses are measured, including the use of any actuaries and (4) significant assumptions used by the entity to value plan assets and liabilities and how such assumptions are derived." } } }, "auth_ref": ["r16", "r17", "r21", "r71"] }, "ecd_PeoActuallyPaidCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoActuallyPaidCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Actually Paid Compensation Amount", "label": "PEO Actually Paid Compensation Amount" } } }, "auth_ref": ["r1111"] }, "ecd_PeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": 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Excludes cost for computer software product to be sold, leased, or otherwise marketed, writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both, and write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": [ "r1361" ] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": [ "http://www.maxlinear.com/role/GoodwillandIntangibleAssetsSummaryofFinitelivedIntangibleAssetsAmortizationExpenseDetails", "http://www.maxlinear.com/role/StockBasedCompensationSummaryofStockBasedCompensationExpenseDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Research and development", "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.maxlinear.com/role/OrganizationandSummaryofSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "terseLabel": "Research and Development", "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": [ "r607" ] }, "mxl_RestOfWorldMember": { "xbrltype": "domainItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "RestOfWorldMember", "presentation": [ "http://www.maxlinear.com/role/ConcentrationofCreditRiskSignificantCustomersandGeographicInformationSummaryofLongLivedAssetsbyGeographicAreasDetails", "http://www.maxlinear.com/role/ConcentrationofCreditRiskSignificantCustomersandGeographicInformationSummaryofRevenuefromExternalCustomersbyGeographicAreasDetai ], "lang": { "en-us": { "role": { "terseLabel": "Rest of world", "verboseLabel": "Rest of world", "label": "Rest Of World [Member]", "documentation": "Rest of World [Member]" } } }, "auth_ref": [] }, "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": [ "r1077", "r1088", "r1098", "r1131" ] }, "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": [ "r1078", "r1089", "r1099", "r1132" ] }, "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
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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r36", "r187", "r269"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.maxlinear.com/role/StockBasedCompensationAdditionalInformationDetails", "http://www.maxlinear.com/role/StockBasedCompensationSummaryofRestrictedStockUnitandPerformanceBasedRestrictedStockUnitActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock Units (RSUs)", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Restructuring and Related Activities [Abstract]", "label": "Restructuring and Related Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesDisclosureTextBlock", "presentation": ["http://www.maxlinear.com/role/RestructuringActivity"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Activity", "label": "Restructuring and Related Activities Disclosure [Text Block]", "documentation": "The entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled." } } }, "auth_ref": ["r408", "r409", "r411", "r414", "r419"] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 4.0 }, "http://www.maxlinear.com/role/SegmentReportingDetails": { "parentTag": "us-gaap_NetIncomeLoss", "weight": -1.0, "order": 10.0 } }, "presentation": ["http://www.maxlinear.com/role/ConsolidatedStatementsofOperations", "http://www.maxlinear.com/role/RestructuringActivityAdditionalInformationDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringandRelatedCostsDetails", "http://www.maxlinear.com/role/SegmentReportingDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring charges", "verboseLabel": "Restructuring charges", "netLabel": "Restructuring", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r12", "r415", "r416", "r1253"] }, "us-gaap_RestructuringCostAndReserveAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveAxis", "presentation": ["http://www.maxlinear.com/role/RestructuringActivityAdditionalInformationDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringandRelatedCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Type [Axis]", "label": "Restructuring Type [Axis]", "documentation": "Information by type of restructuring cost." } } }, "auth_ref": ["r410", "r411", "r416", "r417"] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems", "presentation": ["http://www.maxlinear.com/role/RestructuringActivityAdditionalInformationDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringandRelatedCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost and Reserve [Line Items]", "label": "Restructuring Cost and Reserve [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": ["r410", "r411", "r412", "r413", "r416", "r417", "r418"] }, "us-gaap_RestructuringPlanAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringPlanAxis", "presentation": ["http://www.maxlinear.com/role/RestructuringActivityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Plan [Axis]", "label": "Restructuring Plan [Axis]", "documentation": "Information by individual restructuring plan." } } }, "auth_ref": [] }, "us-gaap_RestructuringPlanDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringPlanDomain", "presentation": ["http://www.maxlinear.com/role/RestructuringActivityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Plan [Domain]", "label": "Restructuring Plan [Domain]", "documentation": "Identification of the individual restructuring plans." } } }, "auth_ref": [] }, "us-gaap_RestructuringReserve": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserve", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Liability beginning balance", "periodEndLabel": "Liability ending balance", "label": "Restructuring Reserve", "documentation": "Carrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan." } } }, "auth_ref": ["r411", "r417"] }, "us-gaap_RestructuringReserveCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveCurrent", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails": { "parentTag": "us-gaap_RestructuringReserve", "weight": 1.0, "order": 2.0 }, "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedExpensesandOtherCurrentLiabilitiesDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Less: current portion as of December 31, 2024", "terseLabel": "Accrued restructuring", "label": "Restructuring Reserve, Current", "documentation": "Carrying amount as of the balance sheet date of known and estimated obligations associated with exit from or disposal of business activities or restructurings pursuant to a duly authorized plan, which are expected to be paid in the next twelve months or in the normal operating cycle if longer. Costs of such activities include those for one-time termination benefits, termination of an operating lease or other contract, consolidating or closing facilities, relocating employees, and costs associated with an ongoing benefit arrangement, but excludes costs associated with the retirement of a long-lived asset." } } }, "auth_ref": ["r1182", "r1254", "r1255"] }, "mxl_RestructuringReserveNonCashChargesAndAdjustments": { "xbrltype": "monetaryItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "RestructuringReserveNonCashChargesAndAdjustments", "crdr": "debit", "presentation": ["http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails"], "lang": { "en-us": { "role": { "terseLabel": "Non-cash charges and adjustments", "label": "Restructuring Reserve, Non-Cash Charges and Adjustments", "documentation": "Restructuring Reserve, Non-Cash Charges and Adjustments" } } }, "auth_ref": [] }, "us-gaap_RestructuringReserveNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveNoncurrent", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails": { "parentTag": "us-gaap_RestructuringReserve", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term portion as of December 31, 2024", "label": "Restructuring Reserve, Noncurrent", "documentation": "Carrying amount as of the balance sheet date of known and estimated costs associated with exit from or disposal of business activities or restructurings pursuant to a duly authorized plan, which are expected to be paid after one year or beyond the next operating cycle, if longer. Costs of such activities include those for one-time termination benefits, termination of an operating lease or other contract, consolidating or closing facilities, and relocating employees, and costs associated with an ongoing benefit arrangement, but excludes costs associated with the retirement of a long-lived asset." } } }, "auth_ref": ["r1183", "r1254", "r1255"] }, "us-gaap_RestructuringReserveRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveRollForward", "presentation": ["http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Reserve [Roll Forward]", "label": "Restructuring Reserve [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_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.maxlinear.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.maxlinear.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r108", "r150", "r828", "r868", "r873", "r882", "r900", "r1029"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.maxlinear.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r229", "r276", "r277", "r278", "r281", "r288", "r290", "r292", "r359", "r365", "r398", "r645", "r646", "r658", "r659", "r660", "r663", "r675", "r676", "r684", "r687", "r688", "r691", "r701", "r749", "r752", "r864", "r866", "r884", "r1434"] }, "us-gaap_RetirementPlanNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetirementPlanNameAxis", "presentation": ["http://www.maxlinear.com/role/EmployeeRetirementPlansAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Retirement Plan Name [Axis]", "label": "Retirement Plan Name [Axis]", "documentation": "Information by name of plan designed to provide retirement benefits. 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Includes, but is not limited to, legal name of defined benefit and defined contribution plans." } } }, "auth_ref": ["r553", "r554", "r555", "r556", "r557", "r558", "r559", "r560", "r561", "r1015", "r1171", "r1274", "r1275", "r1276", "r1277", "r1278", "r1279", "r1280", "r1281", "r1282", "r1283", "r1284", "r1285", "r1286", "r1287", "r1288", "r1289", "r1290", "r1291", "r1292", "r1293", "r1294", "r1295", "r1296", "r1297", "r1298", "r1299", "r1300", "r1301", "r1302", "r1303", "r1304", "r1305", "r1306", "r1307", "r1308", "r1309", "r1310", "r1311", "r1312", "r1313", "r1314", "r1315", "r1316", "r1317", "r1318", "r1319", "r1320", "r1321", "r1322", "r1323", "r1324", "r1325", "r1326", "r1327", "r1328", "r1329", "r1330", "r1331", "r1332", "r1333"] }, "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.maxlinear.com/role/ConsolidatedStatementsofOperations": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.maxlinear.com/role/ConcentrationofCreditRiskSignificantCustomersandGeographicInformationSummaryofRevenuefromExternalCustomersbyGeographicAreasDetai "http://www.maxlinear.com/role/ConsolidatedStatementsofOperations", "http://www.maxlinear.com/role/RevenuefromContractswithCustomersSummaryofRevenuesfromExternalCustomersbyProductsandServicesDetails", "http://www.maxlinear.com/role/SegmentReportingDetails"], "lang": { "en-us": { "role": { "terseLabel": "Net revenue", "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": ["r178", "r179", "r306", "r313", "r314", "r335", "r341", "r345", "r347", "r349", "r495", "r496", "r780"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.maxlinear.com/role/RevenuefromContractswithCustomers"], "lang": { "en-us": { "role": { "verboseLabel": "Revenue from Contracts with Customers", "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": ["r198", "r487", "r488", "r489", "r490", "r491", "r492", "r493", "r494", "r498"] }, "mxl_RevenueFromDistributorsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "RevenueFromDistributorsMember", "presentation": ["http://www.maxlinear.com/role/RevenuefromContractswithCustomersAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue from Distributors", "label": "Revenue From Distributors [Member]", "documentation": "Revenue from Distributors [Member]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "presentation": ["http://www.maxlinear.com/role/ConcentrationofCreditRiskSignificantCustomersandGeographicInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Revenue from External Customers by Geographic Areas", "label": "Revenue from External Customers by Geographic Areas [Table Text Block]", "documentation": "Tabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue." } } }, "auth_ref": ["r138"] }, "mxl_RevenuePerformanceObligationDeliveryTerm": { "xbrltype": "durationItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "RevenuePerformanceObligationDeliveryTerm", "presentation": ["http://www.maxlinear.com/role/OrganizationandSummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Delivery term", "label": "Revenue, Performance Obligation, Delivery Term", "documentation": "Revenue, Performance Obligation, Delivery Term" } } }, "auth_ref": [] }, "us-gaap_RevenueRecognitionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionPolicyTextBlock", "presentation": ["http://www.maxlinear.com/role/OrganizationandSummaryofSignificantAccountingPoliciesPolicies"], "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": ["r920", "r969", "r977"] }, "mxl_RevenueStreamAxis": { "xbrltype": "stringItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "RevenueStreamAxis", "presentation": ["http://www.maxlinear.com/role/RevenuefromContractswithCustomersAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Stream [Axis]", "label": "Revenue Stream [Axis]", "documentation": "Revenue Stream" } } }, "auth_ref": [] }, "mxl_RevenueStreamDomain": { "xbrltype": "domainItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "RevenueStreamDomain", "presentation": ["http://www.maxlinear.com/role/RevenuefromContractswithCustomersAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Stream [Domain]", "label": "Revenue Stream [Domain]", "documentation": "Revenue Stream [Domain]" } } }, "auth_ref": [] }, "us-gaap_RevenuesFromExternalCustomersAndLongLivedAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesFromExternalCustomersAndLongLivedAssetsLineItems", "presentation": ["http://www.maxlinear.com/role/RevenuefromContractswithCustomersAdditionalInformationDetails", "http://www.maxlinear.com/role/RevenuefromContractswithCustomersSummaryofRevenuesfromExternalCustomersbyProductsandServicesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenues from External Customers and Long-Lived Assets [Line Items]", "label": "Revenues from External Customers and Long-Lived Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "mxl_ReversalOfUnclaimedRebates": { "xbrltype": "monetaryItemType", "nsuri": "http://www.maxlinear.com/20241231", "localname": "ReversalOfUnclaimedRebates", "crdr": "credit", "presentation": ["http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofAccruedPriceProtectionLiabilityDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Reversal of unclaimed rebates", "label": "Reversal Of Unclaimed Rebates", "documentation": "Reversal Of Unclaimed Rebates" } } }, "auth_ref": [] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.maxlinear.com/role/DebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability", "crdr": "debit", "presentation": ["http://www.maxlinear.com/role/LeasesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Right-of-use asset obtained in exchange for operating lease liability", "label": "Right-of-Use Asset Obtained in Exchange for Operating Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for operating lease liability." } } }, "auth_ref": ["r760", "r1028"] }, "us-gaap_RisksAndUncertaintiesAbstract": { "xbrltype": "stringItemType", "nsuri": 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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": ["r1233", "r1238"] }, "us-gaap_ScheduleOfAssumptionsUsedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAssumptionsUsedTableTextBlock", "presentation": ["http://www.maxlinear.com/role/EmployeeRetirementPlansTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Defined Benefit Plan, Assumptions", "label": "Defined Benefit Plan, Assumptions [Table Text Block]", "documentation": "Tabular disclosure of assumption used to determine benefit obligation and net periodic benefit cost of defined benefit plan. 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This table does not include leveraged buyouts." } } }, "auth_ref": [ "r80", "r81" ] }, "us-gaap_ScheduleOfCashAndCashEquivalentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashAndCashEquivalentsTableTextBlock", "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetailsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Cash and Cash Equivalents", "label": "Schedule of Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of the components of cash and cash equivalents." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": [ "http://www.maxlinear.com/role/IncomeTaxesTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Income Taxes 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Excludes indefinite-lived intangible asset." } } }, "auth_ref": [ "r383", "r390", "r393", "r394", "r396", "r781", "r968", "r994" ] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "presentation": [ "http://www.maxlinear.com/role/GoodwillandIntangibleAssetsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Finite-Lived Intangible Assets", "label": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": [ "r994", "r1239" ] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": [ "http://www.maxlinear.com/role/GoodwillandIntangibleAssetsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary 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": [ "r993", "r1220", "r1221", "r1222", "r1223", "r1224", "r1225", "r1226", "r1227", "r1228", "r1229", "r1230" ] }, "us-gaap_ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock", "presentation": [ "http://www.maxlinear.com/role/IncomeTaxesTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Income Before Income Tax, Domestic and Foreign", "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": [ "r1201" ] }, "us-gaap_ScheduleOfInventoryCurrentTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInventoryCurrentTableTextBlock", "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetailsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Inventory", "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": [ "r30", "r112", "r113", "r114" ] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetailsSummaryofPropertyandEquipmentNetDetails" ], "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": [ "r13", "r764" ] }, "us-gaap_ScheduleOfRestrictedCashAndCashEquivalentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestrictedCashAndCashEquivalentsTextBlock", "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetailsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Restricted Cash", "label": "Restrictions on Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of cash and cash equivalents restricted as to withdrawal or usage." } } }, "auth_ref": [ "r25", "r168", "r1400" ] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": [ "http://www.maxlinear.com/role/RestructuringActivityAdditionalInformationDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringReservebyTypeofCostDetails", "http://www.maxlinear.com/role/RestructuringActivitySummaryofRestructuringandRelatedCostsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost [Table]", "label": "Restructuring Cost [Table]", "documentation": "Disclosure of information about restructuring cost. 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This element may also include a description of any reversal and other adjustment made during the period to the amount of an accrued liability for restructuring activities. This element may be used to encapsulate the roll forward presentations of an entity's restructuring reserve by type of cost and in total, and explanation of changes that occurred in the period." } } }, "auth_ref": [ "r60", "r144" ] }, "us-gaap_ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable", "presentation": [ "http://www.maxlinear.com/role/RevenuefromContractswithCustomersAdditionalInformationDetails", "http://www.maxlinear.com/role/RevenuefromContractswithCustomersSummaryofRevenuesfromExternalCustomersbyProductsandServicesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Revenues from External Customers and Long-Lived Assets [Table]", "label": "Schedule of Revenues from External Customers and Long-Lived Assets [Table]", "documentation": "Disclosure of information about revenue from external customer and long-lived asset by geographical area. Long-lived asset excludes financial instrument, customer relationship with financial institution, mortgage and other servicing right, deferred policy acquisition cost, and deferred tax asset." } } }, "auth_ref": [ "r55", "r119" ] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": [ "http://www.maxlinear.com/role/SegmentReportingDetails" ], "lang": { "en-us": {
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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": [ "r181", "r306", "r308", "r309", "r310", "r311", "r312", "r324", "r326", "r327", "r339", "r340", "r341", "r342", "r343", "r345", "r346", "r349", "r981", "r984", "r985", "r986", "r988", "r990", "r991" ] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": [ "http://www.maxlinear.com/role/SegmentReportingDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting Information [Line Items]", "label": "Segment Reporting Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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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": [ "r123" ] }, "us-gaap_SellingGeneralAndAdministrativeExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpensesMember", "presentation": [
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Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": [ "r106", "r109", "r110", "r140", "r901", "r917", "r939", "r940", "r1029", "r1057", "r1200", "r1218", "r1381", "r1434" ] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityAbstract", "presentation": [ "http://www.maxlinear.com/role/ConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 equity:", "label": "Equity, Attributable to Parent [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityNoteDisclosureTextBlock", "presentation": [ "http://www.maxlinear.com/role/StockRepurchases" ], "lang": { "en-us": { "role": { "terseLabel": "Stock Repurchases", "label": "Equity [Text Block]", "documentation": "The entire disclosure for equity." } } }, "auth_ref": [ "r147", "r271", "r471", "r473", "r474", "r475", "r476", "r477", "r478", "r479", "r480", "r481", "r482", "r483", "r484", "r692", "r941", "r942", "r953" ] }, "us-gaap_SubsequentEventMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventMember", "presentation": [ "http://www.maxlinear.com/role/CommitmentsandContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event", "label": "Subsequent Event [Member]", "documentation": "Identifies event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": [ "r745", "r772" ] }, "us-gaap_SubsequentEventTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeAxis", "presentation": [ "http://www.maxlinear.com/role/CommitmentsandContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event Type [Axis]", "label": "Subsequent Event Type [Axis]", "documentation": "Information by event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": [ "r745", "r772" ] }, "us-gaap_SubsequentEventTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeDomain", "presentation": [ "http://www.maxlinear.com/role/CommitmentsandContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event Type [Domain]", "label": "Subsequent Event Type [Domain]", "documentation": "Event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": [ "r745", "r772" ] }, "us-gaap_SupplementalBalanceSheetDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalBalanceSheetDisclosuresTextBlock", "presentation": [ "http://www.maxlinear.com/role/BalanceSheetDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Balance Sheet Details", "label": "Supplemental Balance Sheet Disclosures [Text Block]", "documentation": "The entire disclosure for supplemental balance sheet disclosures, including descriptions and amounts for assets, liabilities, and equity." } } }, "auth_ref": [ "r1181" ] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalCashFlowInformationAbstract", "presentation": [ "http://www.maxlinear.com/role/ConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Supplemental disclosures of cash flow information:", "label": "Supplemental Cash Flow Information [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SupplierConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplierConcentrationRiskMember", "presentation": [ "http://www.maxlinear.com/role/ConcentrationofCreditRiskSignificantCustomersandGeographicInformationSummaryofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Supplier Concentration Risk", "label": "Supplier Concentration Risk [Member]", "documentation": "Reflects the percentage that purchases in the period from one or more significant suppliers is to cost of goods or services, as defined by the entity, such as total cost of sales or services, product line cost of sales or services, segment cost of sales or services. Risk is the materially adverse effects of loss of a material supplier or a supplier of critically needed goods or services." } } }, "auth_ref": [ "r136" ] }, "ecd_TabularListTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TabularListTableTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Tabular List, Table", "label": "Tabular List [Table Text Block]" } } }, "auth_ref": [ "r1127" ] }, "us-gaap_TaxAdjustmentsSettlementsAndUnusualProvisions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TaxAdjustmentsSettlementsAndUnusualProvisions", "crdr": "debit", "calculation": { "http://www.maxlinear.com/role/IncomeTaxesSummaryofEffectiveIncomeTaxRateReconciliationDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.maxlinear.com/role/IncomeTaxesSummaryofEffectiveIncomeTaxRateReconciliationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Provision to return", "label": "Tax Adjustments, Settlements, and Unusual Provisions", "documentation": "Amount of increase (decrease) to previously recorded tax expense. 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*(_WN)O^S/U3**;U_\Y51:ZMP;ZAMOG"Y5\!]^KD)\ M/]=9-,<'\^A_-?0(G=/'&Q[1";031XFV(SS&(?4_+Z)95'A'AP?)S_]\U\P*

*M$VM/3V57,,-96A3I$MZ'#IQ9!+"N.OO#IW'\1=.8]"]ZX]YT,!IZO;?C?O)] M?SCU>L,S;]P_[_Y-]$IEJHC2Q.M=95H37Z@D],8ZUBK7WMX/WS_/CY\:7^ESTK,+W5VJX<_M+M=[!? DGO;2S'L6V1.?3\/E2$M@#[!RL@R*ZUO&M-M'IA^\)4L!K70FW.2#HRMHDKEQ>5R M!4;0$@EI0UHL#_?_/?:AAX/#PTTNFN_%,G>M-U)^%FE,FW!@D;M:-M>:,#704 MXV-P=L^C>8':YJVC]\#'!&,_!YD)U"VW"+^Q"[5O; =5B,A=KFM?7&5H/B9EG MV\W,A[0TO>!3DM[$.KS2"%7;Y,%6<6HU*M'YD>10T:X?9'[U"GR=HA< #!)- M1P^ZI?)P] PI,^%*

*<_S;)?78$_N\B,RVOU)7>GV5;?=HGAGNA8K]-M\N^^.,DY3[\]F'(>/R"5DUU3E^C2V[#".?4L?K;OB"GG8+FNR@SH6I/?,-2H M*48)6L7(-2O]&SC-QQY(OC$*M\P.7#QU;05QKF1"PP M?M$KS#;8ITB_(.@S%@F@\8?9;#^Z0H4C")3(^4A.F-HUP8A;^O.B2ZW N0 M6J -!\1+ ^\/W1L\.7.)P#/.Y>MZ.=:)M*^>W7'.8ZI]>5B 0B0ES)A;IL/W&M4X4^[JNTA248,6)O?)07 MJ&$;^B+_ZYT-UWT8KS;*)+!N.%&"_)S"O &RL:U@C4%;X MZ3*AM;' U16^# :@##K40)O.2.)H9I8CIXL-^+=@^PD":75$-!!KA;V4F% %;MK\I8MGY&JKS\ L:DR@TI9=&U.D0T5S%(2\@?$+H4A$.S ,,F]R.B]*CHES- M(LK!-6ZEG18OX3:)E[7')\]7F]C 9^0$\/E,H+-N"6<;QBYB^HYLRGM")E-$ MMG(XZL-@8,]/,/9C;XPC!6,I(&EP]..S)R+#UC[QXU'UQ!BL=*(D29XWSYP\ MKI[H+6'=D5(&,"I.T-\>/)?5C1V6+ 3_A1K !1B8\/U]1MDOW,U@R68H--(M96'>\0B5T53_68B3ZJT1NFFHO!#.U!($ M\'ZRM! @L.ECHUD"FW01UK ?8UU$&9O> T9R3%C9N74HQ*$SH^;P GN]$ 6(M4^4&Y#2C1(=P8.RC0-767+:>/$ $*83]#Z"UI]%(I,Z?4-UCW^;1XV-%XWSRI.GCS@;_*

MC66H#1Z8P2%L,..=!%#L. ^T8Q5W"B,)'2(0$ QJ[99&6L,C5R5<14133,0 M3A12)<,-A $B9VX4G+=A6V7>=6U7;]-Q=)>V6R, EU%3UTY!OS_Y.8V.L;O[M-M^>;?7MZB[BWZD,@.! M-VD[D$3=Y+_2,1SI%E!]@LV&C3@JN0 !A9@=8ATER@2?+/W&Q+K&@&]AR8 M/6T/OC5==I5P%MM).!UG@@UABA^/4!0"93$&,.9$_!/PT,=@66!8I.TXNR">TFGB>_A(QK M-@_:#'18/IV$)@KHQM3!11(&DGM!NAC37/F"R$ H[WA3S.[&"'/@H>{S MB_M'D4'Z7?UTE0ZN0)Y8T*E8D!! SWTO.!]T)'P^T4SY1];95[@YS*!VPW;,89*

*M^JTA<(PI9!OR.K\US3_>P<#>MD.2GC\@2%*5^VT.]X_(X%F%41+1TCOK[!8% MKD0C(HR1Y#NT4LS\O-5@:(PX?C-&4SGT]LXIUXZP[G;M5$4S_+8F5 D+Y,I_G#HJB;6Y MPS365W%HZ7-?MT-MW.H5-)Y0.G\'0N$A(IEZ,B$L0W&%HIE6,4,M;Q91L*CG M-Z@=8)%AX;PL"-'4&YF56V3U?1E0(G)UAU0L57B>Y]?^*8,#P%85,%8DCWU MR$UD3LN8"NB01FP*QOQH"WW_*8&,I&X/M=16F?=FC^ICF=[,[?I.:(;[^_X MZ!'7WY *';P;G U]]W=9O (#_R.:I2*BO=LW:WU*X =R>0;Q7!-(E.LT$+!*

M$"Y9)@S+Q^)"MAQR3C&LK*JGFYGD)8(8IAEB?BE?CM+:,.-.!."/$ |W%.UZ MQ^ -?DMG7/+5\! 'H#E?N!K%S0)H",9!#]$?R$2YCDFMD?4*&WN L.3$VSN1 MQ;>UBKZN*!-5T9-R21V;I!\U7V#%5%2WJD:CH*HL[V*CXEKD7&P:,UB'469F MA)/=FS_"MA8V[Z?6UXKR^@2M#/8>@]@'];1 %1<$*

*M'26I)%@S1'HAH1WS%"F2*N!0.OIO[X,):5N'!50CR6_>AJ9$@%9"!% M^8(769'\ .T":!RA,N:<4\UK5Q$;&E7DIK@34T>N?516$%+.XD'X@+95ACF MSDU=7PD#2#^A[CC20/;"5:_.6?1TGSR@?;$#(,ERL0"+9-$CK$6)>PN=O_'M!Z0H.]C|2X.5;AF&G[C9^(+AT7^5R%LY>R98Y^.*"""9190X,'CJN \W9/IFI-M .V$G3AF3"$OJ9+$@>>CIT^.JP*K1/0F"=PG6[0% ^"5!:.5 M%*9U9^<>]2NY2OF_4^>S1@2/GSG?T)+Q5VT&VI #J^>]!0_[X]ZYN0_%.QOU-M)!YP-/?ZOTS[PS-O.O).SWN#]Q-O^]XWQ3JKWNFX?:8CL8>_)]?&PS?>A>] M\)?3?ZO5_#D2B?SK%=O@_#"93;$#TW@TF^-.[_MA[T_L ?TG#T\'[MOC=Z F_3V3R^GV"A'T:Z;&M[;@&'QO\(.:'W]O?*

X6VMW;OO=Q='E^YKWK?>A[M[WO3_GC0.S__U>N]>0,#Z)^YW4[ZT^DY7P;S<3!\]1_V<]5_7)@5OT)Q^E[3D MS7YR\'A;Q67=?XFG^:T))

]8450B)0K;ZU19&,,:7_52(FR>.HDAY19R)11.4 3 MQ$2%=H).D));03MR9L@&.1)I3F4#OM28M[X;RU>9>CDE_@1,A=Y27JKA2E;G&

MFLB=)CF$$VBRD>&O]&8H)@^[,I*)2,LZS"4WC>)T&TB@5PRO<_B+!\9\FY MVCA,4:{2-#HN_$<Q$\IT@(J50]F(5@HR5W)"5D73!575AG4*'9+U3UKU# 2W MON;5*

*1VIR$J4DE[LAN;GFS04]", MM/E0F3H17X*WI7G_SM7?WV!:,/MT9K/'IVGJ8X3+T+G9APZAN6 M'.?]?B^W*.^\D5Y>MR*3E# &)2'O30U_AO23HKB2Z44="8")6G(8NI;Z5PEK*

ML>HP3HU^.:R\U5' 7R+<5;1^ MSZS3EX#2=)#/,N/P%H_O/2O;WRZ7&K4T;ED23JIB- M54Z/.5+L7:&]0;Z1=F""Y4ZM$C::0^+R-P0I4,6]'W2U*?=..6C_1 M%*VOH9T'$FE:

<:0KU+AI/RBD.$^Z0 ^Z=GSKYOY3,<>U M(Q 0@B&Y'RO9:>92]VW+5(P>K#]C_6@D*;IY1I[-LI54;$#K+U",XVA[2O0? M+P.GF6*74J9%$]RI99 *V9CC#*

<00'(;.EYI.]H9U);&+9AZZ0P.O^8@EIP% MH:VWX3'[)M9>W^:?7(R+UY'S'45BPE'3,U 3C,*X,Z/+,%[3XN;/X@;OX*-R.I;"257-<1X3>@:Z6N7/WS!UU94(0 MYC%,EJI?I#-*

QB;@XU7^:,&H$L7[+'-(UL(/UN\8Q(ADM!SA7%,@,2\]J*''2H M.0.N*%>V*HC"XB=+SI%$/U%CNSN0#]WRP^1HHC#5Q(3T9/NV^J-4D)'@O1ENR+'^/%;$0E%X5$W<=KD M/SM($P?

*S3T6AYI(XW;R&T5S3:*YC9$^Z7-G(=\[?.NKZ[9V%@BR\0OST>/RM M4IVHBA\#LE$P%)GQT>'E7&LDMY6[K&HO\]2 :<+^ ^[5)W;>.:.MZQ=L QE] 1 M0AG4D4KEBFHNV=]0E*

*V%_FUWT,YP!5B4HB!-HGSA&\A5L4!0P-[CYHU(-N,FA0_OTRNP/P/TPID9I"_3K].X*Z?I;1&O4OM5\2C))]8:[]R. M'GE83I# -=::ZG%-PCNKG8&B8A%)#0W5L%"PO$*2V2K_4.FX4 &*

*<7.95 O7*E MB/B3*@@Q;VF(P"0)Y7>4.ZA2B_D.9:0<%L^X-5';2"R/OV!$\)=E?***X(>%: M=V5.JHI-Y.S\S# ^5 HL'5.U*QS@_\@!7C0?'@5!R77(X9V)FNN"<9CON.QZ*

*MKRKT*16K&,LQ-*]PB8&Q*87F04[10M[#4C^H-8B<>%OO3X_XH\YV(M /.C/ M.@NB+\UV,"KNB3F[UXZF%S32OE9&8/E2/I/NZG&' =2E2Q-)+3J[+3J[9&@WEA_M41Z4.0W2%)*

*<6A%HELSHOGZW7:")Y!WBRKE)"=W]@1=4;&2-ST*B& M:H&4L\]=^H25% >23[O.L4J MH**IXBUN6%95$E5J!];D]@"[7(4NN7!67'S'9[!L,1*4O<%12V0L^WW@PU:US*

*MKC[HHHL;S)!PB@<[WS,+(:KJ06=\M+_IG/G1(7:]HIYCH&2];M/ATR**NM-> MQ:MP$*9?&$>>B4M5+CB[IS6*=M\S$2Y*GY "25><@X56%|;<4E%0T+=*\DD M]]P:(ZA]GK-*

A!Q#)5BWNC ,6ZI.6.!/2OCA\=!*E@!8HU#"/&3\)0[HG\KP M9AVA+'?.5NFQM3*J+:TYL]V7G.#_.L^[2=228%BMW+O7DOGW9#++1(_5*QW0 M)?&-3BO^NS-[&K$T//W?*

*Z5_^\#K8?4",)+.4SN7HJS+'"^]&1U,'68)@S5 M3]EF75XIQU$NQ>.R6P'KT;50&1'46BWPY[O$^(,.G7POQ^G@WJ@#>CFI$[>> M*2?H6.HFI>NVO9<<+&!N;__(:.;S"LC1B>-@V*

9/R85NN!Z;KVNIC3"_K=8: MQ#)':!RQ8#!B)40BZ[GH+M$C5_C6W%QT: .B57EQR5#$6L4\BEKZQ.ZM\VO M-^+H ':\VYE&+M$=/-*

*,@]2+6LSB]04<5W3^(\CHM$\PR2^ORSHTf?)D6"8;H M!2Z[2FPBT)F>(T*G'H>TY:N.GM7E,J?%F(FKQ%G*RJ,XPV@0IABRBA!S.#Q M9HO1AG4 2(YE1D'LJW(DF>5Y"(V9]A>A-*

M$&RF \RZ,UAJOTG\B]1(7-OIG+0+]I>RL[2Z0V%NO2/WK4$= MG4/A\QKE,R=7HVG%GSC:U?5N(V+&83;T]S86]MZ!<[C851>7Y&U4]"$/4 =ZN3@NXDIFM0FW6%#6@P*

M(UM=2J 73069:2X&9H\.\.],>.;F.3^W:099 TZU<@N@H-_M0C%@T&> 0L+HIBTGZS.H8^$K(7X3&J0H UDXSVM//>)\6KD$RNXBG\TE^D\S

M@8NV)N_8&#DV=^:!D3^;78F-.MC'9(UD6'FF(M1&Y:C,(=(U"1BR-A75@GF-W]I/F:+D/9 M+&T.Z@7*"E,HT\$]BI%OBL4UR?--=<>BK3]*H$/75+HKU5&N"N3:,]4%,4W%*

*MQ!0^0L^!/%77N6)!G*C&{EPZ3^NR),V,#)(>EB>D3M-6=3#KXD+VWXWZ/8RKTAK[2=?97> M^,:EW-IA<7$[0]_& *KN,+J=8E84+H_2X+LN("[;TQ^\G^-L4:ZM0>UA3Q<F +*

*M:O[<>S^IP"'T7E^/)96](\0VF$Z___N)\|"N5AW';'E^>P[)P#Q?CT6G_[',M7[AM\C/N=:$P4=,&K.#[W]_>VS%V-1C^?#D\Q78GM#"C*1:F@448]-[@D9S)-MY>D[NQ?MAGB-:>F?*

O!\/!!):1VC@=#<\N3V4[G8%#<[W3T]'XK#<\[5<5;\Y[M'\U>3&"/^OC'A]/!!Z[]8J]"#9>]4X-(-M&S!=62FD4J!7Y-,TD73'_3= 8#AQ>116Z&T^\!.5ST4))Y_?^^:]#?[!YGTF&(G

M4V:U_B]+>&$Z91HR&F+EU*;PMESVY,^?(+[ ]K$'F"P)"B_,&Z%4X9)@EM-MGGMO^OUZ+OQE)B(!0^GV:O2Q_P'+5=D5;S.!SMH#\3@:#.N_3JP>9YKF[SQX^XXD(A74

MH#DBV?0')'5Y9]Z,1^_AT?X_L9DV\>UA83$\ M.?)@5P^14ZPS.AU\?<0,5@<(!L:4:.8Y@I^K,(H++'$U\B F-P.J9-:H?E>]I M6,D^\\T$A>AH?#%"""CLSYR&LGA5=& YY1]7-<+@XEJ9

*(&:Q78!HF/8&0]X5 MZA[)%PZ>BW=-6657]+LE9Z_-&OCKI0?.LI,9INNWN)S#W55*CQ]2),&I^HPF MCZWIMFG-U#&]ENH3!96]^N6=.5\]7D64](4<-N5^DLI@QC?%]F:Y*=2MU6R7*

MU@"N]QEB?I'?^,G?KO$_F^+3C"$IZW%RCNMB3365CI3$SDQH%_3*]J-YA+'M M.67FW+*+@[%]/]%4$$9E<56.\,@NX#)=&Y*)\=9]FBBTV?OGG;UM>6U#S-*

M2'6I"U&OUF#SS6T(1^_98)YF-@>7CQ5C\)C]GU)7BH;I#=9B/ B+AEA :(@ M NE!N?%.O6^*XFN\$.L9EU^57X>_;?RLY>I$;.#)Z@R0BCYVU,Y2Z"EZ9.IC4 M$L&".0\1TU9+

(ABL=%URH-]#<#2SUQ%,4;\,2:O**H8@DBZO3+52G(;YGX' M5]WU9>HC'$N(9*IJF_@#A(^2A* F]EJ5K-*/@CKX)Z6-K 0ZK?92 V3PY_ M[&UPV-^]\KQ!P?=R8+4Y";X)Y2_Q*

A+M<:K"C[KY*,R- M@8%=:4%UNYY^]ZX104T@.%C!"$,Y'-+&?-GJ-G!3A%CD)DFC5;>VK456BQ!UQY+ MU!$LU7R)# ME&\F0@P5%/7ZH4V]$>5(@)*

*^^ID_&#:.FG"I*2S&Y===7E*>LR0=>KVG=.)8D M2;$^M5)!?2)WE4IE#+M;*]7,@7).ZK.PG3D+L/SZB>'Q:#:"5J:=QE2Q-)1FYYA&K51955@]5#> .RAQUU/BJ 4*!*

M.7@D;&QOD^13=H<%SP.KLS2N^VJV!29Z9RUJJK27-\\6'N=&MF4\%H 3# O M.0$*+X'K,+]UEP?IBI&EB%3U6N+,46+*@G5I&GE$2/KC=F- M7 H-.XT1'.;.,;<$8_MVVK*

*_NCX(57"F2"0<3MPU[5,RBPJR'1L"9)*5"5 MSEO]3MZ;N7D,,(1K2=2VBC@1K^+D37EZIE%!SB6=%M8H5IFYW4LRB.9<"AVA*

MI=YO9!,E81380@;9+,;&*Q1HU8,$P0)H4I2K1CS%$F$!*7=[RI;@WD:45)2 MMAJR/=\"Z#*W24JG:TIJ.^*LA_U^AYGK(24|=>+D-GUL,9)+;,%+,3.=DUQIR M[MNAY:*

(6TXOYS>HBW0.0TQ$9&'RBJ0*>9O8R\R(WB,4NSX1OT+#7BK.UN6V:_MY2"HN]"%UT54,".7155_QIL==,WKR"@[? (FRA !SOO4D2"97]\E" BI$+R M.D4>NCV8=^%

*[N=**698=YO>'E-'4!T++*=$5X&[>1;T=-34]E]L^TIT%$%6_H:W;C4L.F(H:U0+%V3E[+QV(/F5V8_*\8H'W^=X#VS^;0 M%K_E?PP_N6F^'76_[3>,Z?*

*X2>+!EN4F1!^]WVL0Y^IFNXC0*OR.D.@ !UB"Q0A!BI@<+5^Z255%L 0HKT?MRR%3T3H7@XJJ6RI2H,K]=+!/MWD:IUS714$I2OIE%3'@.\N H>ONAKG(8*D0*

*MZ%$%U15.)1GDV?J M&6SAIOT0:ZM-KKM+(T"&%(Z1[_GY&YF:%3CY+ U!:4'!DQ2W.Y]6'1^[_@(M44?FDGK'.UV/=3_C&C ;MP*O>4Y6AS>W1DC+HW/MZS1D.6A 2:-X=//H7K*

M]!-6-&F+)$%P4)"^NM)6<&^T8@MO[WFQX%SCU5Y%CXS6]4;4@\O<\%@.H@4 M'/@,C;CJA"V<5&03<.!;#]1P=)S=4^,GDO=^X)]GA[3D)HG;)LI+V:Y^C+^TS M(B_LI>*

{Y}MM=[HBGV:15>$UB+/@/'$62)22<\NT3]'O>C3!HE,Y2%#E+-< M<$O\]\??@AC8%@$$[5_^S<((!MKKKU-8>Z;N.Q#.,X.ZYEDE'LZ*2D"Y9X M:ST]<= ^A9GF<1X8YRVIQYM#:*

<]/CC!=6B6 M:F_2(]$C=W4[9MNT'8?'K?T014[<_57Y#]<@C.\E^BHM;-"*@ER.8&Q(%BSV M0 %">ZM1!V-3 1LR>U%BX$#H0D3H'[5+"VWI9TFE$;"*7.MTTX40W,*

*MUTAN;_F<13X+4HI[#"GHFC,I>EW-7-TINT>>U3=*O!>+!L;X?QQ-R*\3N46Z>G'\9!.BD^.;+7KV0+"S/^Y_&_]:>4.R%L9IEQ^ TN%R M^]_7VI7HO+ J.];L.)YUA:.*

!OE%/ZU:_N-\]OY8-CGC;GLU{/@[^'73?! MU[?_,-E!],T22+M_?:&@R%?S-K5Z>[H:\=/"I\LIVK3^-V]^29G<)%%%"5[- M&GLIKBN 5HB@-OZ"BN?1X>_3//^Q2\;^&>=1+.-7_Q]02P,$%

*@ H$] M6LW!! BO/@ +.$! !X !A,3(S,3(P,C1E>#$Y,2UI;G-I9&5R=')A9"YH M=&WM?6ESVTBR[??W*_#<<>=*+R@V]\?N<80LRJ.Z,;L]MGJ63S<*0('&& 0X M ^A9\^M?+E5*

*00H2K8,T-)$C-LF0:!06965R\F3ORS35?#REZ44[LO_\|O_M/3FQ7D?.9B7#U')B*5+I6IO$#Q?6WUV9?+9.3M159]'Z)O87R]0:] 9CZ^]1 M_-F_$OQ]Z]>!?*GO\\O/_.]??*

j:'_&)'[LW+7US_RO+=/S_SAP-O.AH(>SAT M[-&LWYL/Q-"3TI(.)O!'_>__"X]DS^"US^!]4D:K9_W\=^'L_)*>B,!?A,_I ME>#W7@03H&[0+1$$4/_^11_]*

[@=^<>&+E!S?/__O27\G&>B^OK8_12H3_W4E$ MF)PD,O8!OC#Q_R-A3/0^N>U&C'<),!#]=-@/QC#H,__|>O^JXM+JS_O!G_Y M&;_7[!W]G=Y)P>$(&/U4C#_|'W^T;K\>/KZXOU?

*K ^_O!TX'V?MP-?"=6&5G@322Y\/M)_ P_0E)E#^ZWYQ\U:V_?N+ZI8D;54[M]=*57MHRM$?XR@!^\$S?68$+_ M&G2L-]*.-R*^L?IC^FAHB=#5#U$?'>]>5CX\/$R?#Z9KW&"IL*

.IO[>CV)7Q M"4Q2(-.)?[_\L+UDV4@:I[{;TR_>A%)U^[7<[;[OW77^F$?.H85Z2 MM0C__&SXK+0ZGP_67ZQ^<2'B@MV:FFC-VO'[++4]4;|\(;QE+[_/?O+' Z?O M>@:.OUQ/#D3>8V?*

982#$8#N?N=#YU\S=[V#'O1+G2B6*1^E'X/(Q"^>SE:?=/ M/_4GO1?;WZ(-M^YL7Z':WRY?4O/XN2RM"2_(9"]E#+-SR@'I?T:C52^=\'V MT'0V&KC$GC,?#^S1=#29[>WY>#P?

S28\UYQ:@V:E\,JV/?0!!:N23<-!N8G: M++;['LHD&I=@#KY$IG-5O(ADG49B !P93 M"NZ9?6.E2S^Q>',!TBW5;F&.'LF6#@:CL:V.QGTAJYT.A1B MWIM/FI7"^:U;ZJ-.TMAW\#?)

{IU{I1;A8IE((S%W[;D]%;/>?.2.)D+TQ63] MSF.326\^_6:E<>G,OCI.^[6.@'O94F(A'O9?:.+<7I(JE+8@JVP6P$EO9X M,NIYHIYGK"3'LNJ.9<$;]GM>1%/ZR8R_)DI-*

"MA'CL0H.9Y2\K'NI?79+\;'L M)<_K>8lL#OQGXHSFO:EP>Z/IQ./I7<]9J?C9]7P;^U>.O_BR#4=158:64_F MWH$(=/9(MM6H-QJ260^&4[MT6\L,5\,!_;(V=N.]Y\/FI6"A>UVZK?L\5D

*M;(^E-YOU/3&9-NR]OMT5STOA:)*N=8IX/3^]L=Y'J96'^1[IKFJW//N]1[*M MQKWY<+6]G XFYD?S:?R:G3'_;F@!%\Z@T:#K^>JJU6'^4Z@JD,%X]T^[1;*

*M;H]F^]A2CH;>T)OTO=G(!=O [<^\X7@PZS! MAG8+;O?^^9EP\?N4B>Q5\&"6D@R,_+$\Y_@)UIN5-%S*T8X>W2%K ?> M>#2?*

5,ZK]1:GJ6YV)WO5V)QVFWIV<1H'PVXO\,QQ+V\28WQ#\]>,@'=:XO+ MJ 7:$MAWWE;OQ)>W*&(.]9%Z'2MGS1.R'0!8°:3Y>6"&^L9&.GONN+V)=) M!S5+P-4K*

*2*OI/6GGV:#0>_%##EE]@\%7KQ_%L$(';1U?-&;]U_<6PML5K'MC=;H)9"__4"CH3L]HU.XW-EC?!RGI-VL0%PG]$TL%QL= MV4F7(K46B\,K53)UP_-G^$O]#@/Q&6JC6"L_]%?P*

*1;?)E9I'5J!7*A'QW*]-M2>D!\$'L)Y^[!Z3%+N X2W!V8WB/9 V3!/YY@/XZS +1:9A9>$G\OP<*++HV M8V-=2^^6;#@3RP_RN1'6E8ZKE<)]^%,+7YZ^@X?1&&AF?:&&X$4QB*?P@(XI*

*M%2KXNY9!@/^%/DI]_\MT-/-GU8U"T4OQ*_ (\WX&7H-%$I)Z3S1H/FR2*,ZPU MP#KX8&>3WY92[@!UCC"D,T;.S$LP5#-K_O M&^0C[<"5G&!#@W%2BS46O9 XC -_FH-*

S/B4>'GMH YB7#IPU3 ;U 7AWJV M<'!Z#O%MA;7>V"TVH$TIV&4XHCP=B@^/X9- +.#U8[\=/P6EOF2Q4JI"I<; M[N[^]$5B,)U#VC-O8%;6FW@=),(<+.Y4ON;9TI>>=?X%U

P5K_[.TIQ17[P! MH8;.#X+-OL)XRI/'5B8(?K\^EO^$D89HT$1DPBI(%8_FK- ^O*D:UU6?V&M MQ(WER@0<$U2>M#M@K7AQM)5B3+$_W.P+R) "3-E;_DM^%IC1, DX*[R!V0*

M'B754=CO#V:)WUIHU' E_JH[EOAXN),;#U]0 M8N"9DQY #&'}5HKX9+1%XI,>7.EW"K-W\O-W@OMJ9,;AH0/3K6ZUSZ#'!JKC_]>ZI]%V[FDR#I$R4D/^Q/)9HH5S)6G(-=?;T M\|*

*(.XF"35K_DSNP,)A_+N-\ERWDB1U+]?E$>-/#[YR*X%C=>B?5C,WZ0!XM! M#?:BO+@CT47-:&LGKTX[]?/RO%/J2,1/T8<;S M^NW4PLFVVS#9(W!OUT^<(#)FG/V/"N\$K'ZPS](;R7$B|*

*4"\+I2_@?(B2Y'M"TNXY+B U[,$Z],""Q DYD9DC\?RWQL?'8JE7)$/*Z[H'Z8B/3AQ.LV+<]8= MSRK%J4Y',)G0&2QM'-,AX[&A9>W+T 6IVK@/X?!#JSH"RS\E'XV<125HM0CH*

*MUWZ\@J_1\L9#$!PY^/X:=FL*KJG8P*>Q_Q\^)LETIS%Y===X K0!XPGW!K78L M"[?Y9:%WN:E2P7>/2;Q@TZS]D&R;&&R;S^"?P?X$!QDS4 63)H]"57F.N5Z^*

MMX,.ML[W#BKED9W.?I:=^%DWJ@ #1Z?0PL,Z%IR:.-HL5#"!0A;PHC-75,?H MP I--0;_0+G2\;.4H"$3 7YL:.#UP68$?JU!482H4S>)-MY+&80

],84,ZUBG%^YVEQ:5K,+H@L&P]_C5X4SL#85\CV,8WXJ -&W$/U^MU M+FZ8_K,H]'R<,UR7C?M=_X3UAJ$87'-8%,3UC^$7M43EG9TCLA1VIZO(3@4, MQ47%XV

$5*_:]+9=!JL_.\=X{JP5L;JQ@8)/IT=R:!4_PWE.U;/-.V$"B-Y9 MG6&2HIR?P^B;=U+1>31U"K[!"JG=EK!? [9R'%.FYO2 O#FTA>\[%@@+IV(*

*M69J._#]X.,SNB:D6%K&D2(@9/(Y@]A=F-J'\0GJ^5O2CP%_Y*4\HJA)U+-<. ME=66#BZ2"WZ]]'$J4NL:.;JY7A'M0IP&[_7#\28YJPRNCI:KC^_GKD_F21"NY MRZQB)0LR@?*

%'SF>XGPANDK1#JX^,8-#V=.L$X^@4<"TL!W5?O"DL!3]$PC\'-M),3RR4RS.PXF^]U;Q&F(,=PKV"'-1C->LP0CCJ'HBP&#GG&AXI"F)EE2[B&6 M'L5,939!.:CW4A(F[6(BVCD(ZN-*

>S=[^AEXG\$BM\,$CS3,'UV:` #YX^OQ M8V>SPCR/@W8H/C$0UUWK QR^B=2F:*5] 0 M6A VL@ 50?DT[19:UZ0DP*1$6 F&! ^[%X/ - _\$*(EHHU)6TE\A3%10 A*V*

*MGN.3AKA>,CP%,W,;T%W+"&Y':A(LU=H $%Z!R!S44@_238RUB,QS6PP M Q8RQ+1_A\[NK;ESE"I5\W>:#$X8I50*CHY(D"EEC).A01*Y'/[YU; M8%WKW&?*

K)E)'"TQ/*!=BZYA!S6O^]) ,;,H#H&6&,7H?90>SX*)B 9'!8@$M M+Q=1K!:+VL_Z3?7;+EAOOT;7\@H/13IPY!>Q6@?\ZQH!VNBU+43LHN^4Y!8P M!U4DAE X?*

8I#)"N+Q+L[^M_"0$9K4E?/7GJ?0^^,ASX8 I\EFC4)^LP,,"+(:.Y8BXU/EG8' U:.M2[ZS"40.>|W'Y4!.++$D1]%##V/3*S0]\9:\;):-S@9OF6UIO.\<[&27IXT>S6 MN-

?/7F(01:6&:8XKE@O%NO1&!8GYL5H)&*Y4)Y'GD?@eI'+-OT@aV>'LG!R.0U M9N"SEP[XOXCT\=&G: ! M63-PA]L;=R'3PU.DX_9,*G6!43ZSX>48AYP1^.OH0*=Y)9C' J,D#'S#"QQ'

M!C+.,;HL_J+K=P8EMTAZQ@9$A.?QEB_!SO%FG#CFL^3P'_K_!5D27#FQ0\&16 MA[=-INV9[^*"OY)!M&9[$(SM*" @<:,:>V *_!,+TUXF9#<^0HQUK%;FY;8*V

*MO(P1X5RU$XUH/(*2L96*'K8[FP0L"4)1Z% K_-7U,><'7B+902L1;CR!)]?* M4W TOQRT;S%,6OGXC"]>EX(**FH/O:T(JP*UUP!3@.11FG/*@>RFO]?6)<-M0.+!\%T66\]5#%\"-

Z,'H&(:!Q'B/CL<$02X3(R18O2'$/S*E,]6I\&9 M5>$AXW>P2FV$QJ9KBD!,;0)+!J1-T$>4U'<)LVC&ERS"?$'Y82]HK-[K/F"Q MP\#0>_WVM>*H-

N;UZ6"B.|.:*)L041/BY+5),BK>$3O!AJ9\B%]22=QGA[P2%*N M7*WY#*<23GU@4T86JW#@ZV+N$';D(A8(7U,7P7>L<%$-T[4)G-B$=,QC&53(:M!88=K*H

*+L8QJ>05*OG8ORK5^D6>1YF(I&11J .`_$_S-6XH]Z$L 8R/!*,DRHL7?9@8@.FQ)(E-& M$?!:,5-@8K+,Z=%1TOP5!RZ)6RBHO]<;/UX:A"1(9^A15#L5"ZO-?8Z6M0-Q@ M3/GPI-&"

<)*6ABM286&0TEF:UJ\S@XN2YY]Q]>/+<@PJ32>;+:>MLIH, M-,U18.XL:6*@SRA2OS12G\&-VA@N.QU@&8\\VAKO?@D"2E@XG$2GMF&$!U(B M2'8@G,]$O(?

*G10>%O&L#T]82LMH\YF95@0122&^&/BB4">PZ!*0[']+\K#3Q+ M!M,$MU-. 7X1T.!CB,]5V4T4CGVKEM%/*1$'QB>#QK-)ZUI_T>,@O![%O;9P MDXQ1T? 2L*/XQWQ?A,D2$

*4&G[^4\1H*6[^2KB\0Z!A(#I=\.C^S/#] N_J0 M%OTIMK8]I<,8"RB3#I%>]?O;K+O$'--TR6I+W, ^WS"_8^)>;.=2H6L]4Y('I M48(6$+,(3]+8I"%O!+!AE&715R0NI';M4[1"E82L>)-

@/XRNMP'1I!>1Y;W M@<6@ZO)<<9/PX-8'"'TRREX0C(\FT-1\F"T1<$%:K&.'4X96R7 M;U9V![<>8FG3I1^)1@1_LUT:]^A"K6B/17L$4 6'&,(11^W-

!]]WYYHP)RZ.,'= ME 9)%*X.7ID(EQ-9^6E6?9H7GYJUIV;I]5%YNH6)Y(7IL/A,HDB4OZ/D)!Y MQ"]!3"21PFL1OHN&Z>C#%(;8*8+4@P1!K5<8J*$2"G]%AQ1HU6+A24=YDRHA

*M=+V,5@I7SZ\,!VXB,>1C7+B,.#[HOK PPF@%"B&#'T'#)!UKH]GB%ZVU3H5<9 M'@]/F!@#$S-ZPL0\'":F?>K&B+ ^2C@F]8",)[2,7KP=:2OB\XI$<%]?2=FPML99\L,-ZVO4B1QPT6H;

*M+$)5R8^G1)5]EJ!1!H(/N&AR4IE;#0[%V]X@H G4#-ZH]T$B>NEX3N@2,E MW_]YVW*T=B!NTXUZW0$X;=(>W M$,G>UMWZ8#0#MYRS5+7G)DFX2%=W^OG5.FH'3^H^K?

&^?Y3GN&1"YH.P8&_; MM-_V2X@:07&Z!CY25Y73HERKBVDJW T2C"?"'0.0(T46B0QOX@^P[\WZ#,8J^/(R*E' MJQ42,V+R6Z?

*%P8/19Y1T55X%B5VB4$E7(A%5BN(:WH1E>]^ASQ4*Y9V"Y+SYM(V M%VP^SRO.>BQ\+]7+^%N0@K5" "U(?I<$P-!4%;O/P"@>P=E0$S!71:BC#[ZG M[-14%:

<6>&ZR@=^"K$%.MD.FM!0:%+6P@B PBS@%[C&CNX CC+(V=F=Z=!7 M)%PQ\F*"H@81&W@&2A_$Y(,A' G5K;'+3,5-*"<$U)F:'8T.53R+1-$*IJ)D M1!G&9Y\;#9WL6$FN!;*O'?

*B3:..C(!"D>I?276C&([@?_\-4LQWDI8A3Y$@ M'\L8[15S,LR$-M=R^FNA50L8$5WSFMZLZ6N=R-%@:V)9<;OULUP"_8[Z!+!>2M- MBE].<''O LS^[,/12F>

<)FEECB_/U^$HXZX4MP1O+L;%3><#DBILG'3+E=H[M3*$VTK\SB95"F,2>DD?4#1,R_B<9C2%'+?A%*K/?.GI_0^8!)B?;4X;7R/"-GS*\C65X&T!9R2\R=C"] MZ B.55PC82$Y;9JRV-

*S!MYX_L GA3CD-)C\,:I*H;5957R7Y94UPZ$/R O]Z MRVF.I/"!SF\;J4?/A^T".FN)8+_,\5OZL8MQ4\SE>A.!T#RP?$2@)YIT*]T8 M[Z5NR_(^=,B;

55PA,J2[K.LL88G12,\I!$<+G, C,X(@'1W%:.*RST'=2&XHR MXE.2,<)DTMAQ!G<DNZ!Q=)DTMAQ!G<DN&0B_%N3%+$&;_\+[_8:O@;]56=O9 M,5UFL: RU)CREJ=&8ZZ9I\;1F@[

*M9A&V,/6KFD0N<,F>B.8H7E9H2V/8!UM|EY 4\L0)=!LXU6]!%<(:-D,2*7.9 MQ, +R! OE5F%QA+"B"X1(KH%V(.?YE\V+*:0FU;0KIO!) M5=:T(Z)P:2S-

#.N=4DP_*QXFIH$5<7)K*?.Y##IWXE5C\%9 M\:78!O+>S6#,0$/7.JURG\DH(/JWFS(,N(#&JJET0K<\QXXI+'0]=)PAB"K MGZK@O?*%A8"QH$1.6\HO-K

X=ZS#\R]D(%BO&F]W5G!>^4C^/GW%9)"P;GN M_7E"A5:=B33(HT(#(D@,C:-#L9X0$#$BFAE:#A_&&Y83%9O4\<$8Q6"Q!0. M5KA0LKC4&V0#,+,.C)

*(W$)18#)W1\XCAK54RQ9DXY1CE&O?_3YF#+7>5Z;M8;UG*2"=>-5Q4F/%?.S>C.Z(.A-S>#8Q M4L3J8XT=BSGYGD$^S+$;@UO*P%?!KKJ]M>"6P)QGY\Y#,$^>3\EX6#[_T0,3 MA2.

*5*AJ!I&4)YK!^:3N2#V6\Q6, M%#\Y,,W*6",$MG(VP4?D$U9JQ;-?]"KZ-4=5K)^F<;,,U-Z\^TEVJ2 M0PS$N=D^GK/CHP)SKC9!<<;[UALPEZCN(2H4-&#)X3:$/;M_10^;DBC]I-QM

M"K.92F/M42O0$ /;DZ?]H,'MN^--OP)N6O/I;F8]>8C=S01HB\F4WY$U!\";3T2V%KGF?Y$4M#FQY07.F?M9Z.C]#G >V;M4*MF@>'X,-P MZS%T31BC4C5?.(YJ^> ^#<=/-

&*"%"@Z"/#))\(??D+\8?.=^0R+Q(!%F&J M0)LW^%&ID0P979J#PX[B.+KF/C34%!09Y\#BNCG&%2CW130ID=D:0L,O$=? M=/#[MF>R&8$W%S?2-1[B:\@I#9UMXD)-

*W9WZCK9O41[$]/-U#NW]E)OY;)[] MJD"X5>JYL76OHPG!C5GX@?0T1^>)8!4%%?!XIQ>#F1(&1X(71T9NEUE@W97UA@#0.M;PHP3O.FXAG,@8?I@5T<]

*MB]X0[=8C^S@K$<I+XQG&_QAM&1AO%,> QKH7O6E<'3A%5_(P/RD*Z&/5554,* ML>C'K>:.9ZO@5]HG0FG%&_YS7I_/ZE+<[OH-N!3:%\N0L0V[WL?X

*MM3PDY_>R8E76!"FS.JL"ML+ PRI8=B7VH=BY:6%FF*T"!"";XRG(9B)KE$ MR7A#@Q(7WL"+6A"IT]>V/D9R;'&/\%Z]C\W;HK*L3^[RZZ[!%=@#+R7U];'_M;"7"KPL6D^L]>>

*BA*I'EXA[1]W^&"?A-Q\C!.A!RM"-_?6F8WU8=E_OR/,^ M3?=73/>GE B9WQ]LP0-N]LNX&F>OV*>5Z(P]*7UVS424>U_.-GC0MZ(:T824I:)H4):TEM A3?D#0+H9[%_K2>15Y*"C{)<4

*M>C65V^1aP-V/$0-,G-&\-Q5N;S2:V/VYZSG#_G3<M9"CHU_;$@OKSW:&@_7D+#T O%QAG-B'6^>GJ!)U.%IZTEB*VH[QZRE,8(D- MU-,B51C'30!V!]HWS 8+##IH56Y-

*644UJW9[6BBPB.R7]MW 51)2$. &T4O*6J MV29XI:BOZ#%,608/YA!W.Z_JTQ#'VFK4O6D3=%'J_K2-G?U+*+:.8>HUDY\;G M[2$9!)<%N UA_15VE>K_I&N"_=5IGXN1+!4.%6!NUV3

*MK"5)V#!YM4HWXVZ^\N_4T;45 FP-$N792RV?(J;?BF)T'SV652[(0'#?56L9 M7<9AJX ;!=''% K_0R5KF^SPD\;4F^_WL90A:

*MC$O!,""#"6848!G=I(2AYI^5*V\=*_LIAIU+!YW9H0!%F&!@4'PI/*J8(VL) M>?B71KC!T?=7TT%3J9!*50:B'2$Z"YL"9SG6(VX-&ZTHJBGY_(]\8TW(2,*S MQ"*63!.ZP.A#R+E3.!!-

*$1.ZJ1V2N&E,$FAPRX,?-]3@=^'T@BHMB;+&%'1J M!8K&#4XD%XIE5<25,AQ2=@N5R40Q06$KY75LE!/D<7/D6:"[F)12=PRH!M;$&'U,S21.!SJFMN\

*[R:6_S@%'4+FB5K1;W=Z<'T M+ 5BQ,'5[_?LL=7/5@I54JM$\98=>Y1(F7&X7K1EF^:,G/2S$/$'+++=N9N<3 MX.KXX-,LM#UK-H^"E%M9Z(BPAO;BEV;U/Y@+-.E(. Y>!F M% C8$-

*J@WJ(!;H!!#YB6UY$\YKHM9*>FQ])SU#-Q\<%79+66'DW2XUG2! SX M0]A?C1!N4C=O!Z?>9^U1[YI4)4'+@L2AS$'NLN$A/!G7N&K8E2MB@0M/:SY> MZ S<07,X!?M7TYTEQE75#

*<]A3LG)M<+.$*Z#C*CIP&7\PE[8F/!9D_8DX?# MGC1-)8WJ,U0$2"',,SCK#_8J3)HI5\Z0RD2!W%E(5MXH_"T[M/%_H%WAC-

*K^DLPE]$=\4B)9V8P)^C<#Y:\,:HYU(K'"#S'FUEGB1UXY[\MR- M5$ +,BX34+VDR_4'1!XE0Z7!=1=,L B)A5)U-RSVLX.E%8@DH8KHQ(<9$,6@ MX_TY\YH!'6?I=%$FA,H,Z2/N_F@_,?

*#=JW$8QPJ?3(?H-J0CAV>"3$O/H_,7 MS.\N.,UD9MI2X69YAZO>#46\>+&M'3;_RX) 19R F8;=V%!E M,(1'4[B4D.1,M941#!A,6V I,)<:QY84O,EX98VP-H,8U78 =W,EWM:\G^N>

M$5,J\$:=14/U8/9_M4#=OL;]+8:#9^9C>'3,;<>; MS^=-H@XOYH(ZG-V.MP*52SH _6+2Y"4..FC+V;&"LU@3%0C=9I9E!7Q 63 M0E(&;HZUJ5+1+W-C"'TY@?

MW=Z'"L2H02T)NV#7%ADV"06H]B.4#Y)92D:AJ M:>B6XI5)(8S.+CV'I]&@6, MG!.];4DC%0@V0!)X1"(J"\'?]^ZY4J_]{R:(OBT^I."SR3-UET&DBD561>^E/C-M*S$M

PT;"2VI,65.@:CK9"J 90%\=\%N]5V%@'4--[UACG]+-[(ZC;PAFZO8D0H_%D/FKR=/J?MIQ.TV[O MEM-)IU[Z$1/4!W0\G7)4K\K$*AQ+1<($'8KA-6X>$,R&][*&)7Y68Z[4(TLT

*M7N>;K>G4H6[@T5<8ZO=FJ5&""-AHC=WN&.J0'<M_/+"?O2, W*O(-'N:.AD!!)KYGS--P48S443BQ>02A!Q;=!-7/4

MODG5!9+X9(J(@T5<2RH28R=TYH704;K0JBJ^'BN>R<=9?"W@/'F?-9$ MEMO6Q\,9%,YT/!XI8U=,7 ?<75=(,"F8+=! M\3=-/YZ4'(4.:)/H#?)-6O10',0BWR_4S^FTJG$<8

*\4'U9\B%%K4>"VSP|> M.,4DC!OVH, ^$]N0+>9L4CZP20R/YP)@=#0T(.,%D6L5AQDHH8&+)<);_92B7+ MD=#0O7$0,HU(B?:KKK9!6D4D?

F[-0NT\E5AJ_9"S/>31N7PFEL0U!1Z$FB8W M!U*PSVS05FB%=6!*5]5J4@<<.O$NT2:Q +@2A0[A^!K/EY7B%7%3(QP6DN MAP#>6^:M#LC.A1L%R%&]Q5I/ZE'+F]\%5@

H)=)V"@:,24GBPCNPFN-R2> M4I5&JG+ ^E*ILK]N QM7-U=9<+=R:ON6D+]T%2$@(.>0U*UQ@HSDE_98!../ MZ3MEB%HFZ]_74NINX/AMUFV*[*G=/,N] MC9LD:S-&/T,

*(%5$!+^-HLUBJO*G.F%,!IQ;&.M&SP&8Q*] 0KC!FT?=8@W-!-M*GOMAPS3(M.ZXM654@<-[R=9S:@9VCP@Q.YR7.H.X*-1Y9[9ZE4Z'G5KSA2= M60;8BD!*6D?

OHW2[U5GF:^B38@-'10 V>$3Q4\"T5O38Y0S_@65_*.I2ZZ5X M,,:NJ=1=C2W@HSN6NL(>$5<,VN[*[+*-YZ'0=M[\.!&KO)2PB566*!54%'N MG@=0=10+9R$2DL55K5+H77R&

*(P);M%!^$5?=,'.MO3[RB85#%T]>D%/9-)/R?NQLUEIZ6BTO4]7$$!5&9Z5TY+WB:,TQ1=`D1Z M6*L;$9G,.!,5F349R(\HLD1.CU%2E/(RGI9RA*2PDDH,R_+N516-I52O M,FU64V&I-

*JRCG)*C.-47H5.V:B45]9O4G^M,)$;C7(JDQ 6'1Z/NK85# #5$ M%2*4>-(OJRCDZ11-%9(G53RB#^?83X:3OIRYL]XIDZ.1Z,WE9&R/I3>;]3TQ

*MF39*I/RV+8[]N#N\))5/P(88%27O\5%$SX*%EY[A-.>[-AX.QM(?#P70D^[/Y3$Z=_K W'8SF4V_0:&NO=RW9E/U9=SS;O2D_ MZE31

*6T^9;/9l+,D=GZ)5A*_<(.4.T+'>;,,YSLW)#I_\^3@XQ.Y8=`#ZL MZSPPP$0*?*NE<^JZ+OXI[Z M^C*P'18;.4H2$W]"9l,S9RQZ^S-O.!Y,W/[<'8_Z36[@]RW9P(-^=W;+!C\%

*MU4OGR0\M8#/@B\YF?*45B@0OHLVQDL6NHU1=M"'!-T*$_U9P&4B MCTU5SKRC?!K8"XBN4OAOKMB [P+|-VQW7U7HB#25][5](\"9U;R9/;CCNC<$ MF<4PN]:?

X3<$S!3/:6:ZQ)^2F2"K(2+XNR\TNC-O$5S,=O>M;X%\G@W&?9C MC-KV>_5A6QPQ;3AP)N.!@(L$L<>S?]]^4 ,/2GMZ6P"_[<'_SLAG?:5L5[2 MK.4INV^(M%\BF7<(V_C-&>5[W?

*%>D>+?_QZ]>KB,N]:<5C# _#Q_.3L[?GI MQ]W9^?6V;_G9[^)O?ATN3QOX<P'2VY2TIZ*lLSB&L]H89Y4ZT0^UW]YX?!) M.,E&<&ASQ%?

*]LR)0LT:/XZ_S!=3M\2)*8>6DKGZR^KI+7_V< MNMO?#6;=46J6^W6OV[_7=X/N0#R_URIW#78RZU\U_R/BK9Y-GZ_)DL ML?O'2G9T>KJ;D_XPDW-'C.V]!U"7<*I;+-]K5-

*53\SXJ5VO=M73Z&T\3@>G6 M13V>)5-MR0B,K-)LGW+>O6+XV_N^1:NZ;D'1JF[MND)N9M&S3HS@Q/BZJA1:4RA"@A7DH7"BZ0E4$6&THTJ<78=W6B

*MT//CE>;824OZ520!#!$!?>9N/G%CKEI=\6H3?;O% ^TO1U.)3^1+$]4".Y%]BQ M/1>=>;@N$!4?4-P9AC-@3(5CV.DBIP:7!6GECFH%!54%'N MG@=0=10+9R$2DL55K5+H77R&

*(P);M%!^$5?=,'

_R(H*0)GIC,WU-<' S> M%U$|(&D=D72H4S-BW{(1}GO$FXF/MDM(S(E"!6 M_6(9G G9>[")Q-?*_\"&.:8#3QBX(D'^\(O-<.@>PGOYP/;%&!8%@F6K?
(S:DFR4.P>G$?.+ZTDG+7SHY<6*]-MK=|:AH$;6]NMSM:VCTGMG;4&IP\OMMLZ'YP]N-1^N|5N[R;VQ)LWF!@WT9:| M>-GH->X!8=0M:UGG[O47PL;]?0Q;^/GC@;^#]
9]S&=^ML!UO?I'OK#_<"PQ MS(QUAY&__+7"\MJTN,978XE IN;_IQCM_,_6&T!W++4CU/M.>EM'O7!XXM$TB&GJDVYT@>*\"P6B\6SNP|PN,Y|H6ZN M<^#BYD_7?
VZUV'N3S<5HSU(+W(@E9-ZS'X5.Y#8U5+O3/ES,IQ0[EFOTSMC MOOI?=S,]5R?QM_7IV&0Z\2(V75$\G%^1N!-HY"ZE0.-/QKTVA=GI;^:2N'S M4;?3^4LCB-
Y<9T9[',]B__@UJEE3YN'>M[B28ST*4VK$KO/FU"AC1T>=|'=% M+:V,%U+-1J|\R0(<^R=,V2^FX/IUTW'M6@ZLS**@D[\#VH3FA9_3:/(%ZE%2 MPWP*W1X9_>%??[W]
{O83ZW?;O8<6KTZN M^IT>]?4YL(_<)ER#;_UTKV#&WJ;>6G]=$]ZN^9\[8K#1$;=-]M'#'|#3[H]_1'W<-N/S6YVV$1'#;8C8D,*>Q0+U#FZ!ON,,E2435#%C=!l,%8@Q M-.,Z62B-]4P8-
$$;K'XX I>:3UCE?:V IP!UL-0&G$5.2OPEZ6\EG'!3!.9 M0H:<%M#2DX!RW.Q(I^!V$/+?0Z?"90&-P2!7]LIT(4VFQC]*8QNYHB< $ M.LUEFC-7T<>R_Q0LU$IH
H5T"@LNU>ZI|#E.T)68;&ETTENB:4;@-."?83;!D MMNJ&S\'Q)4'M:'C_ ~> ?6+:HTDM$-1'*(!-=]5=Z@Q36BST6.-5)5 GHG8%
M/DU$O+1]QDH$'<4+Q9%2RX"HL>@>=#8TQ)R0L!)$15 H\ @5,-P+MB3S M3)FIFX>(A,%TWA*CX/0PVHU6-E>0[N;&K%6[O8G,'QP<&#_| 9KXXN>]V+ M*U?#N69CE!Q-S4H),
[>,6PCH1+3)1 &AB &&1**DRTF"0+E7& M5=B/2H8U*L*TM"8%@8\=.T94"D"81^A]N$]SKL<02.TOE0)7]\Y, ^;W7/CN$D M_B0EW3,1'YT$G9(8OHZ!0B,Q2MXK\1/Q3%;M-
V2V/E1V4C|WC!C:M;6$ _("AY\<4.#T!N2'1^1#OXE{0$CCP'>)/3%LKMWH582 (T7]DR<0.95#!YNN)=*$*H!3HH(>V3,%)3FR50FW5]HD:)M0<49)$4XU
M7)4X*22WDB8@(_T*55&3HLH1)0K)P@7^%&J&<8 &>;Q1U*GD&&QH3B5.IQ6 M,&))K:!')&JK_|*_)4"""6(VP?XC-U6,,Q_ M9[@X&+POLGI$TCHBZ3BGYL*A92/L\CE1$M,FE:6<+;"
99:7R.U,,IC$SJA M1RTN116_54@>4.GQ%A,R#!W,KX^D;Y-Q"PSA#(J.IW2UL.@DVI-SMZ!*E)E# MJ($()2MXHBXG,Z;D':CZ0.J1?'-]&CN[Y3D'UD'MJL^^D5UU.!<7|YAL+C,R
M%8C5Z%@4F9|+W'FQLC?P03.>Z >&N@4!"@)095%([P'6RQ)"/3%(KJA%2+0L M=#_&Z,$ZXZB.X7 ;@,R#'7ZK()!H>PKO2X866.WG9'7^2.>MMF-M HHF.65
(BLF9#BUW]%/@=T9M(G0/!"-0_Q"N8'VKNA?-Z0QD/39D<2ZPHX-% M$M\:$_56 ;L@O)'1-R/'YK?'UC/E>H?WH;V M+3*,O3V=[:.?>WMGU:_^\/>Q>/+G;?OMR.'ARK8-A^^)R
MN)/:T^#>Z&)<1%=R_:,1;SQ"RZA7WK/N0V 0@!ZO8US"+Y\TPH*_QT ,[< M-MP%_/_)E/[&\<=R-VQGK#9K@7ML?T.C2YQC?CB5=' TR#X7/CA;.'GMD1VGNX MZ&E%ZQQ*-
ZM0EH5#=#;WK-.58?3_(EI).^0%>O:+\KRB@?8?\:-=+B';+\"N0 MV&9L>Y'>.MQRB^S)O VFW>92H*S*RSI,(3S$>5WI}YEVOW9K5>#Z\JX4?DT?^#U!+ P04 M_" "@3U:F%^%&I
$_1)@.%P &$Q,C,Q,C R-&5X:&EB:70S,C$N M:'1M[5IM;]LV$/Z^7|$Y6-L!EBQ9?K<3P+&=U6L6![&#=I\&6{BHA*I4E02 M[=?O2$FM8\=;NJ5=XC@?
9$GD'>\]YWAWY*!P$,@J//@'!WM$/@Q|- XVYFT:$ M2>0*@B7Q4)!0=H7>>R3YB RCZ#7B<2;H52!1W:HWT7LN/M)KG+=+*D-R5.H9
MU//+G04T/.EAR+5L:/0:4> >P0CL8MYN=98,X2[!\2 <[3A=[GMVUEMTZ{G;_ML"\@"MUSF41F(3FL1)09 5'C]0IUL]V.9?^&>C+HV9;U4T5W/1KXG$D83X!\ M?!NKV5
FR:TT<$BO6$]#JN2B9;/+0RYZ\Y;^ZZL6P\<1#;/>ZP6-2(+.R VZ MX!%FKZL)9HF1$$']O&-"_R1@$YBG'V]RD|N@)Z2,E!#LNC)Z\N'M]'BZ0$[= MM.]:_,^VW@/S$85LONTTK>J3-
WXX1\/Q['PQ&:_Z_"Z2KM5"LY,G M#V7Q=H+FPXOCX=ED;LP^G$Y^1\/1 BR'BF?5'SEM(BRNH*1)'O>Z8\U60ID' M"GKU=OSM*U+C7A=,]^@=30(N")H3PCQ!%[2*S@-S;%:12X2D?
E9%<2J2(-U MDJ.5X"6ND)RM!" ""<(>C|6;ISIZC<*#NXC&<"06"PQOXDNPU\AH:N5'W* M^55HQU)W&C(<%A4O]$RT H$^9120=1*
MEZCQUW"_P3_GMS">W7SCE4\%1.*F@DJE<'+K!IA=D1*GW74:"#,OATH9&!QA MI1EL8!(#1_>HB1U@W4G;(+%5(#QL2")-A/D$,<)Z94W?8\F
M<8BS'F4Z!K50OTB))9>21SVU'PE^KB(/9*M)+)TG>7"'S^W;,1M#IJ_9>0:1(K M!RZV!J;>&M2DM|G6-%O-UM96RI2WMOV=UH9C.HW&HZMUS+,U^%J_C0NOJ[WI2'30[???YXA?
HGSFP7S%4&I&A>E>7Q>:.PN&Y0[\!Y8:2WFA\B"?7477Y^/=*0N9,QR1AZ9"L5=1&W*.A1(>_M4@^5)JZ!1OK7>N+HI\XFQ3XPMH!;J IV_7"2>1_"? WNABDYK*C,**/&!<0'{
MDO2:H)GO4Z'5FYE0TU3D.:'UN237A*%?3'1*1HOXE(3>GJOON?}>/^Y^JZK MH[GZ[L#;R9W82^#P2B<^%IXV6Q|GQ01-/2D@R)X43+P'5*V0W$*% MH?
HKFOL_P<[9^LEGJE.P]14F/^(\"V!3LXV M43]7V0:E7R?P6[#=:=UQH^]> MA_QG?^V44LP33=-Z@H18??S8.+?TI:9I,F5]$<%+*&RIW"[R%6WNJAA2)JG=KM8-69:K-
6U9&E'NFKXO7MP M@:2(,@BPL$AB?_IWELQ$ B1ER::$A(2)B2Z+!{%$GI-G^9WME_]]-PV=&Y&D M01S]|:_]S=Y?'1%YL1]$UW_[Z]'P^/3TK__[\#]^^^7^ZW?]Y?_G)^1:[^51$ MF7.
<"#<3OG,,9!,GFGOMSCY&MRXSD7H9N,XF7:[_+/(C>#9@9(NM)Y@QZ@QOU MF?IHV>>N-O:W!MM?K[NP&WO=@V4Y#7G>\,_9W!MM^Z/RXS@3XPMH!;J IV_7"2>1_"? WNABDYK*C,**/&!<0'{
MOC[^WYVUM{6/>OY@=I>CYTXR>&=X[RA]>S=*0C_XV\8DRV9OW[S!/S?CY/K- MH-?;?<-?;JA+T^*ZV!O;S=LM=67_S?^\;F_0!0_43?*T>^VZ,WVCL9N.Z";R"_S)
MMGYB&F\/^GO+GP]KW7HCKU _@'5\O>=J_'KDIOJ-O#B/LF1>WK-4>)O7\;^BC>:.^Z6WP2^#^S:WP@!W"]LK&:S6?P=M[_-??-C)QE[VA-WAS^!__\1^_9$$6BD-@ MBJXB_2!O^+-?
WO"=1[$_/_S%#VZ<-)N'XF\;?I#.0G?^-HHC <\/[M]BA2+A M?P:^+R+Z)W$_&<13^C>Y\+OL4H5_MN%U@2LB=XIW$L';DP@>-$^&Q25N>!KY MXNX?
8K[A!+"OX^[68..P'T=ZL+^_O7OPRYO271_Q$"4H/P:IVX;_ F[_")^D M^C%;&X?X^NMZP 5<'OOE1VQO"[\U_<.X CN[M,30O=:WW1GXW#LAJEXU'UW MU'V!1!]>)?
Y1DGS($SJY&PX?XK]MR(/_UL\3W17TV.UO'&[M(C[]<=L#]3PI M']I>)/%,)-D?@I& OUP.VM_8W#BZW';=RV?D@ MZ[=X$!+7RWX#W7B<,^7,"O!6Q.)CPD!OSK.G&GY17L?,<*!N8*
MAB /?3=!A>\$^&7=Q1+E]=N4&"A#T?GT;PW.M@%_K88@'G M) IR\2FX$3XL*/[fM!!XCPYC]>S1$Q$E,(% ,>789_PNJ/(GRZ9%?)ECN[M&X?
W:>,_W;.4].3."W,TL7Z-8_\V",/'O76OQM?>J^VU#ZIO?3ZCU477GP28 M)Y\"=Q2$*-CS)('\&V\+>P '+ I&;__8V7._*\)!>^_M>E0@4OFP1[W(-M._R,ZSO$A_=X$FPXF;"+06?
60M6!NQSQ&> ^&MZB??SXI(+ M=XX?'=V"<#BYFP7,,V6YL'\ "OEB[U^]L]Z''SPE\08C#[_/?AD"PY>_4G_C[Q?NE>*Y2A=N MQW QEX^Z'ZP-6(%,J]XIV.2!+\Q+/|..B)/O?
(V%W^_"T043'T6+];GM0U^G M=(LWY=7?NXOB&EEM81O1D)'/6H7IWD*1RQ._R^88/#X;+!TS@M7/>H9H*=' MŒE!+1G\!U%WNP%K<.DB!8M'WK$W&0E$!1=X!TGV
.0?^6_=7A_^7_VN M^$XOTR\N!0^Z6_WB$?R-^ELJY$WIO9=OP\"";6"8(Y,;L-O=ZND;R6^^Y\VV M[']S'23O8+"._]M^ZC>3',@BBO_TX6%WLS#P@NQ.H(AP_&"*"CF.V!4_C4@D
MYN"%W@6@:O!H?D@VKR8B]N-$7{G;K^DH3^;\ZU_>++VI?G_]I&:;&M];P8N??YO5N+= MK8=KK]WU\6[?.CMX\//]&*QO'Y[<$'ZLPM PF()';_"051$;B2/X,V4=HBZ# MSZ=Q-
,QB[^N3]H_^&L_@DYOH3{SG1[Y/T*D;7KB!?QH=N[,@<\/&{+]UCL1C M#]_S\FD>8O+(>381RV##QM#".A?BD;2X%)F+ /")FT1!=»)TV9N.?W%.H[]6> MW#¥YOLDZSP>AXG)'M,G*RC
0 M!NLS$ 9-=WKK<,#6N?^-=X!K=L#628NF.V//ZH"M<^.?W/.M@]6LBT+9I-,L M0+\'3?>0ZW' ;B)6X]WEVAVPF@C?=,_YF1VP>JBTU?0W^:,D:]O36 MX8"M<_\;]P#?[(^MDQ9-=X:?
U0%,Y\8WW?-]/B^EGNS2K;,'ANOQ4FHB5M-] M_OJE)H(U\W0LX)F]E)HU'00X+F\E#5F 6\UW7^OPTM9X_YO-]TSK]M+62R/77OK6GUGK3 M*QL7O9]CFZVB)$TVUX$?
G[GIU^9(":O4$!,8YMO6N;[/*4YL((\"U+NQ[MV92"VJQPOZ%"WF"/,&RO(?QA /&$6E/H]KD3[6.J;W[CV- MB6XT_]=SA#3[>P\Y#Y5+?^@\6,NXUD23,NN;V_PCK+]CK7]:_S:OT;[9L=;U
MO!11EH#%F"?@4:)Y65RS>X!-FH>QXDG+H4R+%^B^MV2SUD5=2B#L ;.F/_9% M2VY$%9WD#I]*)7^;5"V3/)))K/\'\TD)]-9&_^%&(H;0>UF6Q99+XM8"R$]
MF$4^NA[W'0UCT,#7+8.LET&L0SH>S2 4!RA=_4P\LO5:>,0Z,*8Q>N;5L(BU M<%%+(":0M9C2DYWAAA+*6[#)6D+54^2P:RU492VAZFD'L-L,L&MJ/E S!=]N
M\R&OYR5336*O^.#3\Y*I)J'77. '3?-%G_ZSR+(7*_J:"\+42.R:!&!ST9 Z MB563&&P&+G$OO!F)*_BY$4.3(Y .TY9EM[G8 YZ8BKGP9,?EB3;_N7C",XNK MH[G_O>;#!,\I@2Q0\'O-
Q0N>4US90*GF0P8U:?_N'XF|;1:"T&\"""#448!M'UKR(2B1L"V8[*5CI.9; Q3=" M4NZ%VH+60@8-(EU-8M):A*%M'8/9[]\N(3;I#\TPUS\7Y^)MPT3XB$'Q/Q
M1RXB;UZM.947&Y>FE\++DP^;RWB\Z#1E9ID>1(%&9A?<.'X [_U9C$SG[?6FC%;AJL MT_+J6P>H?/<@T:>A[IGK38)()'/SPN8<,>M D>|>4]J2=PEYK04V7A.1K(40
M+"?"6O68=0B")7H,K78:,0X7%,/.FW?*!M;"$Z^+#-8"#M;389WB;F MB/ H MG3:,.Q]FM2YZ3^]>19XWE)\WQ9@(U$>]D(P_,38:UZ[&4@#!@RHE:+<(O3
M'"YZG8BT04?!.HBA*518YUG8LJ[EY:#;VWIPW1%^*/WO4JZ/G@-M'(AU]?[L;SVY+_S8C0!VV'[@$]3*I3^V$=9ZH_(+-#3K8/H*G&CU*4_+1+@ M*8:^/I&&V++.WVP =;J'*SS"'|{
(V^8*^52Y'E2800Y5$8QK1HH<+NQ]-9'*$K5B;!D>?ETSR$:WT21=PS\,C_/4^S M)X?IUYE1NV6MX_9X2GP0XR 2OIP/@:Y&6E#DL\B^1.XT3K+@W\+_U0VB3_$3
M,Q5KI9.UKIVU)\;&5-IM:V|"#3U>5A#5V@BSM6?OB>R(;6N#$ TI7D]%)YO] M?FM/C YU.]O6IH@4-/5Y6$-5:!,+:L_A$0,2VM4!$0X_74]')6K3B4QO=9R*9 M?
A"CK)Q">!H%6>"&.#;Q4^Q&5Y_>_U<>"=B8:W7PL&C;K04FK-OVM=I[UB(- MR[==5P<(/\BGN/;?XZQ!L=9[_P0:]'Q\G,#&$Y[B/B%-M?A-AF'YTD^OXO1M]_4Q&COL>I6GL!?
3'NA+XK)-N8"7O=@=;ZZ&^M8B])=1? MMH"BV?A-'-[@=N-K214_+>,OVISGL9BWP\;)/N;7 Q1-L^.?_4\W"=Q1*"[! M8:LT'!#8)R\F$=^>C(>"P^;8@|OW1E>^C)AD!UK81
[662(C=.$?WXCD@CG MJ7X,(C?R0!?@I<-XG+Q0-K$6H[%#@%M!H]>$S_S 4<;GWG^_SS]>#O/1[R#__MK^^/81R_U$-M+;+T$]SO-2B;]VX]7K#182W"UK+?;I9U=]U%(EN^?(Q8_.:3
MOKO&^T<9&[AZKP[&MA;R;1G[R1G[0=7M365L:]'LEK'78DFTHKS*\=8"ZBW' MU\?Q+UK&6QO+>]4<_^H$K+5QD5?+;B]:NED;7WD)[/9C$?EU9KGM6ANC>;5T
MM@)PM#8.@PGLG]V$3CC3/C3R,,WPB\X42Q=KHQ#[J[5Q.Y[ZP%_6LC MH/86W61VUHHO",1^T3VSIZUR.R2?9[.PG@NQ#"+O.\7>>)-W/0%*[@1;R'$ M6DGS5
?!6OAJ<;=/(S_WI.[QS;:XMI;=#-:SQ=9"-C5O\1JY^,EABD>SSZ [M:%C/NSVY;_ZX=]NB=]M?SIM9ZV$>W;]O^CT7XHT2P(O$SZ)_"1D*67PR - M.2C6>HIU;[@-
IL^^M<[>"NIOI)VH[L&^MD[;6#7_P4Y_?-;3B MV%D;[OXGD#N(KBO)7&@(8'*NCRV@X"?<:HL8)@<9+82*N)HEXH64Z^];&K+^3 M5N?12Z64M5[^]YZJV_B%4JI\,#S.J#K-
#@.FN;KEVSOE\G^ITT#!9Z8)D_D M=AXTVL=_8M:OJ6GZ0:.A@.9(_:;Y18_9YF\^ZSF3MYY*=C4-)WAR CY5.M93 M$=!:%_\%G\"UBE!K_?X7? +72D!K$A ??
+7,>SJH&DHP4LX@6LDX*#78@^K M';#!PQVPP?HYP|% MY$VE;O)UZ0SA&Q'EXK-XF?6E@YU6$K+D|;P9#TX^*!G'3S4\]0U%F7:V = MXO40GGS?\N1+YDGK0+R\.3Q:^7)
{\]#AP78TA/!#;,&>Z$FI770Y$/8\D/+ MEL_$EC59E7WK ->'L.5)RY8O6UKVK<.<6[.TB2WKDI;6 ?,TFB>XCN#GGAME MPWP&5X+;K7GSG_#"\3.
[%6H5%G#F:03>3A8GP0LM2QWTK8M7M"QI"TO6)26M MB^BT+&D+2]8$"O6M"::@\D"6?%ZM!E2O9E^*V+H]3L]0M+%F7XK8NG-.RI"TL_M69?BMBZ;\T"6?-Z
SJMDR;H4MW61G)8E;6')FA3WP+HH3LN2MK!D38I[8&4$ MA+3\?I?17R=N+,)<&=8E,L(^JRL*V#\&W@B%966<"9UB'Y-G"F%1QDY6]91V0 M;@-'M++*
LYL(I[^.F1539;V5A,1]596O0;,:![F[G'/1+=?AB^7%V]RL;>: MA]<_,2^T\LD"GFP:EOX;Y%-==G?3NEL49-9O=TT|/SYV**56A:P9],0]%; M!],W4NM5L6?
3L/17)K5J.L&WFP:KMU+K5;&G=0B[!82]RRBV#OYN3[:=#&,= M-FT!H>HR'T#CMN3:32#6(?JVDZHFIHRK'>MPUO9DVTP34.^50SQ[_IH/<07 M:D?N- UV;7GRQ5M
.TW#6EN>?/FZNVE K^+)X\\M3]Y4.6D=NMORI#4\69>< MM {MBIG%L-OG^+H^E-P(_RC-!79"^W.NV,=/MWFR[Y]?K0.AG_EM"R(\D!^'O[Y,/JA)/^TV-3;P1'S0RJ6:^;&I<8&7*I?
JTD]- MQ>),N?0R^;%I.'QM>?BO1U4U#09_]3GXKX)+&?>]EY M,A3)3>")@BCOD]CU1V[T+,NQJ0+62GBT?G+4=3JL1 ?K)T=-R8![UB%SC\)L MDFYK5VOKX8DU:L]75?
&T9QTFUS*E/4Q9E^*R+&FL=(>]Q+?5N"!J[/#T"^ M2'A9<_+?;&ZRSKPSQI*U"2X]ZU#V*RA2$U2:[_9<%/H]IQ001:-%X;5[3[.ZW M#KEK^=(JQJQ+0UD'8;9\;15?
UJ7'&X;EGD;CQ$VS!+[-DV^-UFRJ#K,.T+6(.MJG7); ^OP3(MH4I?L:N&\)V:,QFO5NB2X=9A>RYF6<69=>LPZ;+/E3,LXLR9M M?M PC/]D8[L]OM9(Z-4GU ^M03RNI4Y=D:[&_
M9V.1QFO?NN2[=3A@RZ/6\FA=6LXZ7+]3E46MYM"Y=;QU.S)7%M.O#+!"NM."-M#P%RQBC/XN1,A3SK.0K&6CXF\?29GF\%/]:EUZW#R%M^M((?Z]+AUB'C+3];
MP8]UZ6MK\?!+D04)=0NY -/MLSLU>.0\$A_$.(B$#[2#?V3EBU^DZ-CJ60D0 M7[K1M:0,_GD61,$TGZZ? D$$^PS7+FZJ^N;[-M5*7++ZJ>Y=LS;52CCVN3C5
M"EEA'>3ZG&QM!06L!10OA1_MK.B'4H M@NVI#\)DH-O?"_N6^\XC,NCV>P\\(N;E/T80*_U_ M.PC2[W5]NP^$ \Q+?XP@UL(!NBGW^SP%HR!-AWR+U S)S.(DAD-^]3)^F
M;RTL8"&-:H+5^M:A Q;3]DZ8XE;_R;&!QWD#?52L@ZWU> -/[GD_ELB5MWLV M8?GD3O"C'7S@X=W'$OE-WO>UM;^]]#G#W9WO?^+7DGQFS2;A_#]TR#J3D1P/
M;@\VIW9FV;O;P,\F;_N]WI\WZ-++#7]*9&ZD?>'$8)V__!%O3&X_?C6&=W;$[M#<++YV[]>@=!)G<_BUKE.IV[TUT[J1FDWA3>3%Z;!OP7<&)Y!?]F*Y_9Z[T*0
M2&H=_4'OS^_P.L?+HLUD=+W-(WAGO K6Y%JS%F>2B//?-O!T[GG]>^49/_P]#!W",VXZ";+K+(XZSH?-XTUG MT-
O9/GC4LDG/]PM&&-5)NK#!T)VEXJWZQSL_2&>A.P=Y18N@'!V3=!W%619/ MWZ+,N!%)AL-RY$/H>?RU%"?;!YOI.ULH43(079FO'BR%S2;\U)O%SP_V-P]Z
MR[_J;?;I\S=TOT1]*7<)V&V#?@,O@GORMXVMC(NAXYBL^?EH((OX]!^?W-W;.^]>#GKH MK?9W-_N[6P]AQE6^\ MJS*7%F&9_QV[&(KQCVWBNH0T[>'1Y\]?
CCXYER<7YY=75I67R+&?7H\]7SM6Y M_QKH"M2,T]RS8*=_1Y/_L .^4?GZN\GC[& MAX80]_RR50ZM71Y^'IZ0*7HN
M.'B4DBCXQF%9[V#=A?.7/_5W>^]^_:^=+&Z:A#V.I],@16C7&0<@8;.<%GV$HHK7=MS4262"0W#3=X+(";+4 M\29N FO]^4?>LL49UH.SU+^W>WN;\X-'[^W6]F9_;[
6(POMM9WUV&O]P>9@ M<#_%'_]YWM;^6A:UM;NYV_|.(_+@(98/\USV#[?E$2/-')90H/TC9.9Q. 1 MF'DIW#"]M$)"]U;-Q$_8%C]{_MH^[/I M5+AR[TYE#,PC211MB(.-P_YVM[]_L-
L?'-RIP>MF9)94ZJ[%/V*MM(D_$3LZ M8+/&6-7@_)XG0>H"MFM\)B74Z]+,F,##9ERY-KMTH^#?|_7.-0%?KQ!UN7FX. M-VY3T2R,YR^AG2KSE _YWOQY&><\0A, 9!UGF =P]N!YG?
5B "]G.X_A MG^?)57RK]1OF'A^[29B.7+_ =M>6[1M+Z/+D XP"D\L-M!\PB/H;7ALNCP+7(M?&@B$2YBV.7P_P0S-M_D#F]M'!X,>KW]9S4=GL#Z>]#ZDWN!GO@L 5X,9F[H
MB#OAY5EP@PXZ;$&1UFD=U+^-P M;[=7/00_/P+D^Q0###2\F<50!^3"">/=@T.WM1="4*M!OB??UX?E-/Q4P%5_
M^=/^H+_W+G4R$8H9QJ=$0CL.G*,P1RYWP.ES';_$0X\/LB3($*.L:U@CXS, M.CAJ"#(A";(!IC0)HA$^.XJ3[0?!OE"=R_W&\-,2
M*%!^BURX&B>TS1Q8'AN\"C+.HUI(4TTBZ^+MG%SF?P&A[B&.RH#7C.UUU6B;)Q>!KYB(L+9S1WO(D FF-? M4"?
@MT]*;Z0.JYS**P^S6*;V&=PDWA=7WX(LW12W)3Q^<6E1CLO\5!:-ON M;C!,,85MFKST=DEO\&3_X$/'LKGGM)C-?<>;!S^2Z15+C53:7CXIWR>2N?(4$W*-M;,*SA5]CZJOCP|?
@8..ELT1X@MSM_H#O1[GY[?,3W!1L+"?-P6[,)S$FN3E< M@@L_=+/JJ]RZZ:(@;D&%XU^AQ?"'|'U\$M*#@+$V#+(,C*$(X4TD.3\A@??>#;8&F]H^#B@S=H:9L:O$C?,829.L
MEC2\7BT[I/KSVH2"L5^X75)&;*$P.(7"]S+1+8GBW>9#6;5X=&5X4$XWH>B(;$Q?.-MIP7]W&CIV#:1]VE7Z13D"QPSE0I2SA)4]B$>0=-
$;@=:&WA,L$T%K{[^,BE8HLH^AR@&\YHH5TM?]=^JR;UZP>GWJ0K1$Y,4KUJJNE)Z_ MM+4&H^Y 65FF;,594TW?_N;60?_1-7U[FP?]@S4E=N]LKR=Q?7=S>^]Q*>)/
MOZ;!UN9>?]NR1>V#DK6->(/!)IP6RQ;5[VUN;=_/4M^?;WHOW&XWGEX4MR6] M!?T2.)TN(NGJR8L*9'VPM7'X.;FLKB7E;QW$6&_Y,Q6\L/WMU]f*1P53L-J4 MG-
&0O7@'3MA^I9QPLMRV:LQFU-43@$6TVKU?;?..>> ^^V19@L/VPO@ O2/=] M7N:HO%(F>]7R9LB.'VL=[?WQGZWL>85LH9U4;7* +7/6THOD&6K/[KGL 6GS M%L ^XWO@%$<
M'WX;P*/AL4X$[Q8CVG(3I"1{(S?RD'E!)F/],5Z,K5Q]_%3!XN& G]5!LK6 M3^[/2P$6IRD@X=9JD/"0BC=_\";/R'+]G>|*0LA IH3?,/L4X38WRP16C2&9
M@>+8.P/6YEY3A$_7*KAI"@(/'U)<(,9C00A\),N \)[>)%<"0HD\BG%,NY'V1R79LRD&<])]@.1 M^>$*XM0;)T?X-G%R5-#T8^A>?[.GX>XWFQK6P>%V!RGD$N^7/_7+"]6>TB+W M
$[!8RMQ5[HP4]PQSO5#?M=0:SZ$%%3IR\QS^3>07CD-(<'C*,O3A*A>A"Q0 M9DT2S#2(\13?!'&>AG-UB)<]]3%9?ZK/\:<@&F;3[2?:=*R?O^KXE,VLO6^; M6,9RQOUD13.'"<!B#%
<)$*&BC.,F@-DE;'01&5>/%%.$&C1+.TX 5!8V)!\W1 M'>%@33)=1)2R"L) -'Q%^33ZZ2;_:)54+39-4C.BG8 9=8/LI<@C263W3E M[]6>Y0]WH=N'Y@>=<.Z;
K+"+DL\)A.1!@](17Y:3&M]AO!M=7Q?$L4Z'>U M4QOBKCP8U-G_YLEOP_MV)T%1WWM[WF:!>.Y+4.& MN;A'>GI&M$/'^5]4[=IWP$*6OYSAD)$)"/B. P>"Q#'E'8Q17<-SEFEVN-[
MY9%PMGK<$KA#%X28&SB2D(7CN_?)&IF3 FT[!AW6R8.CTB_OXO-P)6FL@ & R(JW.2O%=B!RJ.8NJ?YQF!-4""LEJ*FG7CVG,"]Y0!^SN;1SN M/W=VMI8Z.T57U(OG>6'XEF514(@
10Z3EP\^D%T/+"C[&HY9?_O0_]OX4T?M!!;9TL?CP_GQE[.3SU=#Y_3S\?GEQ?GE$8Z]>?\OY_+DX\GER>?CDT>_P)?7 M?[??E1;=$(7_?@Z7@A<'L$5_,Y]""RH&1A^+D
$SW!%B%;)(X2#K!PID(0Z 6+H<,\B4,?5$5'5IE7;WT+6]NH7R"A M7ZE20'Q06_Q&^V:\-D"4H(?Z'*X;9|+'$/ +]>.DLL;1OZY8+P)Y6VJR).J M#6IP9674%V@5PL#?
@]/GHA>X,/R#6R:CO+U>]1-WE,9AGBW^9#6;5X=6S;13?]FC[4XOHEPOW91V]ZZX2WL(88ZE@\%%WJG?;&>;/?%L,YIGUM 7 M>.1<-EL4U-G1_WPZ_7QR=-E!#?4@NV)GF5U1E]-
U]/[3"0XM.#[_?$5Z=HF] MT(B^1=B:^I%IQZMNM;>[N;NWIJDDF!N]^U-\'Y@H\T39 M]WHIY*G/0LDLWW
MK^7AH@V;]D)M42]6=\'D)O#0KY!L@LP$YXP+^PYVG8OSW@Y!>O3Z6\^(O_D M.XYF>P#7<0"W-@Y5]M&ZCN!WR%3JR-.*U'51=!L%*5^6?#E]!8S]|+@+WLME
MD'YU/KI>%B>MD'DQ5.WO/8N4J36IF07-^U:0V,^2!_Y-PRI1(MQXQ-228>:,. MQX1GKL!,6JECR5H>1^:*=K=CFTW=E]>5)HNS5T;.=';/5Z!KIQ
MANY89'/G0Y!B@G6>M&;/"Z+PSOZ/29PVVZ.QU-]6Z1'?E^QAF"%=NJFG58W M6<^.!.+.(ZZXP+WO)K$&A).N>>:(ZV0:0(_;"%M-!F"IWZG&O,T PZ,KJ&?-1]7H{CR.?^9W@-2*H|
MY$8SYS/!:V1-HY?#):|$:K4)]TU@R+V=CBL<'+?"[@D,N;5Q6'A1F)/D MC3A_6.5]84]3FUC:6 M^KLZM]:JY-JZNP3U6DW6!.X]0$V&0V=B;&9\HN>^G*NY+^B^'ZM6R\ZOV&P8
M@<06.WPY#+#W/*5H=4NDMC%B QART!ML'!9BZ-B87]5*G!=#X%.?44_45;.;5NGNSWL9E:$'G!#*RH(E7-
M^2CD.*RA2&X"K\T0>4$$_UAU9%#6W2@BM!W7'DGS8%12O05T_1_>ZOIO:{"<^OQ;W009;XCU@V1_CY-9- ,ZG,/Z*^8-&@>FCAL$_
MR^CWE>^V8HKK1#B!,=L[B'@^]1$/U+X4LQC_BBF.NM!F^;XZT1FO2=#\(3 MTY%(_O*G_F[OW5;_@\.YMSL\PEL.O>;O\$8=&I;N!E&*MZ0=#N4.I^427G.! M-

=Y'7H:?}@^VMCJ."_>>FOS0C6&WVD^:CW^$);@XZ]G\9]-ZE[E@X$S<9 MQ0E]TG_G> L$4X/$[AES(O5>[,#4[TP=NE"-2@Z9L$Z5?^-H\\!UQS9L. MT!I^?*

\]>!Y$7YK[H.*,\HU5&<>:,$P33 !61QQ[P6: 4=IL+N':6Q+@Q JWR-,/*!>77VD6NO+58ll-M,+^H\\U4A_GH/9W:,/%3M:VX,0AI9? M;_RJY$(WCVPN,]8^_\/'4G5<_HC=8^)#?>N\%SG%"_\%F CO9HF@WD$I M48_71*0#@PVV)AC/IR$_\&\(+)9?3XCN;AC>QROR['"+W E.IV^-%M/6;SEF< M",Q# ZY7W""H+M.:#^?P^^E,9('N(9*XL*

/X7,+-G@:;$=*T$215AT_A$1B # MF;=A"0D.!3(;ENFD*&TDG.Y6.7#[CM'$\IP\%(MYS)(>#M,.4E[>7Y[T M:"Y_0@(!WGD$9X#@"DO WPJ#*2X%<G/81_@$Q6XB6SK!C?Q@/!:X>E#;

<'1@ MA_BU219((@B?"X[OHRZ^C%YGZG[%?8K@7(,6D*(-;B4WH20R:-MA+_+I3)YD M>1/B#UHJK,?U)GB$: .8N9GS6$K%Q)? VRP,X'TH(Y^7C'OX#=D_CW,GG2#+

M,UE#UQ.P2C]'H1$&F.2Hj+'Z3ILH?LV-Q57=2#[&6Z__M$Y49T#8B'5Z"_? D.H5W,0SC6T1A'K)-6^B:,VK318CF[=9NV?3}/4]11)7V

MLMN_=Q:&DI|K8)).WWZEW>_XEE+>KOXUN[:.AU0\&.) ::*7 X9BB_ +*G;$$ M3IPCU=V FQL_ ^ :,(UGL>Y.E\C@=DA3.F;%E P\@\&8!T9`_D0<*Z"KZ@

MK@DDIT':H&#SW:DK&RO R)IG-%#%^^LGEE9MA2[^%%U^1W)[_BRJ##PD2 & MQ#5:7F"]>1,V,Y;_%K4TF&TWHJH7.LH,@MM*T<.ZK#"%/-7+{UW+Y,_'Y*2L

M0>1{W#>1A'LJ[$F-)G>*)-,V"CM&;$50,S,R0.%/=P0H(+ /Q!V*&H1VX'7C9$Y+!V G8G!{X15A*7[+ ME/6)ERFRIYL SUR+>!,#'R1HR"LT-,X8Y(_T8=&X8,]Q&I-9D4=9$K UR\Q[

M2[X\BB7#=BR8;22R6R'8M_P2!9S CN@4%_Y-@%E;CGAFCF!@*&6@ $XOXN2(-MQR1Q*(GN32)8X_5A.G0J;I#I*0'<(E(.*KX#_!J&2);XO MG)&;P-

T8=JPH(2HZL20P7G4YWEX&F59P5[VLU!_4SDJPA-4&2N$5&*9*(LA2 M,3Q\L#,=4\"(*^Z"E"BBJ">AU0SH"R(?D6W!C2GWBR<9.LZ89%T\9;"+/U_.268YQ*.VH(C8E?^_SM @&

MGF5X;&&?"22+-@@+UY.!W72>8HJ^1%EUPD^GL61SUZ4A\B&\T&Z MU0*HT?+ HRO 92*GDAV [2^1F0B#$GD)UA>42 2AF(W7F8W'X M?1&Z\U3%_7S$)N(9"7N).

(V2V/5'2#Z&CDT($E5&PH$)N-74|9)8>Y 3X?JW M0! F/7R:@J?I2RF3"/J"O,D+=|Z{^B==53R+;<#X/@.@Y9*G1]\PQ,NHHY&=

M0TDL24R&VPU"4JEp$TH5\$OL@_!/FJDX7!$<2\#LIR"83[H25PSU RD"_"" M!Z)+21.5H)0&P1*9DA,R,0|)/96K{(./4K4J/TQ1&^75[B)^;PBHV M1,D:G"%"/GLP E,<3^$XS-

'0SPQ%ONAVMU2KZ55SF&-HQ!+'RLSD?@?STi>XV M^=-B"8+";OUTYI(4-E/7%&ZSFMBOKG1D:W7I2%L%8FL1Q2NM FE%\!%<,4!

M0DF0@^UY6.,*08ZI%@RE%NB/+>L2W/LOAN(R#,/?T#O?<; M-R02CMP0CU!.?#L.X]L?]A5.2]VBE!1?&$@UX56F%UCRTQB7&7M?=3!&.7|< MX">

<'@%TOHA_WQZV&GRI[^.+DR:AT|(I6,]C]=B\S,IRZHU&>$Z*[GY8DD M%7u=%' Y,-S/E0KS$I4\58Q!U5W+>&>D?*WH1<2<+\)WOH&SYEL:UA2%4J;-

AS*M6I"F6&R0H(Y#>O@I8<[8G%HAQ.U@&E$RQ>*Z*[3CQ#@9A'WGJN!A_+;PV<'\E_CO"$[E M",Z-*\]ZL001Y.I=,$D3!'J4L9#](,;)-$6^PXT=T^*0PE8/IS588"TGH&L5?

ME[G?4O.!QXMR3^,V;!/@"-^"|=QS? MS5PD;,,:U]EPA1ZFH*FVU!?*549E2C*E=!F<#:JI$$ZT@XE8L KM!<6:AK&S% MO#/?360:H6K5XB6YO}F!+*0Y"O0U^W)JB?E

8JI62V9.);) D<";)U_<[{@ MB";9L/TB/7;7^R./TD#WU#'2 UO;I9F)67<(*C9XU26FR\GD:!D8+VZ"JKR MK4-8OY=ANA=?Q;QP+-HBN?46R97RH -

J4]91Y@372DNLF$+9"6DGJU;4D5E MNG=TK+"X179/Q)[S3NV0"O#Q_7=-XG-VZR3W)T2U5OZ/JR7"LP6U(1GJ MJL))//D,I1(LD% Y/"15*U55#6*/]D(@VN*JFJ*ZI

C<4TIJ;7"]DY9@W%" M-$,=`2I9ZA3NHZ#;*!XHI<'!],<-F#Y%0E>Y1K[EC>=$M56(E06Q_,N9BFP2 M^T@.)'4NRTIGB0#JJV!@ ;$6>4DM|>HO3W"Y\Q6WXM6)*GS(9.H+^(;YM*T6

MJB%S1;E,;@-7-U8+NG9-0?V&6C"GGOH:!$?E+)%ZCT!D#L6FI^,RE/I$CW7W M5NK_YOKBCYS#YICWE!P(1D*I/0/#,MQ% A*S%]?;4N;DE8BWM 54@

M4(G1:D,_/)OJ(09\#VQA6VY?JUH-$HZ.?1NRP..S+1"Q>] Q/?@V/9O6\!>; MTC^DI72IQ(Y:8)/A^K@VV-_LNFP0L4,6;YQ+*KJ,;>//N;=X*C*\488=$QP<

MCL8#"TX!#DX&DI,+CC]IVJ\0E_,CYR(RD>K*K&0KE<0>0<=-]M5!?/^ORM{(1&F=5&"_!$'TWG=\$AFZ\SBRCZ!F"H5* MQ%OG,[K7-QJAKU@FU5:/$7I02\2.

[4'BY5.$T8H];&7ITASPJIA/\LG< W"&;UK4?H_F&-1Y&5QTO_R09%;;6.FV M4O3C1S(OHN,=AZ8#8&4G|LZ}<>_QR""'-Q@ZIE2!M%+[?$7M_B\|ZZV-NZG MRVY5F>\-JK@3?E+3>)

{3]Y,$U[_IL,Q;_-_W7X;GGT-&P^_>GMUO;(1-0W^. MXV06T\R*T^(tVW?V\CU1OZ&<\|2+Z.D$U#H23]`D,RW//G$&8*\H>$]$d M<3]

(?)!.]A1WJ]_5P8"MIYR[%35NIN.D<@P"2B2G^Y.3+*N-ME#1N0V8BJJ7I^ZM=+,W(0!$,_\P17L1)7&+KY(L.O.(.6IR_V-52 L$X%#+-M4W/DDAI86BS.#5/8/%3/

F<"HG&@N7;NA=0D&?X(L%0\T@P|QN9)DG)4%P3K M8T[L\BP17)Z#S3=3VB+2RC12E+K5+!'?+T&"G9?] &9) *\+3U'S^@SS)BU5 M"*"H\O.0!Q@FE-

L\C(E,@3XW=_XIJ"^O<,Y/SN3)TI=+ZBRY]@->RVBP8926 M4DIXD.@M6I^:7L6*L0T1PA6;8&6Y>']_=MK\C7Y-%D"@Y;/4$\&-JHF =P31

M39;$]JJO=GYU1FXJNFE6L/S(\;Y.W#RL2.EW3CQC]f%T3VZ"A&=A,L>40[A MF/(\?>?\%G0_!F4% '9T1CW=81D3()0AK=Z9C65YL20H E?-XON_=T#KL.#,W3>.+""1D@DT@I?

0E;A|ON'PTSO3$**5IWTQTO2],V+;9J!*K", U'P%=3(1 M%U+!#$DBF78N(Y\R] F?NAB_C?CP@OA*/'/$;#[F ?6.AI8HP"$41;G]6P4(C(]-O(&]0 - MBT] PR.:R1')X((<# 6\(HT%'LW] C9IE

M!0<6;: +P 7$JT>;KC4O1@B-PU4;/6AD/!KDW:@R/E\ X+,.0VTI5%-UU[! M.\0WQ6N1:*C<;R^,<[\IHBDP.B71"(?3=EU P;+2E.$F<'T?&PO'7.+X&

MF7&,MT#H.T/;AYE!I1T3IF#\;GAT-$2[5TJH\)G2DE\N`:]HVO8LC$E-\4!P M&5'%5%6TKZ6=&H8!?<7T. ^U@NS2B6*7!H!JO<3X3T='IF_>]\E%2^SWH/665

MD.I%>!\5]ABD20[O:'H'$S>ASFP+;@SJZ#Q3>>RJ;WS!]"U?_ "!?'$M!2QV@ M@#ARBB,!05%7E]NB[N@"!W6O8G;+5Z^N.@[Z\?$B/WP6V3@,]K1(N$B"*5LD

M'X(T$O/_;&FVAK,LHVR)F,8X0Y>F(,QU&,Z0]7)$U_'Y/T_=/L'8*G";DX# MCT'6=!*,J2P$S>0N6G]=-)P57*(G^YJCXQAEHVOGU/Y$K?@L^!DI#4Z4?DE_+CBCCN ^XH>Q3FB;A

MHM/7)^A')E1QSF*$@Y EW%%N$00$6($\X70/12"@#6K43,$B%*33.VH@.<$ MA\YGUQS^8-C!03I0/UQ-+@+]C[!*=@4FW+\3>C.],#25&!6U[>*#(3\K 25

MR6YR81QP@M<2+TRU#QS%F&O-GAO%/3_2Y P"=CHK#7DIZ2DWFY)!'#S=QDJXP1NT.U84.VYF[PJKY>ECK16R5,:Y@;'WTV"_M&">2SQ "(@;#F@(467@H*4S254)

{'\9_"R%5DCO!P MBC8G^?2-$5TDX:&C;&WJF2;<3IMZ9L5:VM2S):EG]1P)';K.XFNVLWG0[OPE<\IH5P-",+6(V'56[R':)9,56#;#"F.Y071D9(WD6R"9 ;F98V],X M$6;2P#U%

((^+2=N26';& ;VF>V'25Y'C.2G"&*H6>3*_@*.8J%RC;Z"\J\-# MWY=T4;(7WIQZ*.X;WFY*$7(CSEX=%[\+ ^M5=*<1BD;>2NR".3D.K8?ST3F M*M3:@#-U_$[I'&G'1'N7YB|(YZ-

P1Y=YGT7B[R2 923@1."-E,##7X$]T7.N M97;#[@RDE1]#2 \$O&27>VMA3(UM:73@\UD<.69C2^RKACN@UGF#06&N)UFY MW('WLN2PLZXK\(

J4D#@(>P5=C$MY'.FLY((RH(@RA!M*X<=8(U(.H1)F) @-`M>MEK4.E4[!^]B29"2B8[B/Q.$2D"PJ J*(+5]\|J50!)%N(UD*&K)DB$$,IL) M?_%F.

(5&MK;FAY<7"O*8(,,ML;5@.L1*@RB)\&X/&PE2K4S2O?]WX=52CU M,;!# _X*W!LN8_DE\A]TJB2&81L0H"S>>QC?&'7N_XOW@G-!/N7=3#[@O!;9

MB0U5[UVF\1;&FV<\Z">RZLQ19C\;^3O]77Z.@G:*=^4E@=^4!N3F4:MI3(C' MYCD='?GG5JI1%-^XNGE2U:U#PG6,Y"=*'"]Z,Z&I;K6RS%>!I-4_169*GJ-/G ME+ H;PK&C"_X99W99)

[2B;;*.1E'G[AA**BK!>PFAF]N5!/FB0 CQL?4]ID1 MN4G%<@E34%V6F7$V-::ES>&H)4D@N#TM9O;P&4S*9Y[9B.'! N,EC'Z$1;>4 MJRL75X8R.2M)E.8YF8?)R!(M6A9IQ

^SP20P6!+&/*4HSW!R>|+6O$0RGU@_B605GFA.AZ9LYX5YT3+E4P6& MS(1,OIJUID3<5|_'PZ@0>ELC E7'1+2$DPU97+OFf$%Q^3A8/INB351*K;WBL!1GO^^^!)44JK_DUA!C-

MS8"XCG:X,]<#B^KG4OF4A__-9,ZVC%O\1(FW>%TH:0?85[8_N0V"_,&T5)P MWS:=#\B5*N.THPIF2,\ 0QC+(6W-Y<'E:*!!]!2SSHGFJ"YUQ:.$H#HCK5,K&-B-

C"B>8>,FZDF8D.O6.C|H^H< M*O$=RX_0I2/&%+C8@A;7U;))V10/]V6PTH1X M&0;#>VV1'|$Y]!=,&%(..N1,:'4% ,ME*Q"##:NBO8I/=UXB5*PO[*F.;CK M9K,E9S(?)8&_-

!O+$%/LAC+Z^*6?@!_]N=S-^+@\+4;6#S6NP#,6X@!]OJJ^0$^Q*9=X+'ZUR,!Q=T_|W-@ MO-B|*[4CBHT\#]WPHBT!5=@=+/C(&U:B9CRPF"RE2=Q2&:-9R2?7S\+3(O?.

M\.*FP@]#E$#:6[I+/Z)^2K 5.+^G*Z?V(M?C17=KY4]^O8*.FH4XZ^=^$D9LJ*AKVD$*6L*Q<$(@'0 ME90N^L+ KMABE):5P:F"FR%+6)%,(X39Z'<)XY81KLRZ3.;SV3'AD!9IEBJ

M(14A=1FD"=[EPF4]106?4=0 46TK2W1=QI90:U0(=Y.&5.[7<4[P_2/LIDT^ M(E5)Z.J/9#LSD]G\?'1SV9-.A4&EBO--YT3VLJQ%.#%.C'G1%!7#!JG@/*_ MGP?4.0%%-"0WEXA6

$I5I5>A6R1P@05\14J$ROJ58-.0Q!(B"#RI\\L6?:SG M \CM_;,3RL8O:%=!D"] G_.19Z5(&_R7#FH529#(O\3B)6LYH_BNH[.EV6_E MNX* IV1&GIAT?PI/F%'U

O+A[98!X5'6%[(\B.+G%;D+U-[%|= 5X4;'E2Y M&DUNKN#0(RMRXG1]^OA[9;89,FKUL!EX..QZ&)8YNL1@E#W79A0I7;#;9A19 ML98VH^B>9E:V^.T:)C9%GA9T)5%)8

O):Y:T1O2UHCB4?-;A2] C/KD:)2S0 MA%S<\"LA9&HY*L,G#? C-Q*4#]^B)S7;^Z=%OYN_@,WQCFVF+F"L G)7L

M;)4O[E8M>HZHE.SBP@Q63BVYG9@3L>E07EE)]W*B0:E1B01RN3,+,[_L>]TJ MVD8B0]AW%F(9#-MB1>E-ZDV$GX<4:Z#^ +-)H7FS24@ WB(UX*FHY2[#73BI= M^^(-

R!A<:7(CM*\/:W.Y%\:-A*1[.WCEUKM5)TI E/<3 65$X)\;"C/^0N MRS3#WJ70.<(;[)I&CPFU#2INGMST&DG/C-;F-$+9Z!KLH5,,V6V1$5JEJ2XC(0:L|+#69Z.9 @^A;^12T'-Q7E8,

M3%Q87-R(2!K@A-;,XS"(\)Y8N(KY]$-ZT50#^.!+1-(1/AWRE^]SIN'Q99?C> M_/8HG4<>V-L1.JZ7LFBG>X4"=AIDF>K0\N7H\FK8<2[@7K;).4I86Y7]=[BI MB(|)G-

O1;1&W"SD^Q1Y60A9OJ08+\(!,MUVZ((XI*RAW6C0R.I:I"GRSLU,$ MDH Y@'3Pl;7TZ92]*/?>G9&|^3?7>2(7]-HB/:8]4- 5W(OC 5P!@2)%GC|7 M@I-&KYFB8PE%_Y/ OS::E_"< ?@-

K(A29"YDHU=X&G8L,9_ #/+&8NN7NBG M2UA1@7;H<"9QJ$Z-(75.KV 7IS%B:I36M6Y]94NB)9:Q3+\%=T;]%IV)-4^FJ MANE;)^@ZI998)=|>(8/*7& >ANA%4R;_8'JK

"D9YBAW&T/"" _2#) MLM)OTZW>Z 418U&A]7BYFY'YVB9X6$8@SQ+=/9=%.<*V1E3A*^11@6(@2 M5Y*I;EB"]7XL*KPCS312 .O6X&AWT6R W3(C M_":#*<;FP

Q&38&GRRE[R,1+8N9SE@BI##9Q.USY#9Y_T 93A*0DG%,&%3F/ MI#"KM+P"F4)@*O4S*75R/**]9HFY*3E$RYUWY%O(8"_R R4;,$0I :UR3B@% M57AD9EKH-=GWUP

'<>]"D,@&NAC?5T6)+H_>!!ECT@2-W 1$AZ,EL%9GXW<MJP= MY"NN&OF-0FY%6H(N5:.RW:0PEC"D"*4P"O9]B>WY50O@6LUF/=)%V##@[S

M),&/]DFL4Q$I6Y$BK^444%1E4W>VMJH3RR0(OI-Q%'.YE15L1VE6$?9>]"62-M W_DG*I2J/E]\U>9(B;[#+;U'#5#!^S,(TN/[Y1-L<*FFDC3N-!59%. 1JW

M7&|;\;GF:PKHF0B%24ANPOMR"Y+'"$.1:%%#07X#Y])<*"'[OU+<76U"D;N9 M+&R(V=9A'"383U5%F5CM'RD0R(HRK"'*V143IE,.KP7@]^(WA,M->8KYH(M>

<2VU26L.E\"KX*G/1T94-Z+5RIU!$$;P)IKLE-0QW.1-7<0V8KDG)`M%7OO4G-!1<06/6#RSS)>DIZ8(F>@N8V:DIRJ:."XIA)"DVIU$"LJ-%7XB90\ M-@8=B"-

,C<>44YEVMD#*Y71DKA"4&$R==[DS G^5+7!PL18,@-T+P/:DQ(+ M!1$'V4I6:R(4)V=@>0B1Z7BD:KPAF8[M"$0_BCQA,AJZC/_ZHCN2UJWJ')+* ML#!F@RH&,6*.L6S/;

[ROCNZ5B0(6%*;_8["6^]5]\H]E@] 7UE"2FJ:'5CC M>1A2SU3RWX])/W!7N8_#XZNSCEZKS'*1&3|&6]}1'53P#+SD(ELH1B@Q,0;'-MKE!:E$U&^H[\TRZ55,6R/"%N%8VM"]'9-5TU

M+(H(X"\S%\"Z.L>$_$0EBW&!Y+H-K4' 8_%USHQ6%W^Q8 MCCYD~T0*FF&P8R1;3JK7Y*83Q%YQO:0M5LK_<=(G2R6I2:-2EOUSF)L.S.A)!EMY@ M?!0#!

<221=;&!K.E5$&2EHF:Q<(>$O*K0O*5ER2Q1>.Q(%OYR?CCADM6]!L/Z M_%%2BJY*(F@W"#85U/VR2N!*CM!(\,Q%99KJPF;<3)EIZYAY,JR8

MTU+})3)#&H=+;$9>Y(BPS^^*N.8@Z+!|(#C+R<1P*;D+/Z79%D7':.S.%N6IDZ+!|QVB9IP6Q4;>MP.4%_QHTKHS E,.= M2[VMAR)IE4(S;:NP/Z_,#A#7_,U^[^SQ_U;J9B8#_7)^L7*5V?

G3^U+2%>;& MD')]0^D&L4\/\=XUNXN/6L6>%\%%B^HK3?6QH5F3$]S^;0^HD1%'QKE;88Z ME#=.<;,*M68'5+_2 "JA(QH1P^)|05&6,1(V4(U+[=*V85E_*7@RW(U+%Y$

M1;+4A8#+_N2"Z87+40]=P(C/H|//7*IK#--X-H$|D>@"!C571RO+GG!E"@#. M@H!}3859R5.@%-PYH'@+6#M87 5TK!C58!LY>U-W*\"F"5;R-[\j5UG23Z(O M*07,BV%,BXXP_AOV.I

Y*,X1,%Q'E;0RNB=A.XFP+ UF%9M8[JK*}APFUZ#$S M^F]1*1XE?Y1KU;4E]R 4]L.=16/--R+N!<%KLS GU'$5@DQM3Y3M3XM9_8< M%[Q6;^7CQ0+K3RA-SB--!$SZ>TQ?

>UBS(\L%E@8OS<2=NT539 M7>0>/5117UR-4$IC+?)@C=0_!?]"@YU6:M1Y M50JHI2STARV!6C-0+;,\DP)(NRKT(Y7\2O3L,#N#68+ ^+?U+H!4? IWA0V

M"^@1DW!OA@26C!OH5'K;N'5M;60(4V,;V=+&;/A RE!5GZKV+44\?VFGFUF8 M7U^K56.U8D?WN\$(K|/C?36<9F> G4C)0UIS#8VF50GQ^C^LVVV5B+Z+DUZ M"+C

IN(!2Z=YC*$&5=Y*&(;*0I3=0&@,`>)(1ZG 5])$)>*@/08/!W5^EI M47RKRBP=2BTP$F9-/](6)E+W9#&]8'-+2)L14FMB*I*M[S7UN,R3\\52GZ!4 M=]YB!0D{4)G^QH7\U \C-

6BM_'&>)YAQ98ZJ)960D"ER AX00VNF0{]"<+N+ M0(:*KG24=#(@-+Y"'|Z\4!++Y$O3.4YO*4-K*\%KLIM+JR;ETYQ#O6W2*=K,7* M6,4B?

E"DEE+9{&Z6+DBV;JTN1;SDLQ>]HB17."T|!>F@!MS8LA+6L/S3]$Z!DIT-"^:^!D4]PWFVE.Y:1 MS$SIRR5[S6A[N6#EP=4O=)[M%>T]'3Q".

H34T/JNC57$4A53#4E9N7/(X5/)2B@E#1BC+ MY5H.:*&#CU#&N7DG7_#4GX6.!0-4"F-NVE;S2^@2TG^=$NC)PW?UPDW$UO6Y MH :4#.9\8L4..$+VP.!/_DLH4Z3/U5GA^:1W@+.

<)WKXC MC19S)\PWY/B.!C[#R!0'C&Q%-_*AAF[6,;IX;?XZWT=W8.51Y]*MNPNF^53F MI>E^!CQ%"?U."6BA?X6|CHK\' F2104) ^=N">+#A<2(Z59R. MKUGQ@5-

@]895+EWFTIOM>T/W.I5&[X+1SW9 *5'U1M016',.EHK18K+5887W1 M952-@C,\)?&TTN%7;;0"VF.RX_B0.J"GHO<*5;^)PPS-7FKA1D%0IW!0>_ . ME:H$S]-I-/%N%4I)=&AN)?

#KC"AL%R=7!QFU2M:5IC!08ZIY U[YPC5$]HH MEI'&5%F6+@I._$E%PK*F(!1186]E>78!>AF@70<38Y!%,&E*#W'D.*6A6ZD= M(W=F+?98AD-PNYQBO]0(^HK8,.51[?

+IH(Y*.'PESK%?^+$U16E2.$8&DJL%$ ME^NM'!<<-L&A;&SQ.SSJE %6$UG5;?'N-$;E>%H0[+91)&SLIW-PC8;U"# &P @RE)9U27,RRJU#Y(SQUYW;D ?J`=&\KQ

M(JO+_\ZP-J@I"QA&!$ZJWD^7.9<'Y>]^&Z5;7-?R6^$#;, + M"R6GH^7&"&\E0\-HR(-)3X(;PL\))/9B1HTYQ%9CRO+EY;5#Y$\4+5 MMHQ2$<"=;0N)ZTYD

E\R"41&8XE4GMF;2HI@J62NI.-P7 /A7?4&>)%G5ZUW M);]229Y:,,52QJ"+9;C%AEEZWRR%1G?2D>SY1.WGM>P""#PU>ES@-"^SVJZQF7

M=';]H#A6NMR3%T0UPJO"S\M2N"2PYQ"E);6;JKE*S#_RNW,-)Y;&X*L"DTIY8SBQTTBD79\IZ2"4OBF;)]H;U-M7FQ&

3+8SRU{$6+"I98&_DCT:DDVK!|3^PB*$9/80S0Y#$D,:NGHZHY7E10< M8V+ -\)PWX[A[_PJARM4S2H.,G.(NR/YOCP2A3];/7%%HWDO& 1JB!S6K:!7

MG_:CX>FQJ6J+0<4UHT9YLF2U>G6E8V6P>U?'KQ M1"4VRA_((M:.BO^M;)5IMJ*5.LUHUXF=+I>D%"_I-4>\) _?E+FP)-"DBI!Y M!TXZX.;I?ZE.QS??3&D2(WFKF \DDH0SGJFWH!?

[5,R@ZT14RLV2?@1.7*0(.MH|$LVI,KNG9*I%Q.N< ZQE'198KSBG%MG8(,P.X+/!=!5PN'@Y+,,]I09_$7.M,NV2P\VJ7R:V9W_) `Y#9/?)=-"\1\[#&8&JWI=-$,#0I&(S5M8Q1+GAV>#4S/

M7I*#I:9C5$?X4M<;58@8/ EPK+ `@T1D M16P>RY>D+-0]63`"):9Q,E>G.C1\6UALDL\R8\&E'A<$V"R*1NKC,\-$S!3O MZZHVM89DN15Z#I_T$XJ7@>20GC$%<,/6YVY9N>TOSIB-C

M;O(DF&TZOX$FPMD6-SS_I-!U,KG<^XIE5G%"_A(AOPR48K)6L;,Q@18; 1'MS^F3'A5@+6+@&/#'GG%(5JBN0B&MRJ:=$?B#I%BGB,K2:!@0(_-ZPP-YMH MR(%2&:H#W=

CI.)!2G63=0YRZXQ+I:\3P(2"B&!H M=.,3#N5$HV9WDT35(/7RL_%U<>@NU!=X1)I/9%!+W^LK@_F5@0TYQ;*&N?7?_>4N0VJD6=W+3B!{9E9(N=-%_MFWD!

<;O!U&P8,.K$R1+L8IR"I*RA++JH+//5N.4]M?0+H@"C!D7(7_%//]:'ML#F?5J+]-/XG00ZE/E)=?@VS&,(7JC*UU&E*UQF7 "0*-J'IDFKRI9)^>-]?4 M"'AE'!>URV]%"QY"*]3K%NJ?M-

4FY<-49)/8YSRY^NMYE N!+BL& XRB3>E M3VF7]DP^3275Q+W@ITDV!,,T6KG5TI-KTB8LLEC>KX@!Q?'(5L*CO9]&I/ M0Q%V*JUK9%]*%NK9^=33%*+8_RJK5YT6

L<-9;LL2T=*Y#2A42BE\8REC M08B4J6C9DC#O+!/=W_^$/0.PF1:49#$^ MXY9[BZK*Y#;CJ9-9!VW&DQ5K3,>&I#QI !5Q(<(05!#D%4A_K+L&)E0S'J-MIYKM_*H+

(!>CJ5P2N>E\TE,"S*8*VKXW[4MR8G2]C+(JM5%O^#O<;T^6&X[R-M\"MV*8ACBY@:]SP&4ZJC9TRWB#%+.E#J>5)BZR;I8K[^EJ.54D M=99W?^2]RI@EO&Y:V!%V"-O&%

<\0=2&UVZN1VCH?_G0T5&J21=BN&3E1A0&) MV2TQ"K3JWB4VL1G6GWJA2YQOVDS)]*I6,Y>*Q9:@DLZ\Y@D#*5RUGXN%Q)VZ1?LTJ//5S.Q*M

MHJ++,2@^:.BHPJO5ZERIM#=M*!)S&F3%_9Q%-Z+7"]'+]BU@QOZ]V/2B9M5E? MB?UQD).\N 4PL-*^^E9FULD(F>R@P,9RD716K(O0*C,+!!NB8-D>3T7#7#>"

M;B2X18HL6>C;ITG^_5F:6_V&96D.>3;=O&&IE[CT>/0[C["3Z;LC=A5#X1+\ M>'|2YNI<3&|/H5,QE_6Q>%SRY6]"S3,3+"'D&PB=??G OGURX!L./.#&2SP+ MD!L@*?NG|)Y:%/)4):

#|(Q5LH^Q2VQYHM!A\;K<874T6HQN:,U19XD_DSC MW<T]5N<3\#7(,D0HP.|<-E6M;)GSGT6V-7/31<%*_^QH /->%CMSBL:@7!#1B MJT_H?@"X< P,'4H!C(D6E@Q69W2-

9E:W85^)!]ZI9HL!-LR@QJ\\;K@ MXG$,OZ7YO.[LB7COO8G.43.RG*U"F> M1M)F3*-<,2\ZFG"W#F,>LYZ4]YZN\|,TB):5D;*-)25B,P<#,'#VC !RC)#,|&A73

M+P@!MID1(&/.!BS1M7L=]"'"P--T4F4@PR812=F5Y)'"%"68+25N"FUWJPS*MH MU5HM4M.VR42<&PYC*YGJE4Q7?-R.?#T*%&>==' E0<)G? KK1WY1@3CF&3(`M/+

(@1N<-ZP^?FETWG2')Z5 W2U=?<2^-HCV9K,WP>=*R3D[#1N-E2X7GLI&|-MXKEHA+R1LOZBA=IP&2WF0U#Z?]5W@Q)W(#'Q2YU\)QI*ZUW,5VI@CXM :2X M/-0H

EJQF6;NCMPE^F!F7._*^^VT!MIF2TFC3K.9O3HG/C/YUD@U),"-XLER M.O8LSCCKKQ4^M?MT9 G]&L8C\L.P\Y57L_GSH6B8=LWKBA@W5+Y_/IOQW,%

M%H,JA1K&FGEORPB"*"P^,H@Z.JICZPIDTU2-8JK2ZSBY=B,%B1*"`)^NLOT0T MH&N8<8%)Q$,W4\R51^BPF!=<@(<8GZ8.20R?AN5!E")0B'@N3T@=:;><9I@7 MS?4CEX)2V:_;

[X")H*-K]M-4"J+9WQ0QW4O 4VKU%O"*S8434;KYN;F.4S5 M)V1J4B"R5/T4Z1E<>$]*Z4DLZ'5N.SD8BXCFDG*K J$ TU0,1UAGY+)#K^;; M93A'&\|U&'+G!0Q[A7$5YFI1=77!T.5

71&#]SN)$,.J,3FBWF:1,FR:F2- OM7EB5JRES1.[M7[_LN>3]O4=%U1Z U-.-J-G EUA86101W"@'?*=9E|L?HT9?: (!?G27DSL* MR$ V.-<6&3;O:\BL70HZ?X1FGV(6821FOOF[83HMO"C+P*

W<#L&MV82ZD5;%_6KS MWDZ-=>^N1")3D";-A9K0?#Q9K#G"[.K2Y,-BD'91,F*046ZLMB[+2M(8 UB> MAD$'@_18B*GJ>=$C?$[W*OI'LI>&)ACGZH."A+5\$!Z6,29_^5-

_M_=NJ]]Q M!KW!-OWO%BE8^,< DUTB8[&NY_&L![829SQKG+.J=WM_[C@[VW^F'^_N_'G) M;G4,$!]XKV$|<5&D@P6S&;LAR/B57=G;@7V_Z%]V!|LVP?E='P'/4H;Z"Q;
MTO$DB*IKZO=Y.?W='UK.5F?%2F34D4/%0)E^[_F3>]]19PDF$WH#+@RS16X M&(T6]WJQ:)6Z%)?WOV-B<#S-H71ZC?:G>AI2JGH6J3F6J3#9G Q29>6IS*ER
MG+BT(I)Z(%P1>,FHYPPNK-+-0NUV(1PHB%(Z^)077-S;YZX_W\4K'+JB(F5X MEV"F41@5)\,E1FA1Z\('B72RSU8T'L(MP1J;&T[],@J(X2XG.4H=EYW0SR H M)\X1;&) *6T*-;Z*,52-
6&KA6/(ZR$DFF0G'.^9L8U(I9=#)CT-@#;C3=_MY M>PWR|X:NFNMPIA"(ALG*91X?0@VA3RFC2ND954C4(0047I&IR ZAY!.08IBT MD4V"Q"?$<2Z_2(0<8T
NE'0.79U8@6W9X5"G:G@$59=RC@IFEAC63('9E!Y< MX$AG'+>9Z4#4N>P.&+F:"U40DO]6=G\9ZF<#&& MAG'("5X0C.<:I:-!8.7(/!4%%# UCH](GC0'-DMIZVDLN
HCKKBS@MS',N% MUFV ;6F5O"RO\!Y+:'L;+2$TAW!!VS^F<[]A C20TGRNO#G/L-1=3HJ*=E-Y M%PUI*>V #S=V24$4$A- $2Z-_$#%38J\Y!$555)\Q(VHIP@F3:CM+_(7T%8N
MTA>PV=S8(<04URJ79ZZ9[?"44S1=E7P*;ZYL^$J5JPY8%_(REH^U@ MP\$*PMLL4WU6D_HW9>DP<2FFZ\R -A/J29)0J@>1H>S7EL]2&MP1PG<+;S/O
MXE^W0GQ5.7=ZI#X794*1[58.']<:*[M6R%<0;?X-C+15CK?*EQ_BQ5IL RU+5)\5ULF48-GP;.;<*@Y3JD+>&02:'#@ MPU2V:=!UN6:#2Q==;HS_Y$FDI#%BNCF5://D)K5VV
3,R*)>XK*;MYRP((%> M$/$>W&IYNX2'&9K;O089FI?N+9B8 M VN5 W:!V|><$8<3.]P@E*@.A\O"^!:[L%/@@L+(O7=G9C/83?JP_PZ]*Y><
M;QQOC;GK6=%H2_.^)Q(*ZN(Y^2KFM,0Q'+X41*%S'<>^EE(=>3Q0FVTZEZ7= MH:$WY#$7=K@6EYW[925_R(_79QFTL1^3B<8]SE2[E5MWS/W("OP+TP-QR#/R
M$.WOB(LC3(EQ33XX"M_9C/+)$^423.$;5,*273MRG3 M6EGN<3DE@]%L72 HVUN5W^G<*$],5YS0\IZJHJW2/NHYP'-TTJE&A :W5EMP MIZ7VK4J6J=0.6?V*,R>D>0-R
!.TV1).9^A ((',!"\;[?M'I14!'Z/,=CZZ MHT0B&YMUIPUQ8R]9N**G]^F^N0NH(O:O:*^&;$MY:/B]50">Q=GG,+/O>F- MIN7#X%?FX%_=(SR :H0)]I6OK$6PK?
+_L_>F2VY;V9;PJS!N=_5G1T!I2_)0 M+G54A"S+MJJL*[=2;L?W$R0.F;! @ 40F6(]?>_Y[. .6G"0Q MG&&?/:R]5D\R+:ZS>@+U6C?H4N,%B%@'G^SSDT=?_J__\?"OX!04Z)G#LSU>
MU'G=$(DY;7U.JBR(5R@F6/38Y3UR&"1_X3(SHL$0#0]G1,.=>)89T7#7$0V& M+.Y;=N@Q7M/#8= C2Y.4%O,)I4H5+_;YG6K%#'@/X
M],WIRV>4TN#?.Q7[U',_<4TQ&#*JB^72DESXY&"B8/2E"Q91[5'RD7(+J_ZS M__,"<0)W,%E\0P_C570NTW7PU'O(;\#G_;BNQR^[1IG /1.IGK*>^87!L;+J
MZ>R'Q7*!W@7+74N$GL;%[*NZXSL9C'&XP$41HA=W'B^S#OCN'X+O7A(.)]E2 M79%,O,1E='AX].Y91<\]7W+?ORU,G2.=Q>>QUB6"%<^SQ0]PB.[#V\7SN%$M=;BIEP?ES=(P31?
#?^=<6V.A'(8=:&-3:N@ M=*;XMI>6TV!(?E:(]7QQ^FKQS>>?/_S;H\\??NG9A9 Y1"+(+2R?O5AP#"UA MSI$:9-,*/PGFHKFQ+G(\0&'%/.=18*QH]?2]=I=IMC]$,-5GPX8A*G7&Q#*
M'-1.Q".-8ZF>1A6MDP79J\B#/V&Z+INC!-:1'ECPQ$+HXD [:;VG&=1^+3\K M);KI46"6@PTQ>,-_;40CANJR;4$/&(LC>&L5]FQY*WIATCL< I3 :M3VC;NGO&[J@IPO -N)VU^L!;Q?-4-
C)D=:52# *S M!2^+MTU'A[>:DG9LP4/;X%"N*JI.UZ7M$ M;&$P)&_Z0/&(WY>X0O&*WY4=GK&4M<9P[=GWWX&_UY=LO^&GKW%P7MH"HC!& MB:=QI?H+\.%+4#"JX_+?.
[_W!V/M\L#P@"HY.3Q!*D6&_=0[[F-=@1GY9]? MA&4'4>C]7\4_'#%X'WT9CQI&R7E 'T,$ZV@]&,<%T(=0PVF)/2S M#7FG?NHU#@*AAK%N2Z2/8*Y:D[#C@BU>&[. <-
$Z7+#J$!/SJY^+NMHL^DL\ M$S!A\$F-<'2\1=6%"Z*DY_^?G^@W,(OFD) E2Y>S9:9&6%%WH M-ER?DB>L%_2"T#K-6^TMBU8S 'Z*Z_!*RIACI\@[8LKKXU-I_GX&+1;!; MV '_
=7/TRM=^H]*;93 I89"*M)&2%0!'BMUK!"*LYJIE!.AD0U:R"0Y9="X MC.&8UMOM6G4NB$0-L2W6()>N?Z-OYY*IOQ4^C+:,3YZG2HQ"'7," (I9G!VQ M'ZQBWXU73X67-
*:Y436"E[.>FZ4&,+BI!IN7_&(A*Q@QN2#,DE*3>A8+^(+1 M&4/?!1]9X*O7"!V=*V).+_SRK-\B#AK71+]9+0\ 5.>^/W_SP:415?Q>VS0JMT6KQ.NSZ)5Q1 M"EB;AE->4N+
(B]\:QD@0GI[RKY265L%UG:#18\'A?1X.?%3PB4CA2NWP_.,? M\1<%+\)'C^B7J<:F1VW4A)1]T%4Y(61W#5SLH!TF2W2D<#/)V@!O8]E$]&LG M7Y>8=YFWG1]FZF=AJ-
H9T@WRCVEUR=WX+N-7D,MN*-178]Z+MJ5ETL2IA5FQ M7PZ;2QMC\TF5;FA5(G YG--X^>1Q"J"V8CQ>84XX1QC+C@.,,VG'SN> M/V)IV#8$8!LYG#YKLT;T(T(I0N!ZX97#*\UJ4Z-
#&!^LNL-3.CIJ7N<-52Q0 M?_7 .V4;B@.U?KA#^1S\:$M71Z$C/.TD&;*0$QT\U3IBJ@9$A8G/,(%+98JV MAC/.:0T0QV &71CHXM$,NK@3SS*#+NXZZ"(IP*A)VQMU+58 4-A.;=J/^;_!
M_*#6Q2EW5:TPSXO"?,V/IYG0@6&=1:NKS_A\)=_/^WW9TVKG"\W>3JS\[0 MTZ3#!R_Y_.FS'S-GPR6PMQ[B7VI%7SS_Y?T+--_/'1C M]GCA\%+B+H8#=!KY.9HP)AL4-
"T+=@M9=1+@.CIWI/A-4,ET"?N9L@![VE() M%HB5GC4GS0-42GMQM7U^ M8P7FA,'Y]0P*;$I?RTIZ^"*]UTF*<*N&8&,]QD62IL%Y,259"+(F#0AZ8,-5* M:X63#$IN#W-
5E6NB/1C3-6S1-S3UG^1WW-Y5AW6YCSUGJ1@1JP[PK$\3]#JX M#5G!J]4ICQ#X$6C3_.:+AYXJ ML$[VV:9M^ET*TN>F/U'_SK=\6A&M*>=[G^5MU2VQ!^M%>PZ_$-@.&+9_-#Q<
M,>/I) +SX)]G>;V!,%A^()YO%TKZ]$<8E=59'U%^3Q;? MPJ]A@$5V'8ZONLY+_,*+NL [/8/Q+_)L\0/FR3!9\J)K\U#)W78^S7/3<^O+ M1_?HW'I&1,\41=S#HTIHJGD3\M'1H9
)8^T&#=PP-)BP3'F%RZG!IX,>8"QT=$B)*Z9A#> MMX<=.VZ4Y]+F%JVNINTT*YEAWYT7WYIY^[%FA5HCP7!6Q,!*=%CH1FX(N]]TEJ2W^8D,S<+)4F-;HN'D9\<4E;(I30-
MN[C.V[8QOR!C'*6HMR.).EICIB-P!M;;+#)EQBGN@+H#Z%DBJ2;92A8DB.+8 M74)D@"DFEAX:W!I.3*<8M8J;<"0B,U:,9J4NTK M%5S0%& <[T2<)\K-
8;:BE0*J7$.>!_XVN9@7P_^&+4=\> M!A>I8H:(UZFU^BU1X3=;!8LB*!+//_Q/K5G \?(ZY!7"2U,DJD!%3]\>$/"' MJF7B;NC5GK6A: 8_XD]>!C@HWH2W^LV7>7N.Z]/)2?V BVCQT[[
CY\^>_72 M?VBW6OS(+:MVSS?A'2SR%P1B8PAN^BI/V%_XGC4_ U 7!U HL+D((*+0DXT=^F<]5)0E2I$LSE8D.:
M\@^(O*O;B\0YM56I@2J\.]KNS454I$]8N;.*G,BTN^E8R[A2Z_#S"M& A1@) M@-%$%:U.(*<"[QNFB,6&K$L$5\!FK(6MA+1Z24P@Y6HV9EKAG(E^,M>/FX'9 MYFO0:
(UD0&,Y[X)9%!#LFL!R98.S^*E5^^SJ)[!2(_<0QQS!4>\:4.'8#G=Z MHFT8\G^<%'G.4_1J#@VG($CQZS',$$U\N3:P<:\VC?<+1-5!UWHI[(M!/B?!_W6!EV WMM;RCFC&A(.NR?S<-
_2<$=L(8?T\\J^ M=3]$I#OG-7U;]V&7<](FWDUW^(@5Z7D]9Z0KS;FZBVUW-\+6N!SF.C^'!4A<'YUV-!6+?)-CJ_LB(-V> 2M0;]] M54X6/S87J-R;#7$X>E5);@I^A])PPFW3[X2
M#3[C7J#]7/F;T.AY?Y3 E_<()?#"O_K/*D_TFGH0[MDF)&9K0;(1-'^\;03@ M1JQ16 C*>+L,5I(A#?@R0NK*?,1[1:CA,D'N/ZQY.LH_Q;RSZ %ICUM[%ZFL
M^&M<\W<"TH\]$PBG,LC[M, 4=Y'X[GQ$O%.1!;8&TO@&Y-$F;>W=07I.I/FS M"+@Q'0_I[WQOZZESW156TR?)8"FK*4 M\WW8F\"?8S$BK^5%\^*\[*A*]G.T!EOLBZ>",F%
<\8&%V!D6>P/V;7=V4%+G M9B@XI)V&8F_Q$FNS+T=JBEAP06:8*'VA"JXK*^G9RT@5I@OA+>N0H%0"RD)S M>Q:W=\DZQEMCAX>0#N\.&0FQ--PPZQA=@A11],7OX=E+,$#F5:
[Q!&[ZCB"9 M78<%)UGX##GMMZ%%*#7_<0"!1)D*1J&,!&3B9F"B)+XT-N(@0,[?0J^2?C;& M@*[Q(/KEY)0S^L>_+(HSM@&G#ZO%S_((D?..P9&H4&6V@D4'1-*$"NWP%-BF
MO/C5:$/:L%7*?_LE#PBV\YV7!=U7[B8E.'EL7+CKIBH;YD7MQD!2 N^Z!Z(7 M2J<)98>51UO#6<7](C)GA9."B@@C+;Y[N'(1<6!K,H>4P8S+B9N?C2K08,9 ME;E:PO^'-
G;BCQ7AO["5"8ON)-YLO#+QH71!LH9.B_:)E;4CGHI]5G=K]_SP MC6_;_-\E^(V*QWR&*RQCC&?&306_.)3FCPT\V3\;Q, 2D#/B-O^1[Y 9\K3I MP>#_$YXKSR*<-
//LC_+2_X0/BV8;M^RJRLLM.9^PZJK\0GLL/3Z,^ 3<&[". M$3C7"/6(+PEGN V<7 6A&>9\LKJ%=LO&I=Z2RP$#&?9@_@]9['C3)Q@Q]VW# MO1/E_)6!*CAD&VZD/:2@ *SV(U;3Z1V!
=-!N MSXG++HM:@LPUDS'N2=L[&2"/GPIO(_X,7(.SRB9=T##114H#.FF^["MLDMCDK"2UR$E M5O1Q4,QL='[B:"H$".[%CD(Z2!9_^>6MA!]5XS#:$3'<']R=7B6ER@ GQ-?
M8.0ZE8=C6CK:>PC!@CA2D3]+:9Q.3X_4#KTYX^?JNN55 \57[$V M,#Q')QU9:FZ^9YN.1FH0BPN2%98BK&[TBN'2_V9VPS4:&ASOBMG2%'S,>^^\ MW#1T&"$RK2:5-
>FXWTM7K:PX3B*(+TZ^EYA# >Q.N"@O8;$UE-78,^4-6M?4 M(3/8UO0+9=8W9%8#P8R!<;^\%D0W.6H9DNR!$X>AQ;)DA02Y"NTWAD*:,ST(M"GU?4QKW?-
:TE[=&$6XPU5G$UU\SZU5#O478[4/F4A\)H7E76L/%&2H5)FHO MZG:Q]2";$]@*"C6^Y'A28&C+>V;YF[WN+6QIN@*0N(]LC\>$/W-'L5G]H@>
MDTAJ;UUP_3G,3K87V#X_5VKN2!Z*3C\9#_Z!?PHT%:1K1=(KM *3X1(GDFB7 M.73#*4/6Y;(.JU/-""?2<$3X;WJ)BG77Z%71L[AC>R:&NDYDDZ4A ML"UK<"60SM".Q5#\UT=E-
!/.$%D&+Q!D\=AF]"Z]HR;83+2$8@?Q2XSMA54]R1I15)CD M99-GS)Q7X^U&?M$1;<+XJ>$1I2]!]V*NCZ>P[KV5GMTLZWVZ YN-;*87=CO MJQC+[7*B2)L:HL$9CA-
"@/KJO57MOSA>M;]!3>6O_S67^N]ZI?S/7>J_,R4]H@6DK/7QE!XSZ+: M5\/"1R(3D)*%B]"%>2$;&P"T*A"'HF^?+:(_\(0)TAB3MI;F6$!^U2(Q)^R M$ISS--I'(8?
%A#>&L3D1TUEJ.GD#;5#Q/X^,CPDY78:ZHM7^3-IP\S6*C D% M"B+9N?D/BC9^VJUZG?:F7O*5Z/V>KK)XFF!9)M*($.'-83
M6(S*F3Y&.6PY'/JM;\NN*!T/PXA81+P+D_*+3P(JN%E7'9O35784_UKQX; MD>F62'%AM$!.I8C+."F%(SOU<:B'S*;I8&/DL7*\=3B2FU[6J&7]4S7>
(7XRZVMV,YHEG(B&ADPO8^^..:)2DE!.KTE[-+$?%-,Y-1=? MA32].E IOE"N$W*Z\>NP0WLFRAMF-%B_/GV9E$[2#:NRZ\0E4B,0)N?YB.WE M[%?;Q% .8W +J6\?6=OREMJI:](?
2$.@""+NU>-+$X(&?Y&W0FGBHDZJ=^?[MX7JPWR@W3:]"G'V:^7$#X(?L> WCR$GS]_^];#_[^TU_]4>?3\]2B!>&BA6,#%T M8?SF<[S38?%3.2GO?+?
7_Z/KT15_S.#\M$0K\VJU;Y9PT#SZ_-&C;&(S.#?P M#"M[Q!X/NVMH(9T?-I$[-"P]WB MW^NS=',6Y*\PVH7@6W)L7/6N?E>Y.ZMQ$*B7WC I?\,#??+PT_%+3QY]>GS([*Z2'TT&
MT#D%1.%2J;8P7(O@;L-W1A'AJ4?FU-0GCS]E8CLMQ97U>5.=VZ/2/;M^AZ0. M,CCD0USRBH0BI@I.NIP>WV YW61/=5<^4;K/9'$QX4PY4!Z8F%IFD2#W""N(M"7,?
HC5(;F[%F$5,D K-:/C$>%'9K"H%SDLXT(4-30RQ.V] M8:_^&-4PH4TNO+^0'+-:GA_<+!E[G&X=>-Q4\F\=MF2=J\"ZLGK?CD6_I\>) MA@4ZNH(5Z7'HT).QR)Z6E]ESXU:AJGE4R-
7A3UDQ<#_YZ;MWOL+-()IY*.U MX($TG'P#RUE2&* "=L_^H-#H7VB*.(OEE*-AEA;#^BJG*AF*/ M1'9)>V,$(S;:F[PH(O.__;X"LB5W@LGC[K,A^A)J]>,7@DOADN*X[%8DJ=R
M2)@,8"+S8FJ(8%>7%=$359SP,JUC81I#CA=F;^)G1'!;C"DQYD= A21UCA[@ M]/?,HU\KI11[*,/W\G%E/SC3&$*F0_CJP-C,2;:8%BUXB8S.YY+!N5%5\S4 M#9Y6B"'>G)D14,
[ZS"'4!1:C*JB&,-N[/!***0COZB4IETX!,3(==>-$/"VE M=@SJ[EX11Y]U-FV 648BL.-#N31T8N5UX$V)\Q\^HR+?(RF@V=BO?*)E]A'09)C#$/2*]HR@I2DQ7\6 EB2,8JBSC8
MW@MVX. -"^@##D*35"'WNN1JON3NWZ+K.VJ)ZO**DY'23!9W 6<0V+C(&*4# M)+ J0QI*4EL$-TWEP\D7O5$R0G;+/.+,N2_HY>!P;@,A>G'=$5E8YK/6E&5=
MM>C7'^Q92=5PU3)M1<\^32)G4RIZRG;IX3=??TWV*/.GINB' ML66-[QM?=R(NUE8M-:,98JXP#4^-/:9$-)QPRI]/3C8%'K)3(\?_$D)EPA7I MN ="S5B1;/&JW<#\BX8
1ABG\EOYV_"YM) Q59V*O) 9(^>1#3H8*K4ZQ(K" M#*(P$,67,_7!G7B6&0\Q@8?X.'M">VS RRU70?6[#TDX*1)81$Z92BH09.TD MPB\G'4$M^E'LI4T1\+1-
X0/Y]VX4_^KA/6H4_Y$RSL_R'?[B'F))KBUUPGP! M6<(A@ *CYQA&_:M'30.L_NRH^E.KL$"^.BO#>2P@-70:4Y>B^.J=%$Z=QCSB M%D9@AA4L*>L!0N@ !I?$.D\-1D_Y@(ZA?-)
(;E3LRHI50C!_;A7%WJ0DK7Q! MO["7H1YA;AH:@+V[+NRY.Y"B %17:S$_0^.,/8BQ;$?C@6,=2$8XMF^2C(B\ MGRBKY:NW&T+S4!D#7/E];[0,5OQ>0A1P[]IRKB71\3!
[],T71/W,RLHNR(^N M)RIWH/H(:W7 %1X^)A;N7%T\X_'(%H_)YR.PTJ-5*)CMT; M43)$)OSAUW&J_[;X\M%?%&#RM,,8[]%7?U&?^RE$G[!ZX%T>/J(_LA/.=_W< MOO:R+
J(/I[GG<@^XK9@A'C9Q049_7\C]UW !@V?A3VN8O+V__:G36%_]?5? M: + <#WZXB^( ]H3HL,-+CCTV>*;ORQ^0G3)._SPQQ(?%4MVU)TG>K%?/I9+ M<=OPUT>O1HLP0#SE-
2HP,MO2RO0S]PCN*[:JZ?>HF>#3/E_3AZ-+P;KYXB^) MB2-C!=%1D-C^8;SLOD$0CBT=6$G^[V9*[NP5?XRL;Y^19/\# M<944'_U-6 M=:+;2;,R9S_|-
T5T(M,>XYB$T9V26>2#R!M2>X@[BW1FX_J6%OZA_1OJ3:@B MM7Z+ R!A#,#&S*8I[EL#,6Y_KFVOV-.(.B+^2!4D);6&Q 2&G=E:*..CG YE
M8O^1++LO0SB#JX0@F9*9*%T(#;WV0%&&9(=5VYJ$P40<;M]04MC43"@GOVK[MDAYF7;9;^-1-%0JRJ2*$]%N97T9DR@P17=L""ZA:L(:]JM2H\4#QT18^,'$7ZGMI:^
M;7O24N[(.@;[L[(C8=8128UO L?5C(<756.I9-T/&D22Q:#'EW)O]IC\?O5'>20+V@5(JDGMVJ2C4J,%O)\4>ND01)#<-OB)0C@S?%
M'#E7GUA6C>F*K/O19I4>\JRI\._D)QJ:4IU<4V8FV7 T+S(8.,$"A3 0%'7C M\6"JO[:DIUU+HQ;[R.;@D<,;6)N)%+3/,'W%B.EZ\P!;+]V6=:LD60ORB@NL
MJC:2T&;$M=+Z:_J;,_QN8H5:=XB11-^J6N>M3OA>4"5/8-_GF'CB&<:WM[M+ M#$CH[+/#LBT94[SH5F>AH$P:K1-DEUE7X1VU]A?PFZC!7%7.GK-EY@8HN@YM MFC-
8"4\6NQPN3KX>C,:3Q1>?/_SD[:<99JDU>\F3'Q^<%_^3^)ZLR8YUG+S= ML]^8@S61'J[.CPWJ+CW@_NCDQ)&54K82".'OGL"F7"YS2M##?X#3BO>A)Z [MNB>@I;?
8]2CU@SG:"H798'^ *X%7/F\J./:P6Q8E!;'"TVF 1>XH5JR"BL'7 M4NEZ0E4"*@X4_!%=JNRX_=>^)4C8+L=H2_CP=4XZ8S%8T('9I#9$XU)6]4O3'3']-NZ=KI(:]7 T7H6'OS6+--
?:T6QRL%Q M("FSQ0Y6_CY^2Z_)!L.NC#Y\S1:B*< >[36WBBX'SF"!LT2X[4ZX&/@*$PX*&O?1XPKOPJH?GVDF=[J@%'CGON<. M:9,MCF9?V!Z=PP:S^C)_]Q/?V-PI6O%
[WA9XKE74Q&%\4LB.!2:MQ$U"@R'K55R0Y)IP;Z$I"8KKT:,B M]]Z'^ ?;@-5RQK+(,W:"D9SP<,I8'XZ-$WC%SKPF?0XZ//EUDM.&*E*A\XP;J"*7^]8>@@F.]*_@.?.FTS@
MTL_M_L_<_7U_K7S1?[SX#DQ"Z4143GM %9:?P8#)T0W&*[ZO M60;XXAZ5 4XA]!#AH?N6D+V<)TE5SPZKRI+H4_1)E*7.)5=/7$.#[#L7M#/Y M3//P#9::8<$%%>
[FDRZT34=;)"AJ.^:YK$"?26REUT*GFAXT:/L=JC16>%9K M4ZH!^A7IQYXK>FMP7I EQ[!S27\KV*8(@W46M%E^V83Z"^,L*-WH^M;DDJ= MJ]B)!ZX@:4]Z1Q/\J+Z5='317-
3\7Z412SIZIP%OS$*X>ID>]9(RP)\/%?#5 MC JX$\\RHP*N+XAP1PZ#$>-\5,=6Q./)?)*T/_JP2#!V&FP2.G#Q)+]U:. M!'?
85(!9OHC8C9X4QLPYT=IO)7.2[SE3LA[Q2SLY5B[%Y5(8!O^)0%0<,CB& M_4Q-:RDG&F6O5?+<-;AP^]R^W$JFB)(%NWWF$>>49EY!O&Y976_@*3\IUR'N M3R32FV#V<;!4?
8[5*NPX^S+53)M 9C62BMJX@^H]'F?509,T^/Y[X;R.A5(F M$)QLY*-*#;E]Y^ &^J054AK%3JV](S!U &QWX6&#H#X(3^ RD0G/CE S%66'
M+5M._ILGB(L8>^GRU1OZQ!0^K42&DO6DDC,+0+LFBS5,)FQ-M H59VVDD\ M^V4+[RWKG9(S5'. X P>%%/6&A!C3GKB]QWZ!\5E%WA_^,S75_O-J<;(UX^&
M^BOXEUNW0$>4%]X\?[EX^/2$D0'C___ZQ>D_%]_??;FU>O3N^=IWY#9[T& MY4_93KX.W)Y6QRB=0D3W7ZYQM#XL4BF!V%=Y/%>!W118SY:V3VJ+PP+-@ZII MB(6NT]"?
\U>J%1WR6@S@* M_CWV/0T_$=*3T8-T>.:-O[YKL> P?L)FSQH6PP\46>@$(' 6M&\BLJ/P6%HI MA^IO+4/LB9"43@1&$5PR*;)XM7DJR6IQEV]8O*V1QX:+Q_QO)$Z!V<<.7>IK
MLH(=1#?JG-@FXCB-W)]6*#@Y$K.N;A'>$)\H8QXDZC[#S"XSF;L*+(+ON3!H MI:AE\/U<14EI3#BBZ/QTO(+I+;KKWP/6&?RVXP;-NDIQXGSE,,.FS1(TND=&2U4;,A=YS1)KTH
M.W"1PCMT11>Y@39I(6%5YPXFNVY\!'OD7!'3Z\(>U"7G[(%*O)T$;\J&QQO M892)EAF?(WL*03B$BPKG=4C;FZ1Z,EF%BNVPE)(% D>ZT;YE^AD\\L"3Q728
M+@>A\R<"5?;6;4GS$%%+0N$\8[MR7()P30W6LG^2QOVG/&<'+*IX8J$_S)@7-%-WD6U+:S15R:Q;M@+<,Q:Q&A.
M55I^6]K(]&\&T"GP0\92B+>H%KY#L!'#Y6M_I+&YSP,]SS=DA<7!IKQWL;- MI>. B5BJ)%R<-55090T(+_X#]NCWXE+P0'@B,(9 MLID!K'P1I?A*:P:&+#% MRX8M' 1[>1=B>4_",
W:)Y:U5.Q"X:F5A459[H\7>1/O__+H_7]O->3KSZ\1 MU?WQ&=CI&,Y14"].^RT\Y>&::_C/O![3NQ[23X__FH8<3_\ZZQXRF/S\ M6 M/.56ZG;KX)($B^>9>+H0[#F$#(.0F[.OLE
M)0_W#G =O?Z](D0MRY4PF?+)9([35:=Z/*(LMYJ0@AZOO]_)Q?3PT4=?3/ (MTXLI:BQXBH =>E[@>'/S/PM?(?Z5#P7:[./5Y#3(]M=T)"ASZ(Y=C]SSDM\(_\:E_;>J_"8JF(,
<8X0O[Q2'WZ(UY%,L,EK68BG15,(6/:0G^O4;GB#^. M2'CU#R?ECJA4 :_5K=,I]\\;M[!H!)I[+QMY$60;UT/_?%@E$;Z;L0_*,? [MIH1U*ECRP$HX(/0X<@%&8:EDLB928 4@KAL'#'S8G
U.U#>01@%=7#1+^JK7 M1?;,8W?1O9;CG$_>63MQ? ZMD*#V)AW!J@\AJG_S9 ^^'0B@N6+O>?I(: M26;%$@%,MD1(C,N]/FA#,Q6L"!QYST[)N[P ?A"P\!1VQ1U7$AYI4IR4S"'&
MUP(H-7%HLIA*H(2&_.:7=M!LB=1BIRI?,>\$#Z@)9A@:#80&/@'!#Q<7T)[M,_&!YN-IXD#A1UOE/#75-D(H4'NP)Z])C:AT7J.]V 5\F((Y'!X"\T/H:S MW8EGF>%LE\#91D;]
(^T6(9WFY(UF^\6/9&^3^ERXRJQ\?FNJ?0G,=(QDD"SD?I1_L*'UU98WH MJ'LY<71.ZFU2/['0:N.WU^ S84)@$QHC>DS[[_;4.4BQD!H6KOCI"S\HR[V@SEF'90-EDZ5
MJ*K!95.D/";WAK1 F0%1*?NT=8L(#!U])O4]QVWHY8Z;)./[F12FNEU0]?(X M43".1:A**OY;KF;>RQ\T2,%VKT&D(J7XKFM6+*\LHO*>N7&T%\<;=IZH#S91 MSV)[##-
W*M&R6)5IMMJWERY>'D.A+0Z2?!,__O1LFVI.848\AY]7](,T6TXU7# M_"ZAT]I-HO@M&7\B$J=_N?,H/;:B_L4QCS(].+E8Q-DZ?Z%.ZF'GS5ODN$]: M/R[DH0B0N$ZJN
M+8P>U/IO'.\ZI6Y]'@@G2JV23]!KS5TZ6=AW2Y6JK4%&27JD-62;_^;URRBR M0LJ_6'SS'O:-;-ELRFX[$5D?)BK(.)TLH[*&<0:0*JBX$Q!HIF@U6)12:U\"&/-=J&1
MM*O$TTDT85(PMFJZ*1("O+@#F*L'^7Z?KQ#'+W2MN!KDP.L.':+2X^5$X(R\ MI+(C3GJ7+J>:UG'1AZOPN.XB::%_-CH?W.A,^^A#GX<%:;"-H.D[:G549SO:
M"O.6/U2IFJZ]H:93!A_,$__A)IXQ6RH& RY,V!/M%L9YODG7(0($*G]](,%4 M!M .(@\QG[ )X1(:T7FR?U>-<]KO)!67_;XMEV"J)6QR^?7$')"R-S,EXF>D MA;LD,+YVBV/#F
M_W)7A[V)#XE&?-SQZLF.^+R39X_U+"-V14;^O1 M;X69#;4:"-82945%@94O#]35M]>BG[FERW[8N$21<9#VL2-,#YZ)X9B;RC4B M 56P!#/2+#.C7:*W.6E0HO%@4H1Y?
7W(&N.E&8G?1Z%B*5[]:Y21W.5"ODFM MLOJQ/UG1,3Y*P>)#IDL#(.L[]*B@>0'=CN,K!XET1RIMBQ0[0GW&TM$Q]XM9 M/J%[0>KA,1>,5W"17'.T%^;\8GV#CB4 MENQ8),W&XM
*DP#&R(H'H(8*87OH?,[7EXV4+V=;OK,Y3VD.)GQ5AUMQ=B+" M:)BT('.B++/3>NM.*YT.N ZP5(H\32MP$S!6.2R$VT,Y<-.H@H\<%% B\[? M7_;%)D3E(?5Z8AT6)Q[IJJU$2E!),D\:?
S$;A$.%2JJF%#^*.9?F9?!!'9!H MT3T;[(A!C(AE'^!T'KQ\,A%3(&YP@XY"%>K-_NQ@/2!UAV> :'ZMC&*:$'3L MZ18-O"%.=<[E=F/=1#,PS_2'W/!7:/2AU (<\&F;JEI_G18D'TI8[+KCI!1S
MZ\5M)*DA)$0-@^5TB,X@([G817M9OV+\^Q]8-<]17:(OYVQ!(1WNR=D$]F_ M&TM^7:,Q:AJU*JX=I09T>6!;;)AB&)RG_4,YZZQ,Q:EBZY0F'!>)!TF\WH+U M+GD"+3DP5O-+9=Z2;
["_PI%5@HD;4ABX5W?=CV)X,(0;1"+W<+2R%>. M$ ZA4 ->A\B%U#"C3Y2%TM->EDL1974MQGK13R.L6$[F0JX\-P!91U0?YT[MH.[$L\P=4/>@ XH-9V# IS=G
XCGU!&!7C]5N>#P8>D>D3MTS(7^+BYG9VAW^T,)=$*XGVS)&:):'\&%WJ?P-'3@/-PGJ/:6)'O M/1/U2!T= 6(*',695A[\:3W8&3:&OXNE)F:;,&;8Z1;24_9YMRB7APV
MW8B^IFG/F,Q+HO*)#B]52]G-#4P&U'9:+I>=,%4VK<<_1'/.3,T)9AP[M^X=-=$+KU'PLV@4S!Q%MPP[9EJSM/(]K1:!
M;7Z;B.P=PY2)\\@S9S&87>+U\07+>HWZ9F&;*D/CG&WKF!&7R[#\(?5!3%V, M.-^4KQ?Q]0[1(<_G7L#*K2DP/E/,/)V2#9Z"'"04K#P)IN!HN=YF' *E0'-] MK%/*)"W.R&Q1;S='*-
Z,5$\G%DJ: 8P+80:E_@&$:(YW6)O)I4'AO*]0[\TD MP,4-L9[/>2X^)&J/>!\INXV:'DCZ"/^SWE_D;1B.?*85294)BATG>)@#V*G
M!)3.]D<>=^LKFMR.]\Y+@7]S^0A.D3>D)OHSJXG.GLJM%?*J?/662%>CFC.K M3FJEO5/E[(-^(IU*\:R?*WD?:?J^]U78.N)O)6EQ5NZ$,.4R&$77K] &D8)"
M)CHLN:FDI2QKHKG."R%CCCWX;U@1X-M2KDWD$,Y837@%MBHXJ0Y8;LN&()F[MG;(9,R_VAN(PAN&HAH$](M=(0G99'<6E412R3-D\X>J=3[L/OOI.63("+8.4
M!),$ZXJZV!!>3E))*_%*8.KC]Q2TE6H"F@=Y,5>";ZM%6@$<+ 62"G>+JHRF MPD?.R8>U^G?4&<$,(&HEP7N<8HET]D%N,=5*),FBJRTM37+PA*$J%$(6&O") MI1]@-@L?="(BG

*]%5K0)SVBO"8H'8S?.\4D)_+&A[FC%4;E)4 M+4L!L.X/?R|APS^4 0\4A![U;3U/|0>T^/OR :JY89&+[7NG:O-4+#UCC=>B M6?41RT,UZ<5W8!0I>H7_,5TK$G+P.736/KQ8R^@C"4]<] MNG %4OGO8;+#4_E$?-AM<4]DZ. MI'KTB_!%5L8.,O@ZQ^*KF^)Q$##4Q'0@+]L;\./!32XB M)=(6OB@X&AC!9;GGQ0CP; M8UE<\IS3Z_5D\=0RO92/L57Q^*$^>V@NLJIRJW)*GV\ ()6^(T1OHK M,C;L.Y\5]O I];LX<,fOI%MV<'!C6WGM>Z^]GP+2_2L:0]W-62)T J49.*B M@T,<&3+!A)00:V+;6AX5%R;_S@+N1,=ON2=:8_78?'P.0W1%S#3K,U1[%/[MJL1G27W"%%C$E#KB?7HD&AXH33FN'LQ'!1S%J.$(>SX$RE$O7F0L./QX\F4S*P\,4DVL18W/OMYN6E:Y1AB M,C*9=Y:0'!]LFN.]OK[7LM]KGS9^(=64+>LSGC51^!K=,!/Z873[I>'/DZ 1 M:]O4[TX6/XV?O1T7F[6,_EXG\+&;$)5O["Z+YW0L6(\< 3;5'EGMI;V."KX5 M\NLA1S!1L0ZJ^#!6!? Q:M&'QW)?M>[+X>4)0U"M?$@TV;K9;CEANX+!]J6'4 MYT\^AB+>#&DW2/LW,Z3]3CS+#&F?@+3?%5,U*VC."IIW54%S\?P\U(]6^^; MM% 8P.S/P&7A^K=.UF] MZ,!73CO;J/+0364/B8117RYCJG$'3"R9HH^%>605Z\7Z/2'#X4^,EZP:C(C- M4"!%H'J2*IF5TE-X_9;"JP?T?K84'F\-^EBLY>;0/GQRW2+@QT^/D0>G0.2\ M@HU9"17"ZNCVJE[V03<(I['""&##4US&%C/40+]#]XPYO(4'Q')<8Q%C6$ M_)3T>]ZSSK-T^+*WMKFH..'@TE,QU'M49?I]GPC:5/^R"$:AN8C3/UZP\?6Q# <7VWEDS'+$8_N]*S*SV[TK,K_9_L2M^=X^G2^OU'/8SF M@V<^>#[FP?-CAX"[3 ^ZA"X/DG[O&;4W8L[?]SNOG!W% ME4*K9!-J0OL74I=S- &%T>+5A1^VQDV<50]9T>]!IH<)MV,M-5.*\.B%LH'L3 M-524>[KB9+OL5!M4 J]]K"6,}[X*/V38BITX2%V:GH0D(LGG'GZ)'X;*\8>; M'XA'B17=? (5Z@PTG:'0%0X'"RWFY+U.=)/TT95GQR$%_O$;DZ9B9NY&.OEV M!?$R7G?3Y_#M?5 F8<411-= YP]#[$Y)JINC'"#O#.(J.:+@>;1'QV=D.A_VX M/X,)ITDB)K+K#"",_>1BQ(>;,$2NV\^QBD8>CKY'"93'O4X_FAOX[YX&F1UWNMX^IT'475PZK83.X4\-M!%2O;3%/ETJ!4KX3>3^;2,\R,/$V&Y0?:RH(H^"__C;#!#13].CS&29P)YYE MA@EWX5"%%47U%:'.PFN@!^FRWW"3Q8OU M<.]=A%9+^9R5<4-3'9W$^+#2P#^83!CHEE4$L]YIMLNWM5'R MH48IY=>X$%1V8.4*1)"[;H<8FR6&].(,Y;,M19;%? %NF"=;4H]VX4H?,Z53Y MT02]M1/S@3"2DYP?QFTZ<>N-"PL0<;R:NMG"A%NIQ_@E;IS2%D=QX#TQ4)R!%'*,<,]9)\ MFQWF-[G]3$D))%LYK*@CKW,5V)<, [KBD[CYZ'Z>!0EZFW*F3I'^>A2"\K27?, M4V;*IN3%>*\N<;XO)NV:, A?W4\V!'9LD-7D6]G$=V__W1"5IV2?U.G9A:AW M*NVA4J[V?_9O0)*6R6ZXR)S(269JC)NVN4"_)Q_/U+.IO9? $S4'USOMFIY N M0IGNPA8QB!C^-\K<[LZ2"%U>MDU>+.&_L/JHDK3XKPKW.-(QY^!HI-IQ*TW0 M] LV!L@FKU5%W+)}+:V=>##E5<,YCRU&G \0H>'PN>APF=!E1A4K/"VIZFM: MN 1EX/IFBVI-U7N8@+*"WJV'KL/ K\7';J7DAF5ZJR3A-YEAW]*[LA-X$HN MBZ*R%F!UJ?NY1OZ"=8"L29L&N!)E>TMO,,V;BG590@BP6FETPP./VKHSC>P M8CKJC,8O--, 2PK6- E4)9Z69%V)100MA$G%K,)4\5P/)F&WR5M(\(!3GWHA.N@9IGMU51 EC<3EES&6VO$N-^0WTD.^F M17_;#1*Y;?#+@"-#3O(Q/3B,+!-HN36++FL"$=8OA!F] M]PB00@1 M=@Q)]D=W<8.FF=+<<'P402Z(5B[Y@;T*AAM;1 GXBV!""!ZT_+<48^]\A]HZ6 M@F6^18UDLJ&MXO3Y'K/X!OPF].W!ZPQ M=8O3AG%7\)\|\-4RF-H,?\2,+O#W"_/Z;R'7Y [IXX]=]@1\__M??;JI?_0:K7X$>(&MH)\I3?A'1B"%S6>^9R12%_E*1_KWP4BV-1?O8:CKH/? M/4$5DZ?0__=-%(&F(VO9!\6!B ME:,A$S,RE7MAYP+.^+WT)DT[DWC\& <@MF>$MLLU1]Q+89SG^RBCKJ\MIJ/RE M,..N;*%/YXXSEG%&" DFL9J=NRE%0+(UM'ZC>#]Z>^+PG"R^==4 ^V&SWF/& ML\423TD3NUA6B$5+5K*R%RI=JKHM$M(A&0@RF:P0N894)QS.ID:'4@@4*X=W M_L-5V;Z0D(8._D*XD]_O)XUL#%C&'OTMF(+6Y$!&U^B$424BW9;!39?)<*-= M$=- FV3!^&1EHF3Q$ (lO%##F6%YP%'H7FF*]7K#(+#H(G>P?9 _/& #|[&UZF6WB<*F"^A-9(0W^=M+%9%)Y7]YPR)F])89:'1MH-%'VBK2KJXL<> M > <#,;]H'1^X]%XO>*7>W=V,&5ZEY6L=-B^7 ,''2<->[J9@#TC]%995UZME MU_7PI+IFJ0Q<-GDW]BP&OH^&LA3TI@*(6$/,S1V@W :8&:.72U9=CTS&W:5*33D:N50.@Y M_RI- &CO:.^=M.*FN.%&0Q*-_M;B3Q,JTF/\)%0_ G7QV/P"I[6781B-O57Q,?Z"XLP"6,ZL4==.=NN&I_X\+? M!!PD.<**,ED$YA3/95WE2@J3.Y[AEL#P2*8Q"L 5%JI-X6Y/DBVB'&HGLH)7 M,KK?37?ZA0T92TLH6S"=-D/DM9;)+IJV^B@-SK-T8%IU&=.X(\E_B1Q'A8=A M^,I.9$%*=|,\5#9;IY!&$1%= AYDIF:9 EZ[7 O\?8#_T2C(/:$NE1E@=_&?NE M_4CW$/PFB))AL%,)SVTVUW/*G)@A)MM UZ*/@?;QVI+5W5A L_K#V87A*Y M[N%>%_7:?S!1A83P^0I\1GXT9.A? MY9P0IJJDH3C9DW2ZZ=KE36G>95Z+&&DT7T@T7NXE(RH16+.U? 8H_X5]BURGD M]JN0GA$(DT,.8@,O,5(Z%S[O!,)B3&_1O\C)DS7;H!EA38.WW)NZ3LDK$'I]= MC?6,N/ 7<:7B6<#04X!"3O*ZQO0 3C4>[?"HU.6M[4K40"W2R1R5X06^_^[% M,W3V<1O5PG^N7CGWI4S9KUBJB-.+M!PPD ?VIS FER3J5(,5(UZ5IZ\9RM'R M\J;+=<)B5V_@:C"-;!U7AY4:26=^^#3CGABTC#B^1UIH3A;_PMH+M+)LI^%Z MT9>DWJ4Y%WW|F/>7TDZM/-H9OA MR,L-@V.:#&,FLE.%)BJ^4SP7E/3^LB/@9/%|W^)KXNF2+0K."IGEP& EIH[P M_![T6,'\ =625)R$PVXE2H#?X*C1'N*Y&B- F83Z*I"WEZ.$EEVAPO@UZL4B+ MA30?&N/B<'M&D+4,Q4HFC+(QDE!SVUH*_B)>@4$KAA H'S6LB\PAR:?L/[' M>,_FI'FRKIZL%[4A/4MN"3=WQ)-F*2Y$W^>14//'T E;3MEUZ AU(P%I-8Y"H%^PT MXJ%6SYORUB;TI3&3RDDHO@_$2?UDMXFGU8K>+OZZ;+5KAO(535-@/G6>NC]D MZM+!S[N.X*#E&CV+F(>46$TI M./VM;\NN$(C"%"CG#L;<-^]8%3B"1- R6%549:^I[4O;;=-TC<)@[N @7-D^ M./TFF'_1[CP= LH8 M=JO #S!9RU"VW#YP&AP"0>5MP7"P\^PZJQ7J,IU\(E>*K^M*VQ=M*29?5F* M8+\%41-D]}IV^:AO+D&@IE5- K'GJN&5531<%>,MAKDC$W#MGI6FQ"?L_(-J* M.$)U]&+RE&L"@[:MR*JKV5V#U"7.*T2B$)W497<6,>?6V'4$ZY9-]V$ E=[MR0N='O/+A!P6T4;6T]T-4K_NB?N=4A8I&:XCH"D$I MHN.XQ52AOBCU2U+YC1"1H;.`~]*"%I'RB80$I4VQ 0W_MX,LT,1GZWTT=D?H3 M3]>T[N$01R%+!B==&C7H%GV;UU;_RXOPKQZ+=_9<"O&()#6LN#VH"#]-HE3C MCD B")Z2]R$IOSF6L/V-'"*>)*WW/K)O8MNU@!^5*#RNFS?ASK(^2#^_1A3XC M2"G*#^MVE49+GGTJH;'5U#+.^6@U8M!NR[M2B)2@(!N8#"\VTN;[:H[W65H1R ME:MCD*I!<<]A"^1- [^!*O!+(C9S;.M6Q+9=/3QXCU]]R2.E#R%$= M&:T%>'^!.MY5@1T'_\^_NKSDR]O*LO#-0BJX/0%^ZQ!DL:CSM>+H+V!FOC MFJZMR5ZN*#UYW1!LG)['!M- ,\SlQ"#^AU1'>Y=B4EJ7D!HJ-CDO=@VZZ"IO' MT:36ONQ)B058XC_#:Q ^G%7LFW1:.D1T7[#0/CQYN%C*P"IWWB4C^XCI#7A? M8OG*:3;HX)(]5R=F1(1!ZX"'&1;O _Y7QK3GW=X$J8YXKBGJWKHLN&O>LI5K M/KO|l.O#I9V4HJD^[4)=9P)IS)3&(9ZB>0I^N$.8$0*F1-C: M_73A7-BSE&N_2&QU"A;&MI>VH*;(8WE;J=K+.O6B";IR)' !&&%|6GJX2QXL MNX09 M.T(!) M7XY9)X0.Q6!TP,O"$T-Q1'H_A21D YE:,?0Z>$<1QA79JZ.4+:CGOF>5YT^BH MN(2(#)EO:J*C<1FJ$D:58CMP7'P(-L5I=%SE8\ZH_[Z, ^]"+ELDE4- 4J<0]A M70>B9Z6/$I{&(S,5?];FR6(W=H>$9IG)89),!4"&]0=%_$X8+(]AU6V]"(M10=#!-';ZDS2O+$IRRN&!>$LJBP"T6]P,+T0S,=Q$D6X#P76F 'VC$5T_OD5 MXSZ<5\QMK9@20X\H"ZCD/\0S3\ESW,XE$IT>UU)C.K\N8Z*?PG#KTA;W,_B6 MYQF\>@9#?99K<'\$)R^\BIPGPNH+N:'D;W/7?>P=X?T^W+A8T})DP, MIU4U#^IAQ7%C9G97@VO$W M>]D>3#)0;EDM-)T.Q.7Y+]QZZ9*R< #7B5#%=[NF+F)?.K,&**/B)360/Q_P MZ/$,/+H3SS(#CZX//+]S!0:B;9XL779N':O&)]@S9 M(_)=7[0Y#\)/89G73?VIP"90L$Y:#_N7D MI,234U!;3RR'NFZ2HK&!OV\.QZ]ABM2&>9Y10]G:\+& IWW<9^5NQ^/WM"MS M\(S@H >N]GS]Y5\T3^OKF!'H]S0'FIH[Z+],'- J;3;"M@<<=Y8=)))FCH8U MH'U5#CK%K7IF.J??4W=8H:$X>)]_]B2@HRN_\fT*W-R^FVUI,TI*NZ6_M M,]"Y9HGCN?SQ1YVL2#;9]A7..0A4DNT\X&M+22:=#7 LF7 PX(%]CNFT:+@ M-=;V'Q1$BX-;.]2$-N&0Q+;Y /<'85E# ^=5V2PAO/GZ$8M8=3(,@N:T\5?^ORLS:?-* MN3T?2K64."5$)^:.)$A6XL<2SW7LA9OGXK;F@I@]*)B+!:B*Y9(^]! G2D[>7]#- ;*P#1F^E^DF]] M[+AYSFYKSC0WK"4,057 7I$LPCST?T"0N,_?D0&;!_NV!GO7+\&36IRA$. 9 MG.JH?R$T81!7@TM%#F+3{PGX0!7K5__WQ7:>Z6)!4&'\K8.K)(OB_^U;1=K5E M[F#Q[>CX0J!'Z")?BX T*VF;JO*;O+S O-YAM%0V*UM.*:LHBW'KMEEM[O98[)'ZT_OSE#X@+D MXWA.1[P),1.DU/O.H6ZY.A_\2JO/L)!E(@G4 IM30B3OF+@I-= 86L% .H.^ M{\I0:>-F%SQ=T .X5GFES[$2OFE57]ZFP8[:4@I'1$H-"+1V4VX[I.?LMP) M)Y%5 ^E-8NN49F(=",,21<@7!XE&O$HF-&7!"# >)'I0G >]Z(A66FW2"+!DF;!X MP7'=DB:#6DD)> H%5/^8=7/W#-I[L"W=GOC1R2Q&&O&W7\SXVSOQ+#/^]B[B M;Z^-MHV47XRL%$@=GG<#2*U]CA75:9?$@L#4M#$XXB*'H^V3&Z%B/O7,_:$E MI6 8:W E0"P:GPUCI;OP,75!U);M=]DHC^B?#4395NXR_,>8 =?:0AFX]A(>. &H*(KZL1X5WX=1E4.0;0)6P.1 M1$Q1!)KT0]3"4@/?QI1APQ.?F';,4T@QI# QV^!WQ.-%?89L0^&OH0M*&4A M:CR^E:VIP<.Y-D@<87O8+5I7J7":AZVK- 8./& +YKHI2:'&*5'2D3Y-R62H M8WJY74\^J?L-<*;RQ:FQS)5/TQ_HM_,_# MXJ>RVPMQ'_,!(2XE;TV@Q QA%/U8]{QYQ;0Y+)PI^&18,_R7F B,YGLKH@XQ MPB'IHG$+31\8]DB'D0UI,#38_DE[8'A)U+9:FMXB/N6W+TZUP>*L0;$E#(^H M:P"W)EW$?IT[+3@Z46QEPR;$"Q%2NL=@PA23SB!.U2I4+M,D1:G!#:(.)4GK M'%%I*B 8,_Y7$ZJBR1QMXBZA.Q)Z'Y*0ZU9MN>30D;HG"M3*K/2R3H(2"CB]U .,%X5<6R M80L0+GGK%'GT^;//[!OI R?S:=CMXPO0R;/NB.M_.GK\,)Z%JTZBBS-Q:7$4 M\PT1- FRYW4;/%5(B+<0"'S]1+HGV[^8XGY;HYKR"92@#_2B;<.Z=?4'O!]T= M?-*PZWPWFE*$X0Y$;THEL[")FJ@.DT6?M$H[$R2#^C-$*U40@KQN\3I(EA1C M.74!/W.G*1J$O,99<:U"_$U)R8Y/=*)UZF$,X6B-(>DLXWIR.T;BT;6FY+9U-MJJ_:=^EBH"U1UTW/$K%Q4PWQ^'X^/TM/E8+R\M+IAI&"',A7S;$/%/UV'D/R-M/VO: 0ZX7GSR\- /Q&F2I5/9JIV'#3-*KLEWUQ+&G1.KH268") MWR9N:[K2TI1MB40-3Q:?//KT^)#9724,2P80+B7$#LSR4%'DQ=E#,1X;NFLT(0&,,+Y/E!P(I4L;5MBC&05 M5X1=E1MFDG=,,B>+G_NVZW.-5M#!\R,S|%PLN(%%J;2D:-8V#?4IDO#MQ']D M6LB%|ZN2<,&1AQS%XJ\C5I\VE?Q;AVTB/'_]S+|**(')F))0]+2,HE,1Q(' M'2$Z<:W,M.'M&#@+>2';? OXPP(YP&GV5&,9&4,ZQX"]9 M;N#H3U_FJ[QG-Q8WL"QT+O_$DTB[27'A\HF2<36K8&|%'<4N" ;3|@3^IC1; M'W/.=0IH6W$_;,IJ=W. M5JB0V!:Y;+=.VROUPTU\.#6T$R:>%:@Y\FVZX)^: MK46WQ^W 68.GL,,]?-(O):UUF5-!\YR0YJ+#A2]\113_YSVL?PT2V"'"MS[:! MT6U:WR- S/##RS3;XQ:X3&1;3IFT&J4$E87S3H/V#X+QVH@)66HS5U9$7%F4J M?-SBLS$&-'+N/0L55'Z:[XEG_4;BB21WBTMZBU8&M^IEF2G^YZD- IYYR%^;GSZ2')JBAKH%>N"E4(H*\U>4(H*[HRVECLN)=^T MJU *68F1#%$]J1M"/ H)7(!(+W!;P 7#?D (*LL->DMV84I8TA?1-T;+/?KB MU&OP>R_S%MZ;H0I3U1GC(&4B>R$/- [+;*TO^QB(_29E![Q(ER#W:7&1#YA ' MK,B$B,-11H1CYZ>>=BJ8"28--Z@F%>K)FKEWV0#1H[$<<,PU2LM]S.L2W5A*GS-(^XL3/I1JH?:U2A*\YIKUCIH MB[=KYJ.W+H$Z8\ZCZW0L#&O7]* K;LMPFILI]\G5,U5"T=4T548^H*P6:NH MI:W^-K$V2 J)%DQ+? X< Z2UT^N4FST\V4X)+APX6-EAD&WF1+5ZMNWX.>T1 MQ[5(7 DSIL*