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of ContentsSUNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORMÂ 10-Q(Mark One)â€‹â˜’Â Â Â QUARTERLY REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934â€‹For the quarterly period ended JuneÂ 29,Â 2024ORâ€‹â˜Â Â Â TRANSITION REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934â€‹For the transition period fromÂ to Â Commission file number: 001-33264CARPARTS.COM, INC.(Exact name of registrant as specified in its charter)Delaware68-0623433(State or other jurisdiction ofincorporation or organization)(I.R.S. EmployerIdentification No.)â€‹2050 W. 190th Street, Suite 400, Torrance, CA 90504(Address of Principal Executive Office) (Zip Code)(424) 702-1455(Registrantâ€™s telephone number, including area code)Securities registered pursuant to Section 12(b) of the Act:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Title of each classâ€‹Trading symbol(s)â€‹Name of each exchange on which registeredCommon Stock, $0.001 par value per shareâ€‹PRTSâ€‹The NASDAQ Stock Market LLC(NASDAQ Global Market)â€‹Indicate by check mark whether the registrant: (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d)Â 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 YesÂ Â âŒ§Â Â Â Â NoÂ â—»Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to RuleÂ 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12Â months (or for such shorter period that the registrant was required to submit such files). Â Â Â YesÂ Â âŒ§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 "emerging growth company" in RuleÂ 12b-2 of the Exchange Act.â€‹â€‹â€‹â€‹â€‹LargeÂ AcceleratedÂ Filerâ˜â€‹AcceleratedÂ Filerâ˜’Non-Accelerated Filerâ˜â€‹SmallerÂ reportingÂ companyâ˜Emerging growth companyâ˜â€‹â€‹â€‹â€‹If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to SectionÂ 13(a)Â of the Exchange Act. 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 YesÂ Â â˜Â Â Â NoÂ Â âŒ§As of July 23, 2024, the registrant had 57,289,985Â shares of common stock outstanding, $0.001 par value.â€‹â€‹ Table of ContentsCARPARTS.COM, INC.QUARTERLY REPORT ON FORMÂ 10-QFOR THE THIRTEEN AND TWENTY-SIX WEEKS ENDED JUNE 29, 2024TABLE OF CONTENTSâ€‹â€‹â€‹â€‹â€‹Pageâ€‹PARTÂ I. FINANCIAL INFORMATIONâ€‹â€‹â€‹â€‹ITEMÂ 1.Financial Statements4â€‹Consolidated Balance Sheets (Unaudited) at June 29, 2024 and December 30, 20234â€‹Consolidated Statements of Operations and Comprehensive Operations (Unaudited) for the Thirteen and Twenty-six Weeks Ended June 29, 2024 and July 1, 20235â€‹Consolidated Statements of Stockholdersâ€™ Equity (Unaudited) for the Thirteen and Twenty-six Weeks Ended June 29, 2024 and July 1, 20236â€‹Consolidated Statements of Cash Flows (Unaudited) for the Twenty-six Weeks Ended June 29, 2024 and July 1, 20237â€‹NotesÂ to Consolidated Financial Statements (Unaudited)8ITEMÂ 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations13ITEMÂ 3.Quantitative and Qualitative Disclosures About Market Risk20ITEMÂ 4.Controls and Procedures20â€‹â€‹â€‹â€‹PARTÂ II. OTHER INFORMATIONâ€‹â€‹â€‹â€‹ITEMÂ 1.Legal Proceedings21ITEMÂ 1A.Risk Factors21ITEMÂ 2.Unregistered Sales of Equity Securities and Use of Proceeds43ITEMÂ 3.Defaults Upon Senior Securities43ITEMÂ 4.Mine Safety Disclosures43ITEMÂ 5.Other Information43ITEMÂ 6.Exhibits44â€‹Unless the context requires otherwise, as used in this report, the terms â€œCarParts.com,â€ the â€œCompany,â€ â€œwe,â€ â€œusâ€ and â€œourâ€ refer to CarParts.com,Â Inc. and its subsidiaries. Unless otherwise stated, all amounts are presented in thousands. Carparts.comÂ®, Kool-VueÂ®, JC WhitneyÂ®, Evan FischerÂ®, SureStopÂ®, TrueDriveÂ®, DriveWireâ„¢, and DriveMotiveâ„¢, amongst others, are our current and pending trademarks in the United States. All other trademarks and trade names appearing in this report are the property of their respective owners.â€‹â€‹ Table of ContentsSPECIAL NOTEÂ REGARDING FORWARD-LOOKING STATEMENTSThe statements included in this report, other than statements or characterizations of historical or current fact, are forward-looking statements within the meaning of SectionÂ 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€) and SectionÂ 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), and we intend that such forward-looking statements be subject to the safe harbors created thereby. Any forward-looking statements included herein are based on managementâ€™s beliefs and assumptions and on information currently available to management.Â We have attempted to identify forward-looking statements by terms such as â€œanticipates,â€ â€œbelieves,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œmay,â€ â€œplans,â€ â€œpotential,â€ â€œpredicts,â€ â€œprojects,â€ â€œshould,â€ â€œwill,â€ â€œwould,â€ â€œwill likely continue,â€ â€œwill likely resultâ€ and variations of these words or similar expressions. These forward-looking statements include, but are not limited to, statements regarding future events, our future operating and financial results, financial expectations, expected growth and strategies, our ability to acquire additional market share, current business indicators, capital needs, financing plans, capital deployment, liquidity, contracts, litigation, product offerings, customers, acquisitions, competition and the status of our facilities. Forward-looking statements, no matter where they occur in this document or in other statements attributable to the Company involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. We discuss many of these risks in greater detail under the heading â€œRisk Factorsâ€ in PartÂ II, ItemÂ 1A of this report. Given these uncertainties, you should not place undue reliance on these forward-looking statements. You should read this report and the documents that we reference in this report and have filed as exhibits to the report completely and with the understanding that our actual future results may be materially different from what we expect. Also, forward-looking statements represent our managementâ€™s beliefs and assumptions only as of the date of this report. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.â€‹3 Table of ContentsPARTÂ I. FINANCIAL INFORMATIONITEMÂ 1.FINANCIAL STATEMENTSCARPARTS.COM, INC. AND SUBSIDIARIESCONSOLIDATED BALANCE SHEETS(Unaudited, In Thousands, Except Par Value Data)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹JuneÂ 29,â€‹DecemberÂ 30,â€‹Â Â Â Â 2024Â Â Â Â 2023ASSETSÂ â€‹Â Â Â â€‹Â Â Current assets:Â â€‹Â Â Â â€‹Â Â Cash and cash equivalentsâ€‹$ 34,065â€‹$ 50,951Accounts receivable, netâ€‹Â 6,147â€‹Â 7,365Inventory, netâ€‹Â 109,289â€‹Â 128,901Other current assetsâ€‹Â 8,154â€‹Â 6,121Total current assetsâ€‹Â 157,655â€‹Â 193,338Property and equipment, netâ€‹Â 34,622â€‹Â 26,389Right-of-use - assets - operating leases, netâ€‹â€‹ 29,530â€‹â€‹ 19,542Right-of-use - assets - finance leases, netâ€‹â€‹ 12,929â€‹â€‹ 15,255Other non-current assetsâ€‹Â 3,303â€‹Â 3,331Total assetsâ€‹$ 238,039â€‹$ 257,855LIABILITIES AND STOCKHOLDERS' EQUITYâ€‹Â Â Â â€‹Â Â Â Current liabilities:â€‹Â â€‹â€‹â€‹â€‹Accounts payableâ€‹$ 62,701â€‹$ 77,851Accrued expensesâ€‹Â 17,571â€‹Â 20,770Right-of-use - obligation - operating, currentâ€‹â€‹ 5,692â€‹â€‹ 4,749Right-of-use - obligation - finance, currentâ€‹â€‹ 3,897â€‹â€‹ 4,308Other current liabilitiesâ€‹Â 4,742â€‹Â 5,308Total current liabilitiesâ€‹Â 94,603â€‹Â 112,986Right-of-use - obligation - operating, non-currentâ€‹â€‹ 26,166â€‹â€‹ 16,742Right-of-use - obligation - finance, non-currentâ€‹â€‹ 10,517â€‹â€‹ 12,327Other non-current liabilitiesâ€‹Â 2,863â€‹Â 2,969Total liabilitiesâ€‹Â 134,149â€‹Â 145,024Commitments and contingenciesâ€‹Â â€‹â€‹â€‹â€‹Stockholdersâ€™ equity:â€‹Â â€‹â€‹â€‹â€‹Common stock, $0.001 par value; 100,000 shares authorized; 57,088 and

56,303 shares issued and outstanding as of JuneÂ 29,Â 2024 and DecemberÂ 30, 2023 (of which 3,786 are treasury stock)â€‹Â 61â€‹Â 60Treasury stockâ€‹Â (11,912)â€‹Â (11,912)Additional paid-in capitalâ€‹Â 319,010â€‹Â 312,874Accumulated other comprehensive incomeâ€‹Â 870â€‹Â 783Accumulated deficitâ€‹Â (204,139)â€‹Â (188,974)Total stockholdersâ€™ equityâ€‹Â 103,890â€‹Â 112,831Total liabilities and stockholders' equityâ€‹$ 238,039â€‹$ 257,855â€‹See accompanying notes to consolidated financial statements (unaudited).4 Table of ContentsCARPARTS.COM, INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE OPERATIONS(Unaudited, in Thousands, Except Per Share Data)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Endedâ€‹Twenty-Six Weeks Endedâ€‹â€‹JuneÂ 29,â€‹JulyÂ 1,â€‹JuneÂ 29,â€‹JulyÂ 1,â€‹Â Â Â Â 2024Â Â Â Â 2023Â Â Â Â 2024Â Â Â Â 2023Net salesâ€‹$ 144,270â€‹$ 176,978â€‹$ 310,559â€‹$ 352,470Cost of sales (1)â€‹Â 95,877â€‹Â 116,536â€‹Â 208,247â€‹Â 229,477Gross profitâ€‹Â 48,393â€‹Â 60,442â€‹Â 102,312â€‹Â 122,993Operating expenseâ€‹Â 57,121â€‹Â 61,286â€‹Â 117,557â€‹Â 123,201Loss from operationsâ€‹Â (8,728)â€‹Â (844)â€‹Â (15,245)â€‹Â (208)Other income (expense):â€‹Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Other income, netâ€‹Â 354â€‹Â 639â€‹Â 791â€‹Â 1,553Interest expenseâ€‹Â (286)â€‹Â (325)â€‹Â (586)â€‹Â (683)Total other income, netâ€‹Â 68â€‹Â 314â€‹Â 205â€‹Â 870(Loss) income before income taxesâ€‹Â (8,660)â€‹Â (530)â€‹Â (15,040)â€‹Â 662Income tax provisionâ€‹Â 27â€‹Â 141â€‹Â 125â€‹Â 282Net (loss) incomeâ€‹Â (8,687)â€‹Â (671)â€‹Â (15,165)â€‹Â 380Other comprehensive gain:â€‹Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â Â Â Foreign currency adjustmentsâ€‹Â â€”â€‹Â â€”â€‹Â 87â€‹Â â€”Unrealized gain on deferred compensation trust assetsâ€‹Â â€”â€‹Â 24â€‹Â â€”â€‹Â 48Total other comprehensive gainâ€‹Â â€”â€‹Â 24â€‹Â 87â€‹Â 48Comprehensive (loss) incomeâ€‹$ (8,687)â€‹$ (647)â€‹$ (15,078)â€‹$ 428Net (loss) income per share:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Basic net (loss) income per shareâ€‹$ (0.15)â€‹$ (0.01)â€‹$ (0.27)â€‹$ 0.01Diluted net (loss) income per shareâ€‹$ (0.15)â€‹$ (0.01)â€‹$ (0.27)â€‹$ 0.01Weighted-average common shares outstanding:â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Shares used in computation of basic net (loss) income per shareâ€‹Â 56,851â€‹Â 56,532â€‹Â 56,677â€‹Â 55,789Shares used in computation of diluted net (loss) income per shareâ€‹Â 56,851â€‹Â 56,532â€‹Â 56,677â€‹Â 58,028(1)Excludes depreciation and amortization expense which is included in operating expense.See accompanying notes to consolidated financial statements (unaudited).â€‹â€‹5 Table of ContentsCARPARTS.COM, INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY(Unaudited, In Thousands)â€‹Accumulatedâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Additionalâ€‹â€‹in-â€‹Treasury â€‹Comprehensiveâ€‹Accumulatedâ€‹Stockholdersâ€™â€‹Â Â Â SharesÂ Â AmountÂ Â CapitalÂ Â StockÂ Â IncomeÂ Â DeficitÂ Â EquityBalance, December 31, 2022â€‹ 54,653â€‹$ 57â€‹$ 297,265â€‹$ (7,625)â€‹$ 1,126â€‹$ (180,751)â€‹$ 110,072Net incomeâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 1,051â€‹â€‹ 1,051Issuance of shares in connection with stock option exerciseâ€‹ 972â€‹â€‹ 1â€‹â€‹ 1,523â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 1,524Issuance of shares in connection with restricted stock units vestingâ€‹ 495â€‹â€‹ 1â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 1Issuance of shares in connection with BOD feesâ€‹ 1â€‹â€‹ â€”â€‹â€‹ 6â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 6Issuance of shares in connection with ESPPâ€‹ 42â€‹â€‹ â€”â€‹â€‹ 221â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 221Share-based compensationâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ 4,170â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 4,170Unrealized gain on deferred compensation trust assetsâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 24â€‹â€‹ â€”â€‹â€‹ 24Balance, April 1,Â 2023â€‹ 56,163â€‹$ 59â€‹$ 303,185â€‹$ (7,625)â€‹$ 1,150â€‹$ (179,700)â€‹$ 117,069Net lossâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ (671)â€‹â€‹ (671)Issuance of shares in connection with stock option exerciseâ€‹ 279â€‹â€‹ â€”â€‹â€‹ 446â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 446Issuance of shares in connection with restricted stock units vestingâ€‹ 431â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”Issuance of shares in connection with BOD feesâ€‹ 1â€‹â€‹ â€”â€‹â€‹ 5â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 5Share-based compensationâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ 2,937â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 2,937Stock repurchaseâ€‹ (250)â€‹â€‹ â€”â€‹â€‹ (5)â€‹â€‹ (1,047)â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ (1,052)Unrealized gain on deferred compensation trust assetsâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 24â€‹â€‹ â€”â€‹â€‹ 24Balance, July 1,Â 2023â€‹ 56,624â€‹$ 59â€‹$ 306,568â€‹$ (8,672)â€‹$ 1,174â€‹$ (180,371)â€‹$ 118,758â€‹Balance, December 30, 2023â€‹ 56,303â€‹$ 60â€‹$ 312,874â€‹$ (11,912)â€‹$ 783â€‹$ (188,974)â€‹$ 112,831Net lossâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ (6,478)â€‹â€‹ (6,478)Issuance of shares in connection with restricted stock units vestingâ€‹ 243â€‹â€‹ 1â€‹â€‹ (323)â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ (322)Issuance of shares in connection with BOD feesâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ 8â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 8Officers and directors stock purchase planâ€‹ 3â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”Issuance of shares in connection with ESPPâ€‹ 75â€‹â€‹ â€”â€‹â€‹ 202â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 202Share-based compensationâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ 2,824â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 2,824Foreign currency adjustmentsâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 87â€‹â€‹ â€”â€‹â€‹ 87Balance, March 30,Â 2024â€‹ 56,624â€‹$ 61â€‹$ 315,585â€‹$ (11,912)â€‹$ 870â€‹$ (195,452)â€‹$ 109,152Net lossâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ (8,687)â€‹â€‹ (8,687)Issuance of shares in connection with restricted stock units vestingâ€‹ 455â€‹â€‹ â€”â€‹â€‹ (106)â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ (106)Issuance of shares in connection with BOD feesâ€‹ 7â€‹â€‹ â€”â€‹â€‹ 11â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 11Officers and directors stock purchase planâ€‹ 2â€‹â€‹ â€”â€‹â€‹ 3â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 3Share-based compensationâ€‹ â€”â€‹â€‹ â€”â€‹â€‹ 3,517â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ â€”â€‹â€‹ 3,517Balance, June 29,Â 2024â€‹ 57,088â€‹$ 61â€‹$ 319,010â€‹$ (11,912)â€‹$ 870â€‹$ (204,139)â€‹$ 103,890See accompanying notes to consolidated financial statements (unaudited).â€‹â€‹6 Table of ContentsCARPARTS.COM, INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF CASH FLOWS(Unaudited, In Thousands)â€‹â€‹â€‹â€‹â€‹â€‹Twenty-Six Weeks Endedâ€‹â€‹JuneÂ 29,â€‹JulyÂ 1,â€‹Â Â Â Â 2024Â Â Â Â 2023Operating activitiesâ€‹â€‹â€‹â€‹â€‹â€‹Net (loss) incomeâ€‹$ (15,165)â€‹$ 380Adjustments to reconcile net (loss) income to net cash provided by operating activities:â€‹â€‹â€‹â€‹â€‹â€‹Depreciation and amortization expenseâ€‹Â 8,480â€‹Â 8,166Amortization of intangible assetsâ€‹Â 21â€‹Â 20Share-based compensation expenseâ€‹Â 5,910â€‹Â 6,696Stock awards issued for non-employee director serviceâ€‹Â 19â€‹Â 11Stock awards related to officers and directors stock purchase plan from payroll deferralâ€‹â€‹ 4â€‹â€‹ â€”Gain from disposition of assetsâ€‹Â â€”â€‹Â (75)Amortization of deferred financing costsâ€‹Â 32â€‹Â 32Changes in operating assets and liabilities:â€‹â€‹â€‹â€‹â€‹â€‹Accounts receivableâ€‹Â 1,217â€‹Â (1,090)Inventoryâ€‹Â 19,613â€‹Â 22,286Other current assetsâ€‹Â (2,032)â€‹Â (4)Other non-current assetsâ€‹Â 15â€‹Â 60Accounts payable and accrued expensesâ€‹Â (17,802)â€‹Â 28,630Other current liabilitiesâ€‹Â (566)â€‹Â 925Right-of-use obligation - operating leases - currentâ€‹â€‹ 1,169â€‹â€‹ 380Right-of-use obligation - operating leases - long-termâ€‹â€‹ (790)â€‹â€‹ (398)Other non-current liabilitiesâ€‹Â (107)â€‹Â 342Net cash provided by operating activitiesâ€‹Â 18â€‹Â 66,361Investing activitiesâ€‹â€‹â€‹â€‹â€‹â€‹Additions to property and equipmentâ€‹Â (14,567)â€‹Â (4,669)Payments for intangible assetsâ€‹Â (40)â€‹Â â€”Proceeds from sale of property and equipmentâ€‹Â â€”â€‹Â 83Net cash used in investing activitiesâ€‹Â (14,607)â€‹Â (4,586)Financing activitiesâ€‹â€‹â€‹â€‹â€‹â€‹Borrowings from revolving loan payableâ€‹Â 127â€‹Â 117Payments made on revolving loan payableâ€‹Â (127)â€‹Â (117)Payments on finance leasesâ€‹Â (2,157)â€‹Â (2,467)Repurchase of treasury stockâ€‹Â â€”â€‹Â (1,052)Net proceeds from issuance of common stock for ESPPâ€‹â€‹ 202â€‹â€‹ 221Statutory tax withholding payment for share-based compensationâ€‹Â (429)â€‹Â â€”Proceeds from exercise of stock optionsâ€‹Â â€”â€‹Â 1,969Net cash used in financing activitiesâ€‹Â (2,384)â€‹Â (1,329)Effect of exchange rate changes on cashâ€‹Â 87â€‹Â â€”Net change in cash and cash equivalentsâ€‹Â (16,886)â€‹Â 60,446Cash and cash equivalents, beginning of periodâ€‹Â 50,951â€‹Â 18,767Cash and cash equivalents, end of periodâ€‹$ 34,065â€‹$ 79,213Supplemental disclosure of non-cash investing and financing activities:â€‹â€‹â€‹â€‹â€‹â€‹Right-of-use operating asset acquiredâ€‹$ 12,857â€‹$ â€”Accrued asset purchasesâ€‹$ 888â€‹$ 408Share-based compensation expense capitalized in property and equipmentâ€‹$ 431â€‹$ 411Supplemental disclosure of cash flow information:â€‹â€‹â€‹â€‹â€‹â€‹Cash paid during the period for income taxesâ€‹$ 48â€‹$ 155Cash paid during the period for interestâ€‹$ 586â€‹$ 683Cash received during the period for interestâ€‹$ 791â€‹$ 557â€‹See accompanying notes to consolidated financial statements (unaudited).â€‹7 Table of ContentsCARPARTS.COM, INC. AND SUBSIDIARIESNOTESÂ TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)(In Thousands, Except Per Share Data)NoteÂ 1Â â€“ Basis of Presentation and Description of CompanyCarParts.com,Â Inc. (including its subsidiaries) is a leading online provider of aftermarket auto parts and accessories. The Company sells its products primarily to individual consumers through its flagship website located at www.carparts.com, our app, and online marketplaces. Our corporate website is also located at www.carparts.com/investor. References to the â€œCompany,â€ â€œwe,â€ â€œus,â€ or â€œourâ€ refer to CarParts.com,Â Inc. and its consolidated subsidiaries.The Companyâ€™s products consist of replacement parts serving the wear and tear and body repair market, hard parts to serve the maintenance and repair market, and performance parts and accessories. The replacement parts category is primarily comprised of body parts for the exterior of an automobile as well as certain other mechanical or electrical parts that are not related to the functioning of the engine or drivetrain. Our parts in this category typically replace original body parts that have been damaged as a result of general wear and tear or a collision. In addition, we sell an extensive line of mirror products, including parts from our own house brand called Kool-VueÂ®, which are marketed and sold as aftermarket replacement parts and as upgrades to existing parts. The hard parts category is primarily comprised of engine components and other mechanical and electrical parts including our house brand of catalytic converters called Evan FischerÂ®. These hard parts serve as replacement parts that are generally used by professionals and do-it-yourselfers for engine and mechanical maintenance and repair. We also offer other parts and accessories (formerly referred to as performance parts and accessories), which includes certain performance versions of many parts sold in each of the above categories, including parts from our own house brand, JC WhitneyÂ®. Other parts and accessories is also comprised of parts that upgrade existing functionality of a specific part or improve the physical appearance or comfort of the automobile.The Company is a Delaware C corporation and is headquartered in Torrance, California. The Company has employees located in both the United States and the Philippines.Basis of PresentationThe consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (â€œU.S. GAAPâ€) for interim financial information and with the instructions to U.S. Securities and Exchange Commission (â€œSECâ€) FormÂ 10-Q and ArticleÂ 10 of SEC Regulation S-X. In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company as of June 29,Â 2024 and the consolidated results of operations and cash flows for the thirteen and twenty-six weeks ended June 29, 2024 and July 1, 2023. The Companyâ€™s results for the interim periods are not necessarily indicative of the results that may be expected for any other interim period, or for the fullÂ year. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on FormÂ 10-K for theÂ year ended December 30, 2023, which was filed with the SEC on MarchÂ 8, 2024 and all our other periodic filings, including Current Reports on FormÂ 8-K, filed with the SEC after the end of our 2023 fiscalÂ year, and throughout the date of this report.Based on our current operating plan, we believe that our existing cash and cash equivalents, investments, cash flows from operations and available debt financing will be sufficient to finance our operational cash needs through at least the next twelveÂ months. Recent Accounting Standard Not Yet AdoptedIn December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosure, which expands the disclosures required for income taxes, primarily through changes to the rate reconciliation and income taxes paid information. This ASU is effective for fiscal years beginning after December 15, 2024, with early 8 Table of Contentsadoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures.NoteÂ 2Â â€“ BorrowingsThe Company maintains an asset-based revolving credit facility ("Credit Facility") that provides for, among other things, a revolving commitment, which is subject to a borrowing base derived from certain receivables, inventory, and property and equipment. The Credit Facility provides for the revolving commitment in an aggregate principal amount of $75,000 and allows for an uncommitted ability to increase the aggregate principal amount by an additional $75,000 to $150,000, subject to certain terms and conditions. The Credit Facility matures on JuneÂ 17, 2027. As of JuneÂ 29,Â 2024 and December 30, 2023, our outstanding revolving loan balance was $0, respectively. As of June 29, 2024 and December 30, 2023, the outstanding standby letters of credit balance was $680, respectively, and we had $0 of our trade letters of credit outstanding in accounts payable in our consolidated balance sheets.Loans drawn under the Credit Facility bear interest, at the Companyâ€™s option, at a per annum rate equal to either (a)Â Adjusted Secured Overnight Financing Rate (â€œSOFRâ€) plus an applicable margin of 1.50% to 2.00% per annum based on the Company's fixed charge coverage ratio, or (b)Â an â€œalternate prime base rateâ€ subject to an increase from 0.00% to 0.50% per annum based on the Companyâ€™s fixed charge coverage ratio. As of JuneÂ 29,Â 2024, the Companyâ€™s SOFR based interest rate was 7.44% and the Companyâ€™s prime based rate was 9.00%. A commitment fee, based upon undrawn availability under the Credit Facility bearing interest at a rate of either 0.20% or 0.25%Â per annum based on the amount of undrawn availability, is payableÂ monthly. Under the terms of the credit agreement with JPMorgan Chase Bank, N.A. (the â€œCredit Agreementâ€), cash receipts are deposited into a lock-box, which are at the Companyâ€™s discretion unless the â€œcash dominion periodâ€ is in effect, during which cash receipts will be used to reduce amounts owing under the Credit Agreement. The cash dominion period is triggered in an event of default or if â€œexcess availability,â€ as defined under the Credit Agreement, is less than $9,000 (12% of the aggregate revolving commitment) for three consecutive businessÂ days and will continue until, during the preceding 45 consecutiveÂ days, no event of default existed and excess availability has been greater than $9,000 at all times (with the trigger subject to adjustment based on the Companyâ€™s revolving commitment). In addition, in the event that the Companyâ€™s required excess availability related to the â€œCovenant Testing Trigger Periodâ€ (as defined under the Credit Agreement) is less than $7,500 (10% of the aggregate revolving commitment) for three consecutive business days, the Company shall be required to maintain a minimum fixed charge coverage ratio of 1.0 to 1.0, and continuing until excess availability has been greater than or equal to $7,500 at all times for 45 consecutive days (with the trigger subject to adjustment based on the Companyâ€™s revolving commitment).NoteÂ 3Â â€“ Stockholdersâ€™ Equity and Share-Based CompensationOptions and Restricted Stock UnitsThe Company had the following common stock option activity during the twenty-six weeks ended JuneÂ 29,Â 2024:â—Granted options to purchase 0 common shares.â—Exercise of 0 options to purchase common shares.â—Forfeiture of 5 options to purchase common shares.â—Expiration of 78 options to purchase common shares.9 Table of ContentsThe following table summarizes the Companyâ€™s restricted stock unit ("RSU") activity for the twenty-six weeks ended JuneÂ 29,Â 2024, and details regarding the awards outstanding and exercisable as of JuneÂ 29,Â 2024 (in thousands):â€‹WeightedÂ Averageâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Grant Dateâ€‹Aggregateâ€‹Â Â Â SharesÂ Â Â Â Â Â Â Fair ValueÂ Â IntrinsicÂ ValueVested and expected to vest as of December 30, 2023â€‹ 3,609Â â€‹â€‹â€‹â€‹â€‹Awardedâ€‹ 2,293Â â€‹â€‹â€‹â€‹Vestedâ€‹ (915)Â â€‹â€‹â€‹Forfeitedâ€‹ (75)Â â€‹â€‹â€‹â€‹Awards outstanding, June 29, 2024â€‹ 4,912Â $ 6.32Â $ 4,912Vested and expected to vest as of June 29, 2024â€‹ 4,911Â $ 6.32Â $ 4,911â€‹During the twenty-six weeks ended JuneÂ 29,Â 2024, 915 RSUs that vested were time-based and 0 were performance-based.For the thirteen and twenty-six weeks ended June 29, 2024, we recorded compensation costs related to stock options and RSUs of $3,517 and $6,341, respectively. For the thirteen and twenty-six weeks ended July 1, 2023, we recorded compensation costs related to stock options and RSUs of $2,937 and $7,107, respectively. As of JuneÂ 29,Â 2024, there was unrecognized compensation expense related to stock options and RSUs ofÂ $18,531 that will be expensed through June 2028.NoteÂ 4Â â€“ Net (Loss) Income Per ShareThe following table sets forth the computation of basic and diluted net (loss) income per share (in thousands, except per share data):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Thirteen Weeks EndedÂ Twenty-Six Weeks Endedâ€‹Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Net (loss) income per share:Â â€‹Â Â Â â€‹Â â€‹Â Â Â â€‹Numerator:Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Net (loss) income allocable to common sharesâ€‹$ (8,687)â€‹$ (671)â€‹$ (15,165)â€‹$ 380Denominator:â€‹Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Weighted-average common shares outstanding (basic)â€‹Â 56,851â€‹Â 56,532â€‹Â 56,677â€‹Â 55,789Common equivalent shares from common stock options and restricted stockâ€‹Â â€”â€‹Â â€”â€‹Â â€”â€‹Â 2,239Weighted-average common shares outstanding (diluted)â€‹Â 56,851â€‹Â 56,532â€‹Â 56,677â€‹Â 58,028Basic net (loss) income per shareâ€‹$ (0.15)â€‹$ (0.01)â€‹$ (0.27)â€‹$ 0.01Diluted net (loss) income per shareâ€‹$ (0.15)â€‹$ (0.01)â€‹$ (0.27)â€‹$ 0.01â€‹For the thirteen and twenty-six weeks ended June 29, 2024, and the thirteen weeks ended July 1, 2023, all outstanding potentially dilutive securities have been excluded from the calculation of diluted net loss per share as the effect of including such securities would have been anti-dilutive. Options and RSUs that were antidilutive and not included in the dilutive earnings per share calculation for the twenty-six weeks ended July 1, 2023 amounted to 2,745.â€‹â€‹NoteÂ 5Â â€“ Income TaxesThe Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The taxÂ years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the taxÂ years 2020-2023 remain open.For the thirteen and twenty-six weeks ended June 29, 2024, the effective tax rate for the Company was (0.3)% and (0.8%), respectively. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, income of our Philippines subsidiary that is subject to different effective tax rates, share-based compensation that 10 Table of

Contentsis either not deductible for tax purposes or for which the tax deductible amount is different than the financial reporting amount, and a change in the valuation allowance that offset the tax on the current period pre-tax loss.For the thirteen and twenty-six weeks ended July 1, 2023, the effective tax rate for the Company was (26.6)% and 42.6%, respectively. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, income of our Philippines subsidiary that is subject to different effective tax rates, share-based compensation that is either not deductible for tax purposes or for which the tax deductible amount is different than the financial reporting amount, and a change in the valuation allowance that offset the tax of the current period pre-tax (loss) income.The Company accounts for income taxes in accordance with ASC Topic 740 - Income Taxes (â€œASC 740â€). Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. We currently have a full valuation allowance against our deferred tax assets. As of each reporting date, the Companyâ€™s management considers new evidence, both positive and negative, that could impact managementâ€™s view with regard to future realization of deferred tax assets. For the twenty-six weeks ended June 29, 2024, there was no material change from fiscal year ended December 30, 2023 in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.â€‹NoteÂ 6Â â€“ Commitments and ContingenciesLeasesDuring the first quarter of 2024, the Company entered into a lease agreement for a new distribution center in Las Vegas, Nevada. The lease commenced on February 1, 2024 with a eighty-seven month lease term set to expire in April of 2031. The Company is obligated to pay approximately $186 in monthly base rent (rent abatement for three months in the first year), which shall increase by 4% each year beginning on the second-year anniversary of the lease term. In accordance with ASU 842 â€“ Leases (â€œASC 842â€), the Company recorded $12,857 in Right-of-use assets â€“ operating, non-current, and $12,018 in Right-of-use obligation â€“ operating, non-current, with $839 recorded in Right-of-use obligation â€“ operating, current, on the consolidated balance sheet at the commencement of the lease.Legal MattersAsbestos. A wholly-owned subsidiary of the Company, Automotive Specialty Accessories and Parts,Â Inc. and its wholly-owned subsidiary Whitney Automotive Group,Â Inc. ("WAG"), are named defendants in several lawsuits involving claims for damages caused by installation of brakes during the late 1960â€™s and early 1970â€™s that contained asbestos. WAG marketed certain brakes, but did not manufacture any brakes. WAG maintains liability insurance coverage to protect its and the Companyâ€™s assets from losses arising from the litigation and coverage is provided on an occurrence rather than a claims made basis, and the Company is not expected to incur significant out-of-pocket costs in connection with this matter that would be material to its consolidated financial statements.Ordinary course litigation. The Company is subject to legal proceedings and claims which arise in the ordinary course of its business, including, for example, claims relating to product liability, workplace injuries, intellectual property rights, and employment matters. For example, a worker, who was directly employed by the Companyâ€™s third party labor contracting firm at the Companyâ€™s Grand Prairie, TX warehouse has filed a negligence claim in the Superior Court of the State of California, Los Angeles County, Central District relating to aÂ workplaceÂ injuryÂ from March 2021. In July 2024, the Court granted the Companyâ€™s motion for summary judgement. Appeals could be filed by the plaintiff and the Company intends to continue to defend itself vigorously, although there can be no assurance that there will not be some liability. As of the date hereof, the Company believes that the final disposition of such matters will not have a material adverse effect on the financial position, results of operations or cash flow of the Company. The Company maintains liability insurance coverage to protect the Companyâ€™s assets from losses arising out of or involving activities associated with ongoing and normal business operations.â€‹11 Table of ContentsNoteÂ 7Â â€“ Product InformationAs described in NoteÂ 1 above, the Companyâ€™s products consist of replacement parts serving the wear and tear and body repair market, hard parts to serve the maintenance and repair market, and other parts and accessories (formerly referred to as performance parts and accessories). The following table summarizes the approximate distribution of the Companyâ€™s revenue by product type.â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â Thirteen Weeks Endedâ€‹Twenty-Six Weeks Endedâ€‹â€‹â€‹JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â House BrandsÂ Â Â Â Â Â Â Â Â Â Â Â Â Replacement PartsÂ 62%Â Â 64%Â Â 63%Â Â 65%Â Â Hard Parts(1)Â 20%Â Â 20%Â Â 19%Â Â 20%Â Â Other(1)Â 1%Â Â 1%Â Â 1%Â Â 1%Â Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹BrandedÂ Â Â Â Â Â Â Â Â Â Â Â Â Replacement PartsÂ 2%Â Â 2%Â Â 2%Â Â 2%Â Â Hard Parts(1)Â 14%Â Â 12%Â Â 14%Â Â 11%Â Â Other(1)Â 1%Â Â 1%Â Â 1%Â Â 1%Â Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹TotalÂ 100%Â Â 100%Â Â 100%Â Â 100%Â Â (1)During the first quarter of 2024, we updated the product classification of certain parts to better reflect their part category. Prior period figures have been updated to reflect the new presentation.â€‹â€‹12 Table of ContentsITEMÂ 2.MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (In Thousands, Except Per Share Data, Or As Otherwise Noted)Cautionary StatementYou should read the following discussion and analysis in conjunction with our consolidated financial statements and the related notes thereto contained in PartÂ I, ItemÂ 1 of this report. Certain statements in this report, including statements regarding our business strategies, operations, financial condition, and prospects are forward-looking statements. Use of the words â€œanticipates,â€ â€œbelieves,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œmay,â€ â€œplans,â€ â€œpotential,â€ â€œpredicts,â€ â€œprojects,â€ â€œshould,â€ â€œwill,â€ â€œwouldâ€, â€œwill likely continue,â€ â€œwill likely resultâ€ and similar expressions that contemplate future events may identify forward-looking statements.The information contained in this section is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the U.S. Securities and Exchange Commission (â€œSECâ€), which are available on the SECâ€™s website at http://www.sec.gov. The section entitled â€œRisk Factorsâ€ set forth in PartÂ II, ItemÂ 1A of this report, and similar discussions in our other SEC filings, describe some of the important factors, risks and uncertainties that may affect our business, results of operations and financial condition and could cause actual results to differ materially from those expressed or implied by these or any other forward-looking statements made by us or on our behalf. You are cautioned not to place undue reliance on these forward-looking statements, which are based on current expectations and reflect managementâ€™s opinions only as of the date thereof. We do not assume any obligation to revise or update forward-looking statements. Finally, our historic results should not be viewed as indicative of future performance.OverviewWe are a leading online provider of aftermarket auto parts, including replacement parts, hard parts, and performance parts and accessories. We principally sell our products to individual consumers through our flagship website at www.carparts.com, our app, and online marketplaces. Our proprietary product database maps our SKUs toÂ product applications based on vehicle makes, models andÂ years. Our corporate website is located at www.carparts.com/investor. The inclusion of our website addresses in this report does not include or incorporate by reference into this report any information on our websites.We believe by disintermediating the traditional auto parts supply chain and selling products directly to customers online allows us to efficiently deliver products to our customers. Our vision of â€œEmpowering Drivers Along Their Journeyâ€ underscores our mission to create a trusted platform that simplifies the historically stressful experience of vehicle maintenance & repair.We have a significant opportunity to become the go-to destination for all automotive repair and maintenance requirements by focusing on our evolved strategy around: optimizing supply chain management and upgrading logistics, investing in technology, expanding into new business lines, and driving year-over-year increases in new customers, as well as repeat business from our existing customer base, all while maintaining our financial discipline approach of evaluating investments based on their impact on profitability.To this end, we are continually working to transform our fulfillment center footprint. In June 2024, we began operations in our new semi-automated facility in Las Vegas, Nevada, which we expect to reduce last-mile transportation expenses to the West Coast and enhance customer service through expedited delivery. Furthermore, we continuously expand our technological capabilities, product offerings, and service portfolio to stay ahead of competitive pressures. By investing in new categories, brands, customer types and revenue streams across both premium and value segments, we seek to maximize gross profit and capture a larger market share. In tandem, we have refined our eCommerce experience and marketing strategy, focusing on enhancing the mobile app experience, building brand awareness through innovative owned content channels, and fostering direct customer relationships. These efforts aim to position CarParts.com as the ultimate destination for vehicle maintenance knowledge 13 Table of Contentsand product purchases, thereby reducing reliance on performance marketing channels and improving customer acquisition efficiency.Industry-wide trends that support our strategy and future growth include:1.Number of SKUs required to serve the market. The number of automotive SKUs has grown dramatically over the last severalÂ years. In todayâ€™s market, unless the consumer is driving a high volume produced vehicle and needs a simple maintenance item, the part they need is not typically on the shelf at a brick-and-mortar store. We believe our user-friendly flagship website provides customers with a favorable alternative to the brick-and-mortar shopping experience by offering a comprehensive selection of approximately 1,236,000 SKUs with detailed product descriptions, attributes and photographs combined with the flexibility of fulfilling orders using both drop-ship and stock-and-ship methods.2.U.S. vehicle fleet expanding and aging. The average age of U.S. light vehicles, an indicator of auto parts demand, reached a new record-high of 12.6Â years in 2024, according to the U.S. Auto Care Association. We believe an increasing vehicle base and rising average age of vehicles will have a positive impact on overall aftermarket parts demand because older vehicles generally require more repairs. In many cases we believe these older vehicles are driven by Do-It-Yourself (â€œDIYâ€) car owners who are more likely to handle any necessary repairs themselves rather than taking their car to the professional repair shop.3.Growth of online sales. The U.S. Auto Care Association estimated that overall revenue from online sales of auto parts and accessories would reach over $23 billion by 2026. Improved product availability, lower prices and consumersâ€™ growing comfort with digital platforms are driving the shift to online sales. We believe that we are well positioned for the shift to online sales due to our history of being a leading source for aftermarket automotive parts through our flagship website, app, and online marketplaces.Factors Affecting our PerformanceWe believe that our performance and future success depend on a number of factors that present significant opportunities for us but also pose risks and challenges, including those discussed in Part II, Item IA, of this Quarterly Report on Form 10-Q and in Part I, Item IA, in our Annual Report on Form 10-K for the fiscal year ended December 30, 2023.â€‹Executive SummaryFor the second quarter of 2024, the Company generated net sales of $144,270, compared with $176,978 for the second quarter of 2023, representing a decrease of 18.5%. The Company incurred a net loss of $8,687 for the second quarter of 2024 compared to a net loss of $671 for the second quarter of 2023. The Companyâ€™s net (loss) income before interest (income) expense, net, income tax provision, depreciation and amortization expense, amortization of intangible assets, plus share-based compensation expense, workforce transition costs, and distribution center costs (â€œAdjusted EBITDAâ€) of $(118) in the second quarter of 2024 compared to $6,302 in the second quarter of 2023.Â Adjusted EBITDA is not a Generally Accepted Accounting Principle (â€œGAAPâ€) measure. See the section below titled â€œNon-GAAP measuresâ€ for information regarding our use of Adjusted EBTIDA and a reconciliation from net (loss) income. Net sales decreased in the second quarter of 2024 compared to the second quarter of 2023. The decrease in net sales was primarily driven by deliberate price increases to drive gross margin expansion combined with softness in consumer demand. Gross profit decreased by 19.9% to $48,393 and gross margin decreased 70 basis points to 33.5% compared to 34.2% in the second quarter of 2023. The decrease in gross margin was primarily driven by unfavorable freight costs. In fiscal year 2024, gross margin improvement is a central focus of our strategy. Gross margin increased 110 basis points to 33.5% compared to 32.4% in the first quarter of 2024. This improvement was primarily attributable to our price increases and expanded branded gross margins, partially offset by unfavorable freight costs. Total expenses, which primarily consisted of cost of sales and operating expense, increased in the second quarter of 2024 compared to the same period in 2023. The changes in both cost of sales and operating expense are described in further detail underÂ â€" â€œResults of Operationsâ€ below.14 Table of ContentsNon-GAAP measuresRegulation G, â€œConditions for Use of Non-GAAP Financial Measures,â€ and other provisions of the Exchange Act, define and prescribe the conditions for use of certain non-GAAP financial information. We provide EBITDA and Adjusted EBITDA,Â which are non-GAAP financial measures. EBITDA consists of net (loss) income beforeÂ interest (income) expense, net;Â income tax provision;Â depreciation and amortization expense;Â amortization of intangible assets;Â while Adjusted EBITDA consists of EBITDAÂ before share-based compensation expense, workforce transition costs, and distribution center costs.The Company believes that these non-GAAP financial measures provide important supplemental information to management and investors. These non-GAAP financial measures reflect an additional way of viewing aspects of the Companyâ€™s operations that, when viewed with the GAAP results and the accompanying reconciliation to corresponding GAAP financial measures, provide a more complete understanding of factors and trends affecting the Companyâ€™s business and results of operations.Management uses Adjusted EBITDA as one measure of the Companyâ€™s operating performance because it assists in comparing the Companyâ€™s operating performance on a consistent basis by removing the impact of share-based compensation expense as well as other items that we do not believe are representative of our ongoing operating performance. Internally, this non-GAAP measure is also used by management for planning purposes, including the preparation of internal budgets; for allocating resources to enhance financial performance; and for evaluating the effectiveness of operational strategies. The Company also believes that analysts and investors use Adjusted EBITDA as a supplemental measure to evaluate the ongoing operations of companies in our industry.This non-GAAP financial measure is used in addition to and in conjunction with results presented in accordance with GAAP and should not be relied upon to the exclusion of GAAP financial measures. Management strongly encourages investors to review the Companyâ€™s consolidated financial statements in their entirety and to not rely on any single financial measure. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companiesâ€™ non-GAAP financial measures having the same or similar names. In addition, the Company expects to continue to incur expenses similar to the non-GAAP adjustments described above, and exclusion of these items from the Companyâ€™s non-GAAP measures should not be construed as an inference that these costs are unusual, infrequent or non-recurring.The table below reconciles net (loss) income to Adjusted EBITDA for the periods presented (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Endedâ€‹Twenty-Six Weeks Endedâ€‹â€‹JuneÂ 29,Â 2024â€‹JulyÂ 1,Â 2023Â Â Â Â JuneÂ 29,Â 2024â€‹JulyÂ 1,Â 2023Net (loss) incomeâ€‹$ (8,687)â€‹$ (671)â€‹$ (15,165)â€‹$ 380DepreciationÂ & amortizationâ€‹Â 4,455â€‹Â 4,247â€‹Â 8,480â€‹Â 8,166Amortization of intangible assetsâ€‹Â 13â€‹Â 9â€‹Â 21â€‹Â 20Interest (income) expense, netâ€‹Â (68)â€‹Â (221)â€‹Â (205)â€‹Â 126Income tax provisionâ€‹Â 27â€‹Â 141â€‹Â 125â€‹Â 282EBITDAâ€‹$ (4,260)â€‹$ 3,505â€‹$ (6,744)â€‹$ 8,974Stock compensation expenseâ€‹$ 3,328â€‹$ 2,797â€‹$ 5,910â€‹$ 6,696Workforce transition costs(1)â€‹â€‹ 108â€‹â€‹ â€"â€‹â€‹ 591â€‹â€‹ â€"Distribution center costs(2)â€‹â€‹ 706â€‹â€‹ â€"â€‹â€‹ 1,177â€‹â€‹ â€"Adjusted EBITDAâ€‹$ (118)â€‹$ 6,302â€‹$ 934â€‹$ 15,670(1)We incurred workforce transition costs, primarily related to severance, as part of our recent workforce reductions.(2)We incurred certain non-recurring costs, primarily overlapping rent expense, attributable to moving to our new Las Vegas, Nevada distribution center.â€‹15 Table of ContentsResults of OperationsThe following table sets forth selected statements of operations data for the periods indicated, expressed as aÂ percentage of net sales:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Thirteen Weeks Endedâ€‹Twenty-Six Weeks Endedâ€‹â€‹Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023â€‹Net salesÂ 100.0%Â Â 100.0%Â Â 100.0%Â Â 100.0%Cost of salesÂ 66.5Â 65.8Â 67.1Â 65.1Â Gross profitÂ 33.5Â 34.2Â 32.9Â 34.9Â Operating expenseÂ 39.6Â 34.6Â 37.9Â 35.0Â Loss from operationsÂ (6.1)Â (0.5)Â (5.0)Â (0.1)Â Other income (expense):Â Â Â Â Â Â Â Â Â Â Â Â Â Other income, netâ€‹ 0.3â€‹ 0.4â€‹ 0.3â€‹ 0.5â€‹Interest expenseÂ (0.2)Â (0.2)Â (0.2)Â (0.2)Â Total other income, netÂ 0.1Â 0.2Â 0.1Â 0.3Â (Loss) income before income taxesÂ (6.0)Â (0.3)Â (4.9)Â 0.2Â Income tax provisionÂ 0.0Â 0.1Â 0.0Â 0.1Â Net (loss) incomeÂ (6.0)%Â Â (0.4)%Â Â (5.0)%Â Â 0.1%â€‹Thirteen and Twenty-Six Weeks Ended JuneÂ 29,Â 2024 Compared to the Thirteen and Twenty-Six Weeks Ended JulyÂ 1,Â 2023Net Sales and Gross Marginâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Endedâ€‹Twenty-Six Weeks Endedâ€‹â€‹Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â â€‹Â (in thousands)Â Â (in thousands)Â Â Net salesâ€‹$ 144,270Â Â $ 176,978Â Â $ 310,559Â Â $ 352,470Â Â Cost of salesâ€‹Â 95,877Â Â Â 116,536Â Â Â 208,247Â Â Â 229,477Â Â Gross profitâ€‹$ 48,393Â Â $ 60,442Â Â $ 102,312Â Â $ 122,993Â Â Gross marginâ€‹Â 33.5%Â Â Â 34.2%Â Â 32.9%Â Â Â 34.9%â€‹Net sales decreased $32,708, or 18.5%, for the second quarter of 2024 compared to the second quarter of 2023. Net sales decreased $41,911, or 11.9%, for the twenty-six weeks ended June 29, 2024 (â€œYTD Q2 2024â€) compared to the same period in 2023. The netÂ sales decrease for the second quarter of 2024 and YTD Q2 2024 was primarily driven by deliberate price increases to drive gross margin expansion combined with softness in consumer demand.Gross profit decreased $12,049, or 19.9%, for the second quarter of 2024 compared to the same period in 2023, and decreased $20,681, or 16.8%, in YTD Q2 2024 compared to the same period of 2023. Gross margin decreased 70 basis points to 33.5% in the second quarter of 2024 compared to 34.2% in the second quarter of 2023. Gross margin decreased 200 basis points to 32.9% for YTD Q2 2024 compared to 34.9% in the same period in 2023. The decrease in gross margin was primarily driven by unfavorable freight costs.Operating Expenseâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Endedâ€‹Twenty-Six Weeks Endedâ€‹â€‹Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â â€‹JulyÂ 1,Â 2023Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â â€‹Â (in thousands)â€‹(in thousands)Â Operating expenseâ€‹$ 57,121â€‹ â€‹$ 61,286â€‹$ 117,557â€‹$ 123,201â€‹Percent of net salesâ€‹Â 39.6%Â Â â€‹Â 34.6%Â 37.9%Â Â Â 35.0%â€‹Operating expense decreased $4,165, or 6.8%, and decreased $5,644, or 4.6%, for the second quarter of 2024 and YTD Q2 2024, respectively, compared to the same periods in 2023. The decrease in operating expense was primarily driven by the decrease in advertising expense. 16 Table of ContentsTotal Other Income, Netâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Endedâ€‹Twenty-Six Weeks Endedâ€‹â€‹Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â â€‹Â (inÂ thousands)â€‹(inÂ thousands)â€‹Total other income, netâ€‹$ 68â€‹$ 314â€‹$ 205â€‹$ 870â€‹Percent of net salesâ€‹Â 0.0%Â Â Â 0.2%Â 0.1%Â Â Â 0.2%â€‹Total other income, net, decreased $246, or 78.3%, for the second quarter of 2024 compared to the same period in 2023, primarily driven by a decrease in interest income due to a lower cash balance in the second quarter of 2024. Total other income, net, decreased $665, or 76.4%, for YTD Q2 2024, respectively, compared to the same period in 2023, primarily driven by the absence of other income attributable to an incentive for a new payment offering program that occurred in the first quarter of 2023.Income Tax Provisionâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Endedâ€‹Twenty-Six Weeks Endedâ€‹â€‹Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Â Â Â Â â€‹Â (inÂ thousands)â€‹(inÂ thousands)â€‹Income tax provisionâ€‹$ 27â€‹$ 141â€‹$ 125â€‹$ 282â€‹Percent of net salesâ€‹Â 0.0%Â Â Â 0.1%Â 0.0%Â Â Â 0.1%â€‹For the thirteen and twenty-six weeks ended June 29, 2024, the effective tax rate for the Company was (0.3)% and (0.8)%, respectively. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, income of our Philippines subsidiary that is subject to different effective tax rates, share-based compensation that is either not deductible for tax purposes or for which the tax deductible amount is different than the financial reporting amount, and a change in the valuation allowance that offset the tax on the current period pre-tax loss.For the thirteen and twenty-six weeks ended July 1, 2023, the effective tax rate for the Company was (26.6)% and 42.6%, respectively. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, income of our Philippines subsidiary that is subject to different effective tax rates, share-based compensation that is either not deductible for tax purposes or for which the tax deductible amount is different than the financial reporting amount, and a change in the valuation allowance that offset the tax of the current period pre-tax (loss) income.The Company accounts for income taxes in accordance with ASC Topic 740 â€“ Income Taxes (â€œASC 740â€). Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. We currently have a full valuation allowance against our deferred tax assets. As of each reporting date, the Companyâ€™s management considers new evidence, both positive and negative, that could impact managementâ€™s view with regard to future realization of deferred tax assets. For the twenty-six weeks ended June 29, 2024, there was no material change from fiscal year ended December 30, 2023 in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.â€‹Foreign CurrencyThe impact of foreign currency is related to our offshore operations in the Philippines and sales of our products in Canada and was not material to our operations. Liquidity and Capital ResourcesSources of LiquidityDuring the twenty-six weeks ended JuneÂ 29,Â 2024, we primarily funded our operations with cash and cash equivalents generated from operations. As of June 29, 2024, our outstanding revolving loan balance under our Credit Facility was $0. We had cash and cash equivalents of $34,065 as of JuneÂ 29,Â 2024, representing a $16,886 decrease from $50,951 of cash as of DecemberÂ 30, 2023. Based on our current operating plan, we believe that our existing cash and cash equivalents, investments, cash flows from operations and available funds under our Credit Facility will be sufficient 17 Table of Contentsto finance our operations through at least the next twelveÂ months (see â€œDebt and Available Borrowing Resourcesâ€ and â€œFunding Requirementsâ€ below).Working CapitalAs of JuneÂ 29,Â 2024 and DecemberÂ 30, 2023, our working capital was $63,052 and $80,352, respectively. The historical seasonality in our business during theÂ year can cause cash and cash equivalents, inventory and accounts payable to fluctuate, resulting in changes in our working capital.Cash FlowsThe following table summarizes the key cash flow metrics from our consolidated statements of cash flows for the twenty-six weeks ended JuneÂ 29,Â 2024 and JulyÂ 1,Â 2023 (in thousands):â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Twenty-Six Weeks Endedâ€‹Â Â Â Â JuneÂ 29,Â 2024Â Â Â Â JulyÂ 1,Â 2023Net cash provided by operating activitiesâ€‹$ 18â€‹$ 66,361Net cash used in investing activitiesâ€‹Â (14,607)â€‹Â (4,586)Net cash used in financing activitiesâ€‹Â (2,384)â€‹Â (1,329)Effect of exchange rate changes on cashâ€‹Â 87â€‹Â â€”Net change in cash and cash equivalentsâ€‹$ (16,886)â€‹$ 60,446â€‹Operating ActivitiesNet cash provided by operating activities for the twenty-six weeks ended June 29, 2024 and July 1, 2023 was $18 and $66,361, respectively. The decrease was primarily driven by a lower net cash inflow from the change in working capital in addition to the net loss during YTD Q2 2024. Investing ActivitiesFor the twenty-six weeks ended JuneÂ 29,Â 2024, net cash used in investing activities was primarily the result of additions to property and equipment of $14,567, which are mainly related to leasehold improvements, capitalized website and software development costs, and machinery and equipment. For the twenty-six weeks ended JulyÂ 1,Â 2023, net cash used in investing activities was primarily the result of additions to property and equipment of $4,669, which are mainly related to capitalized website and software development costs. Financing ActivitiesNet cash used in financing activities was $2,384 for the twenty-six weeks ended June 29, 2024, primarily due to $2,157 of payments on finance leases. Net cash used in financing activities was $1,329 for the twenty-six weeks ended July 1, 2023, primarily due to $2,467 of payments on finance leases and the $1,052 repurchase of treasury stock, partially offset by $1,969 of proceeds from stock option exercises.Debt and Available Borrowing ResourcesTotal debt was $14,414 as of JuneÂ 29,Â 2024 compared to $16,635 as of DecemberÂ 30, 2023 and primarily consists of right-of-use obligations â€“ finance. The Company maintains a Credit Facility that provides for, among other things, a revolving commitment, which is subject to a borrowing base derived from certain receivables, inventory and property and equipment. The Credit Facility provides for the revolving commitment in an aggregate principal amount of up to $75,000 and allows for an uncommitted ability to increase the aggregate principal amount by an additional $75,000 to $150,000, subject to certain terms and conditions. The Credit Facility matures on June 17, 2027. As of JuneÂ 29,Â 2024 and December 30, 2023, our outstanding revolving loan balance was $0, respectively. As of June 29, 2024 and December 30, 2023, the outstanding standby letters of credit balance was $680, respectively, and we had $0 of our trade letters of credit outstanding in 18 Table of Contentsaccounts payable in our consolidated balance sheets. We use the trade letters of credit in the ordinary course of business to satisfy certain vendor obligations. Loans drawn under the Credit Facility bear interest at a per annum rate equal to either (a)Â SOFR plus an applicable margin of 1.50% to 2.00% per annum based on the Companyâ€™s fixed charge coverage ratio, or (b)Â an â€œalternate prime base rateâ€ subject to an increase from 0.00% to 0.50% per annum based on the Companyâ€™s fixed charge coverage ratio. As of JuneÂ 29,Â 2024, the Companyâ€™s SOFR based interest rate was 7.44% and the Companyâ€™s prime based rate was 9.00%. A commitment fee, based upon undrawn availability under the Credit Facility bearing interest at a rate of either 0.20%Â or 0.25% per annum based on the amount of undrawn availability, is payableÂ monthly. Under the terms of the Credit Agreement, cash receipts are deposited into a lock-box, which are at the Companyâ€™s discretion unless the â€œcash dominion periodâ€ is in effect, during which cash receipts will be used to reduce amounts owing under the Credit Agreement. The cash dominion period is triggered in an event of default or if â€œexcess availability,â€ as defined under the Credit Agreement, is less than $9,000 for three consecutive businessÂ days and will continue until, during the preceding 45 consecutiveÂ days, no event of default existed and excess availability has been greater than $9,000 at all times (with the trigger subject to adjustment based on the Companyâ€™s revolving commitment). In addition, in the event that the Companyâ€™s required excess availability related to the â€œCovenant Testing Trigger Periodâ€ (as defined under the Credit Agreement) is less than $7,500 for three consecutive business days, the Company shall be required to maintain a minimum fixed charge coverage ratio of 1.0 to 1.0, and continuing until excess availability has been greater than or equal to $7,500 at all times for 45 consecutive days (with the trigger subject to adjustment based on the Companyâ€™s revolving commitment).Our Credit Agreement requires us to satisfy certain financial covenants which could limit our ability to react to market conditions or satisfy extraordinary capital needs and could otherwise restrict our financing and operations. If we are unable to satisfy the financial covenants and tests at any time, we may as a result cease being able to borrow under the Credit Facility or be required to immediately repay loans under the Credit Facility, and our liquidity and capital resources and ability to operate our business could be severely impacted, which would have a material adverse effect on our financial condition and results of operations. In those events, we may need to sell assets or seek additional equity or additional debt financing or attempt to modify our existing Credit Agreement. There can be no assurance that we would be able to raise such additional financing or engage in such asset sales on acceptable terms, or at all, or that we would be able to modify our existing Credit Agreement.Funding RequirementsBased on our current operating plan, we believe that our existing cash, cash equivalents, investments, cash flows from operations and available debt financing will be sufficient to finance our operational cash needs through at least the next twelveÂ months. Our future capital requirements may, however, vary materially from those now planned or anticipated. Changes in our operating plans, lower than anticipated net sales or gross margins, increased expenses, continued or worsened economic conditions, worsening operating performance by us, or other events, including those described in â€œRisk Factorsâ€ included in PartÂ II, ItemÂ 1A may force us to sell assets or seek additional debt or equity financings in the future, including the issuance of additional common stock under a registration statement. As such, there can be no assurance that we would be able to raise such additional financing or engage in asset sales on acceptable terms, or at all. If we are not able to raise adequate additional financing or proceeds from asset sales, we will need to defer, reduce or eliminate significant planned expenditures, restructure or significantly curtail our operations. SeasonalityWe believe our business is somewhat seasonal in nature.Â It includes many categories, geographies, and channels which may experience seasonality from time to time based on various external factors. Additionally, seasonality may affect our product mix. These historical seasonality trends could continue, and such trends may have a material impact on our financial condition and results of operations in subsequent periods.Critical Accounting Policies and EstimatesOur consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales, costs and expenses, as well as the disclosure of contingent 19 Table of Contentsassets and liabilities and other related disclosures. On an ongoing basis, we evaluate our estimates, including, but not limited to, those related to revenue recognition, uncollectible receivables, inventory, valuation of deferred tax assets and liabilities, intangible and other long-lived assets and contingencies. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of our assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates, and we include any revisions to our estimates in our results for the period in which the actual amounts become known.There were no significant changes to our critical accounting policies during the thirteen weeks ended JuneÂ 29,Â 2024. We believe our critical accounting policies affect the more significant judgments and estimates used in the preparation of our consolidated financial statements. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our historical consolidated financial condition and results of operations (for further detail, refer to our Annual Report on FormÂ 10-K that we filed with the SEC on MarchÂ 8, 2024):â—Valuation of Inventory â€“ Inventory Reserveâ€‹ITEMÂ 3.QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKWe are exposed to market risks in the ordinary course of our business, including the effects of interest rate changes and foreign currency fluctuations. Information relating to quantitative and qualitative disclosures about these market risks is set forth below.Interest Rate RiskWe are subject to interest rate risk in connection with our revolving loan under our Credit Facility, which bears an interest rate based on a SOFR, plus an applicable margin, and a prime based rate. As of June 29, 2024, we had a balance of $0 outstanding under our revolving loan. A hypothetical 100 basis point change in interest rates would not materially affect our interest expense and cash flows.Foreign Currency RiskOur purchases of auto parts from our Asian suppliers are denominated in U.S. dollars; however, a change in the foreign currency exchange rates could impact our product costs over time. Our operating expenses from our Philippines subsidiary are generally paid in Philippine Pesos, and as the exchange rate fluctuates, it could adversely or favorably impact our operating results. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have a material impact on our consolidated financial statements. We do not use derivative financial instruments to manage foreign currency risk but could choose to do so in the future. ITEMÂ 4.CONTROLS AND PROCEDURESEvaluation of Disclosure Controls and ProceduresWe carried out an evaluation required by RuleÂ 13aÂ â€“ 15(b)Â of the Exchange Act under the supervision and with the participation of 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 RuleÂ 13a-15(e)Â of the Exchange Act, as of the end of the period covered by this report.Disclosure controls and procedures provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rulesÂ and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods 20 Table of Contentsspecified in the SECâ€™s rulesÂ and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.Changes in Internal Control Over Financial ReportingDuring the most recent fiscal quarter, no change has occurred in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.Inherent Limitations on Internal ControlsOur disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives as specified above. Management does not expect, however, that our disclosure controls and procedures will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been or will be detected.PARTÂ II. OTHER INFORMATIONITEMÂ 1.LEGAL PROCEEDINGSThe information set forth under the caption â€œLegal Mattersâ€ in â€œNoteÂ 6Â â€“ Commitments and Contingenciesâ€ of the NotesÂ to Consolidated Financial Statements (Unaudited), included in PartÂ I, ItemÂ 1A of this report, is incorporated herein by reference. For an additional discussion of certain risks associated with legal proceedings, see the section below entitled â€œRisk Factorsâ€ included in PartÂ II, ItemÂ 1A of this report.ITEMÂ 1A.Â Â Â Â Â Â Â Â Â Â Â Â Â RISK FACTORSOur business is subject to a number of risks which are summarized and then discussed in more detail below. Other risks are presented elsewhere in this report and in our other filings with the SEC. You should consider carefully the following risks in addition to the other information contained in this report and our other filings with the SEC, including our subsequent reports on Forms 10-Q and 8-K, and any amendments thereto, before deciding to buy, sell or hold our common stock. If any of the following known or unknown risks or uncertainties actually occurs with material adverse effects on us, our business, financial condition, results of operations and/or liquidity could be seriously harmed. In that event, the market price for our common stock will likely decline and you may lose all or part of your investment. You should not interpret the disclosure of a risk to imply that such risk has not already materialized.Risk Factors SummaryOur business and industry are subject to a number of risks that could adversely affect our business, financial condition and operating results. These risks are discussed in more detail below and include, but are not limited to, risks related to the following:Risks Related To Our Operationsâ—We are dependent upon relationships with suppliers in Taiwan and China for the majority of our products.â—We depend on third-party delivery services, both inbound and outbound, to deliver our products to our distribution centers and customers, and any increases in the fees could adversely affect our financial condition.â—Higher wage costs due to changes in federal and state minimum wage laws could adversely affect our business.â—If commodity prices such as fuel, plastic and steel increase, our margins may be negatively impacted.â—Purchasers of aftermarket auto parts may not choose to shop online.â—Shifting online consumer behavior of purchasers of aftermarket auto parts.21 Table of Contentsâ—If hosts of third-party marketplaces limit our access, we could lose a substantial portion of our revenues. â—During the second quarter of 2024, we recorded a net loss, and it is possible that net losses could continue in the future.â—Our operations are restricted by our Credit Agreement, and our ability to borrow funds under our Credit Facility is subject to a borrowing base.â—If our assets become impaired, we may be required to record a significant charge to earnings.â—We are highly dependent upon key suppliers.â—Inability to manage the challenges associated with our international operations.â—If our fulfillment operations are interrupted for any significant period of time, our sales could decline.â—We face intense competition and operate in an industry with limited barriers to entry.â—Failure to offer a broad selection of products at competitive prices or to maintain sufficient inventory.â—We rely on key personnel and may need additional personnel for the success and growth of our business.â—In the future, our business could be adversely affected by the effects from a prolonged COVID-19 outbreak or another pandemic.â—As a result of our international operations, we have foreign exchange risk.â—Our product catalog database could be stolen, misappropriated or damaged, or a competitor might create a substantially similar catalog without infringing our rights.â—Economic conditions have had, and may continue to have, an adverse effect on the demand for aftermarket auto parts and could adversely affect our sales and operating results. â—The seasonality of our business places increased strain on our operations.â—Vehicle miles driven have fluctuated and may decrease.â—We may be required to collect and pay more sales taxes, and possibly for other fees and penalties.â—Our ability to use net operating loss carryforwards to offset future income may be limited.â—Our estimate of the size of our addressable market may prove to be inaccurate.Regulatory And Litigation Risksâ—Possible new tariffs that might be imposed by the United States government.â—We face exposure to product liability lawsuits.â—Failure to comply with privacy laws and regulations and failure to adequately protect customer data.â—The regulatory framework is constantly evolving, and privacy concerns could adversely affect our business.â—Challenges by original equipment manufacturers (â€œOEMsâ€) to the validity of the auto parts industry and claims of intellectual property infringement.â—Inability to protect our intellectual property rights.â—We could incur substantial judgments, fines, legal fees and other costs relating to litigation matters or certain laws and governmental regulations.â—Changes in tax laws or regulations that are applied adversely to us or our customers.â—Existing or future government regulation could expose us to liabilities and costly changes in our business.â—We may be affected by global climate change or by legal, regulatory, or market responses to such change.22 Table of Contentsâ—Potential impact from future regulation related to environmental, social and governance (â€œESGâ€) matters. Risks Related To Our Use Of Technologyâ—We depend on search engines and other online sources to attract visitors to our websites and marketplace channels, and the ability to attract and convert them into customers in a cost-effective manner.â—We rely on bandwidth and data center providers, and any failure or interruption in the services provided could disrupt our business and cause us to lose customers.â—Security threats, such as ransomware attacks, to our IT infrastructure could expose us to liability, business interruption and significant damages, and may damage our reputation and business.â—Dependence on open-source software could expose us to uncertainty and potential liability.â—System failures could prevent access to our websites which could reduce our net sales and harm our reputation.â—Problems with the design, updating, integration or implementation of our IT systems could interfere with our business and operations.â—Inability to respond to technological change causing our websites to become obsolete.â—Use of social media may adversely impact our reputation or subject us to fines or other penalties.Risks Related To Our Capital Stockâ—Our common stock price may continue to be volatile, which may result in losses to our stockholders.â—Our future operating results may fluctuate and may fail to meet market expectations.â—Failure to maintain an effective system of internal control over financial reporting or comply with SectionÂ 404 of the Sarbanes-Oxley Act of 2002 could cause our stock price to decline.â—Our charter documents could deter a takeover effort, which could inhibit your ability to receive an acquisition premium for your shares.â—We do not intend to pay dividends on our common stock.â—We cannot guarantee that our share repurchase program will enhance shareholder value and share repurchases could affect the price of our common stock.â—Future capital raises may dilute our existing stockholdersâ€™ ownership.Risks Related To Our OperationsWe are dependent upon relationships with suppliers in Taiwan and China for the majority of our products, which exposes us to complex regulatory regimes and logistical challenges.We acquire a majority of our products from manufacturers and distributors located in Taiwan and China. We do not have any long-term contracts or exclusive agreements with our foreign suppliers that would ensure our ability to acquire the types and quantities of products we desire at acceptable prices and in a timely manner or that would allow us to rely on customary indemnification protection with respect to any third-party claims similar to some of our U.S. suppliers.In addition, because many of our suppliers are outside of the United States, additional factors could interrupt our relationships or affect our ability to acquire the necessary products on acceptable terms, including:â—political, social and economic instability and the risk of war or other international incidents in Asia, Europe, or abroad, including, but not limited to, the effects of disputes between China and Taiwan and Russiaâ€™s invasion of Ukraine;23 Table of Contentsâ—fluctuations in foreign currency exchange rates that may increase our cost of products;â—imposition of duties, taxes, tariffs or other charges on imports;â—difficulties in complying with import and export laws, regulatory requirements and restrictions;â—natural disasters and public health emergencies, such as the COVID-19 pandemic or other future pandemics, impacting countries from which we purchase product;â—import shipping delays resulting from foreign or domestic labor shortages, slow-downs, or stoppage;â—the failure of local laws to provide a sufficient degree of protection against infringement of our intellectual property; â—imposition of new legislation relating to import quotas or other restrictions that may limit the quantity of our product that may be imported into the U.S. from countries or regions where we do business;â—financial or political instability in any of the countries in which our product is manufactured;â—potential recalls or cancellations of orders for any product that does not meet our quality standards;â—disruption of imports by labor disputes or strikes and local business practices;â—political or military conflict involving the U.S. or any country in which our suppliers are located, which could cause a delay in the transportation of our products, an increase in transportation costs and additional risk to product being damaged and delivered on time;â—heightened terrorism security concerns, which could subject imported goods to additional, more frequent or more thorough inspections, leading to delays in deliveries or impoundment of goods for extended periods;â—inability of our non-U.S. suppliers to obtain adequate credit or access liquidity to finance their operations; andâ—our ability to enforce any agreements with our foreign suppliers.For example, during the first quarter of 2018, the United States Customs and Border Protection (â€œCBPâ€) imposed an enhanced bonding requirement on the Company at a level equivalent to three times the commercial invoice value of each shipment. While the Company had been granted relief removing the bonding requirement, CBP may impose other requirements on the Company which would make it more difficult or more expensive for the Company to import products. If we were unable to import products from China and Taiwan or were unable to import products from China and Taiwan in a cost-effective manner, we could suffer irreparable harm to our business and be required to significantly curtail our operations, file for bankruptcy or cease operations.From time to time, we may also have to resort to administrative and court proceedings to enforce our legal rights with foreign suppliers. However, it may be more difficult to evaluate the level of legal protection we enjoy in Taiwan and China and the corresponding outcome of any administrative or court proceedings than in comparison to our suppliers in the United States. 24 Table of ContentsWe depend on third-party delivery services, for both inbound and outbound shipping, to deliver our products to our distribution centers and subsequently to our customers on a timely and consistent basis, and any deterioration in our relationship with any one of these third parties or increases in the fees that they charge could harm our reputation and adversely affect our business and financial condition.We rely on third parties for the shipment of our products, both inbound and outbound shipping logistics, and we cannot be sure that these relationships will continue on terms favorable to us, or at all. Shipping costs have increased from time to time, and may continue to increase due to inflation or other reasons, and we may not be able to pass these costs directly to our customers. Any increased shipping costs could harm our business, prospects, financial condition and results of operations by increasing our costs of doing business and reducing gross margins which could negatively affect our operating results. In addition, we utilize a variety of shipping methods for both inbound and outbound logistics. For inbound logistics, we rely on trucking and ocean carriers and any increases in fees that they charge could adversely affect our business and financial condition. For outbound logistics, we rely on â€˜â€˜Less-than-Truckloadâ€™â€™ (â€˜â€˜LTLâ€™â€™) and parcel freight based upon the product and quantities being shipped and customer delivery requirements. These outbound freight costs have increased on a year-over-year basis and may continue to increase in the future. We also ship a number of oversized auto parts which may trigger additional shipping costs by third-party delivery services. Any increases in fees or any increased use of LTL would increase our shipping costs which could negatively affect our operating results.In addition, if our relationships with these third parties are terminated or impaired, or if these third parties are unable to deliver products for us, whether due to labor shortage, slow down or stoppage, deteriorating financial or business condition, responses to terrorist attacks or for any other reason, we would be required to use alternative carriers for the shipment of products to our customers. Changing carriers could have a negative effect on our business and operating results due to reduced visibility of order status and package tracking and delays in order processing and product delivery, and we may be unable to engage alternative carriers on a timely basis, upon terms favorable to us, or at all.Higher wage costs due to changes in federal and state minimum wage laws, or due to unstable market conditions, could adversely affect our business.â€‹Changes in federal and stateÂ minimum wage laws and other laws relating to employee benefits could cause us to incur additional wage and benefit costs. Increased labor costs brought about by changes in minimum wage laws, inflation, other regulations or prevailing market conditions could increase our expenses and have an adverse impact on our profitability.â€‹If commodity prices such as fuel, plastic and steel increase, our margins may be negatively impacted.Our third-party delivery services have increased fuel surcharges from time to time, and such increases negatively impact our margins, as we are generally unable to pass all of these costs directly to consumers. Increasing prices in the component materials for the parts we sell may impact the availability, the quality and the price of our products, as suppliers search for alternatives to existing materials and increase the prices they charge. We cannot ensure that we can recover all the increased costs through price increases, and our suppliers may not continue to provide the consistent quality of product as they may substitute lower cost materials to maintain pricing levels, all of which may have a negative impact on our business and results of operations.Purchasers of aftermarket auto parts may not choose to shop online, which would prevent us from acquiring new customers who are necessary to the growth of our business.The online market for aftermarket auto parts is less developed than the online market for many other business and consumer products, and currently represents only a small part of the overall aftermarket auto parts market. Our success will depend in part on our ability to attract new customers and to convert customers who have historically purchased 25 Table of Contentsauto parts through traditional retail and wholesale operations. Specific factors that could discourage or prevent prospective customers from purchasing from us include:â—concerns about buying auto parts without face-to-face interaction with sales personnel;â—the inability to physically handle, examine and compare products;â—delivery time associated with Internet orders;â—concerns about the security of online transactions and the privacy of personal information;â—delayed shipments or shipments of incorrect or damaged products;â—increased shipping costs; andâ—the inconvenience associated with returning or exchanging items purchased online.If the online market for auto parts does not gain widespread acceptance, our sales may decline and our business and financial results may suffer.Shifting online consumer behavior of purchasers of aftermarket auto parts could adversely impact our financial results and the growth of our business.Shifting consumer behavior indicates that our customers are becoming more inclined to shop for aftermarket auto parts through their mobile devices. Mobile customers exhibit different behaviors than our more traditional desktop based eCommerce customers. User sophistication and technological advances have increased consumer expectations around the user experience on mobile devices, including speed of response, functionality, product availability, security, and ease of use. If we are unable to continue to adapt our mobile device shopping experience from desktop based online shopping in ways that improve our customerâ€™s mobile experience and increase the engagement of our mobile customers our sales may decline and our business and financial results may suffer.In addition, recent trends indicate that customers may be more inclined to shop for aftermarket auto parts through marketplace websites such as Amazon and eBay as opposed to purchasing parts through eCommerce channels. Any mix shift in sales to marketplace channels or increase in associated commissions and costs, could result in lower gross margins, and as a result, our business and financial results may suffer.If the hosts of third-party marketplaces limit our access to such marketplaces, our operations and financial results will be adversely affected. Third-party marketplaces account for a significant portion of our revenues. Our sales on third-party marketplaces (including eBay and Amazon) represented a combined 35.8% of total sales in the twenty-six weeks ended June 29, 2024. We anticipate that sales of our products on third-party marketplaces will continue to account for a significant portion of our revenues. In the future, the loss of access to these third-party marketplaces, or any significant cost increases from operating on the marketplaces, could significantly reduce our revenues, and the success of our business depends partly on continued access to these third-party marketplaces. Our relationships with our third-party marketplace providers could deteriorate as a result of a variety of factors, such as if they become concerned about our ability to deliver quality products on a timely basis or to protect a third-partyâ€™s intellectual property. In addition, third-party marketplace providers could prohibit our access to these marketplaces if we are not able to meet the applicable required terms of use. Loss of access to a marketplace channel could result in lower sales, and as a result, our business and financial results may suffer. During the second quarter of 2024, we recorded a net loss, and our net losses may continue in the future.If our net losses continue in the future, they could severely impact our liquidity, as we may not be able to provide positive cash flows from operations in order to meet our working capital requirements. We may need to borrow 26 Table of Contentsadditional funds from our Credit Facility, which under certain circumstances may not be available, sell additional assets or seek additional equity or additional debt financing in the future. In such case, there can be no assurance that we would be able to raise such additional financing or engage in such asset sales on acceptable terms, or at all. If our net losses were to continue, and if we are not able to raise adequate additional financing or proceeds from asset sales to continue to fund our ongoing operations, we will need to defer, reduce or eliminate significant planned expenditures, restructure or significantly curtail our operations, file for bankruptcy or cease operations.Our operations are restricted by our Credit Agreement, and our ability to borrow funds under our Credit Facility is subject to a borrowing base.We maintain a Credit Facility that provides for, among other things, a revolving commitment in an aggregate principal amount of up to $75,000 subject to a borrowing base derived from certain of our receivables, inventory and property and equipment. Our Credit Facility also provides for an option to increase the aggregate principal amount from $75,000 to $150,000, subject to certain terms and conditions. Our Credit Agreement includes a number of restrictive covenants. These covenants could impair our financing and operational flexibility and make it difficult for us to react to market conditions and satisfy our ongoing capital needs and unanticipated cash requirements. Specifically, such covenants restrict our ability and, if applicable, the ability of our subsidiaries to, among other things:â—incur additional debt;â—make certain investments and acquisitions;â—enter into certain types of transactions with affiliates;â—use assets as security in other transactions;â—pay dividends on our capital stock or repurchase our equity interests;â—sell certain assets or merge with or into other companies;â—guarantee the debts of others;â—enter into new lines of business;â—pay or amend our subordinated debt; andâ—form any subsidiary investments.In addition, our Credit Facility is subject to a borrowing base derived from certain of our receivables, inventory, property and equipment. In the event that components of the borrowing base are adversely affected for any reason, including adverse market conditions or downturns in general economic conditions, we could be restricted in the amount of funds we can borrow under the Credit Facility. Furthermore, in the event that components of the borrowing base decrease to a level below the amount of loans then-outstanding under the Credit Facility, we could be required to immediately repay loans to the extent of such shortfall. If any of these events were to occur, it could severely impact our liquidity and capital resources, limit our ability to operate our business and could have a material adverse effect on our financial condition and results of operations.Under certain circumstances, our Credit Agreement may also require us to satisfy a financial covenant, which could limit our ability to react to market conditions or satisfy extraordinary capital needs and could otherwise impact our liquidity and capital resources, restrict our financing and have a material adverse effect on our results of operations.Our ability to comply with the covenants and other terms of our debt obligations will depend on our future operating performance. If we are unable to satisfy the financial covenants and tests at any time and unable to obtain waivers from our lenders with respect to such requirements, we may not be able to borrow under the Credit Facility or 27 Table of Contentsmay be required to immediately repay loans under the Credit Facility, and our liquidity and capital resources and ability to operate our business could be severely impacted, which would have a material adverse effect on our financial condition and results of operations. In those events, we may need to sell assets or seek additional equity or additional debt financing or attempt to modify our existing Credit Agreement. There can be no assurance that we would be able to raise such additional financing or engage in such asset sales on acceptable terms, or at all, or that we would be able to modify our existing Credit Agreement.While we did not have any outstanding revolver loan debt under our Credit Agreement as of June 29, 2024, we may have outstanding revolver loan debt in the future. Any outstanding indebtedness would have important consequences, including the following:â—we would have to dedicate a portion of our cash flow to making payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions or other general corporate purposes;â—certain levels of indebtedness may make us less attractive to potential acquirers or acquisition targets;â—certain levels of indebtedness may limit our flexibility to adjust to changing business and market conditions, and make us more vulnerable to downturns in general economic conditions as compared to competitors that may be less leveraged; andâ—as described in more detail above, the documents providing for our indebtedness contain restrictive covenants that may limit our financing and operational flexibility.Furthermore, our ability to satisfy our debt service obligations depends, among other things, upon fluctuations in interest rates, our future operating performance and ability to refinance indebtedness when and if necessary. These factors depend partly on economic, financial, competitive and other factors beyond our control. In addition, borrowings under our revolver use a SOFR as one benchmark for establishing the interest rate.We may not be able to generate sufficient cash from operations to meet our debt service obligations as well as fund necessary capital expenditures and general operating expenses. In addition, if we need to refinance our debt, or obtain additional debt financing or sell assets or equity to satisfy our debt service obligations, we may not be able to do so on commercially reasonable terms, if at all. If this were to occur, we may need to defer, reduce or eliminate significant planned expenditures, restructure or significantly curtail our operations, file for bankruptcy or cease operations. The Companyâ€™s outstanding letters of credit balance as of June 29, 2024 was $680, and we had $0 of our trade letters of credit outstanding in accounts payable in our consolidated balance sheet.If our long-lived assets become impaired, we may be required to record a significant charge to earnings.We review our long-lived assets for impairment annually, or when events or changes in circumstances indicate the carrying value may not be recoverable. Factors that may be considered are changes in circumstances indicating that the carrying value of our assets may not be recoverable, including a decrease in future cash flows. Should the review indicate that the carrying value is not fully recoverable, the amount of the impairment loss is determined by comparing the carrying value to the estimated fair value. Therefore, we may be required to record a significant charge to earnings in our consolidated financial statements during the period in which any impairment of our long-lived assets is determined, resulting in an adverse impact on our results of operations.We are highly dependent upon key suppliers and an interruption in such relationships or our ability to obtain parts from such suppliers could adversely affect our business and results of operations.Our top ten suppliers represented approximately 51% of our total product purchases during the twenty-six weeks ended June 29, 2024. Our ability to acquire products from our suppliers in amounts and on terms acceptable to us is dependent upon a number of factors that could affect our suppliers and which are beyond our control. For example, financial or operational difficulties that some of our suppliers may face could result in an increase in the cost of the products we purchase from them. If we do not maintain our relationships with our existing suppliers or develop 28 Table of Contentsrelationships with new suppliers on acceptable commercial terms, we may not be able to continue to offer a broad selection of merchandise at competitive prices and, as a result, we could lose customers and our sales could decline.For a number of the products that we sell, we outsource the distribution and fulfillment operation and are dependent on certain drop-ship suppliers to manage inventory, process orders and distribute those products to our customers in a timely manner. For the twenty-six weeks ended June 29, 2024, our product purchases from three drop-ship suppliers represented approximately 12% of our total product purchases. Because we outsource to suppliers a number of these traditional retail functions relating to those products, we have limited control over how and when orders are fulfilled. We also have limited control over the products that our suppliers purchase or keep in stock. Our suppliers may not accurately forecast the products that will be in high demand or they may allocate popular products to other resellers, resulting in the unavailability of certain products for delivery to our customers. Any inability to offer a broad array of products at competitive prices and any failure to deliver those products to our customers in a timely and accurate manner may damage our reputation and brand and could cause us to lose customers and our sales could decline.In addition, the increasing consolidation among auto parts suppliers may disrupt or end our relationship with some suppliers, result in product shortages and/or lead to less competition and, consequently, higher prices. Furthermore, as part of our routine business, suppliers extend credit to us in connection with our purchase of their products. In the future, our suppliers may limit the amount of credit they are willing to extend to us in connection with our purchase of their products. If this were to occur, it could impair our ability to acquire the types and quantities of products that we desire from the applicable suppliers on acceptable terms, severely impact our liquidity and capital resources, limit our ability to operate our business and could have a material adverse effect on our financial condition and results of operations.If we are unable to manage the challenges associated with our international operations, the growth of our business could be limited and our business could suffer.We maintain international business operations in the Philippines. This international operation includes development and maintenance of our websites, our main call center, and sales and back office support services. We are subject to a number of risks and challenges that specifically relate to our international operations. Our international operations may not be successful if we are unable to meet and overcome these challenges, which could limit the growth of our business and may have an adverse effect on our business and operating results. These risks and challenges include:â—difficulties and costs of staffing and managing foreign operations, including any impairment to our relationship with employees caused by a reduction in force;â—restrictions imposed by local labor practices and laws on our business and operations;â—exposure to different business practices and legal standards;â—unexpected changes in regulatory requirements;â—the imposition of government controls and restrictions;â—political, social and economic instability and the risk of war, terrorist activities or other international incidents;â—the failure of telecommunications and connectivity infrastructure;â—natural disasters and public health emergencies;â—potentially adverse tax consequences; andâ—fluctuations in foreign currency exchange rates and relative weakness in the U.S. dollar.29 Table of ContentsIf our fulfillment operations are interrupted for any significant period of time or are not sufficient to accommodate increased demand, our sales could decline and our reputation could be harmed.Our success depends on our ability to successfully receive and fulfill orders and to promptly deliver our products to our customers. The majority of orders for our auto parts products are filled from our inventory in our distribution centers, where all our inventory management, packaging, labeling and product return processes are performed. Increased demand and other considerations may require us to expand our distribution centers or transfer our fulfillment operations to larger or other facilities in the future. If we do not successfully expand our fulfillment capabilities in response to increases in demand, our sales could decline.In addition, our distribution centers are susceptible to damage or interruption from human error, fire, flood, power loss, telecommunications failures, terrorist attacks, acts of war, break-ins, earthquakes and similar events. We do not currently maintain back-up power systems at our fulfillment centers. We do not presently have a formal disaster recovery plan and our business interruption insurance may be insufficient to compensate us for losses that may occur in the event operations at our fulfillment center are interrupted. In addition, alternative arrangements may not be available, or if they are available, may increase the cost of fulfillment. Any interruptions in our fulfillment operations for any significant period of time, including interruptions resulting from the expansion of our existing facilities or the transfer of operations to a new facility, could damage our reputation and brand and substantially harm our business and results of operations.We face intense competition and operate in an industry with limited barriers to entry, and some of our competitors may have greater resources than us and may be better positioned to capitalize on the growing eCommerce auto parts market.The auto parts industry is competitive and highly fragmented, with products distributed through multi-tiered and overlapping channels. We compete with both online and offline retailers who offer OEM and aftermarket auto parts to either the DIY or Do-It-For-Me (â€œDIFMâ€) customer segments. Current or potential competitors include the following:â—national auto parts retailers such as Advance Auto Parts, AutoZone, Napa Auto Parts, CarQuest, Oâ€™Reilly Automotive and Pep Boys;â—large online marketplaces such as Amazon and eBay;â—other online retailers of automotive products websites;â—local independent retailers or niche auto parts online retailers;â—wholesale aftermarket auto parts distributors such as LKQ Corporation; andâ—manufacturers, brand suppliers and other distributors selling online directly to customers.Barriers to entry are low, and current and new competitors can launch websites at a relatively low cost. Many of our current and potential competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing, technical, management and other resources than we do. For example, in the event that online marketplace companies such as Amazon or eBay, who have larger customer bases, greater brand recognition and significantly greater resources than we do, focus more of their resources on competing in the aftermarket auto parts market, it could have a material adverse effect on our business and results of operations. In addition, some of our competitors have used and may continue to use aggressive pricing tactics and devote substantially more financial resources to website and system development than we do. We expect that competition will further intensify in the future as Internet use and online commerce continue to grow worldwide. Increased competition may result in reduced sales, lower operating margins, reduced profitability, loss of market share and diminished brand recognition.Additionally, we have experienced significant competitive pressure from certain of our suppliers who are now selling their products directly to customers. Since our suppliers have access to merchandise at very low costs, they can 30 Table of Contentssell products at lower prices and maintain higher gross margins on their product sales than we can. Our financial results have been negatively impacted by direct sales from our suppliers to our current and potential customers, and our total number of orders and average order value may decline due to increased competition. Continued competition from our suppliers may also continue to negatively impact our business and results of operations, including through reduced sales, lower operating margins, reduced profitability, loss of market share and diminished brand recognition. We have implemented and will continue to implement several strategies to attempt to overcome the challenges created by our suppliers selling directly to our customers and potential customers, including optimizing our pricing, continuing to increase our mix of house brands products and improving our websites, which may not be successful. If these strategies are not successful, our operating results and financial conditions could be materially and adversely affected.If we fail to offer a broad selection of products at competitive prices or fail to maintain sufficient inventory to meet customer demands, our revenue could decline.In order to expand our business, we must successfully offer, on a continuous basis, a broad selection of auto parts that meet the needs of our customers, including by being the first to market with new SKUs. Our auto parts are used by consumers for a variety of purposes, including repair, performance, improved aesthetics and functionality. In addition, to be successful, our product offerings must be broad and deep in scope, competitively priced, well-made, innovative and attractive to a wide range of consumers. We cannot predict with certainty that we will be successful in offering products that meet all of these requirements. Moreover, even if we offer a broad selection of products at competitive prices, we must maintain sufficient in-stock inventory to meet consumer demand. If our product offerings fail to satisfy our customersâ€™ requirements or respond to changes in customer preferences or we otherwise fail to maintain sufficient in-stock inventory, our revenue could decline.We rely on key personnel and may need additional personnel for the success and growth of our business.Our business is largely dependent on the personal efforts and abilities of highly skilled executive, technical, managerial, merchandising, marketing, and call center personnel. Competition for such personnel is intense, and we cannot assure that we will be successful in attracting and retaining such personnel. The loss of any key employee or our inability to attract or retain other qualified employees could harm our business and results of operations.A prolonged future outbreak from COVID-19, or another pandemic and its effects, potentially could adversely affect future years. â€‹The COVID-19 pandemic has had, and may continue to have, negative impacts on economic conditions in the United States and worldwide. A public health pandemic, such as the COVID-19 pandemic, may negatively impact our business, distribution centers, customers, suppliers, employees and third-party shipping providers. We have incurred in the past, and may in the future incur, additional freight and container costs and may also continue to incur increased costs relating to workforce shortages, overtime charges, and detention costs at one or more of our distribution center. Prolonged effects of COVID-19, or a future pandemic, could also potentially disrupt our operations through, but not limited to, shipping container shortages, transportation delays, and changes in our operating procedures, including the need for additional cleaning and safety protocols.â€‹As a result of our international operations, we have foreign exchange risk.Our purchases of auto parts from our Asian suppliers are denominated in U.S. dollars; however, a change in the foreign currency exchange rates could impact our product costs over time. Our financial reporting currency is the U.S.Â dollar and changes in exchange rates significantly affect our reported results and consolidated trends. For example, if the U.S.Â dollar weakensÂ year-over-year relative to currencies in our international locations, our consolidated gross profit and operating expenses would be higher than if currencies had remained constant. Similarly, our operating expenses in the Philippines are generally paid in Philippine Pesos, and as the exchange rate fluctuates, it could adversely impact our operating results.31 Table of ContentsIf our product catalog database is stolen, misappropriated or damaged, or if a competitor is able to create a substantially similar catalog without infringing our rights, then we may lose an important competitive advantage.We have invested significant resources and time to build and maintain our product catalog, which is maintained in the form of an electronic database, which maps SKUs to relevant product applications based on vehicle makes, models andÂ years. We believe that our product catalog provides us with an important competitive advantage in both driving traffic to our websites and converting that traffic to revenue by enabling customers to quickly locate the products they require. We cannot assure you that we will be able to protect our product catalog from unauthorized copying or theft or that our product catalog will continue to operate adequately, without any technological challenges. In addition, it is possible that a competitor could develop a catalog or database that is similar to or more comprehensive than ours, without infringing our rights. In the event our product catalog is damaged or is stolen, copied or otherwise replicated to compete with us, whether lawfully or not, we may lose an important competitive advantage and our business could be harmed.Economic conditions have had, and may continue to have, an adverse effect on the demand for aftermarket auto parts and could adversely affect our sales and operating results.We sell aftermarket auto parts consisting of replacement parts, hard parts, and performance parts. Demand for our products has been and may continue to be adversely affected by general economic conditions, unemployment levels, inflation, rising interest rates from the U.S. Federal Reserve as a response to inflation, or other heightened cost pressures on consumers. In declining economies, consumers often defer regular vehicle maintenance and may forego purchases of nonessential performance and accessories products, which can result in a decrease in demand for auto parts in general. Consumers also defer purchases of new vehicles, which immediately impacts performance parts and accessories, which are generally purchased in the first sixÂ months of a vehicleâ€™s lifespan. In addition, during economic downturns some competitors may become more aggressive in their pricing practices, which would adversely impact our gross margin and could cause large fluctuations in our stock price. Certain suppliers may exit the industry which may impact our ability to procure parts and may adversely impact gross margin as the remaining suppliers increase prices to take advantage of limited competition.The seasonality of our business places increased strain on our operations.Our business is somewhat seasonal in nature.Â It includes many categories, geographies, and channels which may experience seasonality from time to time based on various external factors. Additionally, seasonality may affect our product mix. We also have experienced increased demand following the issuance of tax rebates by the government. These historical seasonality trends could continue, and such trends may have a material impact on our financial condition and results of operations in subsequent periods.Â If we do not stock or restock popular products in sufficient amounts such that we fail to meet increased customer demand, it could significantly affect our revenue and our future growth. Likewise, if we overstock products in anticipation of increased demand, we may be required to take significant inventory markdowns or write-offs and incur commitment costs, which could reduce profitability.Vehicle miles driven, vehicle accident rates and insurance companiesâ€™ willingness to accept a variety of types of replacement parts in the repair process have fluctuated and may decrease, which could result in a decline of our revenues and negatively affect our results of operations.We and our industry depend on the number of vehicle miles driven, vehicle accident rates and insurance companiesâ€™ willingness to accept a variety of types of replacement parts in the repair process. Decreased miles driven reduce the number of accidents and corresponding demand for crash parts, and reduce the wear and tear on vehicles with a corresponding reduction in demand for vehicle repairs and replacement or hard parts. If consumers were to drive less in the future and/or accident rates were to decline, as a result of higher gas prices, increased use of ride-shares, the advancement of driver assistance technologies, or otherwise, our sales may decline and our business and financial results may suffer.32 Table of ContentsWe may be required to collect and pay more sales taxes, and could become liable for other fees and penalties, which could have an adverse effect on our business.Following the Supreme Court decision in South Dakota v. Wayfair (â€œWayfairâ€), online sellers can be required to collect sales tax in any state which passes legislation requiring out of state retailers to collect sales tax even where they have no physical nexus. In response to Wayfair, or otherwise, state or local governments and taxing authorities may adopt, or begin to enforce, laws requiring us to calculate, collect and remit taxes on sales in their jurisdictions, which could harm our business and results of operations.Moreover, if we fail to collect and remit or pay required sales or other taxes in a jurisdiction, or qualify or register to do business in a jurisdiction that requires us to do so or if we have failed to do so in the past, we could face material liabilities for taxes, fees, interest and penalties. If we are unable to substantially utilize our net operating loss (â€œNOLsâ€) carry-forwards, our financial results may be adversely affected, and protections implemented by us to preserve our NOLs may have unintended anti-takeover effects.As of June 29, 2024, our NOL carryforwards for federal and state were $102,164 and $84,057, respectively. In order to preserve our substantial tax assets associated with the NOLs and built-in-losses under Section 382 of the Internal Revenue Code, we adopted a Tax Benefits Preservation Agreement (â€œRights Agreementâ€). Under Section 382 of the Internal Revenue Code, a corporation that undergoes an â€œownership changeâ€ may be subject to limitations on its ability to utilize its pre-change NOLs to offset future taxable income. In general, an ownership change occurs if the aggregate stock ownership of certain stockholders (generally 5% stockholders, applying certain look-through and aggregation rules) increases by more than 50% over such stockholdersâ€™ lowest percentage ownership during the testing period (generally three years). Purchases of our common stock in amounts greater than specified levels, which will be beyond our control, could create a limitation on our ability to utilize our NOLs for tax purposes in the future. The Rights Agreement is intended to impose certain ownership limitations to prevent the purchase of our common stock in amounts that could jeopardize our ability to utilize our NOLs. While we entered into the Rights Agreement in order to preserve our NOLs, the Rights Agreement could inhibit acquisitions of significant stake in us and may prevent a change in our control. As a result, the Rights Agreement may have an â€œanti-takeoverâ€ effect. Similarly, the limits on the amount of common stock that a stockholder may own may make it more difficult for stockholders to replace current management or members of the board of directors. Although we have taken steps intended to preserve our ability to utilize our NOLs, including the adoption of the Rights Agreement, such efforts may not be successful.This and other limitations imposed on our ability to utilize NOLs could cause U.S. federal and state income taxes to be paid earlier than they would be paid if such limitations were not in effect and could cause such NOLs to expire unused, in each case reducing or eliminating the benefit of such NOLs. For example, if and when we seek to apply our NOL carry-forwards to reduce our tax liability, we will have the burden of proof with respect to the losses we incurred â€”in some cases up to 20 years ago. We may not meet our burden of proof if these records are difficult to locate or otherwise are unavailable, which could diminish the value of the available NOL carry-forwards. Furthermore, we may not be able to generate sufficient taxable income to utilize our NOLs before they expire. If any of these events occur, we may not derive some or all of the expected benefits from our NOLs. In addition, at the state level there may be periods during which the use of NOLs is suspended or otherwise limited, which would accelerate or may permanently increase state taxes owed.Our estimate of the size of our addressable market may prove to be inaccurate.â€‹Data for retail sales of auto products is collected for most, but not all channels, and as a result, it is difficult to estimate the size of the market and predict the rate at which the market for our products will grow, if at all. While our market size estimate was made in good faith and is based on assumptions and estimates we believe to be reasonable, this estimate may not be accurate. If our estimates of the size of our addressable market are not accurate, our potential for future growth may be less than we currently anticipate, which could have a material adverse effect on our business, financial condition, and results of operations.â€‹33 Table of ContentsRegulatory and Litigation RisksPossible new tariffs that might be imposed by the United States government could have a material adverse effect on our results of operations.â€‹Changes in U.S. and foreign governmentsâ€™ trade policies have resulted in, and may continue to result in, tariffs on imports into and exports from the U.S., among other restrictions. Throughout 2018 and 2019, the U.S. imposed tariffs on imports from several countries, including China. If further tariffs are imposed on imports of our products, or retaliatory trade measures areÂ taken by China or other countries in response to existing or future tariffs, we could be forced to raise prices on all of our imported products or make changes to our operations, any of which could materially harm our revenue or operating results. Any additional future tariffs or quotas imposed on our products or related materials may impact our sales, gross margin and profitability if we are unable to pass increased prices onto our customers. â€‹We face exposure to product liability lawsuits.The automotive industry in general has been subject to a large number of product liability claims due to the nature of personal injuries that result from car accidents or malfunctions. As a distributor of auto parts, including parts obtained overseas, we could be held liable for the injury or damage caused if the products we sell are defective or malfunction regardless of whether the product manufacturer is the party at fault. While we carry insurance against product liability claims, if the damages in any given action were high or we were subject to multiple lawsuits, the damages and costs could exceed the limits of our insurance coverage or prevent us from obtaining coverage in the future. If we were required to pay substantial damages as a result of these lawsuits, it may seriously harm our business and financial condition. Even defending against unsuccessful claims could cause us to incur significant expenses and result in a diversion of managementâ€™s attention. In addition, even if the money damages themselves did not cause substantial harm to our business, the damage to our reputation and the brands offered on our websites could adversely affect our future reputation and our brand, and could result in a decline in our net sales and profitability.Failure to comply with privacy laws and regulations and failure to adequately protect customer data could harm our business, damage our reputation and result in a loss of customers.Federal and state and regulations may govern the collection, use, sharing and security of data that we receive from our customers. In addition, we have and post on our websites our own privacy policies and practices concerning the collection, use and disclosure of customer data. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any data-related consent orders, U.S. Federal Trade Commission requirements or other federal, state or international privacy-related laws and regulations could result in proceedings or actions against us by governmental entities or others, which could potentially harm our business. Further, failure or perceived failure to comply with our policies or applicable requirements related to the collection, use or security of personal information or other privacy-related matters could damage our reputation and result in a loss of customers.The regulatory framework for data privacy is constantly evolving, and privacy concerns could adversely affect our operating results.â€‹The regulatory framework for privacy issues is currently evolving and is likely to remain uncertain for the foreseeable future. The occurrence of unanticipated events often rapidly drives the adoption of legislation or regulation affecting the use of data and the way we conduct our business; in fact, there are active discussions among U.S. legislators around adoption of a new U.S. federal privacy law. Restrictions could be placed upon the collection, management, aggregation and use of information, which could result in a material increase in the cost of collecting and maintaining certain kinds of data. In June of 2018, California enacted the California Consumer Privacy Act (the â€œCCPAâ€), which took effect on JanuaryÂ 1, 2020. The CCPAÂ gives consumers the right to request disclosure of information collected about them, and whether that information has been sold or shared with others, the right to request deletion of personal information (subject to certain exceptions), the right to opt out of the sale of the consumerâ€™s personal information, and the right not to be discriminated against for exercising these rights. We are required to comply with the CCPA. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. The CCPA may increase our compliance costs and potential liability. Some observers have noted that the CCPA 34 Table of Contentscould mark the beginning of a trend toward more stringent privacy legislation in the U.S., which could increase our potential liability and adversely affect our business. â€‹Challenges by OEMs to the validity of the aftermarket auto parts industry and claims of intellectual property infringement could adversely affect our business and the viability of the aftermarket auto parts industry.OEMs have attempted to use claims of intellectual property infringement against manufacturers and distributors of aftermarket products to restrict or eliminate the sale of aftermarket products that are the subject of the claims. The OEMs have brought such claims in federal court and with the United States International Trade Commission. We have received in the past, and we anticipate we may in the future receive, communications alleging that certain products we sell infringe the patents, copyrights, trademarks and trade names or other intellectual property rights of OEMs or other third parties. For instance, after approximately three and a halfÂ years of litigation and related costs and expenses, on AprilÂ 16, 2009, we entered into a settlement agreement with Ford Motor Company and Ford Global Technologies, LLC that ended the two legal actions that were initiated by Ford against us related to claims of patent infringement. The United States Patent and Trademark Office records indicate that OEMs are seeking and obtaining more design patents and trademarks than they have in the past. In some cases, we have entered into license agreements that allow us to sell aftermarket parts that replicate OEM patented parts in exchange for a royalty. In the event that our license agreements, or other similar license arrangements are terminated or we are unable to agree upon renewal terms, we may be subject to restrictions on our ability to sell aftermarket parts that replicate parts covered by design patents or trademarks, which could have an adverse effect on our business.In 2018, for example, the CBP alleged that certain repair grilles imported by the Company were counterfeit and infringed on trademarks registered by OEMs. The Company subsequently settled with CBP, however, to the extent that the OEMs are successful in obtaining and enforcing other intellectual property rights, we could be restricted or prohibited from selling certain aftermarket products which could have an adverse effect on our business. Infringement claims could also result in increased costs of doing business arising from new importing requirements, increased port and carrier fees and legal expenses, adverse judgments or settlements or changes to our business practices required to settle such claims or satisfy any judgments. Litigation or regulatory enforcement could also result in interpretations of the law that require us to change our business practices or otherwise increase our costs and harm our business. We may not maintain sufficient, or any, insurance coverage to cover the types of claims that could be asserted. If a successful claim were brought against us, it could expose us to significant liability.If we are unable to protect our intellectual property rights, our reputation and brand could be impaired and we could lose customers.We regard our trademarks, trade secrets and similar intellectual property such as our proprietary back-end order processing and fulfillment code and process as important to our success. We rely on trademark and copyright law, and trade secret protection, and confidentiality and/or license agreements with employees, customers, partners and others to protect our proprietary rights. We cannot be certain that we have taken adequate steps to protect our proprietary rights, especially in countries where the laws may not protect our rights as fully as in the United States. In addition, our proprietary rights may be infringed or misappropriated, and we could be required to incur significant expenses to preserve them. In the past we have filed litigation to protect our intellectual property rights. The outcome of such litigation can be uncertain, and the cost of prosecuting such litigation may have an adverse impact on our earnings. We have common law trademarks, as well as pending federal trademark registrations for several marks and several registered marks. However, any registrations may not adequately cover our intellectual property or protect us against infringement by others. Effective trademark, service mark, copyright, patent and trade secret protection may not be available in every country in which our products and services may be made available online. We also currently own or control a number of Internet domain names, including www.carparts.com, www.jcwhitney.com, www.autopartswarehouse.com and www.usautoparts.com, and have invested time and money in the purchase of domain names and other intellectual property, which may be impaired if we cannot protect such intellectual property. We may be unable to protect these domain names or acquire or maintain relevant domain names in the United States and in other countries. If we are not able to protect our trademarks, domain names or other intellectual property, we may experience difficulties in achieving and maintaining brand recognition and customer loyalty.35 Table of ContentsBecause we are involved in litigation from time to time and are subject to numerous laws and governmental regulations, we could incur substantial judgments, fines, legal fees and other costs as well as reputational harm.â€‹We are sometimes the subject of complaints or litigation from customers, employees or other third parties for various reasons. The damages sought against us in some of these litigation proceedings could be substantial. Although we maintain liability insurance for some litigation claims, if one or more of the claims were to greatly exceed our insurance coverage limits or if our insurance policies do not cover a claim, this could have a material adverse effect on our business, financial condition, results of operations and cash flows. For more information on our ongoing litigation, see the information set forth under the caption â€œLegal Mattersâ€ in â€œNote 6 Commitments and Contingenciesâ€ of the Notes to Consolidated Financial Statements, included in Part I, Item 1 of this report. â€‹Changes in tax laws or regulations that are applied adversely to us or our customers may have a material adverse effect on our business, cash flow, financial condition or results of operations.â€‹New income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time, which could adversely affect our business operations and financial performance. Further, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. For example, legislation enacted in 2017, informally titled the Tax Act enacted many significant changes to the U.S. tax laws. Future guidance from the Internal Revenue Service and other tax authorities with respect to the Tax Act may affect us, and certain aspects of the Tax Act could be repealed or modified in future legislation. In addition, it is uncertain if and to what extent various states will conform to the Tax Act or any newly enacted federal tax legislation. Changes in corporate tax rates, the realization of net deferred tax assets relating to our operations, the taxation of foreign earnings, and the deductibility of expenses under the Tax Act or future reform legislation could have a material impact on the value of our deferred tax assets, could result in significant one-time charges, and could increase our future U.S. tax expense.Existing or future government regulation could expose us to liabilities and costly changes in our business operations and could reduce customer demand for our products and services.We are subject to federal and state consumer protection laws and regulations, including laws protecting the privacy of customer non-public information and regulations prohibiting unfair and deceptive trade practices, as well as laws and regulations governing businesses in general and the Internet and eCommerce and certain environmental laws. Additional laws and regulations may be adopted with respect to the Internet, the effect of which on eCommerce is uncertain. These laws may cover issues such as user privacy, spyware and the tracking of consumer activities, marketing e-mails and communications, other advertising and promotional practices, money transfers, pricing, content and quality of products and services, taxation, electronic contracts and other communications, intellectual property rights, and information security. Furthermore, it is not clear how existing laws such as those governing issues such as property ownership, sales and other taxes, trespass, data mining and collection, and personal privacy apply to the Internet and eCommerce. To the extent we expand into international markets, we will be faced with complying with local laws and regulations, some of which may be materially different than U.S. laws and regulations. Any such foreign law or regulation, any new U.S. law or regulation, or the interpretation or application of existing laws and regulations to the Internet or other online services or our business in general, may have a material adverse effect on our business, prospects, financial condition and results of operations by, among other things, impeding the growth of the Internet, subjecting us to fines, penalties, damages or other liabilities, requiring costly changes in our business operations and practices, and reducing customer demand for our products and services. We may not maintain sufficient, or any, insurance coverage to cover the types of claims or liabilities that could arise as a result of such regulation.We may be affected by global climate change or by legal, regulatory, or market responses to such change.The growing political and scientific sentiment is that global weather patterns are being influenced by increased levels of greenhouse gases in the earthâ€™s atmosphere. This growing sentiment and the concern over climate change have led to legislative and regulatory initiatives aimed at reducing greenhouse gas emissions which warm the earthâ€™s atmosphere. These warmer weather conditions could result in a decrease in demand for auto parts in general. Moreover, proposals that would impose mandatory requirements on greenhouse gas emissions continue to be considered by policy makers in the United States. Laws enacted that directly or indirectly affect our suppliers (through an increase in the cost 36 Table of Contentsof production or their ability to produce satisfactory products) or our business (through an impact on our inventory availability, cost of sales, operations or demand for the products we sell) could adversely affect our business, financial condition, results of operations and cash flows. Significant increases in fuel economy requirements or new federal or state restrictions on emissions of carbon dioxide that may be imposed on vehicles and automobile fuels could adversely affect demand for vehicles, annual miles driven or the products we sell or lead to changes in automotive technology. Compliance with any new or more stringent laws or regulations, or stricter interpretations of existing laws, could require additional expenditures by us or our suppliers. Our inability to respond to such changes could adversely impact the demand for our products and our business, financial condition, results of operations or cash flows.Increased public attention related to ESG matters may expose us to negative public perception and could result in additional costs on our business.Recently, more attention is being directed towards publicly traded companies regarding ESG matters. A failure, or perceived failure, to respond to investor or customer expectations related to ESG concerns could impact the value of our brand, the cost of our operations or relationships with investors, all of which could adversely affect our business and results of operations. Additionally, new regulatory initiatives related toÂ ESGÂ matters could adversely affect our business.Risks Related To Our Use Of TechnologyWe depend on search engines and other online sources to attract visitors to our websites and marketplace channels, and if we are unable to attract these visitors and convert them into customers in a cost-effective manner, our business and results of operations will be harmed.Our success depends on our ability to attract customers in a cost-effective manner. Our investments in marketing may not effectively reach potential consumers or those consumers may not decide to buy from us or the volume of consumers that purchase from us may not yield the intended return on investment. With respect to our marketing channels, we rely on relationships with providers of online services, search engines, shopping comparison sites and eCommerce businesses to provide content, advertising banners and other links that direct customers to our websites. We rely on these relationships as significant sources of traffic to our websites. In particular, we rely on Google as an important marketing channel, and if Google changes its algorithms or if competition increases for advertisements on Google or on our marketplace channels, we may be unable to cost-effectively attract customers to our products.Our agreements with our marketing providers generally have terms of oneÂ year or less. If we are unable to develop or maintain these relationships on acceptable terms, our ability to attract new customers would be harmed. In addition, many of the parties with whom we have online-advertising arrangements could provide advertising services to other companies, including retailers with whom we compete. As competition for online advertising has increased, the cost for these services has also increased. A significant increase in the cost of the marketing vehicles upon which we rely could adversely impact our ability to attract customers in a cost-effective manner and harm our business and results of operations. Further, we use promotions as a way to drive sales, these promotional activities may not drive sales and may adversely affect our gross margins.Similarly, if any free search engine, shopping comparison site, or marketplace site on which we rely begins charging fees for listing or placement, or if one or more of the search engines, shopping comparison sites, marketplace sites and other online sources on which we rely for purchased listings, increases their fees, or modifies or terminates its relationship with us, our expenses could rise, we could lose customers and traffic to our websites could decrease.We rely on bandwidth and data center providers and other third parties to provide products to our customers, and any failure or interruption in the services provided by these third parties could disrupt our business and cause us to lose customers.We rely on third-party vendors, including data center and bandwidth providers. Any disruption in the network access or co-location services, which are the services that house and provide Internet access to our servers, provided by these third-party providers or any failure of these third-party providers to handle current or higher volumes of use could significantly harm our business. Any financial or other difficulties our providers face may have negative effects on our business, the nature and extent of which we cannot predict. We exercise little control over these third-party vendors, 37 Table of Contentswhich increases our vulnerability to problems with the services they provide. We also license technology and related databases from third parties to facilitate elements of our eCommerce platform. We have experienced and expect to continue to experience interruptions and delays in service and availability for these elements. Any errors, failures, interruptions or delays experienced in connection with these third-party technologies could negatively impact our relationship with our customers and adversely affect our business. Our systems also heavily depend on the availability of electricity, which also comes from third-party providers. If we were to experience a major power outage, we would have to rely on back-up generators. These back-up generators may not operate properly through a major power outage, and their fuel supply could also be inadequate during a major power outage. Information systems such as ours may be disrupted by even brief power outages, or by the fluctuations in power resulting from switches to and from backup generators. This could disrupt our business and cause us to lose customers.Security threats, such as ransomware attacks, to our IT infrastructure could expose us to liability, and damage our reputation and business.It is essential to our business strategy that our technology and network infrastructure remain secure and is perceived by our customers to be secure. Despite security measures, however, any network infrastructure may be vulnerable to cyber-attacks. Information security risks have significantly increased in recent years in part due to the proliferation of new technologies and the increased sophistication and activities of organized crime, hackers, terrorists and other external parties, including foreign private parties and state actors. As a leading online source for automotive aftermarket parts, we have in the past experienced and we could continue to face cyber-attacks that attempt to penetrate our network security, including our data centers, to sabotage or otherwise disable our network of websites and online marketplaces, misappropriate our or our customersâ€™ proprietary information, which may include personally identifiable information, or cause interruptions of our internal systems and services. For example, in June 2020, we were the subject of a ransomware attack on our network that briefly disrupted access to some of our systems. Although we did not pay the ransomware and did not incur any fines or settlements, we did incur out of pocket expenses costs related to this incident of $100,000. If successful, any of these attacks could negatively affect our reputation, damage our network infrastructure and our ability to sell our products, harm our relationship with customers that are affected and expose us to financial liability.Given the rapidly evolving nature and proliferation of cyber threats, our internal controls relating to cybersecurity may not prevent or identify all such attacks in a timely manner or otherwise prevent unauthorized access to, damage to, or interruption of our systems and operations, and we cannot eliminate the risk of human error or employee or vendor malfeasance. In addition, any failure by us to comply with applicable privacy and information security laws and regulations could cause us to incur significant costs to protect any customers whose personal data was compromised and to restore customer confidence in us and to make changes to our information systems and administrative processes to address security issues and compliance with applicable laws and regulations. In addition, our customers could lose confidence in our ability to protect their personal information, which could cause them to stop shopping on our sites altogether. Such events could lead to lost sales and adversely affect our results of operations. We also could be exposed to government enforcement actions and private litigation.Moreover, we are subject to the Payment Card Industry Data Security Standard ("PCI DSS"), issued by the PCI Council. PCI DSS contains compliance guidelines and standards with regard to our security surrounding the physical and electronic storage, processing and transmission of individual cardholder data. We cannot be certain that all of our information technology systems are able to prevent, contain or detect any cyber-attacks, cyber terrorism, or security breaches from known malware or malware that may be developed in the future. To the extent that any disruption results in the loss, damage or misappropriation of information, we may be materially adversely affected by claims from customers, financial institutions, regulatory authorities, payment card associations and others. In addition, the cost of complying with stricter privacy and information security laws and standards could be significant to us. In January 2024, we were deemed to be PCI compliant by PCI DSS 3.2.1, the new security standards as issued by the PCI Council. In the future, there could be additional new standards and there is no guarantee that we will be able to conform to these new standards, and if we fail to meet these standards, we could become subject to fines and other penalties and experience a significant increase in payment card transaction costs. In addition, such failure could damage our reputation, inhibit sales, and adversely affect our business.38 Table of ContentsOur eCommerce system is dependent on open-source software, which exposes us to uncertainty and potential liability.We utilize open-source software such as Linux, Apache, MySQL, PHP, Fedora and Perl throughout our web properties and supporting infrastructure although we have created proprietary programs. Open-source software is maintained and upgraded by a general community of software developers under various open-source licenses, including the GNU General Public License (â€œGPLâ€). These developers are under no obligation to maintain, enhance or provide any fixes or updates to this software in the future. Additionally, under the terms of the GPL and other open-source licenses, we may be forced to release to the public source-code internally developed by us pursuant to such licenses. Furthermore, if any of these developers contribute any code of others to any of the software that we use, we may be exposed to claims and liability for intellectual property infringement and may also be forced to implement changes to the code-base for this software or replace this software with internally developed or commercially licensed software.System failures, including failures due to natural disasters or other catastrophic events, could prevent access to our websites, which could reduce our net sales and harm our reputation.Our sales would decline and we could lose existing or potential customers if they are not able to access our websites or if our websites, transactions processing systems or network infrastructure do not perform to our customersâ€™ satisfaction. Any Internet network interruptions or problems with our websites could:â—prevent customers from accessing our websites;â—reduce our ability to fulfill orders or bill customers;â—reduce the number of products that we sell;â—cause customer dissatisfaction; orâ—damage our brand and reputation.We have experienced brief computer system interruptions in the past, and we believe they may continue to occur from time to time in the future. Our systems and operations are also vulnerable to damage or interruption from a number of sources, including a natural disaster or other catastrophic event such as an earthquake, typhoon, volcanic eruption, fire, flood, terrorist attack, computer viruses, power loss, telecommunications failure, physical and electronic break-ins and other similar events. For example, our headquarters and the majority of our infrastructure, including some of our servers, are located in Southern California, a seismically active region. We also maintain offshore and outsourced operations in the Philippines, an area that has been subjected to a typhoon and a volcanic eruption in the recent past. In addition, California has in the past experienced power outages as a result of limited electrical power supplies and due to recent fires in the southern part of the state. Such outages, natural disasters and similar events may recur in the future and could disrupt the operation of our business. Our technology infrastructure is also vulnerable to computer viruses, physical or electronic break-ins and similar disruptions. Although the critical portions of our systems are redundant and backup copies are maintained offsite, not all of our systems and data are fully redundant. We do not presently have a formal disaster recovery plan in effect and may not have sufficient insurance for losses that may occur from natural disasters or catastrophic events. Any substantial disruption of our technology infrastructure could cause interruptions or delays in our business and loss of data or render us unable to accept and fulfill customer orders or operate our websites in a timely manner, or at all.We recently implemented a new enterprise resource planning system in fiscal year 2022, and we may occasionally update or integrate other IT systems. Problems with the design, integration or implementation of these systems could interfere with our business and operations.â€‹We recently completed a multi-year implementation of a new global enterprise resource planning system (ERP) in fiscal year 2022. The ERP is designed to accurately maintain the company's books and records and provide important information to the company's management team for use in the operation of the business. The Company's ERP required the investment of significant human and financial resources. If the ERP system does not operate as intended, it could adversely 39 Table of Contentsaffect our financial reporting systems and our ability to produce financial reports and process transactions. Additionally, if we are unable to successfully implement any new IT system, remediate, update or integrate our existing systems at times when necessary, our financial position, results of operations and cash flows could be negatively impacted. â€‹If we do not respond to technological change, our websites could become obsolete and our financial results and conditions could be adversely affected.We maintain a network of websites which requires substantial development and maintenance efforts, and entails significant technical and business risks. To remain competitive, we must continue to enhance and improve the responsiveness, functionality and features of our websites. The Internet and the eCommerce industry are characterized by rapid technological change, the emergence of new industry standards and practices and changes in customer requirements and preferences. Therefore, we may be required to license emerging technologies, enhance our existing websites, develop new services and technology that address the increasingly sophisticated and varied needs of our current and prospective customers, and adapt to technological advances and emerging industry and regulatory standards and practices in a cost-effective and timely manner. Our ability to remain technologically competitive may require substantial expenditures and lead time and our failure to take necessary action in a timely manner to improve our websites and other technology applications may harm our business and results of operations.Use ofÂ social media may adversely impact our reputation or subject us to fines or other penalties.The use ofÂ social media platforms, including blogs,Â social media websites and other forms of internet-based communication, which allow individuals access to a broad audience of consumers and other interested persons, has become commonplace. Negative commentary regarding us or the brands that we sell may be posted on social mediaÂ platforms or similar devices at any time and may harm our reputation or business. Consumers value readily available information concerning retailers and their goods and services and often act on such information without further investigation and without regard to its accuracy. The harm may be immediate without affording us an opportunity for redress or correction. In addition, social mediaÂ platforms provide users with access to such a broad audience that collective action against our website and marketplace stores, such as boycotts, can be more easily organized. If such actions were organized, we could suffer reputational damage as well as physical damage to our stores and merchandise.We also use social mediaÂ platforms as marketing tools or as channels to disseminate information. For example, the Company and its executive officers maintain Facebook, Instagram, Twitter, LinkedIn, andÂ other social media accounts, where marketing and other information relevant to customers and investors is disseminated. As laws and regulations rapidly evolve to govern the use of these platforms and devices, the failure by us, our employees or third parties acting at our direction to abide by applicable laws and regulations in the use of these platforms and devices could adversely impact our business, financial condition and results of operations or subject us to fines or other penalties.Risks Related To Our Capital StockOur common stock price has been and may continue to be volatile, which may result in losses to our stockholders.The market prices of technology and eCommerce companies generally have been extremely volatile and have recently experienced sharp share price and trading volume changes. The trading price of our common stock is likely to be volatile and could fluctuate widely in response to, among other things, the risk factors described in this report and other factors beyond our control such as fluctuations in the operations or valuations of companies perceived by investors to be comparable to us, our ability to meet analystsâ€™ expectations, our trading volume, activities of activist investors, the impact of any stock repurchase program or conditions or trends in the Internet or auto parts industries.Since the completion of our initial public offering in FebruaryÂ 2007 through June 29, 2024, the trading price of our common stock has been volatile. We have also experienced significant fluctuations in the trading volume of our common stock. General economic and political conditions unrelated to our performance may also adversely affect the price of our common stock. In the past, following periods of volatility in the market price of a public companyâ€™s securities, securities class action litigation has often been initiated. Due to the inherent uncertainties of litigation, we cannot predict the ultimate outcome of any such litigation if it were initiated. The initiation of any such litigation or an unfavorable result could have a material adverse effect on our financial condition and results of operations.40 Table of ContentsOur future operating results may fluctuate and may fail to meet market expectations.We expect that our revenue and operating results will continue to fluctuate from quarter to quarter due to various factors, many of which are beyond our control. The factors that could cause our operating results to continue to fluctuate include, but are not limited to:â—fluctuations in the demand for aftermarket auto parts;â—fluctuations in the availability of products for resale;â—price competition on the Internet or among offline retailers for auto parts;â—our ability to attract visitors to our websites and convert those visitors into customers, including to the extent based on our ability to successfully work with different search engines to drive visitors to our websites;â—our ability to successfully sell our products through third-party online marketplaces or the effects of any price increases in those marketplaces;â—competition from companies that have longer operating histories, larger customer bases, greater brand recognition, access to merchandise at lower costs and significantly greater resources than we do, like third-party online market places and our suppliers;â—our ability to maintain and expand our supplier and distribution relationships without significant price increases or reduced service levels;â—our ability to borrow funds under our Credit Facility;â—the effects of seasonality on the demand for our products;â—our ability to accurately forecast demand for our products, price our products at market rates and maintain appropriate inventory levels;â—our ability to build and maintain customer loyalty;â—our ability to successfully integrate our acquisitions;â—infringement actions that could impact the viability of the auto parts aftermarket or portions thereof;â—the success of our brand-building and marketing campaigns;â—our ability to accurately project our future revenues, earnings, and results of operations;â—government regulations related to use of the Internet for commerce, including the application of existing tax regulations to Internet commerce and changes in tax regulations;â—technical difficulties, system downtime or Internet brownouts;â—the amount and timing of operating costs and capital expenditures relating to expansion of our business, operations and infrastructure; andâ—macroeconomic conditions that adversely impact the general and automotive retail sales environment.41 Table of ContentsIf we fail to maintain an effective system of internal control over financial reporting or comply with SectionÂ 404 of the Sarbanes-Oxley Act of 2002, we may not be able to accurately report our financial results or prevent fraud, and our stock price could decline.While management has concluded that our internal controls over financial reporting were effective as of June 29, 2024, we have in the past identified, and could in the future identify, a significant deficiency or material weakness in internal control over financial reporting or fail to comply with SectionÂ 404 of the Sarbanes-Oxley Act of 2002. If we fail to properly maintain an effective system of internal control over financial reporting, it could impact our ability to prevent fraud or to issue our financial statements in a timely manner that presents fairly our financial condition and results of operations. The existence of any such deficiencies or weaknesses, even if remediated, may also lead to the loss of investor confidence in the reliability of our financial statements, could harm our business and negatively impact the trading price of our common stock. Such deficiencies or material weaknesses may also subject us to lawsuits, regulatory investigations and other penalties.Our charter documents could deter a takeover effort, which could inhibit your ability to receive an acquisition premium for your shares.Provisions in our certificate of incorporation and bylaws could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. Such provisions include the following:â—our Board of Directors are authorized, without prior stockholder approval, to create and issue preferred stock which could be used to implement anti-takeover devices;â—advance notice is required for director nominations or for proposals that can be acted upon at stockholder meetings;â—stockholder and stockholder nominees for director are required to provide detailed information, regarding both the relevant stockholder and nominee, in connection with stockholder nominations for director;â—our Board of Directors is classified such that not all members of our board are elected at one time, which may make it more difficult for a person who acquires control of a majority of our outstanding voting stock to replace all or a majority of our directors;â—stockholder action by written consent is prohibited except with regards to an action that has been approved by the Board of Directors;â—special meetings of the stockholders are permitted to be called only by the chairman of our Board of Directors or by a majority of our Board of Directors;â—stockholders are not permitted to cumulate their votes for the election of directors; andâ—stockholders are permitted to amend certain provisions of our bylaws only upon receiving at least 66 2/3% of the votes entitled to be cast by holders of all outstanding shares then entitled to vote generally in the election of directors, voting together as a single class.We do not intend to pay dividends on our common stock.We currently do not expect to pay any cash dividends on our common stock for the foreseeable future.We cannot guarantee that our share repurchase program will enhance shareholder value, and share repurchases could affect the price of our common stock.Our Board of Directors has periodically authorized share repurchases, funded from available working capital, including up to $30 million authorized in July 2021. The share repurchase program has an expiration date of July 26, 42 Table of Contents2026. Although our Board of Directors has authorized our shareÂ repurchaseÂ program, this program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. The share repurchase program could affect the price of our common stock, increase volatility and diminish our cash reserves. In addition, there can be no guarantee that repurchases made under our share repurchase program, if any, will enhance shareholder value. As of June 29, 2024, the Company remained authorized to repurchase up to approximately $25,234 in shares of its common stock.Future capital raises may dilute our existing stockholdersâ€™ ownership.If we raise additional capital by issuing equity securities, our existing stockholdersâ€™ percentage ownership may decrease, and these stockholders may experience substantial dilution.ITEMÂ 2.UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS None.â€‹â€‹ITEMÂ 3.DEFAULTS UPON SENIOR SECURITIESNone.ITEMÂ 4.MINE SAFETY DISCLOSURESNot applicable.ITEMÂ 5.OTHER INFORMATIONDuring the thirteen weeks ended June 29, 2024, none of our directors or executive officers adopted or terminated any â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangementâ€ (as each term is defined in Item 408(a) of Regulation S-K).â€‹43 Table of ContentsITEMÂ 6.EXHIBITSThe following exhibits are filed herewith or incorporated by reference to the location indicated below:â€‹â€‹â€‹ExhibitÂ No.â€‹Description31.1â€‹Certification of the Principal Executive Officer required by RuleÂ 13a-14(a)Â or 15d-14(a)Â of the Securities Exchange Act of 1934, as amendedâ€‹â€‹31.2â€‹Certification of the Principal Financial Officer required by RuleÂ 13a-14(a)Â or 15d-14(a)Â of the Securities Exchange Act of 1934, as amendedâ€‹32.1â€‹Certification of the Chief Executive Officer required by 18Â U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002â€‹32.2â€‹Certification of the Chief Financial Officer required by 18Â U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002â€‹101.INSâ€‹XBRL Instance Document â€“ the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.â€‹101.SCHâ€‹Inline XBRL Taxonomy Extension Schema Documentâ€‹101.CALâ€‹Inline XBRL Taxonomy Extension Calculation Linkbase Documentâ€‹101.DEFâ€‹Inline XBRL Taxonomy Extension Definition Linkbase Documentâ€‹101.LABâ€‹Inline XBRL Taxonomy Extension Label Linkbase Documentâ€‹101.PREâ€‹Inline XBRL Taxonomy Extension Presentation Linkbase Documentâ€‹104â€‹Cover Page Interactive Data File â€“ the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.â€‹â€‹â€‹â€‹â€‹â€‹44 Table of ContentsSIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on FormÂ 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.â€‹â€‹â€‹â€‹Date:July 31, 2024CARPARTS.COM,Â INC.â€‹â€‹â€‹â€‹â€‹â€‹â€‹By:/s/ David Menianeâ€‹â€‹â€‹David Menianeâ€‹â€‹â€‹Chief Executive Officerâ€‹â€‹â€‹(Principal Executive Officer)â€‹â€‹â€‹â€‹â€‹â€‹By:/s/ Ryan Lockwoodâ€‹â€‹â€‹Ryan Lockwoodâ€‹â€‹â€‹Chief Financial Officerâ€‹â€‹â€‹(Principal Financial Officer)â€‹â€‹â€‹â€‹â€‹45 EX-31.1 2 prts-20240629xex31d1.htm EX-31.1 â€‹Exhibit 31.1CERTIFICATION PURSUANT TO EXCHANGE ACTRULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TOSECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, David Meniane, certify that:1.I have reviewed this quarterly report on Form 10-Q of CarParts.com, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s Board of Directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: July 31, 2024â€Ev Pekerâ€‹â€‹/s/ David Menianeâ€‹David Menianeâ€‹Chief Executive Officerâ€‹(Principal Executive Officer)â€‹â€‹ EX-31.2 3 prts-20240629xex31d2.htm EX-31.2 â€‹Exhibit 31.2CERTIFICATION PURSUANT TO EXCHANGE ACTRULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TOSECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Ryan Lockwood, certify that:1.I have reviewed this quarterly report on Form 10-Q of CarParts.com, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s Board of Directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: July 31, 2024â€Id menianeâ€‹â€‹/s/ Ryan Lockwoodâ€‹Ryan Lockwoodâ€‹Chief Financial Officerâ€‹(Principal Financial Officer)â€‹â€‹ EX-32.1 4 prts-20240629xex32d1.htm EX-32.1 â€‹Exhibit 32.1CERTIFICATION PURSUANT TO 18 U.S.C. Â§1350,AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report of CarParts.com, Inc. (the â€œCompanyâ€) on Form 10-Q for the quarter ended June 29,Â 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, David Meniane, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that:1.The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: July 31, 2024â€Ev Pekerâ€‹â€‹/s/ David Menianeâ€‹David Menianeâ€‹Chief Executive Officerâ€‹â€‹ EX-32.2 5 prts-20240629xex32d2.htm EX-32.2 â€‹Exhibit 32.2CERTIFICATION PURSUANT TO 18 U.S.C. Â§1350,AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report of CarParts.com, Inc. (the â€œCompanyâ€) on Form 10-Q for the quarter ended JuneÂ 29,Â 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Ryan Lockwood, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that:1.The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: July 31, 2024â€Avid Meniâ€‹â€‹/s/ Ryan Lockwoodâ€‹Ryan Lockwoodâ€‹Chief Financial Officerâ€‹â€‹ GRAPHIC 6 prts-20240629x10q004.jpg GRAPHIC begin 644 prts-20240629x10q004.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# ,"@," @,# P,$ P,$!0@%!00$!0H'!P8(# H,# L* "PL-#A0(0X1#@L+$!$80$1,4%145#\7&!84&!(4%!3_ MVP!# 0,$ 4$!0D%!0D4#0L- %!04%!04%!04%!04%!04%!04%!04%!04%!04%!04%!04%!04%!3_P 1" !@ F # 2(A$! Q$! _\0 M'P!# 0$! 0$ $" P0%!@<(0H+_\0 M1$ @$"! P%!@<(0H+_\0 M'P!# 0$! 0$ $" P0%!@<("0H+_\0 M1$ @$"! <%! 0 0)W $" M Q$$!2$Q!A!40=A<1,B,H$(%$*1H;!'"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865ICD65F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI:;GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-GX!DY>;GZ.GJ\O/T];W^/GZ_]H # ,! (1 Q$ /P#]4Z*** "B MBB@ HHHH .E?GG^VA^VAXW"_P 9[CPMX#UR/3++2;6..^/V6*;S+IQO/+J< M;49!@=\U^A,Q<1/Y84R8.T,< GMFOS?\6?\ !-CXG^,_$K^]7C?#PS+?ZG= MRWD[_P"D\N[%CC]WT&<#V%%>WE7U6-5Q35DM$S*YX6;?6I4E#")W;U:[CO\ MPWY\&?R MN?\ XW2_@EE\0WRCM'[O^ ?^PSGO+_^"([/^0HYCF.7S2K MW:[2_1G]Y]%!L#?MA7E[JF-C\,?&M\T)T0(W2U?2?*7L_\Z?A+?&W&,X[K&\3YKM!YJ]?ZE:? ;6K@QYC]!O^2DG/GS:8[!_>P^ 1Z&G'#?1#+2C$@Z8C!'C MP=.SE%^A@5.!3D.KNY-&_E!OUTHWA7*RFJV@0GMQQJV)O5K ZL-Y_O\G^V4 ,_LA7GIAEQ\'O=0,/?ZTE]2J%Q@Y $!BQ4X3K\&@ 68RO6HAE]QVLHHL0 MHA*U_:MUY<8UK'4*4@/J@V,+0H+ MB#A*4HH&@)]48*Y6^+R6.?[!0J1:MN9 MR"7^+*RK<;6^BOP&YXQQCM3I_CEGZWJ5[%*X7!1"ZQ5VHRE]&FWM8M4>0KB?&V ZJLN=Z9'6GT68L$%>QXF6^S@P8<91F*8<&.KH[MPFK[;RQJHNHK>M-V*?@JZ2J@I+0^V46/@*<D!TL@#L.6@P3.&B;5<0GP#*FV46KVW,L#I9>.A:O6W)DBQ7N:82:*0(O&^{3}^1.C@K^@/M@,[N-V2IM@%X4+_&K]SKQ+W0+D>W<!(9!?K8#X@%%$3SL>KH<+$.B^<.K6U7HR2,&"PMEI3[/^:1A9NCGK^JRM-M4"RGN_+!7.;M[M&DH$4V-<Q?BBEEHCAFBT72KW7B/P4_0RDI&F9G3Y-*\7)J75+]2.4Y96IUMUZ>HXFDM[;VO_)=DK$!E&4=A3/DWT*I.'N>(&W^I<X%IH9I>N'.1Y:%Y]$PV>!E7QEQH]"PSMAL&F_2+RU,=!X!_GJ(.4V$7-YJN:A_>B<T*H9F@$8?3J3IA*?1:X^=X*[XU<>&A^7Y+1$=N0U*(#\#A&9BNL\9*V]LDQ\[L1(&.V=K_ESV'])P!9CB9?>8#3@P$0=J1N[Q/?S&A^KWTUA!*B/F^X;2AL*.<Q:#>D/+CL!PQ<2>R7\'F^V/,S]F#!F*3R,&=)\NX9#%'IGO0_WG\)[N^?,==>4=]KW#6!<#NV.5^^ZN*QN[(FEXKYL1,%A5)/ A53RE/V0*P#@DOE2P!A]G8$QGS+(?G^^6B00R9?;J2:?(8J:8>D/S\F;FW?1$KMO%1!)3D[EB(Z;LNBJZ%?=D,LRA3EK@2[HQ]J+D[%*=NHJH<DUD,<S*Z%V$>I^-5F;!7Y\5J3XL!.,HZ<+*<"9?5Q\]4P]&5HV:(=]DDRT5!^&R4MR8%#.I6/*'UJ7YKKUZWC?T,\IH<&;)LF[H9FP!&ZB=Q]E#%E:S?I&(;^(2&2)=[L;AJN!PPX.GKP=J[SAT@]HY%Q_36J:2J`-PW.!LDNB_I)V5)PDU>^FM)-PT^NT-[5KH5Z@EBV\]\?$'-7FW8'4R2S)P^!,W!&Z1\CG=F0[Q/+<=(]'!Z_8?<X/XJG)'86C/,^XP]2O9-O4DJ2G6AY3M=PF^D(1R)Y)1$3<ZCGH1@RF9CB:Y)_?3S\B-B5+TV6:C4H\DN=`;Q.(YTQ;3?G_^?]A6*F/?IB;D,5R;Y:JLM\J.YE.:_A/7N45<.S4@O9:!@8M1NI6,OO=W?5E)GG\O7Y]+>?+[4ZZ%!^/'(QYWQ<H2(\TS4B!4B%Z3!%N8[P=/>$Z6N@T.U=Q(5_G,9^NL/:E3I[F*,WW[VR9S4F@.>?5^^/3B'6NA+9B<E8K:*C/!^*3LX+B9"JE>N*+GJUY$H^_<FE>4<'+!7KQ[&G[!7)/6@.R/4:1<)&"5@IS6F9-0,^CFS5.$WX`I]G]-&!IH@$JE:&X*[,^Q=FH)QVX\Y/F<4H\*_X7WGDPGBEYW2U1?^A$.FE%LK/$<ZI5JKNN?:+JT!EP^W.ZDGI@1X1@8X@&\@9J^)J5W&I52QY[,9V+M8[-QJ$C:4Q[K8,C+6\!4=V>O=8!)+>Y\]#7:!^"2'W6E=+Z[8Q>0R/G<D]]4;>?%=%2AU46J%*!94&:V[GK-[,SWQ$,;I6VY9!_L.=;)_(7"4@JNY]BOB)E?O&/E4\L&*-:;%[C+4=,X]!G;`=!9!9>D\[1:5)8>P)>)C@[RNVFF@*BX=6I'N^O'+J&E]$A;B$P"XOWW;QY"MM<6P9)\`?WY&.YJU(,ZO@9(IC<"@>J0%$Q\2)I&?!K1Y\?QP]C#SWPF=C-J,N(U(!&+7&4^UV,W\0#P>1W2$>9EO2(W'$/1W;&VN/'C:8L%#B3L^G,6!#-]1B%8:VUN$%X&D1)]7M%8X1,B4$5A42Q8S6L5W>5.FR!'8C@'N?V@F@2.6ZYK>5IW7'XJFO>6J%T2LCWB57CN;7O>V*+)9?=4[M&=?)[VMMQ1Y-X?+F/XM09$Z1P"6K($IQ]S)ZB?_2N5(E9C=\HBV?E#S(Y^7[8X/!K9]T/EN7RJH:H'-<Z66_28Q@HF9$6"]`WE[*R=[B7&XU:+ED=LZZ+7IV-5I&XY7I47P>SJTQ\/SG7SG(*_BT`?2$K!6]]-B<8S%%D;ZJ)^O/J3]P\%'HPA3ELZR\CW<>PCN\@4\$T`LC7O/6$YNI+B-8IQG<:'W3.?D8A\X:'GMHG6H:@D+2OB;@Q&'<[2<X1>_!*/O)KNU`>$VQQG[`T%_7.2,2WFX8JG!=F`-]`&%C5'5.@$UA91=DH.04@QAB5V!,-.7U/&RGXKO4M6U+:L%U.%BIFL-+X/8.Z`Y+HX</VJ9O*QL6-MQ%/3%5EV/Q]A@6U<CDL>2W4&OFW6AI`$\1*9X\E%HWDG>N`WXM+TU(]&VE'#5\N=!3VO-F*@'Q?M7]56>_%=;$D[3X5=0!F\8^X4C\%8_5M8VMQ9R7JVWQ3\;[YS>(@5>36*S,Q<AI$D:,_<^,I?3`Y!*<Y^?)I)T</$QK1H2D1-?;PK'RRC6U_ENS+'6OF"[2&'3#$&L_T&%`_AM>[%2@IL.XWJ$IW[(!L'O:6:]LWR9+5?;&$D&[VDQF/!]2?'H]`37%2_VAT*QIHO[U:Y[<'SPIG,D+6U^3,UY^PU37X3_?.J.0#2=:+*,U@(E\:>$PKI-O<$`84'?I9HDO@B\#FV5(Z&E'LTC&S<SI<W^\0KB@!:C_0#@Z2@=RE(&$.;"BQF0AGC#Z3HH>R6B9V2"8@AM1]'SY=2!NH/;F,QY0BH+_[LI<4#R>%W'G1^H/P$E?*:O/5A&%[=$O-H0^72%EG>_]6XU/3@R?-7,(GV*Q^P,[2'5\]+&!P,\9UO=,[=CM5J[_$0%;^BIA,CN)!0#=UJ=2@`(DQOM<_!7@/ZK=]M.(YJ[LI86Y:;J5MVC7[08"GG[%V*;%:I>VT![\+3VG,$<-1`]ZR-?@^5DDKD=MN*S"%+G@*YV0GG6)]4.RL-AO'S[HIRF/9*ES7QVG#2TPC8ORS/DD!80*MLCD`IS`OJ+'X)\?&&Q%CC7!BZ.]EM82,!]LI36<27IX54)G8=YU)T$/$H0\3,`^(T-Z9=\@4&7;,8WOG0VN,@.E<3OZ16MN(O\$3%2NU7#?<DS?P=;8%)48/4.<[8K[;NF0Y>Z/6M9>XN;JG#/2.S)V@]-_N,I]S?G!RSP,%]C6@,W9(=\6F!,TUZ>0E?FD(RG#5X?KGU</-)]9Z(+VD5?4NG,M2@.;=/T\]E:AMU@XU*:ON-\OO]+4>@$5WJ,2PM6;N;9.6RI!KOA5N^G[1=K-L?`A,<[8]>0M[(O6K&H1%@XD+]'B,$0UDJ9]/XO8$K$3JO`*_`Z($1[\0\LLW)^WNX)ODT^-#7B78`"B2<M^;=Q!;C$ZD+_4$QQ5[EE>%D\/,V!D-7>=BZ$ME^S!!^CRE0AAKTVFZ-)!L'6Q3RB+V-&5JFDOYK&;IVB59S]%J6T`CZ&A:4`\^8AKE=5J6`4%WE1Q_L=Q@<GL]B@B:2V>P5'NSPBW&W'[SEEYLPR1]!O/_L?-0G.-]D=S&4M/XF;1^X8[T@E`/&$F2&8/6?,)/F@J'PL;LU@,\/_/\G;8K0)*XX`\"?:,RU)EZ7[&[F==,$F[CMQNKV7.FSQ-/%`?Z&O0A.[-T=>*C$2NWR9S.<85!5;99KVO3AFYQ_Q?0-J(:!TS=^L!2C@!TXPGLIX`+_8)A2IDHZ@AE:,>.2IE*X.$UAL[=^;SC7H&J7.5>`<EW[BG7_ZRTZ\U1N=:CT\>'^*MBEK]*4J<6%UX!M'`[$&X)%$9AAJQ!(MA3;*IWJ`UKU+]X9G^LAH;/MJ^AF\0.M4^2Y^R(H\(J(>Z8D0F.T9E'?`D!(>P$XU+W*X:J'=]-T36]!7Y'1`]T=RF>U!*)B$.KYZ*HPC#FAMOPK@_$?<5.!^H;U_<UR]AHZ1OZ?;.X9G^]!7TQ:ZBVBTF>2<(\H;\:[6;4(WY/MC@^\Q+&05BN.JQ+G>YJ[RT7;M?&T4PW\M8JB0G_;+J\N4*Z/4NGT&[RP7%(T*L;GV[J7$)4VE!5IXX-J;CT33FEU/H]TL@3T:T.X(\]8XIE+VRQ*:CH9]J&]P+[P[6S#?<*\4^HO.(`KP.VNG]V1EF^#1)TKQ*9@U)TGB6]^!TB4^`@J>8I,.%RE\<1J/V#2\)@1S!'[3+N]>%3GE7H>IJ_>!ZJFY;=.#:[?5^"&40.UZ<L4<>>W$!,7A&,?W60$JQ=I.&;]T=A4"7Y<3L4_>#Z$H4TE^BHZ>-HK3"&;H]A:N%M=,$`3L+<M0<.O7%$$.1H:@G(A_@@;3UNI^7:!9XI^B_JJ</W[@9H_\"TN<O5H@A[:SP6>?07)OWXYKH*KKN/8Y7J=MHUXB98\G;*QN%4V3K2;ZN%?$5`Q]P:_MH,LZ9$:?BR`%^Z;J\.6,G!R`WIW^3H%*V:*)6?W%W`<1<`-0%PIAJW-\!C\>`,`K!Z30]`SL5Q#DQ_^EN$WS-7G3D6W`\O`@]PK@P@\'@\$A`O[6_[A,G

M^*_^":OQ:T.1CI+:)XD@P2K6E[Y#D=OEE51D_P"\?K7Z11S3#5Z:C6?*WNGM M_D?F5?*L50J.5!7#"*+4(+>*:R+DX \\7_LV^!=1OY7GN_L1MGDD.6812-&I)[_ "H*]C/2OS:M!TZDH2>J=ON/
MTZC-5*<9Q6C2?WG*_$7XB:=\.=$-]>YFGD.RWM4/SS/Z>P'<]J^4O&'Q?\3^ M,YY#=:E)9VA/RV=FYCC4>AQRWU)J[\<_%,OB?
XAZ@I(C=Z_JMNEW#;2B&V@E7V[=M_)>A^Y9;E^!X=RQ9GC(3:CHKL%EAG/0GG'L*\I^&7@]?'7C.PTF1V2VGXUW<1YOC,3BXY5A'RMV3L[-RE;2_97_P S@X:R;!8;!RS;%KF2YFKJZ48W
MUMW=O\CF9KR2>5GFN'DE)R6DD+,3]2) MQZ8/W?J,5]@V?@C0+'3%T^'1[)+,+L\KR%((]\C)^IKX[^*?AZU*^/]8TRQ M&VTBD#1IG.P,H;;^&:\+,\DQG#L*>,A7NV[:733W^:T_X!
[^5Y[@N(YU,'.A M9)7L[--;?)Z_\$^P?!'C&S\=>'+;5[+*I*,/$QRT3C[RGZ?J,5\R?M!>)+B\ M^)=[!!=RI%9Q1P8BD91G&X]#U^85W7[*=[(--\16[$F".2*51V!(8'] *\-\ M::K_
&WXNUF^W;EGNY&4G^[N('Z 5[6?9M/&9)AIRTE4>O\ V[=/\;\3A_* M(8+/<5".L::T_P"WK-?21W-U&(?M+R%WB7.3LR2 3@ M<]1VK$N;^YOIVGN+F:YF8Y:261G8GW)-?2'[-
WP_TX>&SXAO+6.YOKF5E@:5 M WE1J=/[ZJ/N_0G KZ4^+'AO18OAEK M,;V%K%%;6K/!LB5?+<#Y2N!QSBNG Y?F&<99*K.O:E2O9/K;5_\ ;OY'+CL MQR[)LSC2AA[U:MKM6TN[+_-I6ONSY5\
(>.M9\$ZE%=Z9>RQJK R6[.3%*.X9 M>GX]:^VO#^KQ>(=#L-2B&(KJ%)E!YVY&%QYAZ$84:Z5JC5^ZMU]U M.@V@G.!FC: .OV=_'NCVB[[J72Y)HD R7>(B4*/ M<^7C\:_$O()SV//X5_00Z!T*L
RD8(/0U^-'[8'P#N?@/\7-0M8+=E\-:J[W MND3 ?+Y1.6AS_>C8[J_4^*XCPTI*&(CLM'^A]IHK M?M:_L$Z/9:,%O/&7@KRXQ9I_K'>W0IL SG,D# KZL,5^>TD;0R,CJR.I*E6& M"".""".QKU/\ 9V_:&\0?
LZ^-O[:T@"]T^Y58M1TJ5RL=W$#D<_PNN25?MD@Y M!(KZ[USPG^S=^V1(VO:;XD7X?^-KH;[NWD>.VDDDQR9(9#YE[;->9\=67[2_P 5].M(;6V^ M(WB:*WA01QQC4Y"%4#
R>PJ;_AJ/XN_]%)\3_@ RD_QKZI'_!_1I'1 &C^+ MMNR'E3_9L?2(_[_T?\AO1/P=1S@%1P=A8FNID@P=<.$+7]8)3&7H9.)R3%6*N#QW&Q^?$-=/0[X_<Y/ZL&Z4PGH&Q8P.)NN-$I:T%/KD.M+!\1D^UT4^W_@1?\+O3_T>Q_R2@%_.;*(U9.8*Y7C)B6*4*V&Z:4
M]^[1S?P11L,\@NP..X0UT?\ PZ_TC_HK=O\ ^"R/_-_*&>>RN>S"K85YF_Z>4^D(N;(I-(_6&(5@L(+FL%M&&O%^2>SZ09[1MFK
!6;XCT*U\3^']2T>]0O9 MZA;26LR@X)1U*L/R)K2HIIM.Z$TFK,_!_P"*?PWU7X2>/M9*:Q$T=YILYB# ME<":/K'*OJK+AA]<=JYBWN);2>.>"1X9HV#I)&Q5E8'(((Y!!YS7[,?M+?LI M>&/VC]&B-
ZQTCQ):(5LM:@0,Z+U\N1>/,CSSC((/((R<_G-\1/V$OC!X O)% MA\-/XGL02([W06^T!QZF+B1?IM_$U^DX'-J&)@E4DHSZW_0_,BTC\ ^) MGNB<>4-(N,Y_[XKU[X9?\$^?BUX]N8GU/2HO!VFL
M]=*> PC=1_9T?X.?L":WX9L2EUJL+6^KZO<1 XGD$T;2X M]515 'LF>YKW7]GG]D_P9^SO8-)I43ZIXAF39*/.<=TC XC3/\(Y/VK0]DOES^?XC!KZ4_8Q_:LT_\ 9LU77H-;T>XU+1M9$)DFL2OVB!X]
MVTA6(#*0YR,@\#'>NC_:%_X)\>-? .NW=_X%T^?Q;X6EVBGI&\?6 M0#H&7)('(!Z^$Z5^SU\3M;OS9V?P_P#$LMPIVLK:7,@4^[,H ^I-?5RJX3'T M&I23B_.W_#'R4:.,R_$*48/F7E=,^I_VCO\
@HZOCKPG?>&OA[I5]I,-_&T% MUJ^HE4G$3##+%&A:2,C>3D G SR/A?]!7UG>?L!^._"WP@OM;OM$FUGQA>S M06UEH6F.LS649;=+/*P.TMM7:%4D#?DDGIY5_P ,B_&7_HG&N_\ ?A?_ (JL
M<%/ X>#A0DDK]]S;'4\PQ,U.O%MVV2V/1_\ @G#X4/B#]H^UU!D5XM%TZYO3 MN&<,P$2X]\R$_@:Q?V_O%0\3_M.>(XTIW-TK"W4 JTC%>-W]W%<=.O2GF52I*:M&*2U[ZG;5P]:GEE
M.E&#O*3;T^1\^1HTCJJ@EF. !W/:OW>^%'A=?!7PR*Z"J[?[.TNVMF&,998 MU#'\\U^5'PH_8_\ BC7> _#B$Y1;G491N]=L:+E5/V MN,IKL[_=J>YFU7V6"J/NK??H? /6K6EZI=Z)J5KJ%A-U.
M592.A!&:JU[[X=_8I^(OC?X2:)X\\+VD&N6NI+*S:;%*%([J)4D9 P#D*X;:3 MPUDDGIJ?EM&A5K-^QBVUKH=?IG_4I^+VGZ -/E_L&_NE4
M*-3N;!O/X[E5<(3[[:^>OB)\3/$WQ7\1RZ[XKU>XUC4I!M\R8@+&N)H)3P =)G;/T(4@UU_@?]C+XP^/+N**V\%7^E0/ MC-WK2_8HD'J=_P Q_P" J37'".!PMZD.6/GH=TY8_%6I3YI>6IXS964^HW<-
MK:PR7%S,ZQQ0Q*6=V)P%4#DDDX K]4OA-^S5>?"#]D#QEHCP!O&7B#1[J>^5 M.2LK0,L4 (Z[^!5S!XAURYC\2^,4'[NY\O;;61/7R5/) M;_IHW/H%KZA*AE*D<'C%?
9IFRKR5.A=V^]OT/K+J5_B:M;LG^I_ M/KV'TKV7]E/X_1?LZ_$[_A(KO2WU;3KBT>RNH8659E1F5M\9;C(*C@D C(R* M^AOVKO\ @G[K\/B;4?%7PSLEU73+V1KBXT*-
E2>VD8Y8P@D!T)R=N=PS@ CI M\I1_ #XF2ZD=/7X?>)S> X,/]DSY'X[XC*#4=92-$M21RRQJS;V';) MSUSTK\];R[GU"[FNKF5Y[B=VEEED; M)M$F6_@L)#I/AJV99;NYN6&U&D .$12=VW.X[>
<#KY2?V1?C+_T3C7O^_"__ M !5<^"> PW-&A)>;ON=..CF.*Y9UXOR26PG[)?A7_A,?VC/ >GF-I(EU*.ZD M &?DAS*<^WR5[I_P5$\6_P!I_%CPUH".QCTO2VN&7L'FD/\ [+$/SKH_V!/V
M;O''@7XTW/B'Q=X5U'0;6RTN9;::]0*'FD*I@8)YV%ZXG]K;X$_%CXH_M >+ M-=TSP%%K=[I32QVUG/'"I22*.-5W+\W0D,?QKE=>E4S)25/=VK7\@SG)F=G!_[Y*U^ M8]M^R#\9)KF*-OAWKB*
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%0&T/PM9Z9XT*7.J:A:0K%_:6F7"*;C:, O& M^,-@J/ YG!=FOU/GJ:S#*ZCY M8M7\KIG??M6_M4WO[3&M:4_]BQZ%H^DB06ML9?.F9GV[G=\ =%&% XYY->(Z
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9TFG;9)W^\VHY?C,RK^TK)/I=M6^X]6^$?A[3_@1\ M&/"7AW6=0MK(V%HD$TLT@1&G;+R $]?F+8]A78:1XUT'Q%*(-%LM'TJZU"&-Y)IF@4$*2_795K5$M(77>RTW_0\-
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EX-101.SCH 7 prts-20240629.xsd EX-101.SCH 99900 - Disclosure - Standard And Custom Axis Domain Defaults link:presentationLink link:calculationLink link:definitionLink 995200100 - Statement - CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 995200200 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE OPERATIONS link:presentationLink link:calculationLink link:definitionLink 995200400 - Statement - CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 99940401 - Disclosure - Net (Loss) Income Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 995200090 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 995200105 - Statement - CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 995200300 - Statement - CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY link:presentationLink link:calculationLink link:definitionLink 995210101 - Disclosure - Basis of Presentation and Description of Company link:presentationLink link:calculationLink link:definitionLink 995210201 - Disclosure - Borrowings link:presentationLink link:calculationLink link:definitionLink 995210301 - Disclosure - Stockholders' Equity and Share-Based Compensation link:presentationLink link:calculationLink link:definitionLink 995210401 - Disclosure - Net (Loss) Income Per Share link:presentationLink link:calculationLink link:definitionLink 995210501 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995210601 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995210701 - Disclosure - Product Information link:presentationLink link:calculationLink link:definitionLink 99920102 - Disclosure - Basis of Presentation and Description of Company (Policies) link:presentationLink link:calculationLink link:definitionLink 99930303 - Disclosure - Stockholders' Equity and Share-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 99930403 - Disclosure - Net (Loss) Income Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 99930703 - Disclosure - Product Information (Tables) link:presentationLink link:calculationLink link:definitionLink 99940201 - Disclosure - Borrowings (Details) link:presentationLink link:calculationLink link:definitionLink 99940301 - Disclosure - Stockholders' Equity and Share-Based Compensation - Summary of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 99940302 - Disclosure - Stockholders' Equity and Share-Based Compensation - Restricted Stock Units (Details) link:presentationLink link:calculationLink link:definitionLink 99940303 - Disclosure - Stockholders' Equity and Share-Based Compensation - Share-Based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 99940402 - Disclosure - Net (Loss) Income Per Share - Anti-Dilutive Securities (Details) link:presentationLink link:calculationLink link:definitionLink 99940501 - Disclosure - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 99940601 - Disclosure - Commitments and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 99940701 - Disclosure - Product Information (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 8 prts-20240629_cal.xml EX-101.CAL EX-101.DEF 9 prts-20240629_def.xml EX-101.DEF EX-101.LAB 10 prts-20240629_lab.xml EX-101.LAB Cover [Abstract] Document Information [Table] Document Information [Line Items] Document Type Document Type Document Quarterly Report Document Period End Date Document Period End Date Document Transition Report Entity File Number Entity Registrant Name Entity Registrant Name Entity Incorporation, State or Country Code Entity Tax Identification Number Entity Address, Address Line One Entity Address, Address Line Two Entity Address, City or Town Entity Address, State or Province Entity Address, Postal Zip Code City Area Code Local Phone Number Title of 12(b) Security Trading Symbol Security Exchange Name Entity Current Reporting Status Entity Interactive Data Current Entity Filer Category Entity Filer Category Entity Small Business Smaller Reporting Company Entity Emerging Growth Company Emerging Growth Company Entity Shell Company Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Entity Central Index Key Entity Central Index Key Current Fiscal Year End Date Current Fiscal Year End Date Document Fiscal Year Focus Document Fiscal Year Focus Document Fiscal Period Focus Document Fiscal Period Focus Amendment Flag Amendment Flag CONSOLIDATED BALANCE SHEETS Statement [Table] Statement [Table] Statement [Line Items] Statement [Line Items] Assets [Abstract] ASSETS Assets, Current [Abstract] Current assets: Cash and Cash Equivalents, at Carrying Value Cash and cash equivalents, end of period Cash and cash equivalents, beginning of period Cash and cash equivalents Accounts Receivable, Net, Current Accounts receivable, net Inventory, Net Inventory, net Other Assets, Current Other current assets Assets, Current Total current assets Property, Plant and Equipment, Net Property and equipment, net Operating Lease, Right-of-Use Asset Right-of-use - assets - operating leases, net Finance Lease, Right-of-Use Asset Right-of-use - assets - finance leases, net Other Assets, Noncurrent Other non-current assets Assets Total assets Liabilities and Equity [Abstract] LIABILITIES AND STOCKHOLDERS' EQUITY Liabilities, Current [Abstract] Current liabilities: Accounts Payable, Current Accounts payable Accrued Liabilities, Current Accrued expenses Operating Lease, Liability, Current Right-of-use - obligation - operating, current Finance Lease, Liability, Current Right-of-use - obligation - finance, current Other Liabilities, Current Other current liabilities Liabilities, Current Total current liabilities Operating Lease, Liability, Noncurrent Right-of-use - obligation - operating, non-current Finance Lease, Liability, Noncurrent Right-of-use - obligation - finance, non-current Other Liabilities, Noncurrent Other non-current liabilities Liabilities Total liabilities Commitments and Contingencies Commitments and contingencies Stockholders' Equity Attributable to Parent [Abstract] Stockholders' equity: Common Stock, Value, Issued Common stock, $0.001 par value; 100,000 shares authorized; 57,088 and 56,303 shares issued and outstanding as of June 29, 2024 and December 30, 2023 (of which 3,786 are treasury stock) Treasury Stock, Value Treasury stock Additional Paid in Capital, Common Stock Additional paid-in capital Accumulated Other Comprehensive Income (Loss), Net of Tax Accumulated other comprehensive income Retained Earnings (Accumulated Deficit) Accumulated deficit Stockholders' Equity Attributable to Parent Total stockholders' equity Liabilities and Equity Total liabilities and stockholders' equity Common Stock, Par or Stated Value Per Share Common stock, par value (in USD per share) Common Stock, Shares Authorized Common stock, shares authorized (in shares) Common Stock, Shares, Issued Common stock, shares issued (in shares) Common Stock, Shares, Outstanding Common stock, shares outstanding (in shares) Treasury Stock, Common, Shares Treasury stock (in shares) CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE OPERATIONS Revenue, Net Net sales Cost of Goods and Services Sold Cost of sales Gross Profit Gross profit Operating Expenses Operating expense Operating Income (Loss) Loss from operations Nonoperating Income (Expense) [Abstract] Other income (expense): Other Nonoperating Income (Expense) Other income, net Interest Expense, Nonoperating Interest expense Nonoperating Income (Expense) Total other income, net Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest (Loss) income before income taxes Income Tax Expense (Benefit) Income tax provision Income (Loss) from Continuing Operations, Net of Tax, Attributable to Parent Net (loss) income Net (loss) income allocable to common shares Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract] Other comprehensive gain: Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Foreign currency adjustments Foreign currency adjustments Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent Unrealized gain on deferred compensation trust assets Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Total other comprehensive gain Comprehensive Income (Loss), Net of Tax, Attributable to Parent Comprehensive (loss) income Net (Loss) Income Per Share Net (loss) income per share: Earnings Per Share, Basic Basic net (loss) income per share (in dollars per share) Earnings Per Share, Diluted Diluted net (loss) income per share (in dollars per share) Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Weighted-average common shares outstanding: Weighted Average Number of Shares Outstanding, Basic Shares used in computation of basic net (loss) income per share (in shares) Weighted-average common shares outstanding (basic) (in shares) Weighted Average Number of Shares Outstanding, Diluted Weighted-average common shares outstanding (diluted) (in shares) Shares used in computation of diluted net (loss) income per share (in shares) CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY Equity Components [Axis] Equity Component [Domain] Common Stock Additional Paid-in- Capital Treasury Stock, Common [Member] Treasury Stock Accumulated Other Comprehensive Income Accumulated Deficit Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity Stockholders' Equity, Including Portion Attributable to Noncontrolling Interest Ending balance Beginning balance Shares, Issued Ending balance (in shares) Beginning balance (in shares) Net income (loss) Stock Issued During Period, Value, Stock Options Exercised Issuance of shares in connection with stock option exercise Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercises in Period Exercised (in shares) Issuance of shares in connection with stock option exercise (in shares) Stock Issued During Period, Value, Restricted Stock Award, Net of Forfeitures Issuance of shares in connection with restricted stock units vesting Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Issuance of shares in connection with restricted stock units vesting (in shares) Stock Issued During Period, Value, Issued for Services Issuance of shares in connection with BOD fees Stock Issued During Period, Shares, Issued for Services Issuance of shares in connection with BOD fees (in shares) Stock Issued During Period, Value, Employee Stock Purchase Plan Issuance of shares in connection with ESPP Stock Issued During Period, Shares, Employee Stock Purchase Plans Issuance of shares in connection with ESPP (in shares) Aggregate change in value for stock issued during the period as a result of officers and directors stock purchase plan. Issuance of shares in connection with Officers and Directors Stock Purchas Plan Officers and directors stock purchase plan Number of shares issued during the period as a result of a directors and officers stock purchase plan. Issuance of shares in connection with Directors and Officers Stock Purchase Plan (in shares) Officers and directors stock purchase plan (in shares) APIC, Share-based Payment Arrangement, Increase for Cost Recognition Share-based compensation Stock Repurchased During Period, Value Stock repurchase Stock Repurchased During Period, Shares Stock repurchase (in shares) Other Comprehensive Income (Loss), Unrealized Holding Gain (Loss) on Securities Arising During Period, Net of Tax Unrealized gain on deferred compensation trust assets CONSOLIDATED STATEMENTS OF CASH FLOWS Net Cash Provided by (Used in) Operating Activities [Abstract] Operating activities Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Net (loss) income Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Adjustments to reconcile net (loss) income to net cash provided by operating activities: Depreciation Depreciation and amortization expense Amortization of Intangible Assets, Including Discontinued Operations Amortization of Intangible Assets Including Discontinued Operations Amortization of intangible assets Share-based Compensation Share-based compensation expense Issuance of Stock and Warrants for Services or Claims Stock awards issued for non-employee director service Amount of adjustment for stock awards related to officers and directors stock purchase plan from payroll deferral. Stock awards related to officers and directors stock purchase plan from payroll deferral, Operating Activities Stock awards related to officers and directors stock purchase plan from payroll deferral Gain (Loss) on Disposition of Property Plant Equipment, Excluding Oil and Gas Property and Timber Property Gain from disposition of assets Amortization of Debt Issuance Costs Amortization of deferred financing costs Increase (Decrease) in Operating Capital [Abstract] Changes in operating assets and liabilities: Increase (Decrease) in Accounts Receivable Accounts receivable Increase (Decrease) in Inventories Inventory Increase (Decrease) in Other Current Assets Other current assets Increase (Decrease) in Other Noncurrent Assets Other non-current assets Increase (Decrease) in Accounts Payable and Accrued Liabilities Accounts payable and accrued expenses Increase (Decrease) in Other Current Liabilities Other current liabilities The increase (decrease) during the reporting period in the aggregate amount of current operating lease liabilities. Increase Decrease in Current Operating Lease Liability Right-of-use obligation - operating leases - current The increase (decrease) during the reporting period in the aggregate amount of noncurrent operating lease liabilities. Increase Decrease in Noncurrent Operating Lease Liability Right-of-use obligation - operating leases - long-term Increase (Decrease) in Other Noncurrent Liabilities Other non-current liabilities Net Cash Provided by (Used in) Operating Activities Net cash provided by operating activities Net Cash Provided by (Used in) Investing Activities [Abstract] Investing activities Payments to Acquire Property, Plant, and Equipment Additions to property and equipment Payments to Acquire Intangible Assets Payments for intangible assets Proceeds from Sale of Property, Plant, and Equipment Proceeds from sale of property and equipment Net Cash Provided by (Used in) Investing Activities Net cash used in investing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Financing activities Proceeds from Lines of Credit Borrowings from revolving loan payable Repayments of Lines of Credit Payments made on revolving loan payable Finance Lease, Principal Payments Payments on finance leases Payments for Repurchase of Common Stock Repurchase of treasury stock Proceeds, Issuance of Shares, Share-based Payment Arrangement, Excluding Option Exercised Net proceeds from issuance of common stock for ESPP Payments Related to Tax Withholding for Share-based Compensation Statutory tax withholding payment for share-based compensation Proceeds from Stock Options Exercised Proceeds from exercise of stock options Net Cash Provided by (Used in) Financing Activities Net cash used in financing activities Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Effect of exchange rate changes on cash Cash and Cash Equivalents, Period Increase (Decrease) Net change in cash and cash equivalents Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Supplemental disclosure of non-cash investing and financing activities: Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Right-of-use operating asset acquired Capital Expenditures Incurred but Not yet Paid Accrued asset purchases Represents share-based compensation expense capitalized in property and equipment. Share Based Compensation Expense Capitalized In Property And Equipment Share-based compensation expense capitalized in property and equipment Supplemental Cash Flow Information [Abstract] Supplemental disclosure of cash flow information: Income Taxes Paid, Net Cash paid during the period for income taxes Interest Paid, Excluding Capitalized Interest, Operating Activities Cash paid during the period for interest Cash (received) paid during the period for interest (income) expense, net. Interest (Received), Paid, Net Cash received during the period for interest Basis of Presentation and Description of Company Property, Plant and Equipment [Table] Property, Plant and Equipment [Line Items] Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block] Basis of Presentation and Description of Company Borrowings Line of Credit Facility [Table] Line of Credit Facility [Table] Line of Credit Facility [Line Items] Borrowings Debt Disclosure [Text Block] Borrowings Stockholders' Equity and Share-Based Compensation Shareholders' Equity and Share-based Payments [Text Block] Stockholders' Equity and Share-Based Compensation Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Earnings Per Share [Text Block] Net (Loss) Income Per Share Income Taxes Income Tax Disclosure [Text Block] Income Taxes Commitments and Contingencies. Commitments and Contingencies Disclosure [Text Block] Commitments and Contingencies Product Information Segment Reporting Disclosure [Text Block] Product Information Basis of Accounting, Policy [Policy Text Block] Basis of Presentation New Accounting Pronouncements, Policy [Policy Text Block] Recent Accounting Standard Not Yet Adopted Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Stockholders' Equity and Share-Based Compensation Schedule of Share-based Compensation, Restricted Stock Units Award Activity [Table Text Block] Summary of Restricted Stock Unit Activity Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Computation of Basic and Diluted Net Income (Loss) Per Share Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Segment Reporting Information [Line Items] Product Information Schedule of Segment Reporting Information, by Segment [Table Text Block] Summary of Revenue by Product Type Variable Rate [Axis] Variable Rate [Domain] Adjusted Secured Overnight Financing Rate (SOFR) Base Rate Prime rate Lender Name [Axis] Line of Credit Facility, Lender [Domain] JPMorgan Chase Bank. JP Morgan Credit Facility [Axis] Credit Facility [Domain] Revolving Credit Facility Letter of Credit Range [Axis] Range [Domain] Minimum Maximum Line of Credit Facility, Current Borrowing Capacity Current borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Maximum borrowing capacity The aggregate borrowing capacity under the credit facility, consisting of the maximum borrowing capacity plus the contingent increase, if any one or more of the existing banks or new banks agree to provide such increased commitment amount. Line of Credit Facility Contingent Increase, Aggregate Maximum Borrowing Capacity Increased aggregate borrowing capacity Line of Credit, Current Revolving loan payable Letters of Credit Outstanding, Amount Outstanding letters of credit amount Debt Instrument, Basis Spread on Variable Rate Applicable margin on the company's fixed charge coverage ratio (percent) Debt Instrument, Interest Rate, Effective Percentage Interest rate (percent) Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Unused credit commitment fee (percent) Represents the trigger amount for line of credit facility. Line Of Credit Facility Availability Required Amount Credit facility trigger amount Debt Instrument, Cash Dominion Period Trigger, Number of Days Below Minimum Excess Availability Debt Instrument Cash Dominion Period Number of Days Below Minimum Excess Availability Consecutive business days below minimum excess availability Line of Credit Facility, Minimum Availability Required Trigger, Threshold Consecutive Days Line of Credit Facility Minimum Availability Required Trigger Threshold Consecutive Days Number of consecutive days excess availability is above required amount Line of Credit Facility, Minimum Availability Required under Availability Block, Amount Line of Credit Facility Minimum Availability Required Under Availability Block Amount Minimum availability required under availability block Debt Instrument, Covenant Testing Trigger Period, Number of Days Below Minimum Excess Availability Debt Instrument Covenant Testing Trigger Period Number of Days Below Minimum Excess Availability Consecutive business days below minimum excess availability related to covenant testing trigger period Line Of Credit Facility, Covenant Terms, Minimum Fixed Charge Coverage Ratio Line Of Credit Facility, Covenant Terms, Minimum Fixed Charge Coverage Ratio Minimum fixed charge ratio if less than minimum excess availability Line of Credit Facility, Minimum Availability Required Covenant Testing Trigger Period, Threshold Consecutive Days Line of Credit Facility Minimum Availability Required Covenant Testing Trigger Period Threshold Consecutive Days Number of consecutive days excess availability related to covenant testing trigger period The percentage of the line of credit facility required amount on the aggregate revolving commitment. Percentage Of Line Of Credit Facility Availability Required Amount On Aggregate Revolving Commitment Credit facility trigger amount as a percent of aggregate revolving commitment (in percent) Debt Instrument, Debt Default, Amount Event of default amount The percentage of line of credit facility, minimum availability required under availability block, amount on aggregate revolving commitment. Percentage Of Line Of Credit Facility Minimum Availability Required Under Availability Block Amount On Aggregate Revolving Commitment Minimum availability required under availability block as a percentage of aggregate revolving commitment (in percent) Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding [Roll Forward] Shares Share-based Compensation Arrangement by Share-based Payment Award, Options, Grants in Period, Gross Granted (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Options, Forfeitures and Expirations in Period [Abstract] Cancelled: Share-based Compensation Arrangement by Share-based Payment Award, Options, Forfeitures in Period Forfeited (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Options, Expirations in Period Expired (in shares) Restricted stock units Time Based Restricted Stock Unit [Member] Time Based RSU Performance Based Restricted Stock Unit [Member] Performance based RSU Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Shares Represents number of share-based compensation share awards vested and expected to vest.Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Vested And Expected To VestVested and expected to vest as of ending period (in shares)Vested and expected to vest as of beginning period (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Grants in PeriodAwarded (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested in PeriodVested (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeited in PeriodForfeited (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, NumberAwards outstanding, ending period (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]Weighted Average Exercise Price Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair ValueAwards outstanding, weighted average grant date fair value, ending balance (in usd per share) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested and Expected to Vest, Weighted Average Grant Date Fair ValueShare-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested and Expected to Vest, Weighted Average Grant Date Fair ValueVested and expected to vest, weighted average grant date fair value, ending balance (in usd per share) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Additional Disclosures [Abstract]Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Additional Disclosures [Abstract] Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, OutstandingAwards outstanding, Aggregate Intrinsic Value Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Vested and Expected to VestShare-based Compensation Arrangement by Share-based Payment Award Equity Instruments Other than Options Aggregate Intrinsic Value Vested and Expected to VestVested and expected to vest, Aggregate Intrinsic Value Allocated Share-based Compensation ExpenseCompensation costs Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, AmountUnrecognized compensation expense Weighted Average Number Diluted Shares Outstanding AdjustmentCommon equivalent shares from common stock options and restricted stock (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, AmountAnti-dilutive securities excluded from calculation of diluted earnings per share (in shares) Effective Income Tax Rate Reconciliation, PercentEffective tax rate Other Commitments [Table]Other Commitments [Table] Other Commitments [Line Items]Commitments and Contingencies Lessee, Operating Lease, Term of ContractTerm of lease Represents rent free term from lease initiation.Rent Free Term From Lease InitiationRent free term from lease initiation Operating leases monthly base rent commitment.Operating Leases Monthly Base Rent CommitmentMonthly base rent commitment Percentage of annual increase in base rent amount.Percentage Of Annual Increase In Base Rent AmountPercentage of annual increase in base rent Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Domain] Sales Revenue, Product Line Product and Service [Axis] Product and Service [Domain] Represents information pertaining to house brands replacement parts.House Brands, Replacement Parts Represents information pertaining to house brands hard parts.House Brands, Hard Parts Represents information pertaining to house brands other parts and accessories.House Brands, Other Parts and Accessories [Member]House Brands, Other Represents information pertaining to branded replacement parts.Branded, Replacement Parts Represents information pertaining to branded hard parts.Branded, Hard Parts Represents information pertaining to branded other parts and accessories.Branded, Other Parts and Accessories [Member]Branded, Other Concentration Risk Type [Axis] Concentration Risk Type [Domain] Product Concentration Risk Concentration Risk, PercentageConcentration risk percentage EX-101.PRE 11 prts-20240629_pre.xml EX-101.PRE XML 13 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - shares	6 Months Ended Jun. 29, 2024	Jul. 23, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Jun. 29, 2024	
Document Transition Report	false	
Entity File Number	001-33264	
Entity Registrant Name	CARPARTS.COM, INC.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	68-0623433	
Entity Address, Address Line One	2050 W. 190th Street	
Entity Address, Address Line Two	Suite 400	
Entity Address, City or Town	Torrance	
Entity Address, State or Province	CA	
Entity Address, Postal Zip Code	90504	
City Area Code	424	
Local Phone Number	702-1455	
Title of 12(b) Security	Common Stock, $0.001 par value per share	
Trading Symbol	PRTS	
Security Exchange Name	NASDAQ	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Accelerated Filer	
Smaller Reporting Company	false	
Emerging Growth Company	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding		57,289,985

Entity Central Index Key	0001378950
Current Fiscal Year End Date	--12-28
Document Fiscal Year Focus	2024
Document Fiscal Period Focus	Q2
Amendment Flag	false

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CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands	**Jun. 29, 2024**	**Dec. 30, 2023**
Current assets:		
Cash and cash equivalents	$ 34,065	$ 50,951
Accounts receivable, net	6,147	7,365
Inventory, net	109,289	128,901
Other current assets	8,154	6,121
Total current assets	157,655	193,338
Property and equipment, net	34,622	26,389
Right-of-use - assets - operating leases, net	29,530	19,542
Right-of-use - assets - finance leases, net	12,929	15,255
Other non-current assets	3,303	3,331
Total assets	238,039	257,855
Current liabilities:		
Accounts payable	62,701	77,851
Accrued expenses	17,571	20,770
Right-of-use - obligation - operating, current	5,692	4,749
Right-of-use - obligation - finance, current	3,897	4,308
Other current liabilities	4,742	5,308
Total current liabilities	94,603	112,986
Right-of-use - obligation - operating, non-current	26,166	16,742
Right-of-use - obligation - finance, non-current	10,517	12,327
Other non-current liabilities	2,863	2,969
Total liabilities	134,149	145,024
Commitments and contingencies		
Stockholders' equity:		
Common stock, $0.001 par value; 100,000 shares authorized; 57,088 and 56,303 shares issued and outstanding as of June 29, 2024 and December 30, 2023 (of which 3,786 are treasury stock)	61	60
Treasury stock	(11,912)	(11,912)
Additional paid-in capital	319,010	312,874
Accumulated other comprehensive income	870	783
Accumulated deficit	(204,139)	(188,974)
Total stockholders' equity	103,890	112,831
Total liabilities and stockholders' equity	$ 238,039	$ 257,855

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CONSOLIDATED BALANCE SHEETS (Parenthetical) - $ / shares shares in Thousands	**Jun. 29, 2024**	**Dec. 30, 2023**
CONSOLIDATED BALANCE SHEETS		
Common stock, par value (in USD per share)	$ 0.001	$ 0.001
Common stock, shares authorized (in shares)	100,000	100,000
Common stock, shares issued (in shares)	57,088	56,303
Common stock, shares outstanding (in shares)	57,088	56,303
Treasury stock (in shares)	3,786	

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CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE OPERATIONS - USD ($) shares in Thousands, $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE OPERATIONS				
Net sales	$ 144,270	$ 176,978	$ 310,559	$ 352,470
Cost of sales	[1] 95,877	116,536	208,247	229,477
Gross profit	48,393	60,442	102,312	122,993
Operating expense	57,121	61,286	117,557	123,201
Loss from operations	(8,728)	(844)	(15,245)	(208)
Other income (expense):				
Other income, net	354	639	791	1,553
Interest expense	(286)	(325)	(586)	(683)
Total other income, net	68	314	205	870
(Loss) income before income taxes	(8,660)	(530)	(15,040)	662
Income tax provision	27	141	125	282
Net (loss) income	(8,687)	(671)	(15,165)	380
Other comprehensive gain:				
Foreign currency adjustments			87	
Unrealized gain on deferred compensation trust assets		24		48
Total other comprehensive gain		24	87	48
Comprehensive (loss) income	$ (8,687)	$ (647)	$ (15,078)	$ 428
Net (loss) income per share:				
Basic net (loss) income per share (in dollars per share)	$ (0.15)	$ (0.01)	$ (0.27)	$ 0.01
Diluted net (loss) income per share (in dollars per share)	$ (0.15)	$ (0.01)	$ (0.27)	$ 0.01
Weighted-average common shares outstanding:				
Shares used in computation of basic net (loss) income per share (in shares)	56,851	56,532	56,677	55,789
Shares used in computation of diluted net (loss) income per share (in shares)	56,851	56,532	56,677	58,028

[1] Excludes depreciation and amortization expense which is included in operating expense.

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - USD ($) shares in Thousands, $ in Thousands	**Common Stock**	**Additional Paid-in-Capital**	**Treasury Stock**	**Accumulated Other Comprehensive Income**	**Accumulated Deficit**	**Total**
Beginning balance at Dec. 31, 2022	$ 57	$ 297,265	$ (7,625)	$ 1,126	$ (180,751)	$ 110,072
Beginning balance (in shares) at Dec. 31, 2022	54,653					
Increase (Decrease) in Stockholders' Equity						
Net income (loss)					1,051	1,051

Issuance of shares in connection with stock option exercise	$ 1	1,523				1,524
Issuance of shares in connection with stock option exercise (in shares)	972					
Issuance of shares in connection with restricted stock units vesting	$ 1					1
Issuance of shares in connection with restricted stock units vesting (in shares)	495					
Issuance of shares in connection with BOD fees		6				6
Issuance of shares in connection with BOD fees (in shares)	1					
Issuance of shares in connection with ESPP		221				221
Issuance of shares in connection with ESPP (in shares)	42					
Share-based compensation		4,170				4,170
Unrealized gain on deferred compensation trust assets				24		24
Ending balance at Apr. 01, 2023	$ 59	303,185	(7,625)	1,150	(179,700)	117,069
Ending balance (in shares) at Apr. 01, 2023	56,163					
Increase (Decrease) in Stockholders' Equity						
Net income (loss)					(671)	(671)
Issuance of shares in connection with stock option exercise		446				446
Issuance of shares in connection with stock option exercise (in shares)	279					
Issuance of shares in connection with restricted stock units vesting (in shares)	431					
Issuance of shares in connection with BOD fees		5				5
Issuance of shares in connection with BOD fees (in shares)	1					
Share-based compensation		2,937				2,937
Stock repurchase		(5)	(1,047)			(1,052)
Stock repurchase (in shares)	(250)					
Unrealized gain on deferred compensation trust assets				24		24
Ending balance at Jul. 01, 2023	$ 59	306,568	(8,672)	1,174	(180,371)	118,758
Ending balance (in shares) at Jul. 01, 2023	56,624					
Beginning balance at Dec. 30, 2023	$ 60	312,874	(11,912)	783	(188,974)	112,831
Beginning balance (in shares) at Dec. 30, 2023	56,303					
Increase (Decrease) in Stockholders' Equity						
Net income (loss)					(6,478)	(6,478)
Issuance of shares in connection with restricted stock units vesting	$ 1	(323)				(322)
Issuance of shares in connection with restricted stock units vesting (in shares)	243					
Issuance of shares in connection with BOD fees		8				8
Issuance of shares in connection with ESPP		202				202
Issuance of shares in connection with ESPP (in shares)	75					
Officers and directors stock purchase plan (in shares)	3					
Share-based compensation		2,824				2,824
Foreign currency adjustments				87		87
Ending balance at Mar. 30, 2024	$ 61	315,585	(11,912)	870	(195,452)	109,152
Ending balance (in shares) at Mar. 30, 2024	56,624					
Beginning balance at Dec. 30, 2023	$ 60	312,874	(11,912)	783	(188,974)	$ 112,831
Beginning balance (in shares) at Dec. 30, 2023	56,303					
Increase (Decrease) in Stockholders' Equity						
Issuance of shares in connection with stock option exercise (in shares)						0
Foreign currency adjustments						$ 87
Ending balance at Jun. 29, 2024	$ 61	319,010	(11,912)	870	(204,139)	103,890
Ending balance (in shares) at Jun. 29, 2024	57,088					
Beginning balance at Mar. 30, 2024	$ 61	315,585	(11,912)	870	(195,452)	109,152
Beginning balance (in shares) at Mar. 30, 2024	56,624					
Increase (Decrease) in Stockholders' Equity						
Net income (loss)					(8,687)	(8,687)
Issuance of shares in connection with restricted stock units vesting		(106)				(106)
Issuance of shares in connection with restricted stock units vesting (in shares)	455					
Issuance of shares in connection with BOD fees		11				11
Issuance of shares in connection with BOD fees (in shares)	7					
Officers and directors stock purchase plan		3				3
Officers and directors stock purchase plan (in shares)	2					
Share-based compensation		3,517				3,517
Ending balance at Jun. 29, 2024	$ 61	$ 319,010	$ (11,912)	$ 870	$ (204,139)	$ 103,890
Ending balance (in shares) at Jun. 29, 2024	57,088					

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CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Thousands	6 Months Ended	
	Jun. 29, 2024	Jul. 01, 2023
Operating activities		
Net (loss) income	$ (15,165)	$ 380
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization expense	8,480	8,166
Amortization of intangible assets	21	20
Share-based compensation expense	5,910	6,696
Stock awards issued for non-employee director service	19	11
Stock awards related to officers and directors stock purchase plan from payroll deferral	4	
Gain from disposition of assets		(75)
Amortization of deferred financing costs	32	32
Changes in operating assets and liabilities:		
Accounts receivable	1,217	(1,090)
Inventory	19,613	22,286
Other current assets	(2,032)	(4)
Other non-current assets	15	60
Accounts payable and accrued expenses	(17,802)	28,630
Other current liabilities	(566)	925
Right-of-use obligation - operating leases - current	1,169	380
Right-of-use obligation - operating leases - long-term	(790)	(398)
Other non-current liabilities	(107)	342
Net cash provided by operating activities	18	66,361
Investing activities		
Additions to property and equipment	(14,567)	(4,669)
Payments for intangible assets	(40)	
Proceeds from sale of property and equipment		83
Net cash used in investing activities	(14,607)	(4,586)
Financing activities		

Borrowings from revolving loan payable	127	117
Payments made on revolving loan payable	(127)	(117)
Payments on finance leases	(2,157)	(2,467)
Repurchase of treasury stock		(1,052)
Net proceeds from issuance of common stock for ESPP	202	221
Statutory tax withholding payment for share-based compensation	(429)	
Proceeds from exercise of stock options		1,969
Net cash used in financing activities	(2,384)	(1,329)
Effect of exchange rate changes on cash	87	
Net change in cash and cash equivalents	(16,886)	60,446
Cash and cash equivalents, beginning of period	50,951	18,767
Cash and cash equivalents, end of period	34,065	79,213
Supplemental disclosure of non-cash investing and financing activities:		
Right-of-use operating asset acquired	12,857	
Accrued asset purchases	888	408
Share-based compensation expense capitalized in property and equipment	431	411
Supplemental disclosure of cash flow information:		
Cash paid during the period for income taxes	48	155
Cash paid during the period for interest	586	683
Cash received during the period for interest	$ 791	$ 557

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Basis of Presentation and Description of Company	6 Months Ended Jun. 29, 2024
Basis of Presentation and Description of Company	
Basis of Presentation and Description of Company	(see below)

Note 1 – Basis of Presentation and Description of Company

CarParts.com, Inc. (including its subsidiaries) is a leading online provider of aftermarket auto parts and accessories. The Company sells its products primarily to individual consumers through its flagship website located at *www.carparts.com,* our app, and online marketplaces. Our corporate website is also located at *www.carparts.com/investor*. References to the “Company,” “we,” “us,” or “our” refer to CarParts.com, Inc. and its consolidated subsidiaries.

The Company’s products consist of replacement parts serving the wear and tear and body repair market, hard parts to serve the maintenance and repair market, and performance parts and accessories. The replacement parts category is primarily comprised of body parts for the exterior of an automobile as well as certain other mechanical or electrical parts that are not related to the functioning of the engine or drivetrain. Our parts in this category typically replace original body parts that have been damaged as a result of general wear and tear or a collision. In addition, we sell an extensive line of mirror products, including parts from our own house brand called Kool-Vue®, which are marketed and sold as aftermarket replacement parts and as upgrades to existing parts. The hard parts category is primarily comprised of engine components and other mechanical and electrical parts including our house brand of catalytic converters called Evan Fischer®. These hard parts serve as replacement parts that are generally used by professionals and do-it-yourselfers for engine and mechanical maintenance and repair. We also offer other parts and accessories (formerly referred to as performance parts and accessories), which includes certain performance versions of many parts sold in each of the above categories, including parts from our own house brand, JC Whitney®. Other parts and accessories is also comprised of parts that upgrade existing functionality of a specific part or improve the physical appearance or comfort of the automobile.

The Company is a Delaware C corporation and is headquartered in Torrance, California. The Company has employees located in both the United States and the Philippines.

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and with the instructions to U.S. Securities and Exchange Commission (“SEC”) Form 10-Q and Article 10 of SEC Regulation S-X. In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company as of June 29, 2024 and the consolidated results of operations and cash flows for the thirteen and twenty-six weeks ended June 29, 2024 and July 1, 2023. The Company’s results for the interim periods are not necessarily indicative of the results that may be expected for any other interim period, or for the full year. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 30, 2023, which was filed with the SEC on March 8, 2024 and all our other periodic filings, including Current Reports on Form 8-K, filed with the SEC after the end of our 2023 fiscal year, and throughout the date of this report.

Based on our current operating plan, we believe that our existing cash and cash equivalents, investments, cash flows from operations and available debt financing will be sufficient to finance our operational cash needs through at least the next twelve months.

Recent Accounting Standard Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes* (Topic 740): Improvements to Income Tax Disclosure, which expands the disclosures required for income taxes, primarily through changes to the rate reconciliation and income taxes paid information. This ASU is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures.

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Borrowings	6 Months Ended Jun. 29, 2024
Borrowings	
Borrowings	(see below)

Note 2 – Borrowings

The Company maintains an asset-based revolving credit facility ("Credit Facility") that provides for, among other things, a revolving commitment, which is subject to a borrowing base derived from certain receivables, inventory, and property and equipment. The Credit Facility provides for the revolving commitment in an aggregate principal amount of $75,000 and allows for an uncommitted ability to increase the aggregate principal amount by an additional $75,000 to $150,000, subject to certain terms and conditions. The Credit Facility matures on June 17, 2027. As of June 29, 2024 and December 30, 2023, our outstanding revolving loan balance was $0, respectively. As of June 29, 2024 and December 30, 2023, the outstanding standby letters of credit balance was $680, respectively, and we had $0 of our trade letters of credit outstanding in accounts payable in our consolidated balance sheets.

Loans drawn under the Credit Facility bear interest, at the Company’s option, at a per annum rate equal to either (a) Adjusted Secured Overnight Financing Rate (“SOFR”) plus an applicable margin of 1.50% to 2.00% per annum based on the Company's fixed charge coverage ratio, or (b) an “alternate prime base rate” subject to an increase from 0.00% to 0.50% per annum based on the Company’s fixed charge coverage ratio. As of June 29, 2024, the Company’s SOFR based interest rate was 7.44% and the Company’s prime based rate was 9.00%. A commitment fee, based upon undrawn availability under the Credit Facility bearing interest at a rate of either 0.20% or 0.25% per annum based on the amount of undrawn availability, is payable monthly. Under the terms of the credit agreement with JPMorgan Chase Bank, N.A. (the “Credit Agreement”), cash receipts are deposited into a lock-box, which are at the Company’s discretion unless the “cash dominion period” is in effect, during which cash receipts will be used to reduce amounts owing under the Credit Agreement. The cash dominion period is triggered in an event of default or if “excess availability,” as defined under the Credit Agreement, is less than $9,000 (12% of the aggregate revolving commitment) for three consecutive business days and will continue until, during the preceding 45 consecutive days, no event of default existed and excess availability has been greater than $9,000 at all times (with the trigger subject to adjustment based on the Company’s revolving commitment). In addition, in the event that the Company’s required excess availability related to the “Covenant Testing Trigger Period” (as defined under the Credit Agreement) is less than $7,500 (10% of the aggregate revolving commitment) for three consecutive business days, the Company shall be required to maintain a minimum fixed charge coverage ratio of 1.0 to 1.0, and continuing until excess availability has been greater than or equal to $7,500 at all times for 45 consecutive days (with the trigger subject to adjustment based on the Company’s revolving commitment).

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Stockholders' Equity and Share-Based Compensation	6 Months Ended Jun. 29, 2024
Stockholders' Equity and Share-Based Compensation	
Stockholders' Equity and Share-Based Compensation	(see below)

Note 3 – Stockholders’ Equity and Share-Based Compensation

Options and Restricted Stock Units

The Company had the following common stock option activity during the twenty-six weeks ended June 29, 2024:

- Granted options to purchase 0 common shares.
- Exercise of 0 options to purchase common shares.
- Forfeiture of 5 options to purchase common shares.
- Expiration of 78 options to purchase common shares.

The following table summarizes the Company’s restricted stock unit ("RSU") activity for the twenty-six weeks ended June 29, 2024, and details regarding the awards outstanding and exercisable as of June 29, 2024 (in thousands):

	Shares	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Vested and expected to vest as of December 30, 2023	3,609		
Awarded	2,293		
Vested	(915)		
Forfeited	(75)		
Awards outstanding, June 29, 2024	4,912	$ 6.32	$ 4,912
Vested and expected to vest as of June 29, 2024	4,911	$ 6.32	$ 4,911

During the twenty-six weeks ended June 29, 2024, 915 RSUs that vested were time-based and 0 were performance-based.

For the thirteen and twenty-six weeks ended June 29, 2024, we recorded compensation costs related to stock options and RSUs of $3,517 and $6,341, respectively. For the thirteen and twenty-six weeks ended July 1, 2023, we recorded compensation costs related to stock options and RSUs of $2,937 and $7,107, respectively. As of June 29, 2024, there was unrecognized compensation expense related to stock options and RSUs of $18,531 that will be expensed through June 2028.

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Net (Loss) Income Per Share	6 Months Ended Jun. 29, 2024
Net (Loss) Income Per Share	
Net (Loss) Income Per Share	**Note 4 – Net (Loss) Income Per Share**

The following table sets forth the computation of basic and diluted net (loss) income per share (in thousands, except per share data):

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net (loss) income per share:				
Numerator:				
Net (loss) income allocable to common shares	$ (8,687)	$ (671)	$ (15,165)	$ 380
Denominator:				
Weighted-average common shares outstanding (basic)	56,851	56,532	56,677	55,789
Common equivalent shares from common stock options and restricted stock	—	—	—	2,239
Weighted-average common shares outstanding (diluted)	56,851	56,532	56,677	58,028
Basic net (loss) income per share	$ (0.15)	$ (0.01)	$ (0.27)	$ 0.01
Diluted net (loss) income per share	$ (0.15)	$ (0.01)	$ (0.27)	$ 0.01

For the thirteen and twenty-six weeks ended June 29, 2024, and the thirteen weeks ended July 1, 2023, all outstanding potentially dilutive securities have been excluded from the calculation of diluted net loss per share as the effect of including such securities would have been anti-dilutive. Options and RSUs that were antidilutive and not included in the dilutive earnings per share calculation for the twenty-six weeks ended July 1, 2023 amounted to 2,745.

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Income Taxes	6 Months Ended Jun. 29, 2024
Income Taxes	
Income Taxes	**Note 5 – Income Taxes**

The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open.

For the thirteen and twenty-six weeks ended June 29, 2024, the effective tax rate for the Company was (0.3)% and (0.8%), respectively. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, income of our Philippines subsidiary that is subject to different effective tax rates, share-based compensation that
is either not deductible for tax purposes or for which the tax deductible amount is different than the financial reporting amount, and a change in the valuation allowance that offset the tax on the current period pre-tax loss.

For the thirteen and twenty-six weeks ended July 1, 2023, the effective tax rate for the Company was (26.6)% and 42.6%, respectively. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, income of our Philippines subsidiary that is subject to different effective tax rates, share-based compensation that is either not deductible for tax purposes or for which the tax deductible amount is different than the financial reporting amount, and a change in the valuation allowance that offset the tax of the current period pre-tax (loss) income.

The Company accounts for income taxes in accordance with ASC Topic 740 - Income Taxes ("ASC 740"). Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. We currently have a full valuation allowance against our deferred tax assets. As of each reporting date, the Company's management considers new evidence, both positive and negative, that could impact management's view with regard to future realization of deferred tax assets. For the twenty-six weeks ended June 29, 2024, there was no material change from fiscal year ended December 30, 2023 in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.

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Commitments and Contingencies	6 Months Ended Jun. 29, 2024
Commitments and Contingencies.	
Commitments and Contingencies	**Note 6 – Commitments and Contingencies**

Leases

During the first quarter of 2024, the Company entered into a lease agreement for a new distribution center in Las Vegas, Nevada. The lease commenced on February 1, 2024 with a eighty-seven month lease term set to expire in April of 2031. The Company is obligated to pay approximately $186 in monthly base rent (rent abatement for three months in the first year), which shall increase by 4% each year beginning on the second-year anniversary of the lease term. In accordance with ASU 842 – Leases ("ASC 842"), the Company recorded $12,857 in Right-of-use assets – operating, non-current, and $12,018 in Right-of-use obligation – operating, non-current, with $839 recorded in Right-of-use obligation – operating, current, on the consolidated balance sheet at the commencement of the lease.

Legal Matters

Asbestos. A wholly-owned subsidiary of the Company, Automotive Specialty Accessories and Parts, Inc. and its wholly-owned subsidiary Whitney Automotive Group, Inc. ("WAG"), are named defendants in several lawsuits involving claims for damages caused by installation of brakes during the late 1960's and early 1970's that contained asbestos. WAG marketed certain brakes, but did not manufacture any brakes. WAG maintains liability insurance coverage to protect its and the Company's assets from losses arising from the litigation and coverage is provided on an occurrence rather than a claims made basis, and the Company is not expected to incur significant out-of-pocket costs in connection with this matter that would be material to its consolidated financial statements.

Ordinary course litigation. The Company is subject to legal proceedings and claims which arise in the ordinary course of its business, including, for example, claims relating to product liability, workplace injuries, intellectual property rights, and employment matters. For example, a worker, who was directly employed by the Company's third party labor contracting firm at the Company's Grand Prairie, TX warehouse has filed a negligence claim in the Superior Court of the State of California, Los Angeles County, Central District relating to a workplace injury from March 2021. In July 2024, the Court granted the Company's motion for summary judgement. Appeals could be filed by the plaintiff and the Company intends to continue to defend itself vigorously, although there can be no assurance that there will not be some liability. As of the date hereof, the Company believes that the final disposition of such matters will not have a material adverse effect on the financial position, results of operations or cash flow of the Company. The Company maintains liability insurance coverage to protect the Company's assets from losses arising out of or involving activities associated with ongoing and normal business operations.

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Product Information	6 Months Ended Jun. 29, 2024
Product Information	
Product Information	**Note 7 – Product Information**

As described in Note 1 above, the Company's products consist of replacement parts serving the wear and tear and body repair market, hard parts to serve the maintenance and repair market, and other parts and accessories (formerly referred to as performance parts and accessories). The following table summarizes the approximate distribution of the Company's revenue by product type.

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
House Brands				
Replacement Parts	62 %	64 %	63 %	65 %
Hard Parts(1)	20 %	20 %	19 %	20 %
Other(1)	1 %	1 %	1 %	1 %
Branded				
Replacement Parts	2 %	2 %	2 %	2 %
Hard Parts(1)	14 %	12 %	14 %	11 %
Other(1)	1 %	1 %	1 %	1 %
Total	100 %	100 %	100 %	100 %

(1) During the first quarter of 2024, we updated the product classification of certain parts to better reflect their part category. Prior period figures have been updated to reflect the new presentation.

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended			
	Jun. 29, 2024	Mar. 30, 2024	Jul. 01, 2023	Apr. 01, 2023
Pay vs Performance Disclosure				
Net Income (Loss)	$ (8,687)	$ (6,478)	$ (671)	$ 1,051

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Insider Trading Arrangements	3 Months Ended Jun. 29, 2024
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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Basis of Presentation and Description of Company (Policies)	6 Months Ended Jun. 29, 2024
Basis of Presentation and Description of Company	

Basis of Presentation

Basis of Presentation	The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and with the instructions to U.S. Securities and Exchange Commission ("SEC") Form 10-Q and Article 10 of SEC Regulation S-X. In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company as of June 29, 2024 and the consolidated results of operations and cash flows for the thirteen and twenty-six weeks ended June 29, 2024 and July 1, 2023. The Company's results for the interim periods are not necessarily indicative of the results that may be expected for any other interim period, or for the full year. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 30, 2023, which was filed with the SEC on March 8, 2024 and all our other periodic filings, including Current Reports on Form 8-K, filed with the SEC after the end of our 2023 fiscal year, and throughout the date of this report. Based on our current operating plan, we believe that our existing cash and cash equivalents, investments, cash flows from operations and available debt financing will be sufficient to finance our operational cash needs through at least the next twelve months.
Recent Accounting Standard Not Yet Adopted	***Recent Accounting Standard Not Yet Adopted*** In December 2023, the FASB issued ASU 2023-09, *Income Taxes* (Topic 740): Improvements to Income Tax Disclosure, which expands the disclosures required for income taxes, primarily through changes to the rate reconciliation and income taxes paid information. This ASU is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures.

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Stockholders' Equity and Share-Based Compensation (Tables)	6 Months Ended Jun. 29, 2024
Stockholders' Equity and Share-Based Compensation	
Summary of Restricted Stock Unit Activity	The following table summarizes the Company's restricted stock unit ("RSU") activity for the twenty-six weeks ended June 29, 2024, and details regarding the awards outstanding and exercisable as of June 29, 2024 (in thousands):

	Shares	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Vested and expected to vest as of December 30, 2023	3,609		
Awarded	2,293		
Vested	(915)		
Forfeited	(75)		
Awards outstanding, June 29, 2024	4,912	$ 6.32	$ 4,912
Vested and expected to vest as of June 29, 2024	4,911	$ 6.32	$ 4,911

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Net (Loss) Income Per Share (Tables)	6 Months Ended Jun. 29, 2024
Net (Loss) Income Per Share	
Computation of Basic and Diluted Net Income (Loss) Per Share	The following table sets forth the computation of basic and diluted net (loss) income per share (in thousands, except per share data):

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net (loss) income per share:				
Numerator:				
Net (loss) income allocable to common shares	$ (8,687)	$ (671)	$ (15,165)	$ 380
Denominator:				
Weighted-average common shares outstanding (basic)	56,851	56,532	56,677	55,789
Common equivalent shares from common stock options and restricted stock	—	—	—	2,239
Weighted-average common shares outstanding (diluted)	56,851	56,532	56,677	58,028
Basic net (loss) income per share	$ (0.15)	$ (0.01)	$ (0.27)	$ 0.01
Diluted net (loss) income per share	$ (0.15)	$ (0.01)	$ (0.27)	$ 0.01

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Product Information (Tables)	6 Months Ended Jun. 29, 2024
Product Information	
Summary of Revenue by Product Type	

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
House Brands				
Replacement Parts	62 %	64 %	63 %	65 %
Hard Parts(1)	20 %	20 %	19 %	20 %
Other(1)	1 %	1 %	1 %	1 %
Branded				
Replacement Parts	2 %	2 %	2 %	2 %
Hard Parts(1)	14 %	12 %	14 %	11 %
Other(1)	1 %	1 %	1 %	1 %
Total	100 %	100 %	100 %	100 %

(1) During the first quarter of 2024, we updated the product classification of certain parts to better reflect their part category. Prior period figures have been updated to reflect the new presentation.

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Borrowings (Details) - USD ($) $ in Thousands	6 Months Ended Jun. 29, 2024	Dec. 30, 2023	Jun. 17, 2022
JP Morgan | Revolving Credit Facility			
Borrowings			
Current borrowing capacity			$ 75,000
Maximum borrowing capacity			150,000
Increased aggregate borrowing capacity			$ 75,000
Revolving loan payable	$ 0	$ 0	
Credit facility trigger amount	$ 9,000		
Consecutive business days below minimum excess availability	3 days		
Number of consecutive days excess availability is above required amount	45 days		
Minimum availability required under availability block	$ 7,500		
Consecutive business days below minimum excess availability related to covenant testing trigger period	3 days		
Minimum fixed charge ratio if less than minimum excess availability	1.0		
Number of consecutive days excess availability related to covenant testing trigger period	45 days		
Credit facility trigger amount as a percent of aggregate revolving commitment (in percent)	12.00%		
Event of default amount	$ 0		
Minimum availability required under availability block as a percentage of aggregate revolving commitment (in percent)	10.00%		
JP Morgan | Revolving Credit Facility | Minimum			
Borrowings			
Unused credit commitment fee (percent)	0.25%		
JP Morgan | Revolving Credit Facility | Maximum			
Borrowings			
Unused credit commitment fee (percent)	0.20%		
JP Morgan | Letter of Credit			
Borrowings			
Maximum borrowing capacity	$ 680	680	
Outstanding letters of credit amount	$ 0	$ 0	
Adjusted Secured Overnight Financing Rate (SOFR) | Revolving Credit Facility | Minimum			
Borrowings			
Applicable margin on the company's fixed charge coverage ratio (percent)	1.50%		
Adjusted Secured Overnight Financing Rate (SOFR) | Revolving Credit Facility | Maximum			
Borrowings			
Applicable margin on the company's fixed charge coverage ratio (percent)	2.00%		
Adjusted Secured Overnight Financing Rate (SOFR) | JP Morgan | Revolving Credit Facility			
Borrowings			
Interest rate (percent)	7.44%		
Base Rate | JP Morgan | Revolving Credit Facility			

Borrowings	
Interest rate (percent)	9.00%
Prime rate | Revolving Credit Facility | Minimum	
Borrowings	
Applicable margin on the company's fixed charge coverage ratio (percent)	0.00%
Prime rate | Revolving Credit Facility | Maximum	
Borrowings	
Applicable margin on the company's fixed charge coverage ratio (percent)	0.50%

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Stockholders' Equity and Share-Based Compensation - Summary of Stock Option Activity (Details) shares in Thousands	6 Months Ended Jun. 29, 2024 shares
Shares	
Granted (in shares)	0
Exercised (in shares)	0
Cancelled:	
Forfeited (in shares)	5
Expired (in shares)	78

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Stockholders' Equity and Share-Based Compensation - Restricted Stock Units (Details) $ / shares in Units, shares in Thousands, $ in Thousands	6 Months Ended Jun. 29, 2024 USD ($) $ / shares shares
Restricted stock units	
Shares	
Vested and expected to vest as of beginning period (in shares)	3,609
Awarded (in shares)	2,293
Vested (in shares)	(915)
Forfeited (in shares)	(75)
Awards outstanding, ending period (in shares)	4,912
Vested and expected to vest as of ending period (in shares)	4,911
Weighted Average Exercise Price	
Awards outstanding, weighted average grant date fair value, ending balance (in usd per share) | $ / shares	$ 6.32
Vested and expected to vest, weighted average grant date fair value, ending balance (in usd per share) | $ / shares	$ 6.32
Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Additional Disclosures [Abstract]	
Awards outstanding, Aggregate Intrinsic Value | $	$ 4,912
Vested and expected to vest, Aggregate Intrinsic Value | $	$ 4,911
Time Based RSU	
Shares	
Vested (in shares)	(915)
Performance based RSU	
Shares	
Vested (in shares)	0

XML 35 R23.htm IDEA: XBRL DOCUMENT

Stockholders' Equity and Share-Based Compensation - Share-Based Compensation Expense (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 29, 2024	Apr. 01, 2023	Jun. 29, 2024	Jul. 01, 2023
Stockholders' Equity and Share-Based Compensation				
Compensation costs	$ 3,517	$ 2,937	$ 6,341	$ 7,107
Unrecognized compensation expense	$ 18,531		$ 18,531	

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Net (Loss) Income Per Share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 29, 2024	Jul. 01, 2023	Jun. 29, 2024	Jul. 01, 2023
Net (Loss) Income Per Share				
Net (loss) income allocable to common shares	$ (8,687)	$ (671)	$ (15,165)	$ 380
Weighted-average common shares outstanding (basic) (in shares)	56,851	56,532	56,677	55,789
Common equivalent shares from common stock options and restricted stock (in shares)				2,239
Weighted-average common shares outstanding (diluted) (in shares)	56,851	56,532	56,677	58,028
Basic net (loss) income per share (in dollars per share)	$ (0.15)	$ (0.01)	$ (0.27)	$ 0.01
Diluted net (loss) income per share (in dollars per share)	$ (0.15)	$ (0.01)	$ (0.27)	$ 0.01

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Net (Loss) Income Per Share - Anti-Dilutive Securities (Details) shares in Thousands	6 Months Ended Jul. 01, 2023 shares
Net (Loss) Income Per Share	
Anti-dilutive securities excluded from calculation of diluted earnings per share (in shares)	2,745

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Income Taxes (Details)	3 Months Ended		6 Months Ended	
	Jun. 29, 2024	Jul. 01, 2023	Jun. 29, 2024	Jul. 01, 2023
Income Taxes				
Effective tax rate	(0.30%)	(26.60%)	(0.80%)	42.60%

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Commitments and Contingencies (Details) - USD ($) $ in Thousands	Feb. 01, 2024	Jun. 29, 2024	Dec. 30, 2023
Commitments and Contingencies.			
Term of lease	87 months		
Rent free term from lease initiation	3 months		
Monthly base rent commitment	$ 186		
Percentage of annual increase in base rent	4.00%		
Right-of-use - assets - operating leases, net	$ 12,857	$ 29,530	$ 19,542
Right-of-use - obligation - operating, non-current	12,018	26,166	16,742
Right-of-use - obligation - operating, current	$ 839	$ 5,692	$ 4,749

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Product Information (Details) - Sales Revenue, Product Line - Product Concentration Risk	3 Months Ended		6 Months Ended	
	Jun. 29, 2024	Jul. 01, 2023	Jun. 29, 2024	Jul. 01, 2023
Product Information				
Concentration risk percentage	100.00%	100.00%	100.00%	100.00%
House Brands, Replacement Parts				
Product Information				
Concentration risk percentage	62.00%	64.00%	63.00%	65.00%
House Brands, Hard Parts				
Product Information				
Concentration risk percentage	20.00%	20.00%	19.00%	20.00%
House Brands, Other				
Product Information				
Concentration risk percentage	1.00%	1.00%	1.00%	1.00%
Branded, Replacement Parts				
Product Information				
Concentration risk percentage	2.00%	2.00%	2.00%	2.00%
Branded, Hard Parts				
Product Information				
Concentration risk percentage	14.00%	12.00%	14.00%	11.00%
Branded, Other				
Product Information				
Concentration risk percentage	1.00%	1.00%	1.00%	1.00%

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P]ML$!L"9ZX^MI;&T_\9!SUR?$P[I.3Z71/COUIN3<&UZ4$/^HUD7_50=M^AOFV4@VQ4.#Z%8UKP;EOT1:6^K=TM4.P7(<]Q8K"S>(X)9!W2=
M%GV#6UGSK&>6HG=G.\\&Y(]>#=^M/EM<:C!>:P0ENQ#LN9"F-81>N=D,^QB! M*H'V^U[VX\EWV7@M_;VQ1TM9"QLYSI"8GX[&@V_])(/>)H.3;N/V-8V-@KK-M4M-QNY7P0[,)[<6;??
(351N&E\ A1]5P,!U[1#4[6D,86;F]:"T-;EGNL\"U M%I05P/-<8MI;PAKH%N7%7U!+ P04 "_#@FO]8"J&T:@P% "*#0 &0 M 'AL+W=OKNN;?GCM39 M6IL[6S([NJ\K9<\'I7/-
F]'(9B77PB:Z884WA3:U<%B:Y<@VAD4>E.IJE(['M1Z :2#68GX6]:S,_TZVKI.)K0[:M:V$VEUSI]?E@,MAN?)3+TOF7RL$4N^ M8?>IN398C7J47 :LK 2*#!?G@X0)F\N9EP\"OTM>VYUG\I$LM+
[SB_?Y^6#L M'>**,^+/Y6?,55Y8'@QM<.<]";]{J[SUOT=R%VQ+(0EJ]T]5GFKCP?G PH MYT*TE?NHU[]P%\\KCY?IRH9?6D?9R71-66N=KCME>%!+%?_%?9>''863\7<4
MTDXA#7Y'0\'+M*)^9G1:S)>&FC^(80:M.&<5+XH-\[@K82>F[]7F:Z9;L4] MV[.1 Z+?'V6=]F743K^C?40?M'*EI9]5SOEC_1$\Z=U)M^YP)O&D?WC3@3?]E>%%[ME_-
\0;VXB,SP=@O&6SXL'\Q;/)T?CT"=]F MO6^S!]#_UK>GM7_3CND5O7AVDDXFI[0+1K7V(^DW1M'XLD)\@WCC?"S!8A&Y<;,A!JQ9?M/&Z4BT?HWJ%=2FS
M,LA]&\T0L/%X\OQ@""]L$U6K3=:XHM\=/P-I2 M&#[TTS(G&$!N;2S[%HHEW#>DM,(S5L-+*HN64!I6M-H"R>P_K:".PJBUJT* M@-\.P80*L@6XIC*S!ANM'&>8E%A&'(O*(/HTJ30K@9G0\
M&J/AXX/BI3\^TO&I%\+KL)J<'B3T";+9RQQZ=V M-^@,"9'(D26%FR>O\ R+0UIHY!RDDX'*GAZ*E\(OAI$$60A; A@=\ #8VUB% MFZROG(&B"2DM6M<:QH:HY!\Q2+B]-Z)^\VS30PNX?
I8H#6=PB'J:=W0.TZ&0 M-L.6/S4[B+><<;U 7:?C.+.VO.^J*-UE[N?]M8QI@*]'3IWF\O('S"BQJ6# M*GF'(1;;T$O%5$$'D(31+BWA1$_"36@\W7LQ&^WOE__"+,$IJKB ZC@Y?C4@$V_^<>%T$V[;(
+N[N&QQ,<2&R^ M]X7&Q:U;>/]Y]?\3U!+ P04 "_#@FO]8 M+V"=_=$$ ","@ &0 'AL M+W=O[K=V!V9EE9M:R_CZG9]>+2(Q3Y$7:N?3I[M.7Z;.M\U]"R1SI MIC(VG
*&.OGXW'(2JY4&+F:+4XVSE2S/!,!Y,Q1C8GOW?9W M[OPY%KS,F9!^:=O>/83&K G159TPUI6V[;^ZZ7C8$YA/?B PZP1FR>Y64;+R MA8IJ<>;=EKS3-(S35H)R%3U.->3B8N6J2D>P'
,IF]/*V:AMP3,3 M',[&$2KDXCCKX"Y:N-D/X$[H+0#*0+:G//OY<Q>P->'=!L MV9!FD]G1/7B'O;^'">_P__@[NLOA%N_H;CRIF>>A5AF2#U 4@?TU#Q:/'DQ/ M)J?W6'O46WMT_K/1^=>N+N-?
>C"?3:>G=*]*>L.H@$ O&H\]BB73 M1OL0Z6NC?&1/;I_4Q'@*J5W1&+PV'-VD9'BHQ@D"H\LZ@A=!;L6A1PKD/T M>MVD>LV2&(3HC0KTB0L5AO2.KU6N1O0!\"U.!GMA'. A\Y+7'I;L:-HF#(HI
ME@!/M;D["'S-EBK)T$X:&BH*Z'VPC&J[[5D4+FNO3>O+X;15=NN+#N361AW6BT"#8[>CB=GPA(4H.U] RT+SCZ./VJ->[UCL<2-+1W@TA] MHW3'RC\9TK;464FA5,;@///)[/6.CGXA5CB1:
[3F0ELK(7$M1.#,V?P@'2J< M7+;/P@M\BCUUXOR(7DEKS)S/%5AL"5M>?-3YT:S/B2[JCV4]FYPNKU9RG%;3 MTR??!]NS8@&J6,6O 9G=)X28*U,8JU]/U7L
M;K09F6*\3_@(1!;*T%L507V@95@S&GR@$?WAU<3M1O]NG/AG_]#1@3_LGCCHQ:(\M@=/3R ")#D%W5K:G_ME/S ^^V77FFO>4@?_H)BSZ43FDJ8L-$&:J58"W F3E)FE*YN,_>J 7$:"E=P
MHW?^*H(L6:R4T4AZJ]60WL#O)?]*06+AMHV[(:U8S#3T(O6!+^)F)H6!4N.0 M]TV:%]0][D!61OO*K#I40:H]FG*Y=<-&-KO06)(_;]2P=[A<^52Z*48N\F$
M/C=YD<(W0BNH69D@<3$@G#L*.N9A#9J:WFQ2NNZ7 ;;9YD$,SU(',5B^,2]@ MFW3$?7+A:UTX#W(-?%B%!1TH4Q9T6:=U$OC4Y;%L@V;ES)%.[NRIW@ M*DD8M=;
(FMV(GIWQGL30L6^2'-0\LK&=ECH=_M1:]E.&-^NMW,:^$:%4CI M#40GHZ?'__+M[_NHJO3O+%V$=-+^BPQ+K*7"5T:.+PXW4(/HXF]02P,$ M% @ X)K_6-@@HKBL P-=@D !D
!X,"]W;W)K&ULO59M;]LV$/XK!Q4K6B"U+-EQTL0V$*ZHEWBI:PS8RP=1)(_/P^=.O*/F6VT>;'HX*DJE5T$A7/U11C:M,!*
MV)&N49EUZ82CH9F$J]K.H,@\J"K#>A960*EC._=S:+.>Z<:54N#9@FZH2 M9K*4F\7013T$[=R4SB)"?S6FSP#MUO]=K0*!Q8,EFALE(K,)@O@JOH8C7E M]7[!
[Q*W=]V[$FB]0,//F6+8,R"L,34,8.@UR->8UDR$Z_*KS%RQ",X#R# 73>EN]?8&.W].F2_5I?4M;-NU\3B M+%. M5QV8%%12M6_QU,5A#W#^(T#<-6*ON]W(J_P@G%C.C=Z"X=7$QAWOJD>3.*GX
MH]PY0U9).+=<&YTUJ8-/JOW %*EYZ(B8S6':D:Q:DO@')#/XK)4+/RL,LS^ MB@])T*J[E6MXJ.$OS1J!/[$XC'\?0(WV3PIB$T^/"UB+% M14#GWZ)YQ&#Y^E4T&U\>D3@=)$Z/L?]=B<=)?
M4.XQO>OSJ/H^@2#G"E:5# M:U.C$\Q *O"0"$2B'_$$7(%%M:J)TG.;NT4+L[BSQZ-<2ATJH M%#WV!RG*TS'9;'DW16FTD6GC@F?EX>:JUJ'/FO-)Y<_F?
O^T(:AZC@*^)#EYO/QBU]NNM[_ETT/SR30F0T+2B*(; M^<'DF.E&-Q9A92C.%F[WCLS:AW\6PT\PFW(SX>:4FAL^%*WY3?26:&C.]'[MOO?%?WRV1CR_]_S;$?3**2K?2V?
E^\\+V1$[%;&A[47_J^Q[[40)T=B'[;N6 M%7QH3)^KN324TM\:TD[RZ SS9SRA%(:FSNB,9WY5?W+34E@K&$E#HC!9N&ZBG5-RH "1_886>] M3P.*[GA?>97SVX\.E=UP[RZD,K#Q-
S[7KD:Y]EH<9H>?BJOV+GU>WOZ1?!9F M(Y6%$G."CD=GIP&8]I9O!T[7_F9-M*-[VG<+^C%"PPO(GFLJKMV-QA^M99__M E!+ P04 "_#@FO]8]]&LF(4" !E!P &0 'AL+W=O.9A(!"J@P#U]\U7
&EADBG\;OA=-J0!KB[WK)_ MMK7KNZQA"M.?Y%,Y6-GY*,EKBBZI9OOD!33]_PI9Q*^T2;VK??=U!:2<6+ M!JPS*-BKW-BQZ<%.P#\$"!I \!(0'0"$#2!\+2!J-%K ?T&8$MWZ]IMXZ98-MX206?
(.$\=9L9F&[;]&Z7X29[V2AA#XE&J>2.7Y":XGF(.PWQU) 4R)3RF4E M)VCN\44G9Z;^%A M!WQV"Y9BD/PO6:$[11#RQ?^SQ2[AE731=UT1ILN9(E3&#M:?"2(-3C)^W?^
MP/O4U>FW))N>GLC;7"'UR.:CO;]IEU>0W_?:?:WD^_UGYWJ2M2M7=/2E K*R02Y3R MBJGZ#VUWV[OBTDKDB_V)OD-JR7^FJ2\@_?^M").(PE)3>KVAEC51BWIM*%Y:
MU;KG2FN@7>;Z'@1A'/3YDG.U-4R]F9-_@!02P,$% @ X)K_6.#4."M$ M-@ B@8 !D !X;"]W;W)K&ULG95=;YLP%#$_MBL6D;/6!D*\U Z2DV[1,ZA2EW?;EX8 M8-3:S36C_6Q#6#8E5,H+V.;>XW-
MN$2-D,^J_#HI6136MC*)1*T9Y,"52-5EB>7K&IAH8F_L'1=A=-N***(PE9[*W&R_7"QKN GQ0:=3)&MI*]$,]VLB&Q%U@A8)!J M2\F=H!
[8,R"C,;OCNGU6]K$T_&1_L75;FK98P7W@OVB1>Q]\%+!#)<,[T3 MS5?HZIE97BJ8\8$R+_YOC'K]<*CWCHAJKM9J@JG$'OF MPU @#^ E[]^ Y\'' >5IKSP=HB>[F@$:_O9[?
A4&ZV(J/3_A]SJ#@,SS!0_MB,UZL=D@Y[O@MU?(#4/?DIOW9;;HO>;7'UP0W[#7,O M^ODG_:$$F;LNJ% J:[;5M&O]HUVU?.7O^%MEW[_J=<<(0:920U&^_,Z9=OY MVHD6E>LV>Z%-
[W+#POPL0-H \SP30A\G=H/^]Y/\ 5!+ P04 "_#@FO]8 ME#]"NWP% A#0 &0 'AL+W=O%-?C48,R#2E 6V(/'FFY(:S8&&)]:FX/>)2ON_NZLOXZQ(Y:E M]'1C]5\J#^75X'P@PK35F$:
<2='$>5+&>3LTMF-<"P-_PCAAJU 4X9+LHB- PJ MZ(79M?3*"UN(6T>>3) I5R87+\EG3M7QC/L;6]72/(@GMU:K3)%->CD*_!F
M1EGK[#HYFW['V9EX;TTHO7AE(]^VJ&-GAXT^+8Q0S"]Y4A,Q]/3 M_9.^FR<1'LG/RD;^U*0/)SN]\ ]]L+7,J.K0/)F?CBP/X3WO\ MIX>L[\>_#^1!,_M![L_AY)$9HT'*7(9*!>%,M)D2FKA(4+HWQ"U
@0[#I5R M36))9 3,U])!37 M;E4";T0"CCN3%!F17$%&S6FKQ8D2$GM7[@>ZI#TF7K M]T;Q:<%NO7CR^ Y=#J^N!\NAN+7^?PVGB<73P4F&50".57MH%4F3;BNX!$" MFU7&!]?$&>)%L"
(.7%#6:!70!E'XU38KI5G%""OEX\3]"Q>W?2N>9"(R?CX MCZ@U=T%EFO"!$P0Y<4+B8<,B^_A^)-BLS6RK3$JZ3!K.2L'L4K3E),*J?I MQX6 1)"<:ZV%S#]BOL3O1U%5^9AL>#&<"HVABR@=?
M*UE!&WF.$'8JZW8$'WR@G@ [?'YMD$,D_CA9!C)W:+D$DZ>7@> M1.>G8Q(*9L#CB.D+_1)4C"H3*XRR>NGB]VS#DH94-,'=(.@;8U5Q2F#:4Z,
MA:3[QL&1P&7GNVA0Q@>2+D+U)!HCFSQVP8^IX$O;Z)D=G3 M__\;[&J&Z(DC(T?@!QI7-WGJ4MLX,3>F@=X=U=8%ó 4]=3[SKP^*(V@J]1!:K M);)P,DY%.1*;4F6EV(
UA=*TTZC<0+#W7CK8CR MG,=$!L6<8G=#@1$++S8E*FNQM%3G*:BE0?P\K6B-27VL"QMV]Z!Cre=!W!'UN MU%KJU+7*K.E+N^\TC+/5M_TDUU)N<1LRFD9NG+#_D8AEZ";XJ"7P' AQJG
M>TI]BPA^NC%$.6^"U\ L';I4Q(;;0/WID8L57P9#,6!+?BLWX+/#F[!.Y & MP.9?]@V=V@LFER\7OZ,Q_\-2=YY97Q[[5^+-L\_#NZ9NHRS&_GB^N!59$ XGY MXC[>'(\Q@]X83'(2'^26EPK;X#Y$-
BL58"Y (XGZY5S#G?.5=0TZ1-Y(C&/K M>8SPK%G&C8U^T=SC8>B@*V>P7!K MD) LC@)&HM].7I 6]]@V WWE76T\VRMR*WBXYQW%#*;7K#]U_[]/T_/WB_B MZ8\'-/T*BQK<*J
C'CY%5UZD*=#L'5\!"]MP),Z_BPQ]LBQ .X+BZG5'MA! M_U?1[%]02P,$% @ X)K_6/V-"05" P R@@ !D !X,"]W;W)K&ULU55;;;MPLJ^/T5PANV%DAKQT[2IDT")-T=&% TO3PK M-
F,+M:5,DNMV7S]*=MQD:[,-V\M>(E,B#P\I4LRHDNI69X@&[HM*Y ET7!U,,;;W&VO#BYUB63"-9S*_X8G)QMZQ!PDN69F;"UE]PB:>OL6+9:[=+U2U M;G_H05QJ(XO&F!@47-
0KNV_RL&%P'#QC$#8&H>-=.W(LWS'#)B,E*U!6F]#L MAPO561,Y+NRES(VB4TYV9C(W,K[-9)Z@TF_A_;>2FP=@(H%YQA0>S"C@'!,YD M046@F#KRH34;D*)_E8RG-9%& M=8?>Y,VK[B
XW1% KPV@>MPM]J]","02+E ;Q6-#C>6U&"6X@:EM HKJ*>*[MH2\SA*7.J8FY/'8&F@ZF7]'#8.;6:8>'CSZCCL'IUJZMF6@G842DMAS[N8 M7WG[=3_:!-/+XLQ-
A<(\'&A^#Q7BK0:T90)TR=A>.,_V-5N(L,<%F/P%+/XA._[OUQCU ME+#I'2IZ3_\:*-BP@"]*H]0TS2U.=_8<9VAX0/C"JY97B)\%G3I]&C'C7Q_M54"LZJM8H2L'(^&.MIO[>(H,@N&+"4]M
1#Z6@X[X3!Z ML77#U>LI_Y6IE*H#&PO=V]R:W H965Tl?2^,SD LH>RD&;FY8C5B>^;ò (>2FR 5 M@:25E=(E1S+UVC>5!IZYI++PHR"(_9(+ZIYU-58R$D7&IFZK+D^G$! MA=K,O-#;.J[$.D?K\.?
3BJ-A&O#OZE*3Y79_"D\7(QKN M?P1L3.^9625+I>ZL\3F,>8$E! 6D:!$X_=W#&12%!2(:WUM,KRMI$_O/6_0_MG7;2LN0&SEO*E$S+,9U[BL0Q6O"[P2FW^@E;/V.*EJC#NEVV:V)@JIK5!5;;)
M9)=" O_\H7T/O80D>"$A:A,BQ[LIY%B>"<3SJ58;IFTTH=D')]5E$SDA;5.N M4=.JH#R<7U#?#[XJ8P[99YFJ$M@E:':=,.W MRWY.:0,V>A[,[IL34_$49AYM#
/Z'KSYAW=A')SNH3KJJ([VH<_/5%G5R-T, MJQ5;<"-2QF7&SD51(V3,:FE%M)+V:ME?[28'ME(%[54AUPSM #-#:,BI,6=(MR^DNH65'*&L)2?MR"\=$-
+PJ(F2:F1*20%1M*,$,&#RD4&%O/:,A/CQA']XE M43 \=_^;W*A$4"R6X"[=FS9S08D/GZ\%@\[[FT.S21T,TE6\]*SA)SIT>1BD-;$C>.#FZZG:.!XD MX[!OCH=1WXPGDR=S/)@DQ^RL08?
OM;CG!35U6VBE5=G51I?>,579N39NGBD" MM4CM2#>+?1EA=/[]I.Q]$P^,WB6ZWTK^5G0R"*&F/BGV[L=?5X"C&PO=V]R:W-H965TR4'8J2S")(J&82FD"B8COS2R1*5E5J!P<4X.(]/IP-G
M[PV^2US9K36X2.9:WSOA,AL'D2.$!:;D$ 1/#_@!B\(!,8T?+6;0'>DG6!;3Q'#B_5A?4CK!K;_E$:6U) MEZTS,RBE:F;QV-[#EL-Q](#TCHDGG=SD&?Y49"8C(Q>@7'6C.86/E3OS>2D M,B[HFQ
M!KM!7?ZO_Z1FQ_W>\)9#6"452:(HW=6 %7NGIX6X5BYDVA0V<7@O/!BN\GZ)YQ0\!&(*'$@ :6U) MEZTS,RBE:F;QV-[#EL-Q](#TCHDGG=SD&?Y49"8C(Q>@7'6C.86/E3OS>2D
16XV^WZUWE3MI_,F^9W):N"7X9$\%FE[T/WOLH')F \HR-$_8@USX3 MTY0)Y]_ET_3R][U(BE+%9&@NH_*S9F:6J4=#V^UZ*]IDP3N/[Y6?VF;+QN MS(1*-N;I/\E4+2Y[9STR93-:I.J./_S&Z@8-
C5[,4UG^3Q[J2&QDF:J*'@PD$RO6N_KQ!V\T^+7.,DRQ"$G,L3-L[Q+]6!G9V[S+,3T#%,L0A)S M/!LVG@W!+C@NA&"Y(I-G[TA,=6%;^AVHU=5#3+&H$AN58N9FM[HZ'0X&@XO^
MJL6<46/.'#3G,UV,LB)[I3F@5E=S,,6B2FRX9HYGS-GBSFGCSBGHSJ<\UE,_MR::$SN>"S:EBKW0*U.WJ%*98=-JE&YTU1IV!1MFA/>5ZK%_2)SI)69LQ9R^* MMT57K=UY1@36Y8VCR7G3TG-X-
*EN7;/ZUD642.9S)@C->)&KMA:?OVC/^;K? M5:/!0KM>8B0QQQ]O8.=;]@AGDL6%V:V2R:%U$>E)%/Z),G$3,+-'*\<5RJN=JBDEE[B;/H^N2B81/6\V&*R8,#ZA0@*7F^F^QP_GT$WGG26/VLEX
M0<5K$0F@J\A(,7MRU4&,%2 M[[3)ZD>:!&ZY5E;M]RT'HE[:NL/05&>Q2@/YJA7+0SJ8_4E M:C4-$YK&J&H1EIJ[A&P9S!_LL4[H8Y+1=4MPE)SC;.4:.H!2NA0TGKN7P8. /-]
(8KD%GOPY!3;ZE)A^FIE>G<;7.V&H<)@B- M4=4B+#7778M5?K!/&J,^(T%5B[#47.,L#_DP#^V1QN&6-F,8E3NP5)S[;+< MX\.LL9[%
S"E*@:JLKC5)-2G)*AJ$9=:;Z7%&7*T3\JB/D%58NPU%$V7B?+:X,M,*9T>Q+EOR25T=DFJ]0@:&3(KA:;VVV11 ?1I OA9**YM/RV4F9>K)(SW.B%LS, Y8T?-I)NNNQ9HU0T&9A%IR&!.TTX6W"
M!%S%SH8>-B8""Q,!#!/8P\%VYH KTKE7HS('EII[$=8V;.W#' 'NOBSQLYR&8)+!,$L!,\H;!X.V,#5%Y!E4MPE)S M+X/EF6 ?G@E0>095+<)2.]8<:J7-F_UI&)RO_]O,
M=M0G,5AJKEL6@P(8@ZZI9%4V[Y/&F](QJAJ$9;:ZZ\EK>!\GS1&I2-4M0A+ MS=UO;>DHA/>7=4CC6FGC]KV9MG!YG3=6'P*!0HM (8Q MR+)6&7-F\$<+J+S-MMG54(,)2<^VU0!3Z>V1MB
KQ]&H1EIKG(68$-[V=%VTD^:;.8[*5AJ MKI=KKYS-G-LJ*N=@;GV6LX;A_OD."J9H*I%6&JN<99,0GCC MV$%S?-3^%^0VN8F=#48FEO_;.9.;T ^;=4ZEM*!)5O3[9_]\W_JA?*NS
M;T^O7H[]7/HK2-ZV^*+XLW"<<*5X5GY<,#IEPIR@C\X M5\]?3 '6[]7_P-02P,$% @ X)K_6,8(.S&* @ UP8 !D !X,"]W;W)K&ULM55;;YLP%#M(TA-VMVD M:E6SR[+AV#V
0V2?OO=VP3EJTPI+?OJ>-P(Y%+!KBU*Y4FLC#S/M",A21#=51=7# KC2L J&%9%#X;;&1W&YAY:R:YQ%GD064/ (3:6@>)K TO@W!*AC;N6
M,^@D+\O&/Z&+'6&ZHAJ7DOUANRGDP#4@.!6VXN9);;S]#-3;;Y!*F:Y&D3:\!P[*-.+YR\3PF*U] (@OBX.1.;[7;.;
(8M_N@<#&5RD8CL4Y"@[ZM M>IBU'A?>B>@8M:^^S4EU+6JN=Y![%UT!/6BS9%EEU&5U)3^UCM3MMW%V'FKN/A^(!F\4H/JT4/NXJ\NUX73GP:T\/9K"ZP4AB
Vo)X7TAI=A,KT/W+TM]02P,$% @ X)K_6*<+(BD-8! M1 !D !X,"]W;W)K&ULO5A=%!:*(X%/TK5]EJEMYJEMY+H*M0M(@(]KWK9G\DTbR
MQG:@E?!;'S[4"1KO]Q4*JH7%YA@0*YRYU+G9[TMAAN4IQZ:4$T&TZEiB$R 7-FMW+H:I+6YB_PGTQ[)5!DRFG%"
(S)V1G]S:Y8?H8C\T%A3AOQ7+E3TL<TUVS>ZM%ZNP5"Z%ANTl/+UCE8%2A\T8B8:R]]$X]*Q,)]AS]2\.QJ@(7T6!0I_+UR1T:J&V6)!
(8D&M#(@B*Q@[.!M2ND%TBTA9UW8\7%JAC%.C$P3B36%YDR\G!7EPQ1(%X\)2PLYOI0%_JQ@L38C49$J%X%T
M!ED#1.GR@ZJ#KS2)+7R,F8IYGKVGL[1MOO3^OD[6M"OJB#UVX[H?AIV"B@KF
(5E@NA&U!W!#^E#E_K>G@C#F"+\6F!#2*%1X\E29D2$?M*G+AUJZI!#Y!/!G5`
;IG%MFR$_9=23O9'?9J^AP#G#=5E@^6G[=22!I4%/W9VD$$E>H:@+Q+?@JB%\
M!\7YH65N^1\7^V,9OHMI?=W&:-7(J08@,5:2MJ=@6J^PO0;!:4Z>3L
%\P$@%@E[.GUJ1!3N^]'#92%5R%U*+Q![U&7\D`4JD0RS!3MGJ)2HFH2%A
M*C%H9[YQJ87HD%9A%R0+VDL&AS/B3U2*SLX6B\1N#;F6(P"WX%5T!0Y1M,
(4Y&XW\O+O*S]V5Y!A*/$6)]2;*0#0D1L0*(BV)Q@+1[%Z97N,+9PTLEHNH

8+6,KB:7JYF/#P$_.79T,.;OY$'K1S^Y+9=1X@6AP,)Z!N9^.[Q& M(3R1D_%[X(S&(SWP<+QG_Q2\.R\/C/!:BU^\M/4R>A]!B15KA,W7W6<<_,P] M7Z$%A2]T0VP20=&2U7(.P62J_[/GH8\' #2R2N =
"D07=_4%!YPRS+,Z,[M,#[:L?E!L!K03AQ7OB@;:]PN=SB;?W-U/_FJB4[A5A5:(JS1P*9F!N$,KI3E M9S=#BE6O(GU% MQ0+NM+
(UP4=58ODO/G:.1EOIWM8J/4KXI17GD$S>09JDTT'C$=KIF*UIH)W^ M?[9>,MV3S5XF\^UV20TKKL&'L>2E?N2T?/ MI<.G0K0NRU 9+:%@HF@%"QVB*P@ MX?,**ZV!(WS%](')Z[$?2)/7_+.JYD'
M-?XEV.7IQ6R>Q;M##_'!195HMJ$="0K=*MO?V7%UI/BK_J(_A_?/Q1TS6ZX(M!%8.FIQ?N*_WX+JQ.HF7/L';5T3A6'M7BTT/L$M5UK,<0?,+Z*^5]02P,$ M% @ X)K_6+ &V51N @ R@< !D
!X;"]W;W)K&KULK95M;YLP$,>_BL6TJ9,FS%.S+B (S1/LP[__^>[(7=^QP\20+ (6V%65RXA1*U6.,95I 1:3+:V#Z M3BA66M0"26:BB./"\$:Y(R9PDMK:E2&*^5K1DL!1(KJN*B-]3H+R9 M.+ZS,]R7JT(9
T[BFJS@_=3W>BGT#O=@#M,XP$'1 \!*(7@'"#@A/]1!U0'2JA\L.L*'C G:;N#E1)(D% M;Y PI[6:6=CL6UKGJV3F.WE00K\M :>26Y,R"M WL@6)+N:@2$GE^Q@KK6U.
MX+33F;8ZP2LZ(;KC3!42+5@&V0__AR/#O!8Q]0*%NP"FP8!;^NF8N"3Q]0 MX 71P'UFQW#J(L^W>#@4SO]Y7_RSJV?)"/LJAU8O/*!*0[5MZ6B8-JUJ+&N2
MPL31O4B"V("3O'OCC[S/0XD]I]C\G&*+,XD]*T'4ER ZI)XL\AQL4T2*;)$@ M"H8*<5CCPG #[^W0OW-V! Q&[FB8G!]U>34,+EK0]RQIYM$F\=PH&,5XLY\G MO-><*A K.Q4D2OF:J?8+
[JW]X+FV_?.%?>J/9_Z ?:X'53M7_LJW4^Z.B%7) M)**0:U>>^U'W3M%.CG:C>&U;XR-7NM'.9:&'+0AS0+_/.5>[C7'0C^_D#U!+ M P04 " #@FO]8PU?HBDP# !V# &0
'AL+W=OVVDF@ZTI4Y+;K.*%=4,:M>%Y=NY/Q7)0Z9QSN)%%E45#Y M^SWD8K*P)M;SA7NVV6ISP8[G.[J!!]!?=W<26W;KLF8%<,4$)Q*RA?5NS6V-HS!=>MKT^>[NT3W3XP=8C8DS M>4-
>2CXD;G94GP_($TC'QG$KN=>4VHFOYN2T_M_+S_H??N(]. M[>?W^YE5?JMV-(6%AFED*YDUH'DMY#\P93W.,U()@&(-K@R*8H: M&"Y)IADU3](^=L.NW@"Z0>6EZ*YDUD$7M.B"P9!?
3,3\=_6.P-<5SBQW%DR/>)U6N5'@.=VJI,HD MG+4)9Y=!3PM"8((_&PO=V]R:W-H965TXE9HDUB M:ANX^_9U'D@P:TS8SAM(G)F?/1[[3T9FNN?B3:X94^A[EN9RYJV5VDQ\7R[7
M+*.RQS56*I[SGH$69)7W_1[/1%'#IIC=XAJA^C487&#H5\[]+OV M,*@=!EU[&-8.9>A^%7LY<9&ZJ.\;SU>2%POE60G]_%ˇM:KX0/-XN%?J25XNN2-XOF"F:I/)7]
D]TY1)],1V+-^R&W0P_ZHQ^NGA]H'G M2Y8K4?D_)?)MZBL]NJ(/?UF/Y+X:271F)'WTC>=J+1')8Q9;_+';?^3P]_6L M-%,3':;F/G("_]CF/12-;U 41 /+>!XNN:<]%(2E>]\6SO_KG7RX=V,R^LTZ
MZ9>\?O=U8DMQ!1G8(87H3>2&+MG,TZHFF=@Q;_[S3^$H^,TVOY P# DC0# C M$X,F$P,7?6[N-;'W&MHP431!8;?EI,*-2USQN[&;AU_=SS1%RWP1OOBLC#B M'#9Q#IUQ/O*M9.A>T#R6-
UJ!.JF>4?T3I="""B5MD3J!UZX^2!B&A!$@F)&5 M49.5$80.C" S 0G#D# "!#,R<=MDXA96!V[?[="@ XI.I,!J #A1-ZM1_T00 MK$9#NR;<-3'??'-CU3$Y\7 2;IV"4+","2, ,&,=(R;=(PAQ& ,F0E(&(:$
M$2"8D8DP:-_C U@YJ'GF!CV5@RY&V&H4CD_TX_+*#/NH? FO4(0_U9H):[!. MRK5K$)2&06D$BF;F(VKS$4%(0DV!R@HK:4B=RW5*,/9>L(-N'81@M(P*(U
T2L5ZX7A9IWH9[H9(4[69%+5E7D_M&9:<;$ M:WE8+=&2;W-5'8LUK*KT_=O5+PFN40I M6^FN@MZM?@,4U8%V=:/XICRQ?>%*\:R\7#,,U$8Z.QW6E&M'IX,(M8N+I\\2?
TL:D+_>EW?!3*^2)IQAM$*#9+%LF=!PY,C9E/"R4W.Y-0GS JM-2 M10]4C,B$"C[5'%@%+;E8^W / C,EE(Z,+0J;K@N1^I>'N[X']=+HE%PJ[7+[M#/[OM!E^ &QZ8) +T1KL$1\8#RMJ# /RVG;
<8!=\!$5_^VY=68=S3=?=7I]L M">YFDTR5SIENTW3))C0>"E: 'IN_%GO:JV-FW#NR:;)O64-/T,KX#^KMJ7GM7]F6Z4<4?E/FTM .1K@\%
MRFXT*_C*]5=%:P!3[^+JM*K$^J/@F#9_M1GYJ6MVQE=F4TZK />.T//?7>,;,-F;2X@'"+7[@HC&,=C800P M+ _F . X%I;G?YK/)V/QS!O@R R0#D#E_9(63B/EB>,">S5WBF698D:8JM
MZ&02=##!UBU X1M6P[P!\L#F?YLK?'=QBODZ3K]O2I"L%FBE8&"[@ 4.Y_G@9H*'^PIR1)LBR, !9VD"08 D\CCF .P .&)(D[!P_HWAS3L7;7X_&OP%02P,$ M% @ X)K_6)>*NQS $P(L !?
3T\$MP>:4#M.*2V MBZD8_1!2:5K5N %(MB6/:(7->=I3W;+T]!;X"O.DQQ0FE(2S,.\W2?S+W\PPU1>5*(Y5;&GC3Y?YV MX$G1H2)8%II%R=.B'-5_'E&I1$FZ(C% 3=37R3A.8]6QF6U7VU_
M)QFJT=C17KP^!5\PGX_M\YE<[Z1Z7DOYC%YK+O0XJ(S97(6A)A6ML?XJ-U38 MEE*J&AM,5$^AWBB*"UU1.FH>QOW^**PQ$\'-]7ZLE0K=@C24&":%K6PJ'AG= MZ8_VIHA>F&9KQIEY&P?
M9TX#5#/!.O9.BW'0#Y"NY.Y>*O8NA<$\(TIR/@ZB MKN&1*L/(;'J59 YGCM6K%%X_8 LR#D]).V#)E#9MCW9%)@@ M @$)Q*RA?5NS6V@W@)!(;(G6FT<=@_NR!>J7)HRQ+1F@BR;:FPG1Q5)0W@$)7 M;*,#)'!-
Q\&^"*B0*DP-DAH)KJA;-]FIO:G9T4W:V-QG1BJ*V8,U*QHP?U! M3I>+;#F?)9,\3=#M9#Y93%.4W:=IGCF 0 8?QH@ZJVP WD&0][]\@LMX_Q MZ<("+N_0KOSJ"#L$!(22>39)/9"4VR)^9N#(7U$
MGOVQPF_H13=[K?VZ(!0E3!,N]?9PXT"ZB#S[8R8TLX<7Y0H7?G'11"ELU[A= M=9<1LD?D61]@9OX1NYB0/R+/ @%SX2$F9)#(LT* ;(AZN7OWBB"Q1)[-Y8 ,C#EP,<'_ M*YXU
V,.74Q(.;%G5?8G.W&E$T/2B3Q'L\(J7L*.&'=! L+' M\U@/UX/4,?Q>Q9-TSA4*F\UQN^Z@$TS.'%OP.?$QVHNT/&6U/!=!#A*WOJAA'FH?Y:U*N8C^C_2).E.O(R%.H'(6
_!7+]^*^"6$Z]#%-5Y,TEF$)NI6V^-PUWAEZW'H%NG*KVB@AGZM'#*([YN$1[%5F_MCEA@&$!&#E%(X'QD /0T*Q7AYU@#>GXTL6YW@;G(2BQ=J$V#=?D#K3GB Y'F:8Q1'SSO[B'H6O)H6^H3@[8=J4@P
V,.74Q(.;%G9Y8!G.W&E$T/2B3Q'L\(J7L*.&'=! L+' M\U@/UX/4,?Q>Q9-TSA4*F\UQN^Z@$TS.'%OP.?$QVHNT/&6U/!=!#A*WOJAA'FH?Y:U*N8C^C_2).E.O(R%.H'(6
X)K_6"\ @E1, 0 M:Q$!H !X;"]!?X;,]!?X;,]!?X;," MV[NZ&5QTZK@:9:K?OC0V0A6UZ7:>-@&#A$_RAP_5NS6V@W@)!(;(G6FT<=@_NR!>J7)HRQ+1F@BR;:FPG1Q5)0W@$)7 M;*,#)'!-
M!ZVFR2HZ73(UGBZD=.@@AB .'Y1 4!(^: U!Z_!!@&PC:A]*(2@ '[2%H&WX MH!T8!(2@?]&S4W#XZ]]K"B&%F5RK0$#5(.WC)*(" ON^E[WMC M+ WT+ KA
7HSZLT"]:..7CVT!=C/JS0+T9M2;!>C-G M?=8.' M@+H@^K@#@D!+B-_(,7'[K]S&0?0X,+?!9&>;?!4#%DN&AEWE3'?W82%(?)A4!%R,ADCGRH2{Z5VT7.1"=:.M%I!E8UY.SOYR$D#12YG.NZ:.^%XV3]8
"9&HS$KG4U@TS"U&OEL\@2U7.F4/6_PUU#"J";"Y# M>I$&&J]A&LYBV&F+1+W$BHZMK54+ERI7!EB+Z +**#4 RNMB)#OJ=$]XP[D[\ M8O].IL\0*^?!^8@3"W"^W6$D;??
0HQ"$I/J/>'1$Z8O/!^VT*ZA^Z8W7^^'" MLIM'9-UR^1U_G?%1_\P<@DB.*R(YKHGDN"&28TPDQRV1"=$&UL4$L! A0# M% @ X)K_6.>1JW+I!0 QQ\ !@@ 'AL+W=O M&PO=V]R:W-H
H965T&UL4$L! A0#% @ X)K_6+G^V/+H M!@ CB(!@ 'AL+W=O !X;"]W;W)K&KSO=V]R:W-H965T&UL4$L! A0#% @ X)K_6+)D4*:!P -1$!@ 'AL+W=OAP4,_8 "
@&PO=V]R:W-H965T&UL4$L! A0#% @ X)K_6+LCS2/X P L !D ("!#T8 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ X)K_6 @@ MHKBL P =@D !D ("!B50 'AL+W=O&PO=V]R:W-H
H965T&UL4$L! A0#% @ X)K_6)0_0KM\!0 (0T !D M ("!HUT 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ X)K_6-6-5E-V0 P X0< !D ("! M66H 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#%
M @ X)K_6*<(BD-8! M1 !D ("!I"W@ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ X)K_6#O8;TM5 M @ $P4 !D ("!CX, 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ X)K_6#WQ 9==! 8B !D
M ("!0XP 'AL+W=O&PO&PO7W)E;',O M=V]R:VO;VLN>&UL+G)E;'-02$L% 8 0V*% A ,@"$ '5F0 6E-O ,G1E,G1?5'EP97 =+GAM;%!+!08 *D +0)!08) D +, .) "!FP ! end XML 42 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 43 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 45 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2 html 108 193 1 true 24 0 false 4 false false R1.htm 995200090 - Document - Document and Entity Information Sheet http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 995200100 - Statement - CONSOLIDATED BALANCE SHEETS Sheet http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets CONSOLIDATED BALANCE SHEETS Statements 2 false false R3.htm 995200105 - Statement - CONSOLIDATED BALANCE SHEETS (Parenthetical) Sheet http://www.usautoparts.net/role/StatementConsolidatedBalanceSheetsParenthetical CONSOLIDATED BALANCE SHEETS (Parenthetical) Statements 3 false false R4.htm 995200200 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE OPERATIONS Sheet http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE OPERATIONS Statements 4 false false R5.htm 995200300 - Statement - CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY Sheet http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY Statements 5 false false R6.htm 995200400 - Statement - CONSOLIDATED STATEMENTS OF CASH FLOWS Sheet http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows CONSOLIDATED STATEMENTS OF CASH FLOWS Statements 6 false false R7.htm 995210101 - Disclosure - Basis of Presentation and Description of Company Sheet http://www.usautoparts.net/role/DisclosureBasisOfPresentationAndDescriptionOfCompany Basis of Presentation and Description of Company Notes 7 false false R8.htm 995210201 - Disclosure - Borrowings Sheet http://www.usautoparts.net/role/DisclosureBorrowings Borrowings Notes 8 false false R9.htm 995210301 - Disclosure - Stockholders' Equity and Share-Based Compensation Sheet http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensation Stockholders' Equity and Share-Based Compensation Notes 9 false false R10.htm 995210401 - Disclosure - Net (Loss) Income Per Share Sheet http://www.usautoparts.net/role/DisclosureNetLossIncomePerShare Net (Loss) Income Per Share Notes 10 false false R11.htm 995210501 - Disclosure - Income Taxes Sheet http://www.usautoparts.net/role/DisclosureIncomeTaxes Income Taxes Notes 11 false false R12.htm 995210601 - Disclosure - Commitments and Contingencies Sheet http://www.usautoparts.net/role/DisclosureCommitmentsAndContingencies Commitments and Contingencies Notes 12 false false R13.htm 995210701 - Disclosure - Product Information Sheet http://www.usautoparts.net/role/DisclosureProductInformation Product Information Notes 13 false false R14.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 14 false false R15.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 15 false false R16.htm 99920102 - Disclosure - Basis of Presentation and Description of Company (Policies) Sheet http://www.usautoparts.net/role/DisclosureBasisOfPresentationAndDescriptionOfCompanyPolicies Basis of Presentation and Description of Company (Policies) Policies 16 false false R17.htm 99930303 - Disclosure - Stockholders' Equity and Share-Based Compensation (Tables) Sheet http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensationTables Stockholders' Equity and Share-Based Compensation (Tables) Tables http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensation 17 false false R18.htm 99930403 - Disclosure - Net (Loss) Income Per Share (Tables) Sheet http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareTables Net (Loss) Income Per Share (Tables) Tables http://www.usautoparts.net/role/DisclosureNetLossIncomePerShare 18 false false R19.htm 99930703 - Disclosure - Product Information (Tables) Sheet http://www.usautoparts.net/role/DisclosureProductInformationTables Product Information (Tables) Tables http://www.usautoparts.net/role/DisclosureProductInformation 19 false false R20.htm 99940201 - Disclosure - Borrowings (Details) Sheet http://www.usautoparts.net/role/DisclosureBorrowingsDetails Borrowings (Details) Details http://www.usautoparts.net/role/DisclosureBorrowings 20 false false R21.htm 99940301 - Disclosure - Stockholders' Equity and Share-Based Compensation - Summary of Stock Option Activity (Details) Sheet http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensationSummaryOfStockOptionActivityDetails Stockholders' Equity and Share-Based Compensation - Summary of Stock Option Activity (Details) Details 21 false false R22.htm 99940302 - Disclosure - Stockholders' Equity and Share-Based Compensation - Restricted Stock Units (Details) Sheet http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensationRestrictedStockUnitsDetails Stockholders' Equity and Share-Based Compensation - Restricted Stock Units (Details) Details 22 false false R23.htm 99940303 - Disclosure - Stockholders' Equity and Share-Based Compensation - Share-Based Compensation Expense (Details) Sheet http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensationShareBasedCompensationExpenseDetails Stockholders' Equity and Share-Based Compensation - Share-Based Compensation Expense (Details) Details 23 false false R24.htm 99940401 - Disclosure - Net (Loss) Income Per Share (Details) Sheet http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareDetails Net (Loss) Income Per Share (Details) Details http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareTables 24 false false R25.htm 99940402 - Disclosure - Net (Loss) Income Per Share - Anti-Dilutive Securities (Details) Sheet http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareAntiDilutiveSecuritiesDetails Net (Loss) Income Per Share - Anti-Dilutive Securities (Details) Details http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareTables 25 false false R26.htm 99940501 - Disclosure - Income Taxes (Details) Sheet http://www.usautoparts.net/role/DisclosureIncomeTaxesDetails Income Taxes (Details) Details http://www.usautoparts.net/role/DisclosureIncomeTaxes 26 false false R27.htm 99940601 - Disclosure - Commitments and Contingencies (Details) Sheet http://www.usautoparts.net/role/DisclosureCommitmentsAndContingenciesDetails Commitments and Contingencies (Details) Details http://www.usautoparts.net/role/DisclosureCommitmentsAndContingencies 27 false false R28.htm 99940701 - 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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": ["r38", "r459"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Accounts Receivable, Net, Current", "terseLabel": "Accounts receivable, net", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r582"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Accrued Liabilities, Current", "terseLabel": "Accrued expenses", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r41"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "terseLabel": "Accumulated other comprehensive income", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r13", "r14", "r57", "r107", "r335", "r360", "r361"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Accumulated Other Comprehensive Income", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r1", "r9", "r14", "r296", "r299", "r323", "r356", "r357", "r564", "r565", "r566", "r572", "r573", "r574", "r575"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Additional 402(v) Disclosure [Text Block]", "terseLabel": "Additional 402(v) Disclosure" } } }, "auth_ref": ["r512"] }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Additional Paid in Capital, Common Stock", "terseLabel": "Additional paid-in capital", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": ["r51"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Additional Paid-in- Capital", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r370", "r572", "r573", "r574", "r575", "r598", "r642"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation Amount", 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"r31", "r232"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]", "terseLabel": "Adjustments to reconcile net (loss) income to net cash provided by operating activities:" } } }, "auth_ref": [] }, "ecd_AggtChngPnsnValInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtChngPnsnValInSummryCompstnTblForAplblYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member]", "terseLabel": "Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table" } } }, "auth_ref": ["r558"] }, "ecd_AggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Amount", "terseLabel": "Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r484", "r494", "r504", "r536"] }, "ecd_AggtErrCompNotYetDeterminedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompNotYetDeterminedTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Not Yet Determined [Text Block]", 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["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "All Trading Arrangements [Member]", "terseLabel": "All Trading Arrangements" } } }, "auth_ref": ["r550"] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensationShareBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "label": "Allocated Share-based Compensation Expense", "terseLabel": "Compensation costs", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": ["r260", "r262"] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Amendment Flag", "terseLabel": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfFinancingCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfFinancingCosts", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Amortization of Debt Issuance Costs", "terseLabel": "Amortization of deferred financing costs", "documentation": "Amount of amortization expense attributable to debt issuance costs." } } }, "auth_ref": ["r66", "r221", "r569", "r602"] }, "prts_AmortizationOfIntangibleAssetsIncludingDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "AmortizationOfIntangibleAssetsIncludingDiscontinuedOperations", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "documentation": "Amortization of Intangible Assets, Including Discontinued Operations", "label": "Amortization of Intangible Assets Including Discontinued Operations", "verboseLabel": "Amortization of intangible assets" } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareAntiDilutiveSecuritiesDetails"], "lang": { "en-us": { "role": { "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "terseLabel": "Anti-dilutive securities excluded from calculation of diluted earnings per share (in shares)", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r156"] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { 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Disclosures, Individual Name", "terseLabel": "Name" } } }, "auth_ref": ["r545"] }, "ecd_AwardsCloseToMnpiDiscTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscTable", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Awards Close in Time to MNPI Disclosures [Table]", "terseLabel": "Awards Close in Time to MNPI Disclosures" } } }, "auth_ref": ["r544"] }, "ecd_AwardsCloseToMnpiDiscTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Awards Close in Time to MNPI Disclosures [Table Text Block]", "terseLabel": "Awards Close in Time to MNPI Disclosures, Table" } } }, "auth_ref": ["r544"] }, "us-gaap_BaseRateMember": { "xbrltype": "domainItemType", "nsuri": 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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": ["r17", "r72", "r130"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents, Period Increase (Decrease)", "totalLabel": "Net change in cash and cash equivalents", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r0", "r72"] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]", "terseLabel": "Supplemental disclosure of non-cash investing and financing activities:" } } }, "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": { "label": "Changed Peer Group, Footnote [Text Block]", "terseLabel": "Changed Peer Group, Footnote" } } }, "auth_ref": ["r523"] }, "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": { "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]", "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year" } } }, "auth_ref": ["r520"] }, "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": { "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]", "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested" } } }, "auth_ref": ["r518"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "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": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Company Selected Measure Amount", "terseLabel": "Company Selected Measure Amount" } } }, "auth_ref": ["r524"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":

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These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r50"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Outstanding", "terseLabel": "Common stock, shares outstanding (in shares)", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r10", "r50", "r382", "r400", "r642", "r643"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Common Stock, Value, Issued", "terseLabel": "Common stock, $0.001 par value; 100,000 shares authorized; 57,088 and 56,303 shares issued and outstanding as of June 29, 2024 and December 30, 2023 (of which 3,786 are treasury stock)", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r50", "r334", "r459"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": ["r529"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Net Income [Text Block]", "terseLabel": "Compensation Actually Paid vs. Net Income" } } }, "auth_ref": ["r528"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Other Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Other Measure" } } }, "auth_ref": ["r530"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]", "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return" } } }, "auth_ref": ["r527"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "totalLabel": "Comprehensive (loss) income", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r15", "r115", "r117", "r121", "r328", "r343", "r344"] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": ["r22", "r23", "r36", "r37", "r184", "r429"] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": ["r22", "r23", "r36", "r37", "r184", "r363", "r429"] }, "us-gaap_ConcentrationRiskByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByTypeAxis", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } } }, "auth_ref": ["r22", "r23", "r36", "r37", "r184", "r429", "r563"] }, "us-gaap_ConcentrationRiskPercentage1": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskPercentage1", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk, Percentage", "terseLabel": "Concentration risk percentage", "documentation": "For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the \"benchmark\" (or denominator) in the equation, this concept represents the concentration percentage derived from the division." } } }, "auth_ref": ["r22", "r23", "r36", "r37", "r184"] }, "us-gaap_ConcentrationRiskTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Concentration Risk Type [Domain]", "documentation": "For an entity that discloses a concentration risk as a percentage of some financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employees, supplier, lender) of the concentration." } } }, "auth_ref": ["r22", "r23", "r36", "r37", "r184", "r429"] }, "us-gaap_CostOfGoodsAndServicesSold": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfGoodsAndServicesSold", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Cost of Goods and Services Sold", "terseLabel": "Cost of sales", "documentation": "The aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities." } } }, "auth_ref": ["r61", "r62", "r327"] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "us-gaap_CreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityAxis", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Credit Facility [Axis]", "documentation": "Information by type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r203", "r591"] }, "us-gaap_CreditFacilityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityDomain", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Credit Facility [Domain]", "documentation": "Type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r203", "r591", "r592"] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Current Fiscal Year End Date", "terseLabel": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "us-gaap_DebtDefaultLongtermDebtAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDefaultLongtermDebtAmount", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Debt Instrument, Debt Default, Amount", "terseLabel": "Event of default amount", 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arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": ["r81", "r131", "r191", "r192", "r193", "r194", "r195", "r202", "r203", "r213", "r214", "r215", "r216", "r217", "r218", "r219", "r220", "r222", "r223", "r224", "r312"] }, "us-gaap_DebtInstrumentBasisSpreadOnVariableRate1": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentBasisSpreadOnVariableRate1", 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Includes production and non-production related depreciation." } } }, "auth_ref": ["r7", "r27"] }, "us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract", "lang": { "en-us": { "role": { "label": "Stockholders' Equity and Share-Based Compensation" } } }, "auth_ref": [] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "terseLabel": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Fiscal Year Focus", "terseLabel": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Period End Date", "terseLabel": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r479"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r511"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Document Type", "terseLabel": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]", "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year" } } }, "auth_ref": ["r522"] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Net (Loss) Income Per Share", "verboseLabel": "Net (loss) income per share:" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": ["http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareDetails", "http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Basic", "verboseLabel": "Basic net (loss) income per share (in dollars per share)", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r122", "r139", "r140", "r141", "r142", "r143", "r144", "r149", "r151", "r153", "r154", "r155", "r159", "r284", "r287", "r302", "r303", "r329", "r345", "r435"] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareDetails", "http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Diluted", "terseLabel": "Diluted net (loss) income per share (in dollars per share)", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r122", "r139", "r140", "r141", "r142", "r143", "r144", "r151", "r153", "r154", "r155", "r159", "r284", "r287", "r302", "r303", "r329", "r345", "r435"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://www.usautoparts.net/role/DisclosureNetLossIncomePerShare"], "lang": { "en-us": { "role": { "label": "Earnings Per Share [Text Block]", "terseLabel": "Net (Loss) Income Per Share", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r148", "r156", "r157", "r158"] }, "us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations", "terseLabel": "Effect of exchange rate changes on cash", "documentation": "Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r601"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": ["http://www.usautoparts.net/role/DisclosureIncomeTaxesDetails"], "lang": { "en-us": { "role": { "label": "Effective Income Tax Rate Reconciliation, Percent", "terseLabel": "Effective tax rate", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r266", "r450"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensationShareBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount", "terseLabel": "Unrecognized compensation expense", "documentation": "Amount of cost not yet recognized for nonvested award under share-based payment arrangement." } } }, "auth_ref": ["r261"] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "Employee Stock Option [Member]", "terseLabel": "Employee Stock Option", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine2": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine2", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line Two", "documentation": "Address Line 2 such as Street or Suite number" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "terseLabel": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r477"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Common Stock, Shares Outstanding", "terseLabel": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "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.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "terseLabel": "Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r477"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Filer Category", "terseLabel": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r477"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "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.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "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": ["r561"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Registrant Name", "terseLabel": "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": ["r477"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": 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expense", "documentation": "Amount of interest expense classified as nonoperating." } } }, "auth_ref": ["r169", "r567"] }, "us-gaap_InterestPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaidNet", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Interest Paid, Excluding Capitalized Interest, Operating Activities", "terseLabel": "Cash paid during the period for interest", "documentation": "Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r124", "r127", "r128"] }, "prts_InterestReceivedPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "InterestReceivedPaidNet", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "documentation": "Cash (received) paid during the period for interest (income) expense, net.", "label": "Interest (Received), Paid, Net", "terseLabel": "Cash received during the period for interest" } } }, "auth_ref": [] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryNet", "crdr": "debit", 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"LesseeOperatingLeaseTermOfContract", "presentation": ["http://www.usautoparts.net/role/DisclosureCommitmentsAndContingenciesDetails"], "lang": { "en-us": { "role": { "label": "Lessee, Operating Lease, Term of Contract", "terseLabel": "Term of lease", "documentation": "Term of lessee's operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r603"] }, "us-gaap_LetterOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LetterOfCreditMember", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Letter of Credit", "documentation": "A document typically issued by a financial institution which acts as a guarantee of payment to a beneficiary, or as the source of payment for a specific transaction (for example, wiring funds to a foreign exporter if and when specified merchandise is accepted pursuant to the terms of the letter of credit)." } } }, "auth_ref": [] }, "us-gaap_LettersOfCreditOutstandingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LettersOfCreditOutstandingAmount", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Letters of Credit Outstanding, Amount", "terseLabel": "Outstanding letters of credit amount", "documentation": "The total amount of the contingent obligation under letters of credit outstanding as of the reporting date." } } }, "auth_ref": [] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities", "totalLabel": "Total liabilities", "documentation": "Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others." } } }, "auth_ref": ["r12", "r40", "r41", "r42", "r45", "r46", "r47", "r48", "r132", "r187", "r204", "r205", "r206", "r207", "r208", "r209", "r210", "r211", "r212", "r290", "r293", "r294", "r305", "r380", "r436", "r475", "r593", "r604", "r605"] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities and Equity", "totalLabel": "Total liabilities and stockholders' equity", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r55", "r91", "r337", "r459", "r571", "r583", "r600"] }, "us-gaap_LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities and Equity [Abstract]", "terseLabel": "LIABILITIES AND STOCKHOLDERS' EQUITY" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities, Current", "totalLabel": "Total current liabilities", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." } } }, "auth_ref": ["r42", "r104", "r132", "r187", "r204", "r205", "r206", "r207", "r208", "r209", "r210", "r211", "r212", "r290", "r293", "r294", "r305", "r459", "r593", "r604", "r605"] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Liabilities, Current [Abstract]", "terseLabel": "Current liabilities:" } } }, "auth_ref": [] }, "prts_LineOfCreditFacilityAvailabilityRequiredAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "LineOfCreditFacilityAvailabilityRequiredAmount", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "documentation": "Represents the trigger amount for line of credit facility.", "label": "Line Of Credit Facility Availability Required Amount", "terseLabel": "Credit facility trigger amount" } } }, "auth_ref": [] }, "us-gaap_LineOfCreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityAxis", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Lender Name [Axis]", "documentation": "Information by name of lender, which may be a single entity (for example, but not limited to, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit." } } }, "auth_ref": ["r39", "r44", "r570", "r591", "r592"] }, "prts_LineOfCreditFacilityContingentIncreaseAggregateMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "LineOfCreditFacilityContingentIncreaseAggregateMaximumBorrowingCapacity", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "documentation": "The aggregate borrowing capacity under the credit facility, consisting of the maximum borrowing capacity plus the contingent increase, if any one or more of the existing banks or new banks agree to provide such increased commitment amount.", "label": "Line of Credit Facility Contingent Increase, Aggregate Maximum Borrowing Capacity", "terseLabel": "Increased aggregate borrowing capacity" } } }, "auth_ref": [] }, "prts_LineOfCreditFacilityCovenantTermsMinimumFixedChargeCoverageRatio": { "xbrltype": "pureItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "LineOfCreditFacilityCovenantTermsMinimumFixedChargeCoverageRatio", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "documentation": "Line Of Credit Facility, Covenant Terms, Minimum Fixed Charge Coverage Ratio", "label": "Line Of Credit Facility, Covenant Terms, Minimum Fixed Charge Coverage Ratio", "verboseLabel": "Minimum fixed charge ratio if less than minimum excess availability" } } }, "auth_ref": [] }, "us-gaap_LineOfCreditFacilityCurrentBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityCurrentBorrowingCapacity", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Current Borrowing Capacity", "terseLabel": "Current borrowing capacity", "documentation": "Amount of current borrowing capacity under the credit facility considering any current restrictions on the amount that could be borrowed (for example, borrowings may be limited by the amount of current assets), but without considering any amounts currently outstanding under the facility." } } }, "auth_ref": ["r39", "r44"] }, "us-gaap_LineOfCreditFacilityLenderDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityLenderDomain", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Lender [Domain]", "documentation": "Identification of the lender, which may be a single entity (for example, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit, including a letter of credit facility." } } }, "auth_ref": ["r39", "r44", "r570", "r591"] }, "us-gaap_LineOfCreditFacilityLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityLineItems", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit Facility [Line Items]", "terseLabel": "Borrowings", "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": ["r203", "r570", "r591"] }, "us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMaximumBorrowingCapacity", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Maximum Borrowing Capacity", "terseLabel": "Maximum borrowing capacity", "documentation": "Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility." } } }, "auth_ref": ["r39", "r44"] }, "prts_LineOfCreditFacilityMinimumAvailabilityRequiredCovenantTestingTriggerPeriodThresholdConsecutiveDays": { "xbrltype": "durationItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "LineOfCreditFacilityMinimumAvailabilityRequiredCovenantTestingTriggerPeriodThresholdConsecutiveDays", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "documentation": "Line of Credit Facility, Minimum Availability Required Covenant Testing Trigger Period, Threshold Consecutive Days", "label": "Line of Credit Facility Minimum Availability Required Covenant Testing Trigger Period Threshold Consecutive Days", "terseLabel": "Number of consecutive days excess availability related to covenant testing trigger period" } } }, "auth_ref": [] }, "prts_LineOfCreditFacilityMinimumAvailabilityRequiredTriggerThresholdConsecutiveDays": { "xbrltype": "durationItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "LineOfCreditFacilityMinimumAvailabilityRequiredTriggerThresholdConsecutiveDays", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "documentation": "Line of Credit Facility, Minimum Availability Required Trigger, Threshold Consecutive Days", "label": "Line of Credit Facility Minimum Availability Required Trigger Threshold Consecutive Days", "terseLabel": "Number of consecutive days excess availability is above required amount" } } }, "auth_ref": [] }, "prts_LineOfCreditFacilityMinimumAvailabilityRequiredUnderAvailabilityBlockAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "LineOfCreditFacilityMinimumAvailabilityRequiredUnderAvailabilityBlockAmount", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "documentation": "Line of Credit Facility, Minimum Availability Required under Availability Block, Amount", "label": "Line of Credit Facility Minimum Availability Required Under Availability Block Amount", "terseLabel": "Minimum availability required under availability block" } } }, "auth_ref": [] }, "us-gaap_LineOfCreditFacilityTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityTable", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit Facility [Table]", "terseLabel": "Line of Credit Facility [Table]", "documentation": "Disclosure of information about short-term and long-term contractual arrangements with lender under which borrowing can occur up to maximum amount. Includes, but is not limited to, letter of credit, standby letter of credit, and revolving credit arrangement." } } }, "auth_ref": ["r39", "r44", "r203", "r570", "r591"] }, "us-gaap_LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Unused Capacity, Commitment Fee Percentage", "terseLabel": "Unused credit commitment fee (percent)", "documentation": "The fee, expressed as a percentage of the line of credit facility, for available but unused credit capacity under the credit facility." } } }, "auth_ref": [] }, "us-gaap_LinesOfCreditCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LinesOfCreditCurrent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Line of Credit, Current", "terseLabel": "Revolving loan payable", "documentation": "The carrying value as of the balance sheet date of the current portion of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r40", "r89"] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Maximum" } } }, "auth_ref": ["r198", "r199", "r200", "r201", "r230", "r263", "r304", "r326", "r354", "r355", "r362", "r372", "r373", "r422", "r423", "r424", "r425", "r426", "r431", "r432", "r446", "r447", "r449", "r453", "r454", "r455", "r456", "r461", "r595", "r606", "r607", "r608", "r609", "r610", "r611"] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Measure [Axis]", "terseLabel": "Measure:" } } }, "auth_ref": ["r524"] }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Measure Name", "terseLabel": "Name" } } }, "auth_ref": ["r524"] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MinimumMember", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Minimum" } } }, "auth_ref": ["r198", "r199", "r200", "r201", "r230", "r263", "r304", "r326", "r354", "r355", "r362", "r372", "r373", "r422", "r423", "r424", "r425", "r426", "r431", "r432", "r446", "r447", "r449", "r453", "r454", "r455", "r461", "r595", "r606", "r607", "r608", "r609", "r610", "r611"] }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "MNPI Disclosure Timed for Compensation Value [Flag]", "terseLabel": "MNPI Disclosure Timed for Compensation Value" } } }, "auth_ref": ["r543"] }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Material Terms of Trading Arrangement [Text Block]", "terseLabel": "Material Terms of Trading Arrangement" } } }, "auth_ref": ["r551"] }, "ecd_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":

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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r126"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]", "terseLabel": "Financing activities" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities", "totalLabel": "Net cash used in investing activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r126"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]", "terseLabel": "Investing activities" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Operating Activities", "totalLabel": "Net cash provided by operating activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": ["r72", "r73", "r74"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]", "terseLabel": "Operating activities" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "verboseLabel": "Net income (loss)", "label": "Net Income (Loss)", "terseLabel": "Net Income (Loss)", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r64", "r74", "r93", "r102", "r113", "r116", "r120", "r132", "r137", "r139", "r140", "r141", "r142", "r143", "r146", "r147", "r152", "r187", "r204", "r205", "r206", "r207", "r208", "r209", "r210", "r211", "r212", "r284", "r287", "r303", "r305", "r341", "r402", "r417", "r418", "r473", "r593"] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": ["http://www.usautoparts.net/role/DisclosureBasisOfPresentationAndDescriptionOfCompanyPolicies"], "lang": { "en-us": { "role": { "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "terseLabel": "Recent Accounting Standard Not Yet Adopted", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-GAAP Measure Description [Text Block]", "terseLabel": "Non-GAAP Measure Description" } } }, "auth_ref": ["r524"] }, "ecd_NonNeosMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonNeosMember", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Non-NEOs [Member]", "terseLabel": "Non-NEOs" } } }, "auth_ref": ["r488", "r498", "r508", "r532", "r540"] }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgCompActuallyPaidAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-PEO NEO Average Compensation Actually Paid Amount", "terseLabel": "Non-PEO NEO Average Compensation Actually Paid Amount" } } }, "auth_ref": ["r515"] }, "ecd_NonPeoNeoAvgTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-PEO NEO Average Total Compensation Amount", "terseLabel": "Non-PEO NEO Average Total Compensation Amount" } } }, "auth_ref": ["r514"] }, "ecd_NonPeoNeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-PEO NEO [Member]", "terseLabel": "Non-PEO NEO" } } }, "auth_ref": ["r532"] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Non-Rule 10b5-1 Arrangement Adopted [Flag]", "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r551"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Non-Rule 10b5-1 Arrangement Terminated [Flag]", "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r551"] }, "us-gaap_NonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpense", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Nonoperating Income (Expense)", "totalLabel": "Total other income, net", "documentation": "The aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business)." } } }, "auth_ref": ["r65"] }, "us-gaap_NonoperatingIncomeExpenseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpenseAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Nonoperating Income (Expense) [Abstract]", "terseLabel": "Other income (expense):" } } }, "auth_ref": [] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Operating Expenses", "terseLabel": "Operating expense", "documentation": "Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Operating Income (Loss)", "totalLabel": "Loss from operations", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r96", "r437", "r577", "r578", "r579", "r580", "r581"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureCommitmentsAndContingenciesDetails", "http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Operating Lease, Liability, Current", "terseLabel": "Right-of-use - obligation - operating, current", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as current." } } }, "auth_ref": ["r318"] }, "us-gaap_OperatingLeaseLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityNoncurrent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureCommitmentsAndContingenciesDetails", "http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Operating Lease, Liability, Noncurrent", "terseLabel": "Right-of-use - obligation - operating, non-current", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent." } } }, "auth_ref": ["r318"] }, "us-gaap_OperatingLeaseRightOfUseAsset": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseRightOfUseAsset", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/DisclosureCommitmentsAndContingenciesDetails", "http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Operating Lease, Right-of-Use Asset", "terseLabel": "Right-of-use - assets - operating leases, net", "documentation": "Amount of lessee's right to use underlying asset under operating lease." } } }, "auth_ref": ["r317"] }, "prts_OperatingLeasesMonthlyBaseRentCommitment": { "xbrltype": "monetaryItemType", "nsuri": "http://www.usautoparts.net/20240629", "localname": "OperatingLeasesMonthlyBaseRentCommitment", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/DisclosureCommitmentsAndContingenciesDetails"], "lang": { "en-us": { "role": { "documentation": "Operating leases monthly base rent commitment.", "label": "Operating Leases Monthly Base Rent Commitment", "terseLabel": "Monthly base rent commitment" } } }, "auth_ref": [] }, "us-gaap_OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationBasisOfPresentationBusinessDescriptionAndAccountingPoliciesTextBlock", "presentation": ["http://www.usautoparts.net/role/DisclosureBasisOfPresentationAndDescriptionOfCompany"], "lang": { "en-us": { "role": { "label": "Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block]", "terseLabel": "Basis of Presentation and Description of Company", "documentation": "The entire disclosure for the general note to the financial statements for the reporting entity which may include, descriptions of the basis of presentation, business description, significant accounting policies, consolidations, reclassifications, new pronouncements not yet adopted and changes in accounting principles." } } }, "auth_ref": ["r75", "r76", "r77", "r86"] }, "us-gaap_OtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAssetsCurrent", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Other Assets, Current", "terseLabel": "Other current assets", "documentation": "Amount of current assets classified as other." } } }, "auth_ref": ["r109", "r459"] }, "us-gaap_OtherAssetsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAssetsNoncurrent", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Other Assets, Noncurrent", "terseLabel": "Other non-current assets", "documentation": "Amount of noncurrent assets classified as other." } } }, "auth_ref": ["r105"] }, "us-gaap_OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent", "negatedLabel": "Unrealized gain on deferred compensation trust assets", "documentation": "Amount, after tax and reclassification adjustment, of (increase) decrease in accumulated other comprehensive income for defined benefit plan, attributable to parent." } } }, "auth_ref": ["r2", "r3", "r9", "r56", "r57", "r87"] }, "us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations", "http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent", "terseLabel": "Foreign currency adjustments", "verboseLabel": "Foreign currency adjustments", "documentation": "Amount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity." } } }, "auth_ref": ["r5", "r9", "r87"] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent", "totalLabel": "Total other comprehensive gain", "documentation": "Amount after tax of other comprehensive income (loss) attributable to parent entity." } } }, "auth_ref": ["r5", "r9", "r87", "r114", "r117", "r143"] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParentAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveOperations"], "lang": { "en-us": { "role": { "label": "Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract]", "terseLabel": "Other comprehensive gain:" } } }, "auth_ref": [] }, "us-gaap_OtherComprehensiveIncomeUnrealizedHoldingGainLossOnSecuritiesArisingDuringPeriodNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeUnrealizedHoldingGainLossOnSecuritiesArisingDuringPeriodNetOfTax", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Other Comprehensive Income (Loss), Unrealized Holding Gain (Loss) on Securities Arising During Period, Net of Tax", "verboseLabel": "Unrealized gain on deferred compensation trust assets", "documentation": "Amount, after tax and before adjustment, of unrealized holding gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). Excludes unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale." } } }, "auth_ref": ["r111", "r112", "r186"] }, "us-gaap_OtherLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesCurrent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Other Liabilities, Current", "terseLabel": "Other current liabilities", "documentation": "Amount of liabilities classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r41", "r459"] }, "us-gaap_OtherLiabilitiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesNoncurrent", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { 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["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Other Performance Measure, Amount", "terseLabel": "Other Performance Measure, Amount" } } }, "auth_ref": ["r524"] }, "ecd_OutstandingAggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingAggtErrCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Outstanding Aggregate Erroneous Compensation Amount", "terseLabel": "Outstanding Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r486", "r496", "r506", "r538"] }, "ecd_OutstandingRecoveryCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Outstanding Recovery Compensation Amount", "terseLabel": "Compensation Amount" } } }, "auth_ref": ["r489", "r499", "r509", "r541"] }, "ecd_OutstandingRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Outstanding Recovery, Individual Name", "terseLabel": "Name" } } }, "auth_ref": ["r489", "r499", "r509", "r541"] }, "ecd_PayVsPerformanceDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PayVsPerformanceDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Line Items]", "terseLabel": "Pay vs Performance Disclosure" } } }, "auth_ref": ["r513"] }, "us-gaap_PaymentsForRepurchaseOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRepurchaseOfCommonStock", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Payments for Repurchase of Common Stock", "negatedTerseLabel": "Repurchase of treasury stock", "documentation": "The cash outflow to reacquire common stock during the period." } } }, "auth_ref": ["r70"] }, "us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Payments Related to Tax Withholding for Share-based Compensation", "negatedTerseLabel": "Statutory tax withholding payment for share-based compensation", "documentation": "Amount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": ["r123"] }, "us-gaap_PaymentsToAcquireIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireIntangibleAssets", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Payments to Acquire Intangible Assets", "negatedLabel": "Payments for intangible assets", "documentation": "The cash outflow to acquire asset without physical form usually arising from contractual or other legal rights, excluding goodwill." } } }, "auth_ref": ["r69"] }, "us-gaap_PaymentsToAcquirePropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquirePropertyPlantAndEquipment", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Payments to Acquire Property, Plant, and Equipment", "negatedLabel": "Additions to property and equipment", "documentation": "The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets." } } }, "auth_ref": ["r69"] }, "ecd_PeerGroupIssuersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupIssuersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Peer Group Issuers, Footnote [Text Block]", "terseLabel": "Peer Group Issuers, Footnote" } } }, "auth_ref": ["r523"] }, "ecd_PeerGroupTotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupTotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { 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Excludes option exercised." } } }, "auth_ref": ["r4", "r11"] }, "us-gaap_ProceedsFromLinesOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromLinesOfCredit", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Proceeds from Lines of Credit", "terseLabel": "Borrowings from revolving loan payable", "documentation": "Amount of cash inflow from contractual arrangement with the lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements." } } }, "auth_ref": ["r16", "r570"] }, "us-gaap_ProceedsFromSaleOfPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromSaleOfPropertyPlantAndEquipment", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Proceeds from Sale of Property, Plant, and Equipment", "terseLabel": "Proceeds from sale of property and equipment", "documentation": "The cash inflow from the sale of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale." } } }, "auth_ref": ["r68"] }, "us-gaap_ProceedsFromStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromStockOptionsExercised", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Proceeds from Stock Options Exercised", "verboseLabel": "Proceeds from exercise of stock options", "documentation": "Amount of cash inflow from exercise of option under share-based payment arrangement." } } }, "auth_ref": ["r4", "r11"] }, "us-gaap_ProductConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductConcentrationRiskMember", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Product Concentration Risk", "documentation": "Reflects the percentage that revenues during the period from a specified product are to a specified benchmark, such as total net revenues, segment revenues or product line revenues. May also reflect the percentage contribution the product made to operating results. Risk is materially adverse effects of a loss of sales of a significant product or line of products, which could occur upon loss of rights to sell, distribute or license others; loss of patent or copyright protection; or technological obsolescence." } } }, "auth_ref": ["r78"] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Product and Service [Axis]" } } }, "auth_ref": ["r181", "r327", "r347", "r348", "r349", "r350", "r351", "r352", "r353", "r433", "r448", "r460", "r461", "r462", "r463", "r464", "r589", "r590", "r596", "r612", "r613", "r614", "r615", "r616", "r617", "r618", "r619", "r620", "r621", "r622", "r623", "r624", "r625", "r626", "r627", "r628", "r629", "r630", "r631", "r632", "r633", "r634", "r635", "r636", "r637", "r638", "r639", "r640"] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Product and Service [Domain]" } } }, "auth_ref": ["r181", "r327", "r347", "r348", "r349", "r350", "r351", "r352", "r353", "r433", "r448", "r460", "r461", "r462", "r463", "r464", "r589", "r590", "r596", "r612", "r613", "r614", "r615", "r616", "r617", "r618", "r619", "r620", "r621", "r622", "r623", "r624", "r625", "r626", "r627", "r628", "r629", "r630", "r631", "r632", "r633", "r634", "r635", "r636", "r637", "r638", "r639", "r640"] }, "us-gaap_ProfitLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProfitLoss", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net Income (Loss), Including Portion Attributable to Noncontrolling Interest", "terseLabel": "Net (loss) income", "documentation": "The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest." } } }, "auth_ref": ["r102", "r113", "r116", "r125", "r132", "r137", "r143", "r146", "r147", "r187", "r204", "r205", "r206", "r207", "r208", "r209", "r210", "r211", "r212", "r284", "r287", "r288", "r291", "r292", "r303", "r305", "r330", "r340", "r369", "r402", "r417", "r418", "r451", "r452", "r474", "r566", "r593"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment, Net", "verboseLabel": "Property and equipment, net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r8", "r322", "r331", "r338", "r459"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Table]", "terseLabel": "Pay vs Performance Disclosure" } } }, "auth_ref": ["r513"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance [Table Text Block]", "terseLabel": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": ["r513"] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": 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Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r94", "r95", "r160", "r167", "r168", "r174", "r178", "r181", "r183", "r184", "r227", "r228", "r327"] }, "us-gaap_RevenueFromContractWithCustomerProductAndServiceBenchmarkMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerProductAndServiceBenchmarkMember", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Sales Revenue, Product Line", "documentation": "Revenue from satisfaction of performance obligation by transferring promised product and service to customer for specified product or service, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r562"] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Revolving Credit Facility", "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.usautoparts.net/role/StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Right-of-Use Asset Obtained in Exchange for Operating Lease Liability", "terseLabel": "Right-of-use operating asset acquired", "documentation": "Amount of increase in right-of-use asset obtained in exchange for operating lease liability." } } }, "auth_ref": ["r321", "r458"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Adopted [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r551"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Terminated [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r551"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://www.usautoparts.net/role/DisclosureNetLossIncomePerShareTables"], "lang": { "en-us": { "role": { "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "terseLabel": "Computation of Basic and Diluted Net Income (Loss) Per Share", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r576"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Segment Reporting Information, by Segment [Table]", "terseLabel": "Schedule of Segment Reporting Information, by Segment [Table]", "documentation": "Disclosure of information about profit (loss) and total assets by reportable segment." } } }, "auth_ref": ["r24", "r25", "r26"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTextBlock", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationTables"], "lang": { "en-us": { "role": { "label": "Schedule of Segment Reporting Information, by Segment [Table Text Block]", "terseLabel": "Summary of Revenue by Product Type", "documentation": "Tabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss." } } }, "auth_ref": ["r24", "r25", "r26"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensationRestrictedStockUnitsDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r231", "r233", "r234", "r235", "r236", "r237", "r238", "r239", "r240", "r241", "r242", "r243", "r244", "r245", "r246", "r247", "r248", "r249", "r250", "r251", "r252", "r253", "r254", "r255", "r256", "r257", "r258", "r259"] }, "us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "presentation": ["http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensationTables"], "lang": { "en-us": { "role": { "label": "Schedule of Share-based Compensation, Restricted Stock Units Award Activity [Table Text Block]", "terseLabel": "Summary of Restricted Stock Unit Activity", "documentation": "Tabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": ["r85"] }, "us-gaap_SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember", "presentation": ["http://www.usautoparts.net/role/DisclosureBorrowingsDetails"], "lang": { "en-us": { "role": { "label": "Adjusted Secured Overnight Financing Rate (SOFR)", "documentation": "Fixed rate on U.S. dollar, constant-notional interest rate swap that has its variable-rate leg referenced to Secured Overnight Financing Rate (SOFR) with no additional spread over SOFR on variable-rate leg." } } }, "auth_ref": ["r597"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r476"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.usautoparts.net/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r478"] }, "us-gaap_SegmentReportingAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingAbstract", "lang": { "en-us": { "role": { "label": "Product Information" } } }, "auth_ref": [] }, "us-gaap_SegmentReportingDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingDisclosureTextBlock", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformation"], "lang": { "en-us": { "role": { "label": "Segment Reporting Disclosure [Text Block]", "terseLabel": "Product Information", "documentation": "The entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } }, "auth_ref": ["r97", "r160", "r162", "r163", "r164", "r165", "r166", "r171", "r172", "r173", "r176", "r177", "r178", "r179", "r180", "r181", "r182", "r184", "r438", "r439", "r440", "r441", "r443", "r444", "r445"] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": ["http://www.usautoparts.net/role/DisclosureProductInformationDetails"], "lang": { "en-us": { "role": { "label": "Segment Reporting Information [Line Items]", "verboseLabel": "Product Information", "documentation": "Line items represent financial concepts included in a table. 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Excludes share and unit options." } } }, "auth_ref": [] }, "us-gaap_ShareholdersEquityAndShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareholdersEquityAndShareBasedPaymentsTextBlock", "presentation": ["http://www.usautoparts.net/role/DisclosureStockholdersEquityAndShareBasedCompensation"], "lang": { "en-us": { "role": { "label": "Shareholders' Equity and Share-based Payments [Text Block]", "terseLabel": "Stockholders' Equity and Share-Based Compensation", "documentation": "The entire disclosure for shareholders' equity and share-based payment arrangement. Includes, but is not limited to, disclosure of policy and terms of share-based payment arrangement, deferred compensation arrangement, and employee stock purchase plan (ESPP)." } } }, "auth_ref": ["r82", "r84"] }, "us-gaap_SharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesIssued", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Shares, Issued", "periodEndLabel": "Ending balance (in shares)", "periodStartLabel": "Beginning balance (in shares)", "documentation": "Number of shares of stock issued as of the balance sheet date, including shares that had been issued and were previously outstanding but which are now held in the treasury." } } }, "auth_ref": ["r10"] }, "us-gaap_StatementEquityComponentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementEquityComponentsAxis", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Equity Components [Axis]", "documentation": "Information by component of equity." } } }, "auth_ref": ["r10", "r50", "r53", "r54", "r100", "r118", "r119", "r120", "r134", "r135", "r136", "r138", "r143", "r145", "r147", "r161", "r188", "r189", "r190", "r226", "r274", "r275", "r281", "r282", "r283", "r285", "r286", "r287", "r295", "r296", "r297", "r298", "r299", "r300", "r301", "r306", "r307", "r308", "r309", "r310", "r311", "r314", "r316", "r323", "r342", "r356", "r357", "r358", "r370", "r419"] }, "us-gaap_StatementLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementLineItems", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Statement [Line Items]", "terseLabel": "Statement [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Value of the stock issued includes, but is not limited to, services contributed by vendors and founders." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Stock Issued During Period, Value, Restricted Stock Award, Net of Forfeitures", "terseLabel": "Issuance of shares in connection with restricted stock units vesting", "documentation": "Value of stock related to Restricted Stock Awards issued during the period, net of the stock value of such awards forfeited." } } }, "auth_ref": ["r10", "r83"] }, "us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueStockOptionsExercised", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Stock Issued During Period, Value, Stock Options Exercised", "terseLabel": "Issuance of shares in connection with stock option exercise", "documentation": "Value of stock issued as a result of the exercise of stock options." } } }, "auth_ref": ["r10", "r50", "r53", "r54", "r83"] }, "us-gaap_StockRepurchasedDuringPeriodShares": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRepurchasedDuringPeriodShares", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Stock Repurchased During Period, Shares", "negatedLabel": "Stock repurchase (in shares)", "documentation": "Number of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock." } } }, "auth_ref": ["r10", "r49", "r50", "r83", "r365", "r419", "r427"] }, "us-gaap_StockRepurchasedDuringPeriodValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRepurchasedDuringPeriodValue", "crdr": "debit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Stock Repurchased During Period, Value", "negatedLabel": "Stock repurchase", "documentation": "Equity impact of the value of stock that has been repurchased during the period and has not been retired and is not held in treasury. Some state laws may mandate the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. 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Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r50", "r53", "r54", "r79", "r384", "r400", "r420", "r421", "r459", "r475", "r571", "r583", "r600", "r642"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityAbstract", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Stockholders' Equity Attributable to Parent [Abstract]", "terseLabel": "Stockholders' equity:" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "crdr": "credit", "presentation": ["http://www.usautoparts.net/role/StatementConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "label": "Stockholders' Equity, Including Portion Attributable to Noncontrolling Interest", "periodEndLabel": "Ending balance", "periodStartLabel": "Beginning balance", "documentation": "Amount of equity (deficit) attributable to parent and noncontrolling interest. 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.V.VF@K=S6]&X.U]UTA.Y=_E;2YAU$M_MW MK,:? M__G/;%C]PQ\7W[S^)F_D,_VP+Z+R_7CD)/3VW?\ZA!B]_7:!]^@UZ0=I]>O#=!_3-XD]__B,B5%$:8R[]7VZ
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M=;Y<7] K]\E_WEV\7]^AU25;W5S<+M=7I &[C_]L]>[F]N+'B_=W5S]="%_; MJ5AXQ.$!7Y*?GYYSHIKXV4\?S@[$VW8X)LH*#G18I ^1D/_SU/5/_2C!]H,! MV]D6.70F]=_AH#I7P;!>
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M*%-1/HB")_$0@#\QA 'W&\B72"V[10D1/02);]SFYV MY$EV.F2ZK8Z66P%OHI@J0[31=<0MM&6;TQQUV)'4L!;/=EF&DX8;DTT#'+.! MH7F9YP)E(@%]90.64]MW@-X[?
FAO6U>BE$LR)_3O0_XFM?N\CITP(>"I;D*/ M_2M@H\'2^\]#::BPXP\SE@SSC)NC_B(ZT744 >87@\=5PXB1.A,]GB MT U!FXPY6!I@-\]QT92>=8; H;SF-
]H90VOR8'O!97N)Z,BV0)F,*!,242D7 MR-F2D8.M&M.Q]1:[@9,D_M9WCP>X"08S_6(7L+_$AS#&3L N=J/3%424Z.$M MD)E'88[,9(BQ7;1H3]1#1-H85D34G>N-,'V<;7SM]S> ZS?
RB95=@(-9E[!R ML;Q!L<3H>"G&TGUX=66T/.'4W -VM-% 6[L,3]4<;I30$7K O7!ZO@_(YZ?3 M1]-&VB3.G#\RDU^3W;(GU- N.^I%[QIK M0.-"K6SV%C>Z6]GPJ_]=1+?
U51*WG9>/EE!V.20K.%\O+$J;E_]+%X]*SQP M@1AE((YH!B6C0FOH5;](+]KTHB!PXL3RFPMU#9S[P2%57MNN;CTO+ZVA;/+3 MK.E\/+4NL$E?
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((*EYZ;V7BH*NEI@E%5Q]?1]!23D Z M$9A_"#*3RG>*-"/.98R%%3-JR; ?$]{9DAK1-?U#RL,KT2]MO&2CTDXU*NF\(=;_%EFITPHO'A6@*,)9C\&AJ:AZU/,UU (M!N7B8A
Q41X]"M\SM=?O"#L"= M-""&7:V.<(-M-_%'>*;F;KTZ^]N/J^OSB]N[WZ.+OW^X6O]BU04X=+H3'86T M&GGYY*M.2K?UF8G)-
R&6FKJLPPQ,O%'LWJO9C"@]J:*/E&Y]#6B:/9XMJHG=E^[+:DC2O[$#T]0Q@'(,[V-)MS4'K;YMB)M>:87NMFV MB]R])%[Z3"_ZR,G;V9]<"]V5H<5U#[M#0,^#]4Y#-\S'?
K#]MG.FJ@,/[]= MX<?!T=PB]AZ62$U(?(K+SLF_]T/.->4U5H^DK&\.V\V.;U2=X92WA6G"+O",_ME9Y_=>V\]S$>]@HX6^!SS_UZ%QRN>MU$07$;Q)R=65:IVIP+;FGMJI79O8A<2
M<.V_+Y !-RHR/NA%SI%N#2&IZ>]1MHCSD3)&&6<[:1Q@]=C9.:B#+U]DEIYY M[71_O#'BL*,/61U6-RM,4(8;JPSCZ[WU+7'&!2I$41Y:G_"6]SV._3+%Q2']WE%.$7!MWJ1.G,]#'*;
[WPU"MDFD"/2O,N$J2@_+\4JT) M*_KP5,)G<+W@ .@3,IA%3PD<#%R]J*024S56#)V699N7#&)\"@ZV*ZC>H_3 MX^>,:QJHMX$=*Z2(*L]]B0WL1@N-
RD"YM$-.Q>?/N@:25ZBGFX9PASH_Q'1\ M9]]XDQ,<,/MNM6<7OE\]X<40UH,.:-OMK9FC>407(H!'S-Y0!LT.LD$5
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M$XJL#!1MGI'8[L9Y9A\OZ;+E(@I%BR(6,9?DHD.*2F.JL: $X#"!?@#HK+M M&4C3$':+DS3V77H$AK9B]LZN;KN,XBWVTP,1NL?]$EVEM&[L]YT4T<=FK.+ M]-
V1C9A8EGJD.686WI-K%05I($7UZ52H%*SFH MAHH\WAU"/TW0(_GX^"5Y^SFH M^1#7B>XL8UQWS6DGK)IEE.L!;8PPER]9SS/.3.A$$X$.D#E=G;.MMO,>
M;F,@'AA#U$1F&41:=**=_LP_C+3A&#.Q 1Y(QE)-MT@".3&YV.V#Z!GSK9,; M\KL\$(#TR;,>$;N)UBQCC)Z&=!,6):'911Q-,",F,#GS;#]5LVU$1TU]=0%'&]"8]4]3" *8!(VH M+?TH-#
3VL=IPL+,ZS^^_9:%&OK)KSG__;/J_"LX/TS8;W:;DG6%R?+T#OW M8_)Y%">B&B3ICDFZ,,/<Z3Y!IN.\052GXP](=9TAB G(2Y-#UU$/ 5]"C3&#V@JN7 MBYP1V>>A;4\D_7J,T"8;_^
H6B^^K405%L)41X?I\U,X6EQIF]AT(T.!EB#/ MY3L:(*]"WKF/9KLRF/%8T4N7VH-&)^HS'SWZ8>U=(%_\'%>T641+"63B['K_8:-)=/]5G]0L;T(6[X@GZPCQ8UH3"FL
MX%6LB[W%_SSXB9_B;/F:S^KHPS;W(;/"%ID4<\()V,(_6>OG%YPEVP MF0QY]TG3S=790EY:7E:?!\(]Q_%H+.I4ZBY(4"9)86=P!KUE1Z[WMK*\RW. M!X#C)?FF%;26?
K##G3;RHW7CIDYP XZ^Z,/6@@46TBTIHS'A6XX]9*L[]5=B M3_+EA E?&#XX?T7H!5>(==HI?4Q\DR)NE->"^JB14HKYTGA89' M9
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5^,$PD7.L7'V$:+$XXVKG M[<=)]9+I@EX'69P9H\H(H_$YW8O5N[CMK.L;*S M1Y?$IVZ<9[HP?\Y*,)Q LAPDRYG&9PDS_DRH[V*"-S(_X%/_]= /2. /(3\%
M6BQW"M<.9%$AY]+3=4[]"P80-3]TYQBR*BDGF/8 *73UWXVDY85TF7_Z0Z9? MJQYMY-EE*229[.^CQ.=+ GPA0)%IM/6!.8YU0BSFS8T=X.;)>F+W]8%:=;# M@@X+-S'=Q$]?
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MG&)"@_2&HT'.''96L+"7WDVBA@!NKX%KR\ZOPD]9^KM*"OHN M7^\Z.Z]7 AC%\4MN(W?N#(X:EJD C$$Y#.&&^>9SA:6H4<^B0]$=>5:0>9
M30NQN06(+CK2F]8W49I3^.B$9ZRI?<:H3:]3]YQ9>6C2A/^F8:1!I@S#]] ->H!A+'=5I2*#$/>3UDR,P M&8YBQ^.:?IRC>]HI"\-F X_2"/E,R4="0 O,^T-IZ_5KQ_H,U5Y(/"*0" \ M-
A+C/=U>)_*GATA08)^[A3/73E%\6GN/N7V6L H"^XT\'OP*.$A2IV@*3Q,K!*M MV_0 !0I:,I28N(Z\F= L X>&;C0"2 .5V042'2PC!92"-:,0"UH]52#Y>O(
M^;N5]#5(]Y\'\;Y<4EVXG(9>L692X7N.A& '3ZZZZ)RW;EV;]CAH@>&O@Z0 MLZ("WC-FQ5'=!3_ONV [W05+2R5%$^HD?Y"5*64OGF7&"B78B1'UB_YT-2?I M-[.(H$+>&
CJG6;D_TK13;K]T6674#Q]//3TDAL0UU628.9B["7TRI,[)\"K M,><$H!,%X/[>71NU%T]TNP.. 3U]/:'C!>_PH)R$V_]F" -Z/ VBB6E))E2 MX*0#^K.EP=,M\ &CNR[ZK33
#1<],$RXL@!]J7(LE;"ER@/7 OD_&.L*"AT4 M=Z@,7.9L)2+3+H*&A&XW@T4!E=D%$!\M(P:1@#?^9NS!K-83Z,XCCX1 MO\S0QO@Q"AY9W5/DA/E)
(1N>>HOWV2+]:JOCJ4WM87MJ*U+14Y6-X7IJN\B] MZ_<*RM1!Q_14_<6_]= 6BWX]Q\/TDE,XSLJ'=\S*,V]BGXST>R?(Y54HJ]T/ M;*?
50BPZ,F,'N,ZK)_;PM!#SZN,%*AB@G(,E)QX7=>'(Q(>WF09XF;'-7;G+ M*":Q*[L5G 2M:+>+0G:U>,LV1V-'V%ZLCUVV,,?N!=>?.\AN9',]9,)&9L:&
M/UPSHFNO6Q/]\;50!9[24N1#_,POW[<]\Q6>Y]%/;24?0@_'5^2#D,S-Z>T# M\H>]Z!;%'G@(<.P'E73\"&T 8^H%Z7AW_^ D='2]N;FYL MYCS%:I!AK=(I,%/V
QQU=Y,]J*5DGP)%$6W1#%5)L!,Z8C)N]:#PC/#5ZG-&E M*0G/1:%S:]]M]=UWT*V2 &PAZ8)BP< %2%=18*JE406VE"U< M;+?835=;,NUDK[CO5/Q!:DADA
MG\'RY^2_ZS2H<"$RS^CUQ_GO&]/=TLT>]R.]*!RX;8],@/=ZP]]R.KVS)M"Q^8EP%BI]X M0_#O=<&"2Y!LK*M&!FBF53"QZX?1ZK MF9K9'[@4S%8 OPRB3_2&+/)G>;PD]"23+#K
!5%RB''+@0L#9.$'61-Z]X?- M(31A!T(CR :%-BK! F4R"""">][*]"*CV]4@M@^M6%=@7>'_3Y@^]\DT_=*O?#[M5D^81OV*1F7+)U;>EF47?.ZV'Q)^ '^U21T_I*M(>:2_C&*]BY#-4(0=V
OH MJU*RWH\4LT*:0TK2HQ0]$Z>@["RE.A/]]G\1C >!O MX*,W\E]G"_]85@;3_Q>-@/D](TWY9BA"#,(&-16]33#,_+_7VDP!&Y >3N! MQ8K05"53*9MRR"VEH?F]_
:::1]CL*P]QAZ='A7FH4P")(A 8G-QDQ%:6KO! M"(S:!EN:C1Q/G#OG$_FKD"3H.P:@92E-OS?.X-Y3"V*"]]D5;G[7%8"159IB MS0L)K&PO9%G11'6]BJU5;:E>_)*QE94IDM=&.
[QVGG!",]KW6!4#I UAN]L: M6^TIEEHKN$[<(.N 9U4(2<1HLAG7 A&RMEY,,8V.!:](2:^Y)6]W\7O+F7H M4\K3COL1K> D;?.1>BOHCB=%5?6Z2A/(+B<7M+^_<7]9KY4'^;HI-
V^TF,[= MDG;G-*N'=L_D_$R^0LDIWF(7^X_8D_M<2U:8C]>#3W@Q4MH.^'I#F]2#[/!% MG%%]]6.2Z 4?-E[F\]X%"O'$"PAC]:,(3R]RRB\7EM*"\7_V_%-L_50/L5F M)= X<6.?7P_
[S[9.V%]WW6:U2?W 7N"QMO&U_3],-6$7;![;$/OJH?* I1F M7]A.T!G!@-.6XKW[U6OWT4?&I+[T--6!:CGN:S_$5RG>-=QNT]X1MNWK8Z^= MJ6[I!=?>.\@^DJ531HAQLF+N]_C>"?
U_L1'I+ H3,O1Y[!]LS*)AH!RQ3@\) MO:PR$08MHK+C<7.-G]+30'TIW-@\83O9)!H7_7-4AG!=>QK8?:."*-T"5>1, M(&F^2#[.I*QDC32LS/V=MG+,V=IB7TYJ;J2I-63U'
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M;1R!BPNNKWQ:IWFO+'83IM M6Y$T2!YV.#6MQTHAIB':<$.H<82]]XDPY=&V5UN_)(U.Y]>;-L:+<\]HQP/+;WI],5UE"0O47:VM8!M]8"U=K5- MD]%-SI"FSB-#<1:VT:4EBZSL]?&
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]Y9>@KMT9MI-WTX'H MYWH]X;IZ1_D"TXM&2WXR=YG]#'[KVV?GUH5XCE=.V^P?Q*PQE%(_G39S;%) MEQ#0@PSL8-!7+]57V;O1@!L@>B/IOY/VJ7+\O\(27-"87#WT2CJ2-
@D;NDO) M9-:)/?:"R?&?.=%^]3.JSYE29K]TOQE'-'CYA^3I^/;GF7GP@.Q;K4X?1A M1R'CFI17HPXD#C=NF8=HHDA2++2O/(@ABH,VS[**?,1D E)^^D4H=;JS0DV:
M5"GRNJ76"4@A:G-=9);G& MR]?*&9P/H9\F3$_9M?/\1I/696;C7(]'O7&TVB5!]_@"<#P<">B8>A=T[/#V"O M8V3L2FTN$;"7EN21KA.I.42T?H!,1*[CVG]^!:C+
[Z/D_,'%IVD55COF]8@J_G,CA98/5,@Q/';[]BP@TD27_ZEYBI>!TIS"4F=M:-(O'3)"$4=0=C M)($Z]C$0^"[8'#-K 611;99:LE*$)(C8N@ZFUQ5X>.F OZD.2=8/< #I(KVY
M2J3*L[$CKS4]XG@3=2M&&D4+0*J1.@9#_96ACM2 1X-A6AJ0<,QI_M,/D(TA M%= <:&*EB6LQCS@\8*J@G;_JSW+KI'CYY*L2"TDSV&%#A4N,_M!_4V2Z(K#S:.?
X].=)&QO.QP2KV%1&R%O-PPQK MLAHR1$[5TK3+/<386Y$L-?3O']}+/W1"EPP+5+*[.!L7WUR%'GZZ^^3LZ3?O M\&Z#8]58,Y F;,WHK']#&X 0;AN8P96[XN8O'\<$K;MP\5
!3=4",*]]\7= MZO+VI:6#&;C5F8X;P?8..:;;@0H\!_M5R#G@5 /]W9>"/5W[:9VW]VK2E0 M51_ZK#2!:VT]0?NO]A!Z*+9D,]>2UT\;YED-S6%;8!O.MO=[8,^6B7N_6H/ M)B-^C-
X[,YNS,!D\+EGCG$RCV_R,5H:]]?$]H<*\C%@)N>$G]'8HL_(!L[M] MG";;E__]>VWS';D[_^U\V]B+Y4>O9 !#AUPM^DHWI+4Y@VJH./VF53.]NV MZ$7N89>?
^NSPDPRVPYPN8H0I15R_*FDT9QL9&.*$K5$\])O#$#!]T=DCNI<1-9N+B9I*.XI]LG=O]S[AGU>N9L92Z[TQ3'^3RAT78536&;;!.^
MRCQ/T@ZN@39*VW]Q@A(M9W3&$R&)4\$4R;]*,R3_^/66'BV4))CU[V :FA0! MM:S*%_!,22Y>]YA&*9E.$77L1A]QCK\%;CO'<:GV%6#[,34]<@LRG<^UV- [M/_1WAYW2BNK?
P[4C*9+ M:0]"87R#)^.("I8HYVFEQ'M2I>38-P5V5X[=6I3(@M:0*-% 8GY1HDT?;5%" MU7]>4:(5A?$HD7&$"'5&4T].W4B44.R&2\->_O!#>A6Z,2:R+._O8WQ/ZZOT
MPH)ATC##Q1CZ*W;G#=$%OIMO&F5?3UL.8.3D"7"3^A@ZL&"4ES5P>H;9%A"(6 MDO@).\5& AAMLE/Z+=H'AX23*5 B/X.Y0/X6.>$SBF@LC-$NBG%.$C]E+#9.
M^%M"OPWQ]^P?#$;HS1"^SAZ]#V,DH/]4%#U"*O\?1?D[.BMN-,6-D#YC15# M3/G,#;M-)/LE"G&@#$"@5'E5V%:3T]A*99-<15F6W3"42YK"'&MT\-53T'H[MV*FF4EHS_E[,-
ZVEC<8!EEO 0>2$:.\]TT-Q]O9_"X"K0YK02]?I8T]LP&G< M@&SL!MP;-7$?]Q&K^P#V4EW)A^T=)\(@+? @8S+C8L=_QX8N4$1!]88LV71D MR"?Q['.\
(7E%DL8LCZ=WL"5W>S+V>ZM0/-C[1]&W#MUA>WI7/8@>K]L7KN=W M1M#7#2@C5!+BMR(FB#,C\R)4.?IM)11,IHOE?A_X+@.[<^]/Z3X^=1QMR?3 MQ-\G:.L_T?G=_F:?
OR(8^>>'5OS(_1BCV/Z%(]5L[E5)5V%1*LX2:E>+K9; M3.^/Q3=)+W%[U!A*W#8$&:RIMBTJ+6)P(\MP M2,8WKSC[8L%P@4H]$!'!=M"QH%,,=GT1EB@WN)A\:C#+M?RT?
$)??;W+?]G MP2??2I=2 ;2CFK&D#-5LS%QFK]>>8D#^?1 MS@^)OY" [T?>^P.M@EQMSYWGY!0'T:>L+/;BR<5)(BI IC2CU "5/-:+.*M M.=+ 8_$(0(U-"DT*!<'<7G0FKOD G');-
BFLB$F'.]D0UR\2C";-)C#5:M< MJQ"4V3P2 -+H610FV#VP-8S-(:'[C GR]-XV3&^[3&^8Z\U1Z\UP>IU!E@V0 MF=NL">!#RDA@S9>Y9FX]SWB+<:80 M#(E^3T6S/CV
IU4]I4ZLT^Y3#(N*+4=B5U -&UTDXPGRR;\W$6D1YSHV/5?I MJ)(_(+=RMJMD:<_^<]GB-'18]_QI8GVYS6X:"&=>&3A=IO@ 'D]&U*O]&&@RI;&6@YGZ!($/.
<:@&=X+7H@AD(A13FR8)(B+_M@G)9$!/&^NSEWYH3--?PE"L,!>9ZJ915\VI?XL".@*D#TX(,;+R*W3<%K(Q
M42IKE5=;F4K5=7NKL+@_H;S!NRA0EOUD(_("/$Z.K>%B81]D_*Q>PC$N[HO'S*\]SL)X M[5);W.NY+6\^7QU+$)C1P_YOHYWICB+%S-/@<75B+D=6Y,>+8C&Y6U7,0LBG
MYY1+P_RY]!+M0:5^<\S$8?Y8_ZL];9@(=XK=1D%P&<7T2T5R-1HSF*/^-#H6 M)QOC<(([2QD9:]_HP7B>;-CEM:)@2) ,;9Z1V"Z3#C'Q%B@3<'">3H@^4B%1 M)F7]Y:EIYD>0-5[?
29E% /V!-$R3]^Q0YP]QE*B>KQZ'T^<=.ANT:S)N2MA\ MOD&S"2R$B,GE0WY3;'XS&6+9+L?0-:-)]$=3SX3%5EFGF3HV&(_/1#YEZ%W
M\;3W61556&AKN4G2V'%5Z]!3\O^\@VSG7\)DZ-5F_OD&Y.X]@]"F!:D120B1 M('<9N]"7/9YIKO3_31G#O'S(,#>=S,/YKEFQO]%!$Y?3("N:W>D4)RS^2*" M[A%8:.&U"*
<35]Q#UG5&<_YYL&10&>EGD'/ZO$-G@W9-ADX)F\]W=#:!A1 Z MI9GH3$/G&+IF-.T'SEM,4F??]2'\+HWV/VO1\ZIHX221P=*WUP-UMK?<7>4P) :IWXOF.;9$751BM3>!7C= M4 <
O8M\" O$>"#!;AD71-F@CYS1*,LCR@]GNI%TZ M_;5SCH0]P?U>@+WW.XX!I1]Y9S@^;$=-6P&>+6]Z?;%/P]^^EP6K2>K](%> MB^F$6:K]/@H?B?Z(%L-$8KS]:=5F6Q=_-
X)1K//@_,>Q\]P]3@7$=T8]D@ZD-(6#& M=;N_29&L3BX!*37GCX,O&05%EW8*Y*P9]]@5R],0)XD&+51;@3"AZ.03] M>-K3*O/3.A,GFZPH1]73;%3-VE5&5?
6@NA8&5<3E1TM>_%_HG7$/A[C%^+7 M?UR$GO*LROQ^]]_45DX/HQ!OP;QTG(-O6+(W].*]U(G3+TK)&WSOAZ&6GF<^ MR:T6I$Z>C1ZQAYD V?H=IIG25GE_B9-9A0;@3V/KM?
%SV]6>'I=A3.UO=8\] M9EJ+YT?LO]1X+O\=IHGG5=Y?8CQ7: !^/,]2TW'B"^,?\)PG9\75O;6\-TO#/ MDRGMLXWI16FKM; ND^!+C>S*7V..X'[$_DN,[VHEP_Q9:'Z%%'>3H W__O,
MO[Q??V>.;TC:VQDL^^I^I(5[Q2TQ<8,"9?XGA7:4"^,']]*S@,/3++/GF M7E3>(K/0WN'X7,+]S]B_?Z;;"Q9&K;B=4[&]DO'CW]R@@,&47_64W@#TIS[2^L43CET_
MP>@F]EW\I8YW@'_]?X]L'7X_;,/9O\U\A@/79[=1B#*R7,$0VN MOBQ7I0,?Y^"5K7].0Y]0NWHAU*[2CVT.AG"]Y?_]8X_^8S<_$/$9_N(-!>-V MR'B>^RY$%XX*3)DNR)-(.A
MR_+O=31^69(^"'F6RLSB(C%VV\%&C[+]CSK9&\XF^LO*%MB5NIZ#DO&"IV! MN'RDLVPP!QAH6I]4;B,8%,L4G!/+])Q&/P=^<9,+K8D^N>ZB5,5
53VIUACO#]="!.]O1ZPIV6=92_M=_J=LT'*@)>QLC*UF4@+%;QNE/2Z0GZPPU_L]D'TC/$=CA]]%]LA%]4_?.*T MCE(G$+!_(]*_C])?<'J+W>@^]/^%52<'QN0'.ZR,KFDQ$HW&#&
[P&A_RL+3N MM)]NE5F,4%^8Y^94#/)IBIYQBDI)2+*PBP]AM*D8?/U^".."6/5&1RP=1B8) MK+4] 7Y^]=P/#OG (CYEOO3^<4A2:@P*Y?>G!CLH#M22&/)ZDH(;T(8",G9*
M)+NP.F.=WUHM,$W.#@8>^28*$A_"7U5;: M"R>F5U4F-SAFRN5CDBJ9@0:=A@SJL'*C-($8;@ASBR\WO-100I4BH%R.;@[M"Y%*UMS6>B5*CPD6LW.X&CRI%!E4JH25U3I.H%
["I5>MG @G.5%C6*MB/C MQ?:+?T8KE*B31'*^=IULGQ6<1@1D>B*@K(BE_"%&5-'(6URQ]+Q?!SR6&2#!DN)(T8=AF>: RO"I&L+?/"] MQR1%Z/5 UF /O<9)@G$V\H?
WUYB(N<;Q;K6EHC4"ZX? M=Y"]KX5S%@M4,$&,RP)1/G3ZF'.RXMD3*"#'&5#:YJ11;TG,N(PQDY:N#$#1 MKT(R7U>6S[5W@>F??? 6)94M[8%7.NI*;^!EM9@N?
&\)+Y122V4K/,Q6D5_P MF_;)M/'!$\24 8[!E 4/2]AD,GVYW"2H6WYG<^&I&E*3=R2:/@3/=,.9RE&F M/3)-=.@+.&!UU4 1N70[_@]AG6'TGC 4F04SYP3M."OVT#@/;V[!;=I(9D$'
MG]/*6+'G&1%S_9+;]+%M,CV\;_CIS06W:'6N<>K[3(,#TYP%;HQC]@_-<=RT4(4Z_*_@UP-(7],N6='9A..8D:&;]!MW]RV*GS*0]=AYT3_[9\E4+
MOOK=8$;&KKC%E:2V/G#7D:0E[]].*C! E_J&*"/E(65_8QCW+E0Y]'.\>M# M1H=N<[-N.>YFZZ]VF9-U*R0?Q]HY$ROV?8L?<7C O/Z(KX?^[*)AE.%
[1V&M"8ZST"2<'W+%+#>ASN<@,R6,RD6 M*.'Z Z?,8=+XE1P-O*OTM"(/W]->*]B#*(D+6IH!M,5VG!1VU:U@6>LK9+V MSMTS,]$D4^SA1.V27SH]M+,"I?5[@GO4 M0-
D2<<k1K1E>$,7DSX#&K1>A1]2&\]8] QA)!1G94?/^C$=;RB]O!M_C&A-] M29MY^-KTZ7WN:+8R^S&.%^XU1CZ]?$>^>?>MVA.!]"7-XK5[S\$\(N7ONL6#2
M]FET4S@US&S=AA)@E,H\KPF[;C5@0@^8T:X#VI;*K]PYO,VG+D(;K(BAM"&5 M>E%YNE5Y57K,S'Z/T3;;,]E\1O8K$=]X_5HLYLJV=8]@-]9]M7:";<=ZF$53
M;NX!UYHUY1Y:$W!LV""""<5D$_T;7VZM=8)NQ#M[&>"RTAVO"6E*;B\C%Y5N$ MOI7+!R:$&],1:"^#^Y=7I6C7Y*_O?Y=_DI'Z_O\#4$L#!!0 (_";_UCZ M2?7/ 2@ $6P @ 5
<']T&UL[5U=<.VEGV* MJOT/VMZ'21[5U7L!R(6_>.G_N>C3SU@F\X,VHL? M/_G-_.#RTI]^^^I^ [#?!P?]_Q)[M7/KA6,_I:'E5/K/K;,]_F [?5, P/S'JOT%OVILYZ;=B] MKP
A:%F]:P1G"]#K]8'^7WP^^MSO'IS\1D)NX-EQ>LOAX>OKZ^?7T\^.VB!]Q_U#__YI?]?(*5<0!MUS-L$WSJX?]? M7/KAQ6,'E5/K/K,J*B!DX.-
\]BEB"_'43%#LA'!_WC@Y/^YS=W]BGL(OE: MX"%1\;=4^5"F_M75U2'\I=E,4-P0Y36_$_NDOO=X/R+'.!,Q[M(DWOL:_/C) MA;NU11Y-
/ULB,/_QTQIY[@'1_]'Y\141Y']N0W9$_P[LV=#VH/<^LN<.6E$U M?N]1]K]-1HG^^*[A>\[:P$U^MH#W2,H#Y>-T19 MYF+]W3BK-0)+8+OP!6R_*,L*^>=H*
GSS'_7#K6#+#]GS]8Z]LUC42 M_L9PEW>$9\UHH!6*-UB?]+71-RW%][!/;&N)>/"+@XOY0OF]W@+71'!-?L,] MQ+PT;!F@B%?B/@.0LXK'OS(8)I=O8GNIPT&:_=I:5#%
^I1L#N1?@T7:]\) M!3P_[IYOW1$>P] (T"T;X5$9:34A%!"Z;&&RC&RD3])@3 O%A!CSHX^E[# M8SA[@:<9L*! W/::$/ 1.3/?]]..2OL,(P%GF,YEYU:CQ;!;51 MX"G:>-
@28G/;T\.62TC';JS9TGPC?P(Z]*?4!^T M>9^4T0]_06U$'.!]ZRVT?.P"P!,P?00]/,"I7/"PZ,R4G):4R4<;=#%+=+67&!^7C@OA\"I4&60] M;("O@2&@D*2%335')>6U("O@.C9/NL??

A5*1YU2VE!+3'7CS@#T#L\VGT",/ MNKHZP[T[NCKJ"?2BQN(_&O:L%[3<*S;/;)B:2W'3'3'(JMP#A+ <@9@@"7^
M88LE_N6/&^<%H,$S'DH8IA>U9!G/P/KQ4\;WAPJ[$NEKBEO,Z$G\ZS_.3R[/ M+H].3T[IV?GQV?G9^?;OL5),4#)?AK(C)K&/Z9XDM1_6.)P31=C#LPEM#;0 MSY&SRM10^#1'L-
..PK;PXZ?^IY[OXKXX=!1,EGRP%'_$)C=!RI@ID)VT<2/]#$(]3(-8!!1[60 =[KMFMX?'L M)E&N=3#D]SX$X:1EEH3?@_B%&$SH M[Z %'OS5,T 9*.P6:8WVA3H>:OVL .U/P
2GMO>@[\F!9Q5]F?8'.APB< MM\1_14-ETT'8E(.("EFSOW%\VT/O-\Z,#26W5LN0E9$_>#H+^DQ@,LJV#!11"4) KK0 MY%@"D./6 Y(M031C/6H.D1O\XQA-G5<[#X]MR7:BD=/_"
(MT^* V+.@K;XP> MD?,"@UWB7$!VBK<3%1$A(FC]#0HDNOGHN)YA_1]<)S.QVINMYY/#F88CTN'9L[C]\MDNP[_GMVJ:?*A3H> MJ;W>B7RXC/K>/WZ>DC61#+7O%FF-
VH4Z'JD]/7M7]?9P#>WI??7L6!DZ3WS? M&H7G]SK2=KU3Z(@(PS=S2=8L&=&]K&*MT.UPYR.(FI@HW_B("!C$D E3L.Y\ MESG R2[>&DBDA8B@:6+*/+(]0(2_+^#6\(RPUYQ
8%;QED$C(42T4-C$W)DL M_*_;/"%9..B=N[ZQ*=4R(/+['NF_+4#& M"R5E/\-_+W3&+[?K$6Q-K,^3#:!DD=VQ[Y$L#62ZP![^<2]U#!QI M42*PTM$ G6WL!FL)&=;
(GH&WOP.VF>V4;QN8 KV/\&O+IH!P['L'7=.P?@<& M8F]+8Q5M#8I2 D1 IB;6>@(9[=C:2G>'/\D:?#)*M@9&F?Y"**:#"FU_=A" M*89CK&Q+D]Z<#]XN!GVGGX9
M#J=/GVHX33(WW&?:GN\>+ QC'1X/LCPW^F1+V?"#/S;='_OH(WU +%I.L$F M8,:Q$YFJF#(71_V3R^/+\^.38ZRQBZLR9EA$PH'K8EQS9$D62A+]'/\];L0\
M2VMZ:\P2@FIUY*4XXN'X3PCXG;*ZX2\ &@MI$R3D4/W=2+/LE& M1OXCQ\M?# L+[VZ/XI,O!O8L^4&L\(.EI=K4DTTBQ$B3]GI%*"5?OW;78YID M=SE6B@FPV,\6.>*>O!H8(-
(C[TEGE#%]<7 .UVP2Z@+2L<\3MA*[$5@[RSBPF"7NYP/:+'NO' MY*P!\MX?+2/(3H&'.FLR36.[>%X5/:D@R0%!-2MZR[\.].SHX_''K-?VXAX8 M+IC
O1+/VK^Y@&]3]2+@U>D$+>0E5#HF.*V;%4'8!DAP@E,C]:^+QI)#E&*$ MK'Q*QPFU\R$V.'IP;%-TF+@MVPD.B$M6U] M-
)ZA1?,4DGR6Z227_""T;'7=2%'AND0I%2B(%#7&[%E"W8%W3A2"E@N3T0$ M[];21A1"?33>2?Q4+*Z<+*PQ/43P9(>5!<3L'!F0C[N<4B";#]GENT@)"4F[MM=B[/SL]/VLT"01&
[%=Y@O##S(Y=Y]72C1X4!C6*R:Y4DN;*A12Y1 MWQ0-(+YR)+B=TBA:20C,S9K>%%;&L"K\:EK][6)U5 M3#\&2,&6[0YR!>S6&L<4X7&QC]YSP4\73&KGBIQ7;3?\@B*67JB_\BW"
M6CIS(DF2$%@"VX4OX@6S*$)68/3_(J=8T]!D;NU7)+6HO#LI7.$$!2Q6\LE>5O>"NX" MU8\W^Y)&F=(*@W3A8,XEG'JF^E\"#IK')%2"4A>9,/ M-[JO$8[[_])&5 MY@3_>'94?Y:*
[=@<0S)&M-LS.]U[!(AFC\R/<[]-]LP%B]?TWHO"F""#(%+2 MMSZI32JWZ,#WEO@-]Y^M?V 39;?&?A!$2.K6GQU("3QR75^<%$'I?2($1^+6 M,[^0R,
L4F6?:)$G=NMW720"R*X5'*1F'J\?(=9(2>SJBT7M;8V&_[3<2\Y)C?G;,IRG^Y^OP <]>QG>]\>-P,IB.<('>X.$6E_SZ M.!G^,GQX&OTZC'VIZW0EB(MN9&7,4)BEZHYGO@#;!W?8A,B6
M*%WZ"WO/%= M#W ^.19[K,FJT$(:2 K3^FG%S\AQW4?DS)GK&[$2+<0SK_=5304:VV6WV8 ^ M?%QC]SASF)MB&^J[!W$'ACK^[\0,F! ME#U1%X)*#'+JUD951X.:&R%O%!';Z#6P
3LTP2C=6J*(2=+ZDS[Y5E'8N;06 M>FFA5&V+JW""#I*]F.]39-@NU@)1DCVCOUD!SK-_^:X79KK/TZ4D-Y7T01<& MUT%/<6.H3]7="DFP]$F.?=A@%@Y;R*T0KDI+*?
NX)%+'C>^QU\,HE&A5<;Q% M&PL0A$K-<.6#SU4KKUMQH SEY!R0Y=30A6Q2NSKDI(E>V]7?VHW-K]*CF=%I MB9SI$]MX"[&6$B4"NMI[]9]%^MIPH2F(,RVK"\B%$,PG
%O&BL;FK$O):E\+ MVI7\%E]^QSPCPBC=<3/PI%2:(]YV-OP&R'U;8#;_#06X,%?/0,TG]>.080: MN86N:3FNCP!==*TJ]#5T(5_[BE-1 M^0LPV^%=:<*^4-
>B!^4D6TGJ]03K]6+O&2BE*\4WPT;1[D8.6[&3@@@ MSVDAW=R&%";)U#^Y8G'>,@UF;PJ['4A(D2.38QV\ 99VP^X=;0%E(T+!TQA M"77$-
G;F^RL@;R1VC#-93EL,A>'(#'T*",F$48MLH%P4N76ZB*B\P,PA5N.9 M";C(,LMW$54Y85N?P40@ 2G?ZD7K=Y$KY81GGHIL-N$]%^[LPEW$5D)2YGG(MFE<=DL+>.BLL &O-
(:ML%V$4%Y1YI+&A"=$]9A^-!>7-@C8%DV*=ZL,H]-#4 MAR\6)UK5Y"D?.G@ MR#X=V2GI_3Q[+N'/1[(-9RH&0KVH+.QR\-?!5R*XVC MUWXQ;%K^3?:;S&U44@?$JFE<-_950:
(LGZ1,5Q4Q=@TP34G(&WDIWE[4SMO\ MO)CLU)"=Y5">Q!6MO_"84/M*X /PI',F2:4"_QP!9SC-*0; MZ:]AAS#M9#6C>/NG+LRCZI[@@2"")MV?@$L-B)'3+?#8X.<>CX[07#99G5C
M9?VNL+"6E-Z8I L_ [.MG]#B[>K&4"5_>Y%13548OK>D7V"-3 M,87\';LUW2A8'5DD":DBK3RA&ODN91?1^?'5Y1CY),_B*CDLL7HP,/(OG%L M&I#,+N0ZA_%\CCT]
(KG];R""GSO(C8N?X>X]:UK12[E?/C#OK%YE5:58(S;5(?L53ZS<:X6>1:\%\P9MB'_&Q FVQ_&MM/ MP,1>Q8/ '2 \VK$7<2>3DQY/U>/VF_]*M*RB1!-&!I)D'-
CN,L[RWF5N7+\5"8OSLW@ MZ9?>W?WX-VUO%8]E7MEH@Y$$AU^T]BWVI ^/R'F!&*GK]VXFC:R-W=Y#O"X M]25X8>=
<;BG=D"ZN002YG>WW54C:^AO&@^N8.4XVF>82\@G@ .7!=X[F:* M2#)O!I>]@1GSYKOR#7ZP2Y42%2N]]_B1'ZQM3LU*#U;6OOBY72;#
MPY>UX\)@D!,,;1@.EEOG@YHE]%3V9)IN-QXF1\YWT,;O%ZS1&\=EDHM7Y8-; MQ=6D]#20!GGK-BH-MZ?F!/?$&_@@755*4WH20P,*#DS3\3$L&!0-7SCW.8A4
MU8UV);$7(9.@$A3OU-2-2"/[!:.!^\/NDLY0 M*=T81!=_>MS1NTC5/620H!+*!MQ.0B2RWZPXEW9KIRN=A/10-FBF/Z.B]_JC M\4Y>Z@-[AC]!/NXL-)ZAE15$*!?
8'O*ML%]4AK,T(%_EC 4;J.Y>_)Q).K[#F4*M=%9VE2G#:W2U@A39_N]+\6>W&;VC4#% M%*)5S@_U8_3"J[7,)CI+LUCO$]H*6WX>M&+67;7TNJI*H[^AQL M'-H2C,3LW"K.>W
:2FKWJK'[P2HZ[R$K]8+-T36?]S#>HRPTYK]]B #6"+8A M[YULXO#P+)>)M[_W"]I$P6W'3=X^DU!KFUX"OO':.S_$4&L MRC7)1QLHA,$9;IV$UBZ/SL[/3[O)&WDM*-[C=-
[4#/_.0=N\H-AZG-7*"5(Q MY4SQV17WAD4%55'MY].I'NMQ\??V;EKX;S86>(0_L+&BR3:<[,.\O+M)]FI^ M?[BI4F"=.NX7F?'FM.34>".W%RR#I)GDH*_,4?ZBS>T/-:M44+6G Z=:S!1E
M;C7.K;<_M"]DB8IV5K&21=0*KA-7;^D@U=XPJZ1*]MIXI4+AK+\ $^\VQ3?1#_B,+#R^&%;CWZ.9;\@4>920_B)6,9PM:.ZYA_8PK?&X%!UE]7N>% MBR76()Y%T]V
XV?/@#:9448CA3L'B9V8]J!%7:BEE#(9*\<5:ZQ;&>7#,T3# MMS6P9]#SZ=V^]"#0[-KW'ASO=^1BT^9]DZL^IYRKY1ZM,KMSDHNFAF_I_*Z M(Q2>7$LVLJ.-
JYR=P!6TF%3D,59D,Z.TFGBF2F-*]PW7?XVLQUY;=#!C6!$@ M(WONH%5 !?Z(3K"V+LR3';B5$4_!2=#:SQ8[*S UWH!+W/ #X"1,W"FH"]Y5 MX)AFA:"]W=]5&5TLF$>%1*FN\R!?
V#:,4R(Y@N2*8)8-.:]H-W&6EKB6D8&* M&Q6W8RL\S]=W0+71'=9!0F RG#WLS!<^]6[[_A/[V#WO8A^!?Z MG)XS[\6?U#/L62_V+/+]]FE:WK,8)M>BE[-:T&2??
N$5K/E2:[0P[#_]/8& M3?Q+!O;7ODOVD[LQ4(+\83NR3#'^UQ9[NZS29R9M\:2QFQOSN9"XKKIVE;BZ MXE&Q1W(0]3-*ZV*W M?+TG;Y(3%Z2=UI:^?I]Y,5K"'$_2YAA_T%]
[P;/H^Y\^[(_^K;?S.#VM=B-5 M,#2*^AONZZ77+E"92-=FT:[?G+A*N48Q'R^,^B>7QY?GQR?D=NNS9]Y[8_-H MDQ]H-D>;K<7-:RE"QH:R"8#FT@!.-
G$Y.=MIR]&P]H0%GZ4M.#3,]"4M378CK/#F&Z-)(DNC_LGM1MN1N_R M;)=7)4GKT\8#BK+*YRP:B$K;3B,FIWYA< 45'H3R6*:^1=G]4 M1^3,?-.++=](.)*+M",)V^LE&]32?
3R!!0%\ M;D1D=[D;<9@U$\SK#3H].+ MDZ/Z=YGL=$W<$PC4U,W\I7#(F,X7E+B=YBV^X!@M<@B;_]7Q4?_HN.RZ8^^[MZ+'?Z^HEA)
<@\RLD&7IQ<7)5NZ<(^;#3QP#\]SQG(599-W\AB4?:8Y006Y73 MJ/&D_VM,:N38^$>3;OUP99@CVTSG.%2) E0EE==FS6M*;E 3?@.=',$_I1>^
M>M\%3]7V!53I"EC9QFH>UYI+,/.M**=4BB_;PX,4]F\VQ'U]-= LW-?^3]'- M'0-7^Y2DZ9XU=MZD&MXDALXU**]=P^S,A3)9;W::]F:W4@@OGB\IKX5V^HQTY$W685RD
M'49&^$U[1R$8AV.7:VQ0LM.CF-*OW\,O)08?,]WIX@WRL&,.'T]+VDZ3WVZ2 MO06> 2UA6S_E;[ZNP1>VIZV-"VV^Y1>.OUC.+_NGB<1G]4B!H0=1\O<[PZ0'
M]:ES90C'+*^+^1;0>-JNY:3LUKF]7PT$B:@DI=;@#;+R_^P6TPU_.0C3%!"2 MCXE\:6.H@X:Q< MXB0+)75 [B2^:B<3!,1B+C[4G<(DVY^K,P9(;&*ZP9=
MV9&2E)R$TL;X)>'&L%SQ'2G:<.QKEUM$;22%/6EQ.34"]!YX'4.2)N%AF M%>T0A,+BJ9P.NLB+H89_VR*&?_EC0C+G9KSW$M_IADG15UV^4)P;3*I]NXG MDFD[.]_J DV^:C-
@;,B9Y>C^*[3ARE\QM9_X/MGYB[/SBZ-F[<_1.1*!?#&: MQ,!XXV,0_[[%&.2*H4FD,'-ZB#\;>6 E$X7.U-$%,Y6A*+ZP2]]DU2*2=4,2 MI-
O>9FO%C;'&WS"O1)!IH@WTX<,O1B$I^;MUHT&6.D)_6891K";VA5%2\KNG5E =&4&ZD]=.8<9[5;M$O, MD993P6VB6R:<-
!,6VP@^]CW7,VQRV^1@18XR3FK/7L*25[1==N:C(I2ZIB MEUR.<^NLH(T[&MS?_N"3L/EX?FN\N]?_C2]3.4;6I]2(FGK$X:66?B*=H)4;RGP'W_ $:FF@!2!? M(SQ?FA#8Q==\Q-
M,:O,*:[.] 5EU"HGH53:XCY_S[&CS[N79H*189"[@5- MZ]!9Q&0U"P\5!7@;)QK/Y8('8WNSC+O=D;X)06615]6S.L?86A45T53-RD;M MZ^HTQP]8&[[EW3OV
O=]13[B+J5RZW2)7<4%CEBB9JFB)F=6<(96O:=3TI$N M$54S+4;LKW*[I,Y+T2421#_YJY6!WL=S6F<<7-4<)]>53JE6Q;6II$[0)W*K M :W>"
[K5B_K5@N1L>M^Q>D%NFNG7OI\EFX$#A,AQ";I/XSUU"RC-=AS@[\;V M_$T!$>@A1HRI;?[U#65WIC MZ[BA<8_L9 M.2[K9(V")^G&[A]J5SWK1?7;K?2-](4]E+7#*$<%Y7:!E?
E%0UR6"M]K7N39"'"GR"@R MGO1A%&J-0E3E%0VN\HQ"FUACUFU6!6*,J3M2B\08MWT)8XRT-WL66>S6W74Q M W59%L]J6Z*R]G7QK_7?5U=.1:T/_@7RX0=P3THSB4_A*A
RHU_LI.+YM71#7%[M.]M$"HJL%#P\P:-W]=EF M 0R%*W<.RG*2:Y(L17"D8+,YJN]H3_:N*PF(4_?04I$&%?R(M82R05QE>^[(M'7M+E8^8!,"?'QV?
M;LM7):&8I&D%24%#N(20SM69VP,\97HTWH:>D:T^LID[I@]D.!JK9'D[(RWO34&IZ M8[SZC'3E]=V-T]/^],42G@.L,2 M=4)]IW9S,?2D14!5KF\?EB=B>?I#5LM(4YLCX]F?
$C79+BAP=ORDDOR4K*_" M?NW9*?** +H!9H@6P.;V A]1[A3QS.L^/=$ZP^.]SOP)L!T%;\#S,IGK+G M[0-1ZU6>]K48M;_F!^#=.ZX[LDUG12X6I4]2?L^>IO- XX9[WY&F0^\%C?
=P MZ\&;5/_7Y=! -IX2N9%"&"]"=K%Z05*@8*+L.VQ4-X[M0=O"!NO09B6B.%> M\BO]XB?R$(G;?4&IFE^-*4V$G5AV=!L8U5@\IR+V@M!D<$*]C3;2H[R '3A1
MD*F$6VCYT;@NKHG![%^^FW4A1LG6.L.>@]*V/MC-,"66.N0\#]N5SK!&4L2R M.\0CMI 1;C.3IQV%\=Y"F67;B+RX(!5M66[RK;(K;,AO08S#TEU F2=*11MK M=9@H#O#FHH*7_
LV_01]""03_%YFD[QR9L^O3(V3_Z8658=,L6* MGJ4 'KZ9EH^Q#*97J[4?L&L\3W6;=S-?)6TG+>P46]BQ]LY"G>"]X]MJ74M@ MX%/CK8#K.$M'GD)_0=O3WR%LA-_*P/)W)(UO^?
GN"T!(=GMQ#[#6R?7Q9)''Y@F:7U$7QU =-&DO M4E +32^S,G9M3;!N[A"@$I!1#A5G9./1#\4I:S-53I4N298YD92L MW7ERE%1%5?'EQE8CDL8Q(1'W\?R;"P;X)D3/S36]D
MTQSWI#'IB,=%.N(1MM]+-;M_G.,)+ B))F#M((]Z3!+M;8+6,[/8I[_?H] M_%+P/C'1EI(6<(8MX*@1'Y"&>-.L%)B-AVE]"'@9Y/Q=A#'G4#WS^OW:^PO MERL#_B96@K*IO8(-P1?
#"T9]-XYE01]MH9N:,MB(H!]CK":!/-"WY?]/3=6QZ^D/;8YR^2Q+2"O)O!R?-=] MW@W< E5U@U]=TRZLC8IVD25/L1:_>]?ZU\!VEUU?]#T0]Z(=@XKB+/!&R!-;
MPT,NM'D7F)\7SLLA,&?!$T:V"W%7I\B@21UB%]<+[NXX.ST]2Q]3HXWVPE9[M.\V*;NT@(O]P&-P_.RG_P=02P,$% @ X)K_6(R8%B40T@$ KSD4 !4 M
!P#$P<2YH=&UKOF3]LK2-OS[^16\?>[G/GM'-+T8 M!+'W\ 0]SC/B](5 *!5!4 91?_U;!=EMW:TEG:6K9K+T[$6;N%HH;,O+(RLZJR M_OY_JYF)/8'CZK;USW_).^*_&+!46].M\3_Y<5,L!
C?_?O_G[_\-Q3.^E M6Q5,LU5_!BP/4QV@>$## MV;W&>SY7+*P*'$&*'H M)QC*157Z62"'29 DB6(]Z)!VD%Z66YJW/<_^YF7C_/['CR (]GQ7'3U[
MKL#G=Q;PPCX3+)6ZV7(@N_A84>8/WXP4=WAG.^,?VQ?A![O"IFX93VI?#1TS M+$T1!/T#O1Y""NZ*KUSJ2>F WI4E_2]%5&=@)F"ZY;K*9;Z^!6L4_,>/MQO M@OD1O=P5U5<>
[@+U22/P]W87O[0+=@=@"C[PW,4RQW9SDSQ(!]@122#$QQ. MD[MZ7,<[) !\^&3P^NJEH9/T7FN[X@X8Q4@]]@=\NSJ>_16[J]>!O2GQ-F-
M&+YXVF'73E!D\K6]HQ+;#X[QBH12^&.%!&Q7*U"UX\W#%T^:7QU(RY,ZT=M' M0?D).8'/SZTMSA/X13[1-CTH\+&1L*FW_S[]P0HVK]_SX"G8*IM>5#+_'/C M@97W(R(,^A@'""U]?
_G.S?8[[ZSFX^?'OWY[NF>#?OW_L_AM5-;2U],]_;_H2 M<[VU"ZYF2G.6+=PB-1[FIA[?\%&?\#73\IHNCLWE?6]95L_%=!7]Z@VX$1_
MZIH&K/!/6"#G*"H:,N9;NM="HBC!/V014E!3'$V6Q*S<) ?9YCK@'6(6;#BP M3MG:*AU RKCWEF["$3H^)'8XH%54!^_*]9',RE1*1IR6!X/!D.,X;2#A96VQ ME(-QNF]-;S!+F<'^;C7(?
<:>S70/Z6:7M[0,K \]<:C,=>#>8#]4ID+8=9GW M&IU&Z-=R?>U226YEB>=SA@1\?QC(BF9)M"@:+F;+[+I3"9@#=%?%E:@D4^6 MB)\>5&"T[<+*2\Z%>E]]6=:0+DG]#PS*G2@.
<.42+ZJF81H9H2S:07W1<(0Q M%?SD2#2@ZX%A*##Z6/CLBW1LU5##)LNNJX/M"=CF@=J4W M&S;E\C'?9]S"I06Y>%Q8) M:J;E[2*P@@"-TEPW"OCK4&#Q-
'5)QW/^DZHBT(^D1&?VO;>2+:]DZ&UH>E> M3E%U4_?6_$IW'UZUP-(VE["73\M4P6P(G(=2%:@$ZZ,CU2 ;02XUJE#/*59F M B?LM&(9VZ]97.MYK0&;('RZ3N(BF[3=?'-'.O3I?
18,O2)4QDYH;V44=Y*U M9[H%!]6 P[4U,&Q84WV45=9N&IAV4(4O9_Y,6*G =?FEHIO*..S.$R]35%YI MKPQY)*P;DE($9> 5:?[FWP:=W1%X2]!?HN_*[&L\<%N M@'
.O1<@EKUU!H[-41HG&IN,LI98<4#A MZ0PJY\6F3*-.XS@)9T3NK MC?)83] .HR:^LK>1E#_M+SNG$G-#JO0DO1QT;94JM!O.6&9?YO4Y_;6AUW5
MPNZ:ROBAAY+=+%2EH5\U%B7?R+$N;F=& :P8]G $-20X92>O3HG92V IEM<& M+IK'VXX^'@/GE]197W(* Z(XSA LT<@V7+KO)M@7U-F/I_8;= X Q#.L_M^_MD9E\
[X86,"0]%H-]\BX_.?&U6=S$YG#X:-)Z'^@L>$['^]NY6K(TOCQK,[P MIVO[3O@K]#_NM^P-1_#_W@14:SOF)N4MHW>L@=.?U6@X!&CY0GUIS^;0,$7V
MT#Z;V]!I=GUG'4ZST8R[9=)<265E,RBE#'V=*@^4=8V:"7!6W78(A%IX]TO7 MT.^1#APL) 8XZO-EBN6G2OCYQ[Q]7#!&/8]^:K"QU=S45=V+NH9I.GP;1AX>
MC(571WOS[Z[8B\/]^)?1IO[=]?&A1S^.#7\>2N)#[SWHSB/ICE0AU.P)Z-.\ MU//P[H&.VE[1]$Z0CTU$;W;_=XW\>"(1YQ;0/2ML*QC,ND-61%P>$HK>]R:X
M0:U*X/R5"\;!,+^G0)#RXW20.)5 ".942EK9K"C4A]Y4Z]7XLN$U8X%XOT"0 M>UQ^0R 2)Q&(Y_[9]28-7V@6ZBVSP! B4P"+417/Y<&UZX9/F32B\)D76L\X MP>)4ZF&DVS>?
S>46\!HWFF"XEC0Z'*W+"YU4A.6ZBT'4GG5F.X.S]@XBVMG M\?&O?F_^\AHTVB@QH,>D?K1RBASW5/,+9MSK(A;^;E&2UW;).=#8LV-O&LW M_UX=\C?GM@I]9-
]$*V1U;P(<5,P!$T3()2A:JCT#.X#79-UA5SPIZ4%2;(X7 M@[5F7#WGWSO\ZY ">AM$/MW,72YPXS;/TI*@+#2_4BH3]19S[4;<%\S<-$X3
M7\WE%V;N#=UQYLU,@36HKL@'@2H&>.7:@?W9,_>_?N8^CQ30 MF7EC&G!]3V2U=BRWDO-X]+;!&C^+Y6]NE M.;'=\C$VTVB-
\0+8_(+ATLV6/I6ODA(AUF5JF1_SP]G\VGG\]8;+13#X=/;^?P5ELO%L/O=IDL3GP_6M06@) KO+?HF>@O ME6OW3,E:=#FQ&)Q\B;D.RKC%%):RDX>PV[O>:N2^!O6_.V[@P-
F:UJF)T:X8AC\FU M/N]>.Y>_9MZ^"&:_>]8>ZLV\4BL/>\;.8&9)4W';DJS5&VQ/FN?5 A^S1$82$]4! M1\O%G,E>NS[_]%G[MC[^JQMX(GB$E\/!6G-D-(L.9]!2?GJE??7S-J7P.QW
MS]I:J5L;B64W80"C.4EV2WAZQER[K^ 6?LL0L!IAL$4^J4,X4N;?'Y@#+0F MYNPH_=*Q/YQ:H$YFLPC*<)Y;0[F2]\%&?L]KK-F)]R5^D,U4&$[Z>C;_8+60 M1#E3]%-2
O+V608P7"F5[_N_:E6RZ4P^6]I=_/)A+MVJ8G4#HW;=+$D"\I MUVZ=?H7=;^48(UA>OH'IXK M87M23B';Z2&A5%3.TS.T9-O7KM#/>]]D\C:<'G+5G65]@L50*V-U.ZB))"3
M^OS:U?^6"]TI?RZZ"P/XNME[%0>\A4?:A6 M.Y-UOT"L58^>#25?OW]=]E\(E,O M(M1Q!*N5UD1-2U55F#5:@9\:VQM=BMGZR3;PNU-O\('B:.WU'#RFRVA#,H49 M#EO
]1Q=A0Y!.'*4A6F"72L]2U65XDP";I<2U*DLR0N5B$_&>/-OV%BCI<' M>4H6/SMH_83)KQVT?F8]G^+D_>I;XE%@K=:]><;(.7UFYIZN%V MPU]GKDHLWCW66#KV
Z$'1');HK05"FZ*IW,!(P9$5ZI8)5/SF")L;OKG@G% M8_SSE2%^3UDX0=*6]T?4^@8I3W&S/2:4WL@7LC[;6"PO5G-<KD>/14M.=,1\]I$]"W:,TG MURXOYU_I?
2(<$<=4386C=_*M"U!-"8^UQRY;BXG4?84K\[K M6;HH7_OZU>>+QA=E,CRRD/E%N8TUF<@V)EF2,?*KQ73=5WA\=;EI^ /MF1.]U/+FE6.,HDH=^;?-5/Y.^+Q)?2:3; M
]6B%D1F4FM4>]9+9IH7MXH$R7;_0,2;?]'/)U3\=>G\K8%Q.:'0#Z!(65T. MBD;.N.@W%W65T%,F6'%R\V(]YL+WXEW05[.=3>]KSN*HRM#$[2@.G_2N A4']997P+H
MIH\G7DZW%$N%G4$E17OD/+P)K[L2_V6.WNRBX>W)P]\DFW,ACYM#NI]J2A/^ M*F7\NDR"=[?[G.^/_XEQE_'%']*$3[CO9@U9H5R]4$E1H*_I)3$DU*Q17W
MXCSA&%9'8/64DY>.D\L)&9UI@EI-1E[#7DX2A!]H0;%:'>IEZ^*0]*UC2E

^<) MT)YIS@=['HYSB@9B3+LC%K?U A]]L#45@:/AV)]O>G5'!,Y25_#!";%M90=%MU7UV(G82BD3@IBE>IGE;%X]U82+ MM!^/,69W=.P%SIP HF^P] E@?
X6G9^G]X6&JUZ7A;&#_T]W&OPSVC&V:.B+V M-\#[8BEEQ]EBKT=D2%]4)6L&>7V/4#>'_&G!CR,>1_$O(%VW=!VE$LS0V/ MZS1@CUW(/5Y5@>O:C@[<;Z
,EW3E]):12&Z@K)NK)N+PK1X<6N%;RB =[.] M5@>Q.OA)="*U_;DWO=4!25FY BM2D,7NHKIBNT)HQ4*UZ8*WL6F6 W$:N#7
MU,"W2&A.M)N%TM3"MD8Q.JE<*^MC7CR%^.HA_)S>_/:#[!%>L)@R_MT9NVQOBXY?0N7^RM>"HOU MP-7H@6_C]&>$3D5(9(8%B66+M:DU(DM:\N(B;O%:6(SQ3\?
X=W+UV6([2U-R MP$OEOM)DE!IGK4!?.KG'7GZ,]_?'7.-H!WUTZW9HP5"R"]YKMTGTI]49>7&@ MC5'T?5!T-.GX,[@4YJU;@LG*PT(X;%? "&?46[MKA8O!1V5#_PB3ROPCU
M[V0<-]T4H>7PHB',DLT&[]%B?I&\YH7OV$*. 7*P/\>BV!LMYR2A!0W-,26 M.)YUAJ-*G=M\(\7P6)E<%YE\/U7P)1,JCXM-_JRH*191V,5=U)+76DL/%8" ML1(XGO+X-
H[^TA/5=2]/S0C?&30GN0:>S,I7"OG8QX\!?BJ-?R?WWJC[>C_P M.H[4+>89T*PVJ\/2M07SXK6O&.8?@ODU(W8SLOLYS\R,!9&6BJE)RTVD+O=J MXQA"UP^A_2M5?
^>%+Z7A^$IFT&X9(M4MDG*KWAEGKBT6%B]\73[4/W!%[F5! M_3M9QH3"!?3 ;#<,RAZMAHU6,JDSUXSVV#R. 7*P/>"U_E:14'JUK'-.IK M9<7T.HPWZE^;8QPO?,7*X+S*X/LO?
#')UI]$9-6$X"^H]:C:.A/BZC(BQPM? MTL(XNQ+S-HY^G9=7?=\S>,)/-F>%5K&4YYPKA?SLX\< /Q7 OY-]/P[C^[7-E6(\]NQCF+\/YM>,6,*;!%-JFBP0,T#4Y4&].^_V+RX@
M%T/HZB$474O^@!F>7/(>?\"VD:=3]4YM/EA/SI_Z[QV$VKMJ^MG8?_5*]H<# MHY0\8Q6FR95]1,@LCG9\/4>%]XL-%%GORB;5]FB:ZIYA,?39+KYJIB;!92IF-0R;X MS="4-A=
[@O75$3^]B5>'?$8M\9%SH31.$Z>:%^0E9Y63N8IOY046# $R_I* M+ZJ)LUN85T6Z5S?GG)CV2H]4I<>F[H?B6+F_.U6]0NSLJ_$HQ=VBZN5,4? M=
S6STN=;E#952LQ77%G5Z!?1;=]\)R!Q#H#$&;7.K$!W+=$/E]S>CE+7%4[<_M,MFU .P#IF]B$P2ELAP-&[HTL2BQ;:YD3Z&6Y6:LNI+>
M7_E!O7,^>U;T5^>S!T*UA"7HT>L;)Y5GXYG6ZEBK.7X)A'H].I0)0UY'L](Y M-]!.4753=B?YU%QVUSJUOAIF6]RPJP'HWL2V'Z92K\>MGZ)O-NUL1?H>^D: M;">-9#**OWZQ-#
(C3AVS'7]@U-?EQ5]1NXU1*9;&"Y=&"DDCF3SA?/K&?6]G M""50]55!6C1\RL@/5 \'ERLJ_1.\3@8YO<4B=.LIQW*1#]=&]EY+E$DZLG)(-G1 M>S/:O':5\7DR<4'+9A=C?K.XUO-;
S9!^'2=Q$4V:;OYBQ6]W]K@N9S4P$?W M6GF,SC5)D91J5'ZQ*A4S I53KSQZ?N+E]1=.A?I4S':34#BNL]X-]M'\-O=NWLWNU^HX;>;%02LW*3$'&2; MZX!WB%FPX<
Z96NK]&&+NFLG*#)Y#S_YA0;GL+Q,U>H+1V'-G]",Z9H_GPP& MO<'XA3&B+S]>8%9?0ED(Q[.5?M>ECZIXL?3WC^AB]ZZ=X 90M.=Z'-,<53' M-
I_B"96_@P;!#XH@Z!_;$C]&BNKA[]OV+-I#-]C(L6%*Q4 MH3^0NMF29L]&S:5,7F8@^F\PSX[*P5(C(D%KM,RH!"TGA@0E*VJ"DKDDH%@V MF:132>(&LOT-,/_F#?
P56;E9.5!EJ)0;]D+[&QU#92N M3"4A^I?Y#:54[>'<0)U-76!GQ51'+>BI@#/\ ;?.-V=LJBV@SM*_U-D?86]= MVW=4X$8_)T#10H4.I?S?O^$_F.NM4?]GR@H/=,V;W),$\7__FBN:!LUJW

0C M[SYQET@^/G+T\>3AF>V&H9\M49;@KYMGM3ICW<(]>WZ?O*/FWE\0;/@$A#50 MQ!W)P$=[K<*/Y[M/1U#3XR-EHOK^_^VH6WN8C408"U[IEC_Q8V>P/^Z<'X8 M_?
>OL+2K;P"L"#43MGL/_\30_]GHOZA^!9LX8/3/S7_;]0S\Z^H($-GPQL2^>A;6KP MI?CWCV%$3B6I>SIR*(ZH1#^=62@4]W8%K*8V.;;PN.@/WD('^^V*&2D5K%=
M%$2,KV4QH9.)60%_3H[[./CZBI0KUMCS[9NL>Q= MY@ZC"":1>AC+'J[,?C1WC[W=88EY]AO).S(%9D"4PU-EN=>;H:(;8\?V+0U7 M;=-V[G>0V]6('_]0'<(I<8.UAR!&&H\"SP0%5-
\ST9M1MHM^O?7 M. H0NM15[&M\]!"^O]G'2W,4I ;!0'] M/FNK/@KDH/TE-Z&2]BF.(],E :ARL[HP6#^A\WY-FE1"X_BU?I,WHR[$F7 MSRMT]&\J=
]Y*=$[(^]XAA8W0)_GD/#O=BE0TL%?4@?,#6L:]F[^C ,5]Y/ M= W6"&OXW_]P%$']6"MG*3^W9$:"N2W+.1X.&39[]90O^_XU+1T)ZB=(0, M+)>^?
&QW6X0(5DMTVAXIIVM[07MV<"\1-7W&@ZC'7+3"W'6\SP.N525K]KL6 M\NON4B8]T/*-@^9<]$8QM@$E%3%S/H.0<E#/8>V"@.W-ZPIS.I]I8_ UF:(3)Q;Y]XKXI\GSKUM-
S^8CV\&\"< 6.'" MHH 6!M"A=NS()+4G_O<:6DR#E4XT90W]60=89Y/_1M@M(8]^[4F_;+1=+=T. M6H38#9:50GFPQBW^C5&7? M$4D6E;K=_P.Z\,%= M]>M0KKK5C7?
O]=WW84 M*S)*#I1]3MW@/BW2/N%WV9U0%8AL-ER6^;"R3[VBZQ.GT/7M%E\3BTBCQ\K^MIJ2]]R!?.VV/HGU[;LG+E82-:T"U(V%_9E8_?VO]%KB'UC><6.!?!Z^C6%88
M@0E)^%R\SOWO&V/==0GS;.RW(\LE!D:>,@?MT=%=M"$"&^DFP"P?]6*X/V:S MG%A/"^$R8PXV6@O;W-//9K;E)<1TTR/$\6@BM-S.IK4XU,]/1T(0)$[3%/NR M 1)[V&?
RL']2+O79&',=]9\;M,\&1V)#L%1]11(+@DC<3>?C&TPQH=V0=Y3Y M1%=O=AW6='=N*NM[W4+(QX>FK1H[4B62=QP*LX6FR]X2QY95V]6(%XCYL$Y! M$_0=*A>NKYP$PS\3
OL$^+7 6'?13.;5X)L]".ZLRG]FF5M]2OBPW*%[LG] M^EL>089O-:!K*MYEZM5;K%C+W%VT_ LXB.L%-4+*836?9P'RF"*B[ESH*)= M$A]F6YCNN9@Z"5V]/\]>.[X>Y;)=PM$4=
<2!"I"I89*5$T-*DX>DRLHIBF.' M*6)(TFQRNX03?=%6Y>E\D.6]J[D(A])HU!D3<)5F4R9EXGE)SQ)G95U6>('M M^;6]P*6RIH=*DMN2^RK."Q?Q=G2(%]T@#4QE[H+
[W1_/4;HE"UK#4Z.UOQU' M0IT2CG;[(%HD#9\<9F(/1\]*O.H6G8<\ASX?VW7N25P/%U5S*TP1[S??L' M#_;$>%OQ_9XR1?\]W;+]AU4ZM;?27W7\7+1O>.[82P2R,X0Y(IU6M* 1.-_;
M@>%6Y0R4?L]99VQM]^*@(&57D^4DD["[!M+)Z4:4QS/.X%,A"+WFI[0H@$ M"MIB\X)]^^%IWY^U9^%<6UD5M_O1U+#&?,9R.#0MZ 1-O\ZU'R$]+Q&9W*EGNQ
8&/1E;91*&YOZCNY]NAKZ ML_;H3;?N[Z&#;*,W2NG[4 P;0SNI]4WX^W'NOSG)SDQ;O6G7B'";Y:_1 M#O)3>8C'>_HRE%_KY5, 8C7[[AF?0HS\"*?6SXP9,9<>;_H$_?'](^
M&3I#!U^'WM?.BD1FS@9@^!BVY$T@C_SYZ]W!1,\!P#N]I5_[[O;3 A:' M/*#V>#"5%GVWT=.;AC[C2WC53ZU&W/46]S.\!\>\F>/N&%#2!T.,58?P;D1 M_[G] D,559M.=O[4_
M*O"'ZO%KW_SY">"HV" R:TQLZS!47=F,LK0@EXM$Q@>Y 8>71P;Q%B22!(63 M"8:Y'%1\9,G@C\>@(3*^R.1?+N8!$\P1@;8+"+<81([I(]L<@[ZR CFRCY0X M6';22'S]V0H]1=\EF=?
X*T)MYL!!P :B."=P@(-?]/ MX9](%Z(E3U[U[O=W:W:,6*U$24#DD"A/D*5%9!.R"K#./ 1I:]4^CR U]9,
M(3.TZW5)'W')MK18NH!NRM1A]&^]H)O"RD_TA$61R^I=8Y$LK%!)ZGG)DM)M M+7-SKR/5M4(=#W(E(!%C6#+QO*0L=4!'*%"&L*;@X53K;#CS5BF'TI>=LAP MU[$]:;QYQ7-
&AO=V08-ZT6VFSA%H>EFS'/?NR/=[=Z\'"QZ'3-VE4K_=H%_F M\[<:YN\GS33Q[<1Y&VSI!)VV-\'OM6+#FD>F'>QZNON-!XXROQ]"]\7 S@#
MO'G^[>&],G1MT_>>KR:?]=3;2=FR9Y2<0\W&?#@?'U[7_#'ESXB 6/R_G@D? MFA]C1OPD(]Y>'_T2E^.GHAWH0._.47XK5]U]T6%PH*@33#45UWWGVN57NB,_
M19%718<[M@KT]X<5+L2I^6GI>4>LK.TH80S,#4\._&^=\W[RUR=[R,TG^HP MG5.&:ML=B:'R 2MUHEAC^,#"@HD.GSP&\(ZLTU^>KO[Y7<-[ROJLT?YM<'1- M4L-0\3]L/W)&_?
F$*"]T5&Z0^/&'(7'[31WEAT+V]R.Z-A "VD M" MS/+-2.EC*)L$\+!*)?,:2KYZV?>/;9_SICU4S&VG_SSKUK_7ERU?%IZO/B;] M=M_?IR^B]-
%2T,;+@$V7&/]!$"!0==B0P,/A)MST=KKXWF4>^P/KND^G!:VG?W3PMLUWKVEX1T: MT+HO,D#1:6%,@V^A0X.*SAV@@M"](:FHCC"-@8O] 6N&Z,5<'1]G[L1&)V5V MAV2]B>
(]&Q 6*$\]'9Y$##_>#NG/6TRQ-.P/:F_<0Z@(8*A%(X*?126AU^B M_FPK0\? W; G87<5U\-21%2#]JS=.^S8L M[^X?4U^46S5:3V4,/<,23CL!DA-O_(8H]8'[DHIY[;-C-
#@H_Q)0(I"E4]F7 M/WVA]?U_;_;/-G_80BI)?2/$8TC>H:C/=,^#" $F%'G'MI!I8*XQ ,V$-59$ MJEY1PSU[6<53,'2R]KDJ>*QC?Z]'RS>WB3P2!(. W@)C/TI_B8EX&_L#O4S^ M1='4W;:-
]'#(W!S= 3N4U1"U/,'D /WSR]&[QZ]$;FW8-Y#+QD88B>AD3,! M@ 19I#*@,F!?-AJ^"WHO&<,?WB?U,91"3"B8">L"F**]$*50U*#T(G%UT 1V M]"D&>8P??>'.(+QA*\YN@H""/(/$6-
^BFIM6!^[/ R_W;%41S]LT+O;Q!)VD?-0]) M#?%]M\]LW_"XV]]P1C/T4$DE@#QBT88SA@)RBDZ-9()+D4F08#F*49YO^1]T MZQ.C928R4K=E)1G6"]CBXNC9TK$A"FLM[0XE?S%-
E6RBP4@-?N]LZ4/)CCLS M.&?J;XB9)F2H(CZCJ1R]\V##V:8.\)TVOF$$=F&T^H5!M]'HCH]M=UO*A50Y M..BW!)WTB"Q>[@KK#=KN=MCZA,OWNQ57)]:N.4V3P-
X4]0"6I)^7K)>F4Z56 M&S4DGQ]4UE):'/63S6W$ZAMO=Z.2=^QOOACX92NQS!U#QK3_HE5P%DYHO^$^ MD*_;^\&&&=)C:?
\2:;]C$S'MOWB:QT>FVI,:\&]NZZ@@6S>R,/E'>S9Z@!QD MYT-A]X],;9\UUI>$X,7DA7O9"7]BX>&M">;B.A^-UM]-<]D?(A:+? M")&\A.-?7WS\R'SRY7+^%K[9%S?QM O76\?H*5
2]F6^+ M\R:;[9K\]D#I^_%Y+*:]C]:?3T-U+8I.;!'[\O5Q5?5(KZS,$>$?A?$C@S$-P M/1+DAK3"'=]?%R0]:%NVV'#<1+AED?P408ZGH5-.0\37ROI7$N;52>N[TN53
M,ZU]ULZI=TPA3S=[%T>OK'6B/"-'EVCUT;$]%.'.'">@O6':X\<%WHW52V)WH MH8C.?UM)VS+7*/&QTV#9O%+#A4&RU]0K*%ZZ.68]FZ8])E591L-#SSL;W" MU\50RE-
=.YYA8[<;ZP]EN[?I"5>"B>X!'#Y1P?W< 6%<$M+DV#HIAOW:?(D-BT;[9.8/-Z#, M@QPC+TT_)>"$-F.&)XVO)^ZTNKCMYQ\< O)KVX>.=C!* MTL7_RX<;+4]^N88:
[!9#;+P]5@0:MI6:7+B#"&H;=/IT*0?N>+\R2U2EC_3 M;$\#]@X]FAQ,A,,H'#KQ5.1X5ZZ/Y*0,)2V4,+,:7W1MQE$UR].(. DE^]G M8<7;:MQ_;H]UW)&=B^B%YEG!GLQCVL.Y[H;:#:F]/
%=KO^8V\^24Z):#:J<@ M"ES=#V[^99*W%)>Z37',3FQV=-B*1C1L1$DU.CGCAINH[<=6#D_1W)U0=QW(M^D_=J_OT'MUC%^7NW:-[]DK=]R[S['=W>X'Q";9&[VY9"/-7[:?Z?
(]U1+PC MG/4]KGS$UNS=$49!?] MD.'K@5,T&G9X9S;V^">BP8_ MCM^O<3ZE]T9G#FZAK->POXMYHZMNOZ9SSU40[%5X$5]]4(0]%FKA7=;MKE!K M]W&QV,.Z
IQ7,:&6%;)82:H)&)6*INZ]K8>1\'X1ZY\/],VG*P*ZORU3K[7A M,,2PH]]J+]*3I,_]'SUU>=DDWE*D->R M?32@X_'SB3PN07SWQW/B98!/$M^W^/?
@TB!KO)@KUOA:ILA7BC5D__+H1EXY MF612"7 ZQ>=G1WW8861 5V\PQX]QO9]CF1#^1C=G] BBEA\(B2>TS0T$L\E
M13%:+@TMGSGDMZRG6)9/*,L/:K#8%]ID;K<&%MZ7$AZ]ESDND>+8GXOZH$]W ML82[@X#/A5L\YZ7,0WW88X6_0*%+P$SB:H3^)];,KT9:,_6:6*\4LWQ;R*;Y
M"C0^!+$@"&U13]92!/F3X]QK=#4"'?]IA43W?]$B1,/!?I0[(47]/AFS\Q MQ<-*O@4>HF_A\>$L4 &Z4 2CB? I'0MZ+.@G%72Q#?^MHBAJ/5=O"*W0RA;Y M6C93KYY X!]5-
%K!],]!M.COAM*-%NT=_&6&UXM]?AR'Q>[_#7MB>YX*,D- M^K(=P"K7<*0KK N X6)"N('E$$#A6C3Y+;##Q-BY .R$R_X3:.H"QSTY/O8K MWUXNA0D+(QOAL0Q2+ Q)"X $B]-
)QE>+.0]]:Z(%I/I!"=RN&04=X+E3#MX M8<,X#1&1C!%Q 8BHU=N"V*[O ^,AFOF($*GV4Z'PD MJBJ6,@Z1\'!=9U9W5=]UTTO)#]5NBBU?A5.]'7#Z7PD;]#'+H7 M,IX(D0$?
F+O?"%BF[?IH^S(_M'UOE_FYI;O&E:.%(]X3+0FT2ZY5KZ"83]-5 MSPA9]26(,D=1#'WT&.1'8)*X;IB<@39HDZYCFU&]^'8*M 0'&+AC_V*"QW2 M)+@BM_;U!+)DD$ZE?
V1I4O,/"6D^T+^B")/\[M;Y?X#:$0;_WYIK+\=(-+1,"U1O4Y)4*,]JBN4OQ2E%1,8%KCZ(E^,>KH7[W6/W92+1?,1;6C +NVQT0>U=SH=B*Y(:'MHK=3PK7#)7&ML?
@L&"EH942:VY8(+-UV'ODDDRS-,+\]/UQ[+/YL)-I5C*&: ML:CJ/9C$D/B:H')5MX"HC("WWEL/D=D$1Z:.)M#\G0+NIZ<-JA&+]MQ??X]% M_TL8S-
115K*B%>5F0NF]$C3%4LRORCUSW7)_6K*$E6%[M<7"_B5<98751!_J MZ#Q3BB#(7Q9R]K]%_#3DV%5R[3+]_*C+=\MD^]XTL<1#TA[)@MZ<&^[+W:;D
MVUUP"GT\L\"W06WE.*BM*1AHLKPEM4HXWN41!"ZA3-W=_UB1G$:BN.Y=ZH] M>[AQ$97:O7]V&>/V<0">/_'=_?L:MP]MWI]DA?*-TFS:V+,6PZ4H2]T+/X/R MBNYH=75-
5QQH>M]AV_$^# V2&^W0O VOJE9F*$L]]&.=\,Y8%RT>;,=L^RZL M$%9PKF2DQ[,X/C(*#G.^&^;?KO^T!V&=R3#;XWY.O# GRN[*IR/J.DQZF0PS M9OOS?V^QLFV;>,
<'YZ]_E,&Z$]VSP/I<+0A+B+@<-#_5A@CM6!&^.%?] M;<<'64=?GHT-8>5="/%3-L E..JAA?",)&]E:GLG'LC3=F:V-7:]",[N;0A< MJ",P-;KW..S"(2Y.5$690U ?!ENA&B H:RFN\,+$-D]U
!VE+SWL2BJ(?P9 MIAN%O^=SH(072S]5A6'3T5W3]ASV?+U-X*NC=,SN'$178-N!!?MYROOX/YGR M\]1I-]]8;/S)S)H_O5#Y&.DVD]"6>2'39]03$]O[&U$ESK5Y#;DV:8Y4DB2G
MR4H2D"*"2Q#RD*.2T"M,)88CE59(=G?O\04D7!0;0IB'IU9O"Y'ATQ+R? NM MZ]*A"#T>.]\Z*@=,VPGQOEX6YQ^*5G.V@6"8ML9X41+!?-%=!3#Q1'PTW; M-
K;)\7=5H]3ZVWEB!A0+O44G0??3XU-)?I>F?6\1A%<1]1,T71H-\-I(SS? M]L>>%?RT^-:D_3.<;)ZV0 I'6MC/";]M*O%B4_N%=PU%$W0 ('71%0.(G!ZT MD]7):P09 F1*3V'WD-6-
6G"5$< @V:$:=#$5]DHTFR+^@.$:3]?6^K7]'CB, MRD-"(W8,%>1CV!8V.SP<,@2F#D;1A*RXKC^;/QY8AU_HCU&7'9_--:8L%=T, M=0?L\F.E=Q%UNZCW:+N\!SLU#SMO0SV
;B$/E=MW]2>/P2N]\^.U0)6R)(X>!RQ\>@Q3#GPL^ D;AV4F]M(MI^]*>?#" 9I^I#UHXTR/]<.='!M-H[-'0T0]%$3IX*,%D]"%<'6HYQ<$@@$>&7Z)@1-/K:89FWY?06&_]1
MD8=NZ3!A59&\W.Z7=< 8UH(]&/D>]!(PR"X_#:T2;>/I.B8$BR#.OQX14A3]#3D0]O-? W+37:/2W MD"BP1=C8^C;D'M+&+GKJZ>-P#+?(-M;\4&=!WQWM%D*]@!IZ%AGOJ,?
1W(Q> MV+,Y\!Y/>GG;"<(/61L25%'1.$.W/OU#A%A](&T-JS.90 M<6FARIN\!I0[#*I3+3K!AU3M^A&!(1T07_F-%<%S:4V]P*[$[P=IR.0!1W J@1IX[D/"3
M<#I"]]5@0.0XR(@]Y[B1N6S"]^ =X2 .&TSBZ_0;>]#LFYNXHB:FI/EIZ*0'AO MKXI-L.UOI':0=^Q"9?>*HH2]BT)F8:L?F,%M"XUDI[$Q=&+Z@)_0B@'0DE3<
M770RE$A3"6Y1'\/:D&;&[*&YU3;A34KSL+*W6(G-??B9:D+%93M/OT.<=4,S MXPDBL7#:WI)LGX@AZ;R):#>#MC8&O%OMZ)VW"R0#=$H5N<]LV9(8-<1YKC
MP9C9VJ412^_^_J&?,G;\ZP= 7O7%0N]T=_L(<29?]$4OBDKLW"PDQ MO"?S[\-M%&^GE3SCJ-X9^-P%,G4KC&(.35LU#H*H6[12T>?'+R;[J0Z_=9K] MZ2D#='0]%-A'PI\EC/-
+$G)X^TMXD8DHI<5BMLBWBH*X)R+OR.7XA1?9['4. MV_8.B]WZ]#9DTY((;_:@SM,:$,9(0%7=OMHN7MSGR"!C360=>285G%4_Y\ M,!RV>HPC&%)EN*&
<&JFDG&"XA#P;6)9FNLG2? MP"O=:MVIT&H/UDG+O/.2^43+'.]LIHDZ4ZV7H-F\".S#&:P9'I]G,HUT:T0"ME(M,1%+FE-4,F#$2F50"XDLT1]DO) MI]/-
]&7'Y&')@Q&5]@Z,.U2CF:\HK1V?-)M M>Q)N9<9R\K DA7,5G2#T]90GK49_)AFS28:7N<.2O6YADL3)29L0RZY4I9=6 M7]T%UH>7]0*8-9=!74\TIH$;.6";)PZ(K4,QQ3%FI$/5!U>
M!TV9)_^+MKEEAY]5;JPTLXRVZ].)"4,$Z-+*@Z):C=JL\D8]:P#(B.':Y08M M$8KH$=Y/I36H;;1!UA#+GMOQFOE5EH=%CS"?ZC5**S$_8X@ZW58*];G#5]MC M5/2
IR4AJ:IIV60)ENI8I&@?NHEB$Q4]8"HIL^E].0;)RDZFDF?F*]W5&A8] M(E-NEQ=R>.8C"]UQ55@N]]):A/PGCPA_L+T87ZM6FN Y;&% S"H@?#]HI*L5!0?%E:4X%>,Q\
(72&M5:QE0C)L]%*.2-.DMQ@' M_6S#DQ:#%I%2)(]E%K#H$-FI5R0#+T(98 Z(ED;;Y))C_NMOK'85"6MZF9U4PMDZH@,6*N"76O4 MQ[;Q6/D#+07MKV4:=N"
(#-0YF1EPO$M*^6E2&]YXI5(Q8*U'9,">5F6^(&?S M!C400-+]]<@DE']"+S*$M5D0)0"F3]"+3V7MCL4Q>C&+*]V]';_L*F680>.<&L"Z-14D <%2U.8ET3Q*']H>)=1*08:T[;'W?
>]62]!T7S,U;+/, M6:_XVKO.V[+#R[RC85)W-!TSX@(80=XEN)@1%]"(U!V5B!EQ 8R(5=.%,")6 M31?"B%@UG981'[RB\TVK]8KOL/Q9)?RY0_[I#<-;&D"G"3W\YX:Z^5E=2-PE
MSWO6ZU?O\41]\K=;"U.W3R_T_"92$#/]@.F[VZJV:1N(VX_>Y!HKNG.+.'

]SO<_\?505@ M-#KGJ%,?@CTOBN%2] EE^8N'>T28?\4+_=S1O'N:2GW6-!6Y@)_/T]>/W+^H MMV+!C07W^@3WXLSE_^';[$X_NR[PW/MK,'S.#;#?$$T7"]U8_F+YNS[5_96F MQL-
9!3;2[.AF371^1D5_H),P2\6,=K9?I5UU>;+[%?;8@?+YG^]I4F'TDX,W MV-_Z"B44R:&3HNB@DV_I7@L=^4")6601G613'$V6Q*S<) ?9YCK@'6(6;#BP M3MG:*AW<[')6A5_QKEP?
R2S:?(9B/O)@,!AR'*<-)+RL+99R,$Y7K?$-I@%5 MGRFF^\]-3M]@T3FK?V[TE7=O^3/-]K;O;*,+__<^"X^5I3Y/<(>^K_PB+H6 M<#U'1X=RT0O>TIX^V"MY@[F0=; VV.)VBQ
M8/KF7SIQ2[#,WS^>$NA:W?X8Y3'*3XQRDD;1U'03^[FBVPZDPE80_27A15H MY),EXG)@+J<2@V8]&T@"$-I#*MC,2F*M"6'.WOS+$+D!1#7C;F,X1!* I.Q3[0*&7:Z0>>
H!W!WI*)Y/G,B!B/,1XO!H_G,PD^",BY0Q0S M5$6O$?GIVBR9]:1MX3P$))SQD[?T]W;!U460[Z]/,_+'#<@$.RXGU MT>_GM9S-9'A '51,1S228TSYSLB6>U^*P[_2F!/MQ(*7D\A$((G4+
<6EXEA# M#-T8NE]A7;R!W8+74IELDA($-B@.$B:[*)-T$V(76A,DQ=VFB.\30(@N4%&? M+%_'SLHO*)VOV\]W=@WTM4/[:G5T-DLBA" ?(N]E#R'F:!)=]>$ MOIG-Y)HX9^4TZ%
0LF>:(&+LQ=K]F.>0-\!]!)O&+0B-OX-WHE[8 M9$UGBE(#HHA%BKZE:>YZ(Q:PRL;NAB^T$1/MP9Q']Q_$.QWBE=5O]4K.9@;L MD-0P%EX*'01U)Q4+D./B(7M,S6[2#*]>1-
E$HVV3+(4%0<>8D3^ M!H@\W^3^04@ZDU0Q[U0S,R$CMZ6)S,V2V4$(23C94^PM_>K*XO4%$6"5+<1P MW![AZ+(>?!LX@\!\7NQD L5%-
\W$&R"NVRFY/"K\KL[,^98[=J"M(,R&T*Z/ M)!>$/LX1?;=.C9OK8]X\, "S$5N4;Y<5,T 9R]$)0]5N&9](.Q.Q#HAUP#79 M/!]5 M-AIC:FJ$'?T!L"<PF_'NJJ+.9*=&E6N"=^DG?
>&2AU06J1/%9KYQ@=6W4XD,%BO:,W::H M,V[W_*VD.@;R]P3R^6R-CR%Y*HQ&A,5G2-CC52([P)=:OALB&5D:S"WUZCKH M5897HCV@<$!XO#7C<[VH[[S/[.)&^]4:[C,VD-
9L2WUQE5@KY2H:33.\L:9; M$XH;$~WL:HQN94.+,;!E%@%Q'K@&HV<]*H ULB_[ED.1M*LNJ9R0DO\+R8TI6*[?\7W!ERL1HOWR%];#NE8<&/!_1K!O7!_]:_' M>P-,70GE4 ?7<7G
I:+LBB%U;FZ]#]"O9E\LL;_#D+^1I%^?1_-2ZN"YLD8) M%F-[[SO9>W&F\TL,C&XAUX@0]_)YWGI#R-AYV>T8+"$U^NN 7#"=IDR&Z0-9 MZC;Y:@:R&+\Q?G]G_)X_+?&;
':4]CI0)*9$X-/D(C/JU[F.P", HXS$*%KZ M'=99'PP)QP<:!E9S8+D@7F]]3&_@BOW72U]YS0*$'PJCQ&@E]5*6M0'?&FZ M3!LB[_K)O-LILDX@DV$:0#)YRR3/:!?
$<(SA>#%P/.L<_VX\=L39PJ_Y+5=: M6-U2:LT6DDXOQ"-:%25ND\G7S]9>?0CAV:DU>P@[K80\WCN;?[M+^!<[*%?L MH%P>%7Y7[^:3#N;O]-_Z9>TW<5,-I]@ CA!+P,
AB((]M\8R&>8,9&[9U!ES M_WNTA_K@-]9!WS6P?QW* &U,"BFF8S6-NJRR6@LV=B4B I 6@")6Z3B=-G M(]I$=X2?1[ZJM/.:7_#F55S%>J+;P\M8EU:U4MD?G1]-7G M8<^B$W!
<*KZY,09R#.2O/]7_#B17V/5$,ON=$8&K)79N30NSKM)$2 [-#IHX M?<+C"PJ\/+VU:6_S8.Q?>=U3^E'_>;G=<]9/]=(6;)'(^X<4?2)%QO> 3G MCXIR#IHL8?I#Y%_%0998"
<1*X"IMGO=K@4;=;]0ZDCZ3RF5^#D:4X.NI &D! M%H5:SV'N?+YM<_26]',8-[^A$KMBC?3-U-X_?AR;8X7EH]?34G63N!]G9ZH M92*C-F<2555*"X.7]3 M(<7>DNQKBB_6 [$>B/7
Q=D\/Z,(\O( )%S(/P MPKH"4EPZY4]#18!,(/:-6.>%1SG>NW_D',;;X7E>.GY>^]]S]U#\]JBVC K M?EG"!Z:A5UM.OR;;Y5L(%-A'D.2N&7(>!])#.88S!>SC^15-,]6M820D=H-
M:>TGEA-\5NHGY"9",QO>W4)3KZ'Y*@,OAS<^Q'M(XN7C>/GXJNR6YZO'KRJY M*M/TDA./AAU9"W@W,<(]:@*5'!,&66XY-K[[(=8#L1ZX2I/G0X]@W*H7U5]Q
MOC9$:XU;69S(R,H8*0)T9/DVQ7Z'\SI/+H"(=Y"<(9?\IU)6O[=F^HP=*$"EC,FE#[_1IP*;FZJC"RQ0;1E'HQ"WYZMG!&,$Q@F,$?^+>E6-+MP-B MO-#
<*2Z(MIA/USKYCH\X;!AZ"3!W$*E\MUB)QE[-M.]&4"I4R&S0F[!H&E MQK&3ZUZ7_EY)\Z\FZ7KQL0VH1GEHE&0R;\PL/#1 MZ&*:^R*7+]IXO_?5S$VQQ'[O(7\C2;\&9^J9-#S+:O *
(2*WRT9OX31UB^U& M_]H7_.ZJYW5E[H&0D?;G2@.<.65*^)[(R!Q*=_$.P4\1Z1GK5_WMS_B;D>C M#.?BAN+4'=%3/*!U%-,'#>"(])\/;C@1N>$UO7'D&=<:52O]8AB+'.L[]O3
M]M;&D*1G(\%'@H:?08'$W,QE6VZ/D?S6@BX8@WFQNPIN_B7NB*.7)1P\>%N@ ML+GB8$O4D[_>)8#O#/5L25_B1=4T3",CE$4]]"\:CC"F/CG:LT?\D-(N[WL3 MVX%#TIY'?
T*B"_8T3QFCRD;*Y[KC#+#Q"2[SYQOYV2+5'QUXL=7':^-2U3"H M375"]"RQ8>(\VOO'W!+$L:2_/R-O$7TPY:$O7RMWGT?]HNOZ+U#>2C MG=DL M"@*K;!8Z/>D/C
[$.9.\);ACI^#?06<4QOM-_%WW/1?U4T?L.D+>FN'E*B*7 M7TGLE,ID"MGA1LTT(7G96_KH4>#WB_&QLK@+5%Q?X9%US(Y10L+DT3._[V&, S!OVXG(9OXS#MM>?]CV>ZU07,+*
MZ6?8-*'S_R+CZ%:\$O:%(_MD/+XX[HF_B>V_TO]HY1@S#Y1)@92/3]Q)TPY4U7Z =)G:.\C>9LB#X^Z_QFC M+T;?-T'?^>;N=\%O/K9)K17@]E#6G%&ZU&H!HC1&76+?
[]K6&I[_XH9^QBQCQ'[&)]PZ^L# AL0@$4K$\%OS_,XHK8"E0C$ MM:G,!+T/BI5T+2BULM!]"'.!TV3]EB!?\SQB1,>(_NT1?<:+8W\&TK7Z6 !C MHCV6V&D^'?H3%%]F=]BJ/_--
M#$J/LZ,K3.S9W $3 M8+GZ$F"Z!7^#V,V)W9SOIW?.>7_\#E3A0?#,/]2*(:(]MNO6@%81TC-$;H=T'H6:^4_T6(ZJ.]D[>4 M@R@N):PQMW!P%"*+03$ARKR5ON?
Y@Q9[5H(&1KNIQ&O X- IN@4T07$L2"EW#[_9"+Y0P<&QPFJ/7>RX;FZFW04I$AEWW,C,%78U M&$%#C),H&3B1N2?HP*\3IED9BA1 KA*\?[3=;D_E%C5!9#-T4F:>)^L1*
[6(UUW>&5_7/Q M0@C 8]LYZ"":+\[-,G:"LM:*7W>1@HS9E>IL0'-TL'T=18B#'0/Y**^1=2/8" M@58FS>&*Z#]M?+:&L^Y &R,D;Z]AX^C7-F9?<; E0>V9'WLY,\-C//OFR'|/ M;8C$/M>
]?"X;J@+-]HI0*'LZI4:,:* M=2&/K^4L43>"!T:,U&J<)JD)8Y$8&)E$"N#6!E9<*?7#!>3I_A1 62HSWS1+=BN M=T\Q=]1!S_6GW0!/:*,-0[H"WXH 8(J*ML'1I1)|'?Z?#?
_[/?!T>E@:NV:3OW.\VP-ZA) M=,2="I7$&.!#!R@&KHQ@N_>*&2AK=V>$I^[HG=MU_Z!<$!4PDKBCF?^+[?V- MJ]'% RIFRPO<(MM5)N E&WOWVL]VS4*$\/+3=<,?8O0-,Q=.7 -7^I-
Z0+YX] MOZ?(.[0:.H,_MP-+D'=)YDR<>N8>L]L^5O!)@[25/]IUS-'T?=FJH$VT@4H M;4 &*3XHKP]@5-XCJ4\I?4#_/0*1Y!VSZS129G)BR#$I54W!/]B1G.!&E#QD M-
$X>L82BD$F%4!/,3=2/TY!Q?_Q#]&=?1L".TNOC C)\J\&WVN)=IEZ]Q8JU MS!W&U[*8**7%8K;(MX]"&)(K&ERF7A/KE6*6;PM9L0W_K0]UMEC/U1M"BV\7
MX5OX,:SIZ\'AK372>RQEU@]ASWV,QPE[&FC)12$FECL"'LO/TUC'T'!F)> MU]U_2#O]>XOI%M:>V+X+#0'W%A-6#H"5-("#A?D@L*SB*7\^Z.BMG":3#)M0
M*4H&J020$PQ'R1P%"%FCE*$V HF$QJL/BJL:5]V]$K%YXV24/9K,Z>EK"BW M$LBD3#TOJ63=U,P=EQ92W1XF77:]DK0$*LD]+TEIZTQ:+"2JAM_;="> D89^ M?BQ3AW5V-_D-
6W5R&T(IE(I:$F<#G E@2>9Y22]O2>U[76Y:G- MR_1A1R<%M>-; EDQ4S2"2H=:%3#6#)@XYJQ3]%]ROS/"$V_* IK@M^14%U M'G0TQ3*92CV]XH7N5.ZF^$37:6_&L.1A1[T:Y[?
H<6(A^)F*UYPZ%*,+@9R0 MB0,NY:FRFACU9D)Y#3;.W \&/8N')0^&5%Y]XW-C)I2QN?T+K&JUS6U"4L> M#&F665#H!SD/7]Z"D MFZ24=F)1<8A%R1PG4A;
[N"!G#PL66^.QME:O6=+^?Q&,*:&;Z;9ILP=EJRE MI>ELV*]TA']EP(X(_BE1B"G#DOVFOE-Q]"HG)!?"6U:G^7]/9F72>*PJ+$< M*")W62P9LUIC:;ABE,TF(,)L8(_90Z=$K1%N\/
MU#$N^']:]AO#:GFBP@[01RA5XZKS>B5+&UTFR]4UW!H,C:9,'J$HNR65@D9] MNC3T:7O&)5(.85"PZ!%.C:H%K\E)4X, X(O;!11ESW8@2.LTNO)?[IF0M8L+'A6EGQ?%&
:8]7)PVO6G?*5!1\A J#EUMZ#.A+?A5 M?&-0&MLMMF$/CHA+T_IGUMM)H*BI!3/;#9*TTU8]*SMAYN:[4;3-= MULLTNQH$"RR:>EXTV>U-AKV*73'$:2]?
UEQZGG)AK4>D4.R7LOQ&QPM25VZ; M;"ZP*"UHHJ('?#97G4:N%/*Z%;QZ=+K#*; :$('\K#6A)9(=:K3B4RL%WVO
M97,;M]7C4=$#8BU+P]%"X=2R,7/AM)GMY8/9)]SU0+'H2]6D<_T69V3ZJE^? M>)G:9>UUBJM%-RD8>9LNST%US4OML .']D589"N("QZ0((>U9PM_7R]*W1SQG)4J$P4 MH1]VX(
$EJ79Z\5^C"#??;=:Z'BK#CA](:%4"(R*8.(G_X!3'JG&Y-.NDV" M6KW.SDE,!:]NX5?76+6/%ITIHK=;N_3FPLS0]E3HCI&'4)L1X, X/KIO, MX!_<2@,1W[W(8YPI]B!->>.!KX_?/+44$Z?

KP9[(?_EZ+,\>LRIAR<'OO/X MP=&]2S_YP0M\$JIZ&)-ULGWW<6*/#LS1UGQ=*HDBO^ OEI<_<:B>/-^)G[DT MG? Q1/+X,Y($ZKX>?>8PIM,O?=6'X$'ZXL>A\L)SS,
''^&CHE]0ZA_[_'14 M"'M#$/>?R,,?A[51#/(E?WS!H+[DDB_,E^*+-2V0+Q#'(%]^P+BYO^^)Q M+)]\B7$,AWS)'U\@CN63+^P7&N)8#OD"<2R??($XED^^0'OL7?GRQLKW7X8K
M/XT([!N(*X.],=2(%/;\4:2*(Z9?/A_=]3=[Y('_4(RG]H.PIY4LW::H(L? MWOF4?G?1BO=]0&P"Q, #*_VVIRM%"0(R!.136H3_KA85O^#O"S)G5I(?KJ4Z'|!"$7E11-ZW'_GL(F)&1Q'!
MSB@A-[_5_X&$O.R%Y4]"W@5$H(C< HA $RQW^RO[*P*\Q.DCE[-?,[AP+F/K M>CR6I+?Y4FRP"Y(1XLIDA+B4+?9R9*1X;3)R1AR!,G(;,/)[AMBG'D6177,7 M^_5/-
H%WMCTT9PO\P?C\H,,VG*XCK(>UR6&#!T10'_"X5R7'7/@G!YON@!V JNM823=[MLHB)[J_*@1=S![@-6S&#A,:71M+DX:2Z_;;5IDVTPZ M.)/# TGR'G^O*Q@@!GROU\@9&2 &G
$#R*15/3E%)X8 1L*.WQ?;P7QLT$%- M!(*!5_8#&[;%:]M]LU'F\:KRV0B =@!%5HH8QR/D2(DXPVNX2.()$=9$!1^3][H M"5Q>NJGL>'YR%%@:UBC\[04_OC)]").>XF7J-
OA^L%=2)YL,#,'F(M(-^03#SSUD_9Y.5X W=$SU!"@.BV.EKA=#U@CF;%3K6W1QO"<'3!%WWXK4/9/.1_ZVN7&G&F<@^_+>K4CS"HXG.I]>PD#?4P3]?JX05/HK M5?]'<
A4^H^,C;Q)[SL1D"<2SIA&>5<[X'+'66R,1.^+25:7ODR^;^%=1VU%S M'<\K;%QG>;;+K6%J-Z_E'>>&M=L-['Y,L")5S5ZJF2 R_"C+:;8;<(H*]B"
M19=C5O;#>#;$W3>2O2>*!"S=N*V<#*=3O2PI+O*S=,ZE2W!O">"<..$>A.W%/FGI?78#VPEY$NMA+K/ DM8#A^ M7WS1/K^\@@IA Q+BVUH![#?
]@!,A<(""!@=S5M,X;N:\D*CM,A4!EST. X36J[0NURO78 M3)DV9)PW"=;EI/2V,QJ[QUE8[0!5'58[7$"TX37;;OF!XM5$TC9 J,RV=*>K M87@_UO8DYH Q]Q0%BQR@NL.=/>^AA]?
H>FE@SS5OP2$&7(4 M_GTEX8R&K3@6I?0\QL)X[?%S3H&BWC%J_8Z$BK7!8,0->R%B-$,IO5J9O6?P M;*_[7Q OWCWG\MD:_$B!WCQH1&1UZ$%$R[#BL$J&#_9K 1+7PE>@^-
BM*!C MM"#)]\(*F)^]=:QXMD+CLU>?$ZSXZ)#*Z^!BT!G-$*N+- S$$ 2QRXV;9B^! MBR2Z0MWC) 41 R(&M"X^!3$^,BKS.KCPA$[!>>':8S+LE]P0:P_1VVO\/V MFASE=A/]
[#JV\V-.51%9!T*$S3H5B?EOCM0,2K=X(MWWYCB>[6E08V_=HV_^0W^0_*C M;U7W]JCKM>CJ8<>72X/J2#6HPV3')>]>UK#?4I2UM- ? Q*-Y/))X/FP@QYV
MT%]+ZTUF[9=>W37$//+Y,B$7/Q]G]O!]#&):$)$YU MUYZOWOSFE![VV]V@TG]$9.)M*H_..32JEX&/ HT RPDG3;9^/U%Y^NX;@;]G M$2A4^2M5^?
QWU'^@RG]0=.)M6@_&3;_8"\'0P*>#WK;C:$IOF6[TQ;MOU/MM M]%#KKU?KX4;_P1&*MZG\RC"[W:97%%&PFO0"%]E1:;H12\,3-)L-3OQO!7=N MXF_$\1TCQY?-
@@,+*6"//>QJN=I"C+?$;(=[?K%9XQQ M^2BW]P6R5H[L8/P M\.!!O]==\A J8 , A;U776J+MU^C9T@)JGP M_9#14J]J)QW&C1_YO>_*\9:AV[(-7Q@>3&H)4MP'=-
,8>T8>7[IP)!AM4&9 M&B,1HK4>^;:M67BQ%1M!Q/'T0IK.8ANL)KG4_E2H_WD-E+=3>1OS+:B+I =:6BMAM#46I-8A^(3+MIWNON*@@4, L$@2(G<9?7 MP(0S5DR_[VB>H3$P!Q
I:67'-IR>NAHCU@9]N9 M!C ##XI$M!>7>HGK)U"1A%5.-.M!]'!0 4V*JXKEO 8GO+U%VGNFJQBMC56< M2K)=CK:I29'>UL">/P[SF0>1=(%?^+?YI+0$H%A&TN#RP+*F]\Z9B
M0"L-4B^S90-)M?A8FX'1\- ?J,@YW(NOTY_A1K_K+WSR7Z%].:+HD$W9\-^ M!^N&B*0EVINX]@1[_HZ1G(7^CO>@Q)3;N& %;$_?@8(FQZ-A^A3>AW*QIR?G
M@,M0^.'1X;W"G\N;,G+ =2C\-R#\EX'\Q^7^O.A+RDEB>/J.JN." M>&(%)7!=8"M105;7@>=;P/9AFSO,3^8RF))P#,//L;X;%4\8Z[L8\82AZ,L5
MS_/*5UA%6H:5RT_#:L>X],/ADSYP8X9N;+M'5?(V6KZDYG.D_MNWW2!+RQ' M\K[GN.DO?-_5%X$O+TPP6 *5K)111,DI8Z
M41X"8>#68>!"=JD+S[H\^#.B[8)XM@>@IMF60@QP*EB"&!34-!D30T8* P7? MC6&@('L>.*.CDQMJ?*[OD\,";%A^_ID>%M0+V):1Q]7GQ7;^L)O@3QC.%;#4 M;:_^=>S-A2?JN-_&P-
%[LKKC]33K7-M\;'=7.@F3U_P$D8FU1BXO T<@@X ML&7T0V-)4"]N6B_@1IR#>LK/V(B+Q()TN@MZCTZH&DO:$1)LM^E&G)1CDB_= M('1)2%^C[YTT5?Q>&FHND&A_
MB/0449 E9J"7;0_OAQ)6?&_/&J+"E:)"_F]#OZ%L]N\#PWI8G(?J-&H;0$4< MO(92W']? @/,3T-@@.;")4<(?A\55CM=VE*#?AG%&:[N>]LE.L6U!!7>R?_/
M6:#Q!V^*TRE..5MR;I/_1(P=JA/$ IL+G/R?CXNK?L+*<_70".A_A M\J7@J-?MT&VE9#(\&$U4L=8>A8M%/Y[A1QSZ!%'C=1D9B!JWAQH?$9KY3H"*P_:'1ZQMK-
QS6V6^):68$9RQA3Y;H@!<[BWC!BOK&NX7<3XH+#-;X(& M4M[1\TKD'D2A-.9V]K1>#:,4-!ZN&V.RCAC$#8@;-VII7%M8YV74^!DL_*(^ M6Y=6.YROH?,5:GA=9M!.O9(T9(-?
2\W&\169P[$+&^ 6O)7L@O.=F'5SQV8J^TU60!EA2P?>DO3=$2D:((6*M MCXSK2!4M68.S)X+Q-P1:>-FU8RIZ/> .DSFFVIL-S*+?8RU[/9HV:TY_BPK6
M8CEF0M4NRJ&$XTD&&&V/"O=M- U#A)53X,RG\;^9PWU7=-R4?F%&1INM.)NJ/O>4-0SN0AFX /U0^(2-P=9G\S;\^'3+9D?GQ)> M>%##E^R/T!5D5>1:';,5EM"MYVM!K:Q),5"^?
X#AYC3WD],%4',O)$[P"KVU M[4' &= :-U9URBM^\?*8!Z>WEZF\,L]54Z_*]0W9TDEM>S:$\; MP3P*U&*T73EVF*CN^[O\4'4O3W4_?\N]!<_]'\7]65^MBLY5Z_O608ST#;;I
M=2F!&Z0F\KOY[CD+24U (A% 1>1X[K(&DK/KK)CG1]86G,#WDOKV9$XP^WC5 MY0;P-CTHV=<9=H>2#1-*4+*O((\)1M*]BUA]N5E!X='MR'P@%K0[?0@[, _M7G[E+
N+#ZMHOCD-AK?_YJ #_"$>TN2&BFF81IEO#9U0V/9<7L,_]Y2J1S>? M.WKYWN/ZBGJDRG MJDP1.#RP%ZIR[I*,'ZS*'W2JTYIJ LMF0RJ/0P+K)I<3+69
M9N#QVU";;WYC_HBCEOY4E?M2Y+9W 2D;@>0?G%)?Z^#K5)639"1%W3-L\=K3 MD2_'#]0/K#W.&6%@DO(&PH*W%'IX*,K(H.,)8&P0)$$X'K<7@YJ%>FVI.@GJ
MG(33'Q%\R)D"P/0 Q($KBEJ\ 04&1JDZ;+N:P;>XX;Y;;+B;I*BP ?$+7(F M_A %;B#]?5,!CS< P:XZ,>94?PO087M!^'TF<-1&/P&"#PAYY$P#(!! <^"*
M8B5O0('1&CML'5FB#%W_17Y]6_9_T"K-O?ZOZ[L^9 M^.4?(7T\VSS])/YQE:XV5AVL"*S_;AQ/3V;SU05F3/$=>-0L%/U_B4]FG/J"/EZFEY #?!>N@ASX3@$M
MH,E[_Q-_^/%K2ICOLS@>V![/P)0W'OCZ^,U_SZ#//Y#J^$DZ_40EDCD@IAPY M@?]UJ>^!^I10#\MY4,(?XUZ_.Z]B_+"? "/5RWA&+P BF\&$?V-__8Q#/X%&
M+)=+Q_%MQP>%O65^-65;^\[8"/B\"CATH)8HB2A$A*EH(1$+E!?DN?$JXN5V#Q^$AIEI.&CNV_\7C$#-7ZP"C9NK-K' MT%RLI 792BX'/!P_/L-L#U0B(FFK
JZEX3IDK]+@WK.!B1(8VN/PJY\WYV> MD.47>OI$5K 'FAXE]^QPK(8(]WC)[H=[ZI^HE!X=D?"T'^V9?V'61SIJOOQ M Y4DR E 05:2V*9L1PD=DO5ZA5@38SQ.;
[B4DRCG4K=E.R:Q&3\K_L"*W^P5 M_AW8X>SU\F-G [IY3=1S[0O^XIY+8%X9Z M)T[]I-_$$_V6"RLW,9K^-1+*IZ3XUT@Z2G=89UHDH)S98K-K?Q51^C:C^2.I3
M%)0?]Q$:+%B,E@A%64ADD4:E(I"7$HD"ABZ2%$K+\MWQK>>AVM/5+AQ3?5[@ M'PG[Y,I4;M#C![J/AE[+0N2\TNN4O!:Y;*0S%TK!1:7"#!C],:7-*H7@GWHFG(9I%UNTAI[$VX
MQ"4A?AZZ8V0Y)%?.D*^5PYFT[DD.PG(2+C$_CQP.92,@*ML:#Z:>$"#2;MG M]..1V8=:C:I>$>3]7FQ%33\@J"'3 NG0XL]#C6@P; Z6XZHH8^Z>[]CDRHVG M2DCXSR.]\5@?
1[6Z;EA5;D5T)Q5QC JEC>6PTY7@$NE0 M^N>ABKIJ< S&37E\LN\?ZH[HK39:,C2S_C)3K54ZX[J&#G$7-&VPE.I8F 23 M,YSJ[OMDB"J1T1J5C-D:L7V64E&W M9/$+?
5WDP1R10KK3Z,SP]*D92J$HOFFHOHVCD]%PPAACQ!&FZ= ,I09E7>W$ M)FR#%XA;RZ&FY+ SZ$N&JEJ)GJ:D(=&OI$,SE(KF0J."338&/]PJ
MIBBMF=E6UY*A&4JYP_VBAHVWJ"&HZ+X^KGFU85&3Z"RE]+$UGQ<)6D GW49K M'O0]LQ3TD[#ESR-#MKK<-?;^DB_/6IB\V"/L.)8I6J)^'CDV1B4*5]HK(]@,
M]1$85)RJG;R=_7ED=>T6-7RQ&!L1:-5BK5ZU3CT$=XO31? M%5OJF"K%RA\/S?!4;-%SA<$5W1A.=6]A*)O-5NE+3';UK8728XNL4!'IPT&) MHFED+I!D9/;]R')8]NS.OH/]E:Y/B7W;;])
<,C3S_EI3+G%$2VCPP)C,?(4] M:(&4#LT(U5*HT'/;'U%H,&L/.^IF,'%U3F*S4Q5+ZI:9#S<1'RV!JPK:=#[7 MPWADAJ@SNK:>T_->&XT:K&!V9[@5X5H\,KLH13%'[8,K'D1\T(^A6F0-
KI,_MS2RJ*8Q6=0/?.49KBUK3FK1L!$(RT^RB2!'@3.S.=XVMTO:KF?$NB_(8F%;.+ M&FU-(-1(U4=KAW!%EL+>"NN&\/S"YJ
M%V(QJ!.].EH>V[Q5%U!GZB6OSRZ*U9'9TINC+:.F]+TA$XAT>!R:653+[O?[M?EF4#7R#K2O^J#=NS_NQ\F=7173:^(&V0D\4K!:BSZILQ">;+YI=UF"(]]V5
MWM[P@K02Q5!RPG$M'9I=%R-HG=;^(B.&3 [&;RPTG$#$T;U^F(|-+*QLC$?;%;); M\P)H3Q"[U&_IP^-SLRN+45)N83HM1C+F36E"%C4J?BZ679F*>GQNA@BSHBA/S-"3Q6 N*Y$W;
(R'L1F X5DB5$="0R\?C :1D=OE,8C+1F:(0+#5EK-AE/6Q"'8>:6AV!66 M\484#\THN"*VD% 8C6LB/7-B+??Y$E9+YYJE5Q?98"5"\-L&[>ZD@RDX'E#2 MR69I+9$E@:3:%YSZJ(<\C3-L
%EC-9;/QV: MX4)U5<67>*581JV%Y U4M$9/W'1H9@+$LM^)@++88J\DCOCKB=]0B6L: @)TRW*Q* Y6J':UET'N_,BU/L/5BW4_'9NT1 MTB58H8SRZ-
#6<7+'ESM1F$XWN\VVV\L>A9F@5'N.$62J0+6H>/YDEF"]6R1 MFRX=5HP!I%7;8W*5$8K]9&A&:..:#YF%#UTD;U7UV.5#E25,^I$_-",VZ*WEU M-
Y1)%!=V.Z>KJ/:7DN&9H0FJE9QAF6NPZ&<2J=!R;8;]C<9]ZE0:DL1V:H4(U^IW="I[""';ML0VUF*QVE M*7%2:K"D.--W2#U,AF8AH4URLH'0"+J=-\JCT\VK1!ITXTQ=ITQ(&AU
[1TG%L1AJ-I2G4$6SI&')U M5:(:1:WK1O'*3EA1KE.I[FAQ18CX=+,P57W.(+-^,C2SLH."S;DZ9?BBOL)P M?],8KFI6^M0,RS @+N9AL*\9 D;JN-C=[4 K?6J6" Y5"RVBC*S$UB%P^^49
MVHAB.QX[91_Y;&V]L1VG M0S,$4R6-W7>FVD#4.X.Q=VAL-7_23X9FJ;">6R+KCH.!N*WV9QV<.-#:(GUL ME@KU%;^(RLW-3@2K2GEG"'54:Q^?FZ&"+HV#L"^)+!],!^S8PG3?
32AVPD[# MA\O .=BU$ 65KE';3_5>DTR'9A1=%C9SJS&IF4:$+2U_T*E63?8J-$H AV M[]]DI8Y:H3&UP;XQ;6']9&B6"-"7O"]6G]N1,-FV>_H=+^W3!^;)0*C=@AF M+.X[AD:':V1-
,I@W5SVQ"' ME:9;HT81WE/2QY[0WDFU%&T%L+?D*1+7OFM-'%['A=<:[^T.QVO2G94:,-B6Y MLV8QV9H4+&[:W?;)LLBZ+MNLP(&I627QD]8=OOA)'; Z7H3%8S=J++<
MVEL<5&^U0 L\E0[/NC3NH@/I"WJ*(@MD![<=F M\[:?#,UNZ!-7F'JB/A?%FCZE^37J-B0YG6QV0S?&K79$2MN! 0:#IJ1&_'+0
M/#XWLZ%7W3;5]BEF+\JHOG3T4:O+A>ETLQMZ=QYT@^;&ZACE:> 6&XUBM&BF MYPYFIEON:D!YYEO5'MT6DTZFR(]3R/6[B-RJ5GIP> M1)H-L2%3+BJ1"U2LA0Q)<2%=X81T
EF"32.T.%X,.R41Z*OM2".[?EDY'KJ6 M(1@P&^&,D7D5+5?[W49],NB5]'0*68+9X\6BLY>1M8BS06,WE($+U'XZ-D.P MF;!G8D^PU4%;_4-P4-=#?FO%8T]80.N6O*[.-KL 1<:S0:ENB
:1G.EXP@*J M#@EFWZ[-6926#+F',LO]R.62H1DMH\W!XD!W%QVCU1@]3=ILU/>VE@S-:-F6 MZB^'!MVP4=!9QUKT>0S#HANZF%6(9EK%>NUW=-@^F
M.%E.JYN:Z)"E:9@,S;"LMQDBC;U=0M#)S%H[^S#LCLRT #5+A&G-F EF95?B M$9J4=,X:AXWY<6R&"&;-+1XD?-45K382PS+K3AO(L9(EZVE8SD ="^6JB(<5 M+4)
[O%%+9.&$J0($PYMISG)J" ..JPKJUN)CROT_8;JT<6TV=69E.V9O9"B= M+3^F'1H1A@IM2Q5T4V',H()(4[7_IBW(RX9FB5)"QSA^^+B,!9K$3\GJJO]
MZL"$Z=@,$5I:O5PUZMV!2#==M=P=5#=S/%U8E@A-+:J4)D+9$V5LMA5J86-6 MU-(Y9&V[\1);X+.S3IJE10'.5 S8 S" M9&B&8'UZ4=R$C6Y-K+FF.F" T-
;&6C+T1%BG.FXP9'_/B,"8U*9EOZ95%^D, MLE28:=.ZN=U1?3[HC! *+54CJWA\;H8*/1$X#9Z)S10F#66SFXR?, MFHH?
D7S)+/)H:TO6I@O;G\MB/ZWPS%B7ZPJ*6OC&@_;NT.Y))!HF #("0O(MHYCZ&+C8W"@KU071*,WG S$=FB5"T6S805-9-M (+V/8<%P9*;MTLEDB6"$F
MX)6NM>>CY;;J3+R>,1BGL\T2 5E6(GXA-2-4MWE*VO3D"AW[1<0):VG!Z>O] M9#77T%9Y6IZR:FZ=#HT0P2[WUCXO-NB^0DR\.>='H\P7CHT0X3=?M 8\YTQ MP0.MUQ:
(KM_4YNG0C.J0=0QMVCUJS@<:24_JC4T7X_K)T"R]YH/(L#;I< + MSL@BUK$=W"P=QV9H(%9L-;&"RBAR4&QN2R.'$(1),6^&!L.15=OV)Q4]WO;6 M-(%KZJ:HT,S7'
'4Y>8S$#=F$QG/=\I[C;"/!V:F0#3IC=+AVK81HOPQ"*= M]3S%2X=F-_]Q6]NM9^&BQ N-.NMJ;0$=.%PZ-K/Y(U19J.V(2=$HK_'*. B[MLPIZ?&YF\U\?
EI/>KE+:\1836VVMK:S9B^/8S.9?Z[@S"R?"'E];2(ZT,42O M[,9C3\3,B)&ANH;;0?FR,O05I5A;;(UT:$9HI$ESO4!DLQI[G$[;I/8?'#0 MDJ%9^.
,95^2PVKL8EC2<#6=BV["W1,Q,X*KC9D.& HHC3KDG*F"%?R53N#$ MIM.>BTZWL^WSP['0M^E=?]#;A@-/#1<6Q&&@4LH$JZ M7.SR=
['8%MNGN/%ZA##5^/2:$4XR)QPEY3.L5EK=@? M-=%@T&X@V^J*PLET:'9E$F]PO$P3G&AU=GUF-Q^U\>UQ;-;W^N=Z2(.![^ M]L=AE\?
KW=CM3L9F5B;I4654[GL!/QR5[7G76FIRO),0)PPV=+X9(Y$5E%!D M56UH6 >M-HOIT,S*C&:_C-&K]8P?UJ/5K#2L;-2$MJ=L.VQS6.S#\6S-Z\-! MB P/DJ(UCV.S>YG#
[(@1)P2\U9VH7=4TA@%U')M9V=KJ4R@]7SG&1)2&S25C M1K-%S+,3MMUT7:G7U^)ADX6)4^>F$65=?K)T(Q&^JM.Z..J5^9TC[4'"'9&B6"/84YQN,@\3[WGHW\!OD.+(W
MQ[%9P=U$W*$\8UV^UH4VT"QRLR!2\=FB"#O=:U-UJJ(H3<)M\+1.Q$+XN>> ML.W(.;GM*@6B:E=0U%C-)VN>O('IF I/% M<2GJ]!#/*59$?"%LN7@>MHMIR=
LCF_PY5RG@W"/6BJ_5;:K3F1VCF,S.+[= M&S-VV6FU1&3,$_AO_?/?QK4_*K^]>VW!/$%^H%P^S M>E+J]>3Y3OS,J>F$CV6-
CS\C20GRUV,Y7Q@3X9=E=$*K;\/E1>>DU3$WA$%QS.3#_[O# M[WZ3_,4O[/L*!O4*N5B\6BCNOG&*$EB!F9P%_/=_%E &("Z^8RSG\ZD 81&J M!%2)\ZD$C#;">!*,I$#IN)#=
(N]4@#IRE0;4G_N5S!?V?07C['YE/+TDF2J; MT*V$J BC;1 58;3M[IO@KX + 1$"(HPI0#P\/QZR7XJ7926.'/]G Q%&E&XP M9O!=],G?%7V,_,+0CU<+/EZOB&WVA?
2JR\+CI847I!MEQ[(<^WCI='H)';0; M;M27[LFZBN@V @7@7 +PSNAYIFW2!,(7N%$!2L"-,H[Q9K]QP0K8GKX#4 IN MU%R&Q3I0!I[>1_QPURITH/+G0%&9-;^%R4>K_^G7,^G[,
<%X15[2<"6[P#L; M&EZZ5)S#.,:ORX_F+">P_4O9+[,2\A)6GI:)W.:KT@LRO)&SP0?H5S\GB]] M17)Q4:&VO$K%T;^^(JDH-&S%L2[&\\ZK7!R]K2N2BPI8ZHH.K0LH%S_*!;\- M8@?
V'(]Y0E8,S8U-6/7KOQ0%@.7R/>E_\)!^7&5)=F4;07<%RI =8"N 4" MNR_@*(Z?U2'[6!*\.EQ!GV+]!Y8)GR#+3QJ42.?'Z1#]HPZE%]P\>5\!C_]# MC_^]0-
0'Y"G\K>_C1=M55U:2.M)"8.O^ "S_[TZ,OY&&OFRKLJM*7NK_2TUN MJ)B&:93YUM)A6W/Y34\O"NDU_#LCW_(>9*PE# \N:\MD5$I\!!-EC?)PWQ@ MQ2I_U-HDUN[8\8\>M]>]
[Z..^=C4/.RDPB[]<%**8Q#;&;=Z@S H:LY!%_MW M!14HNB6;WO_=+5=&>FXENS_WYY^>][_;@:4Z_L/O[PJV:,6+*WC!UV,HH^%Y M 5!C((W%(?YE_(#'JZY8;E^=:IV%
(==Z7H.W6M*JU9>HY$HJBKRG*>+O_Q(MLV_GCI=]@B*^(%"_$J(/+$B[,%7M?K]#P2K=P K<5B1^MB\TH]"SD6M,"" MJ.BH^]*E(=63'.1Q)K%[9-8)@WJ.FU"
\WU77P3I+6HCI^O8R?)?P+C-H,*.Z[,*RX:>6C3(4<+<4V%4GJA(,6*[X1$-\@OOT.A=+3<"Z, M0!<-;_^T%B6%40W[(9+['6S684D1]W#E,=U=MTGT 77E+7\0=V8K=/:AE[0 MO%5]]
I'1&<10"18NACKWJAa>9>YRF(-Y!O,LCWB7=6%='H<*_\X5RCS5_*0 = M+;H'A.(F0:8?Q3,4D>6,M5O[BCD&W.\S^/"*'39MMT_%8YIK^0/=;_''-P#
M"N)549:*+M5"=6FDUP95R@AW.71IBWUB3PT8I<9'2Z7/CP-F02&)G9?!RLNN'1/*>P W#&V5ZVV\%UM^MGLH M4[SAKF=Y-O'*"+]N1Z/-0AP&KC$.RUTU;":!.XR)48Y%
[QD*NTHC#^(:Q+5; M,^E6O>7^T,&=;]%@FT5K-6A2U=3W\?'3Z&90.@T:S44',/MH:#LIT0QSH/)?X MG3@:@Q*&WJ,,_FOC*W?]%)D:C2[P"_I#?5K^:^ OIKXB-_I>2/M\\/]>'7=O
M[,B8#UOR-[@4C4'RA^%[R>850?]'\ON.2?W6-.93?"V+F#Q^/^$;Q/7,XIA*X PAC1R)?/S^+.'G5<#VEYY7K8JXLT8Z&Z%" M-*3?#SIW@7],W;4=SSL1I\&Y)8%-
'-8V6BXG+2:E3;UD*5-=]N241-$"ZQK;N7 M5K5BHL9IN/47:GR1S7%)KT[2 %=PEH5C(U)!MQ,&V>#(WE#W5_%;'<4H.)OT M$['KJ)[YXO4YC7G]=I'EB>CKJL?
\M_;60*HO'/RC+J7:X4(O<<3B62L:0T*W1 MTAS7FJ0F,4D[7/%D7N?Z%>YS4\PW187K09G/\#L^"V+&LAF UR+,H5FL<)WA
MMF^4ZT1#YP*TU[*X&&&HV)QY/X_DUC4+XLM+76407OZX0TR@%(':@TDDMFI% M 5?\JCW\T\KA/X0:S-DZNKM?-GC=(,2290PKF!;&4,,FGA.%GVKMAW #X>;] MF[KR@S?GS@+
<.LNAX+_8X@,%_UI9#@7_I3IH*/?7RG$]HJY<(SJ',S2= M"18C!6;)D&N44Z2GAS[)IY%=].@-D6?/(^4O:92T-+BZX@@V/(U7^42(%7V,4? MQ[,[NDIP6.65<== MT/XC$GP*2D-="%U4"6
MAFZI;I/:5_&@)/8)U%D\=L7-EF@4+2R!VW'*VYS=Q(T3-@;Y0=98"'V(A MNV+$]J=:C!OOF_RY*16Z0=2 G2W7P\N;%%_8V7(US+Q!^86=+5?$S!N4WYQ5 MLT/QA>](P>)
[K8'VWW1Y^VZ#T5K%@RGJ1'>LCLI4RY'[2:@,?=GGO>+>C9)0 M*2Q!/PW8-&)9_>]!O/]L%$#%KI P8<=!#E-6>6F@^ U^RO'AY7#&H\.O-Y< MX:N-K[4.]3#>7]F[;Z=.%X

"#SL'H.!#P;^Z"FHH]U#N;U'N MKS6A\1HGJ!H@0TVTL:G8TLL-445$HM5)@XSHRU[0M70,\.->[^JJEV%? $Q MO)R X*V-Z43@V%W4"UQE)7N@9\KV*9
)$Z,IF.G8M2F8\HO^SA;WX<2AJ;M M .]X:%1>] E6-MP&8L#*'"B_%UR7#C,#OS:*G]WX3NQ[,D4B2J (19'>(U-% M:)'VML\E^UYRVSP.&UH@<,". "B_-
RB_L"/@BIAY@_*;LY)]*+Y0?"]8?*\U M@/X67Z&!!=RJ*&Q78D*KG9Z)3RKAJI_&R-!?.0L7V0F0QA&114P1->:M0&V MEW+M%@PJ18BP=@(*/BQ&AR'GS5=.70>>G\S)&SG/O#FU
MF%*#J?S$7AJ >!%>+ /51I'^W, %$>STZ>DIN@)B[.(6NM6K:2U>)E;6D5; M)TDTU"0,2Z+3Y#W&H+"('<(3+&*'^S(4?%C$#@4?"OXM%/-"N8=R?XMR?\DQ
M^$]PGJ:U14,9"8*+ZP-AO)[*TO.6VUPGE.4BA)8@1D/505_!=QDF M6L7.F[T##CATU M\)"NU%G>0:3ULFT,T05'UMF23HU_W^-^[FW_N(WUV%V*F5:+G<>VXWF"/01* MX,8^-? X-
Q8C6WM:+I>>DSN2|Z?.QUTQG2T:+CMBK;-$YGIQN[:3PCA2@>!!@+-Y53!PGT2BN%B^\>;7:-W>DMDRW ML[3.^_R7K'YRF???
BQ\>^328>O>M))O)"2OW!6[CZF8!N__??V$T^M^$Q7__M9W&^"Q6!]8"T-RL#Z=*(253DF6#\0=?ZDY/A3P#/H=,WV*C4&ANR M/:Y5]SAFK'JXR;KYWS?U1>!+R],,'*ZCITL
MSG5,,Q[2B)>97--^ N(,M#@?3;+[G=E"2Y".O?M&H,0]QE(0[B#=HSST W(SD&S+98OM\S1IU!WTB,!V6^WR BZD>O_H$T@U\07*;!V\@6LLF M6BMNK)$?I6XKAMU]8^YI/ MT?
T&D@TCWZ4CW;)-/GBETR9;=JY/A:G/270Y; M'FD H[]B)DVD9%$Y_&?L<\K[S3;GD\T=%NJ=UQA5!WJTR/VD7??L'N,.E5D M#]$/0M\G0]]S[2Z73:!\V7@#X,NZ#51>=NV83-ZC!QN
EG.PR+(X)#MSEI : M59/6/A_;GC7PR"55Z,O@WF)&&GKBS&Q"#%.\9- MSUV#B05C[MK80R1+%+K\XWS"H^JQ91@*C:QUC1D";0NT@=$1 '=,(K% M-
&^0U&1@&'.TJ_('N2_JZ\+_(+I>+!1#S8ZY8&[EV'HWSH5KEG*Z).-N_\ MA5(.F_ZNGKU0R&%KX/7S%TIY'AL(H91#*;^Z]I(")=-;PDB)?O[2O!SUNAY MLUZO$]MUL#*VUER>M8-
HO*S\?E]1%_C'Q&/2._12$)P*IQ6)Q)9%OK7<*VBS MWUAZBB9A9!H$IYGL[0]G#X#G(I1S;2"2LT5_/F9\,"@4V\%\;-!!302"@5?V M W*]_X-RI]?K\^"P;_?ZP\ (1@A/F/:8YSTNT>?
T7O33^GS1?7ZONRW=2T+X M!6>3?@+VP%5T@UQR>]$E!*CS?.[DQS?OG=.*-4J,\;:0T1:H+(^FY#LO-M! MD3\L+7KN#O;TET*J2O[_H$NG.O_0UE3H3&M:Q
0AEN=X1Y/WV]BXH)+./YOY MW[X8V/:7KV-Q\TZ8_$/6-1P1G7HTVV=+& MT(-V!3$WD==0_["P[IE[(U^[L:^[G6%ET"L=T*&"].>=6=2O6V&RL2
M81=_',_N8FK2+R&ADQO%A]F;W_>#+[K2SJ,"V-*I.?&5AUW"70_B,><@)IH MNYZ5=ZZ)BM9 D%=ZJ4OVIWT)HY-D#DEDS\OG3N;A1R*\!57YY>$2F$)P/F. MA\EK[N:3X[=YSN7
D.[OAW2/GU<==PCJ+05O"EA[46 M4G*F)Y/$;]_>@M+_"*39LX[8?(/5M=0=)%W*8#J 4OO;[<4_S5;NNZLFF;7 MZ:X->M?P<9%2?'*4;NGLW3=@OS\K/P0!A;A0RF
Z@&+*%Z0/6XQD+D]". MG/$<%N%?BNQ?:Q^:UPPMMD+;P-1KZ"R"+X@ Q[KMQ/HZKH:1_L="M9).0/7Y?))AW#]O?NJY"Q(+%]]?/7RCE ML/C^^OD+I?
P2*I=S+N0YXR8LOO]\$;[DD/8G>#6'IP'>*V,(.D3;IM"M;^Q%EX^!HIC>"$"A+1U.[$=:;7 [D7&'! M2=ZE *K'Q30@O&5#OO]TQDL[\W,6O%&A4;IL57]\K$6X0*WL_A3I)QOSR5:"
M\VS+$'<@[EQX$\$KLJUYQJ61"V0O<*,4,HXNPP,F;>1B13+#9M'0HV)K+D== MW.)__T+2W\$DRY"X[F16%M 6;E0B10.#*+F;M"AAV-TW[!XELU&%L]].."M40 MXA/LXH#J

=7C!BK9KT [-/T/5HWWFA2;MBJ.48["U>DRS.D M,V2V?%T+T_@SFIJ4%'[^"[(_BTEVK%%;\:_4@N:K-N%F*<79,\#_OF.W BQ\%?LZ
MS^/_15#IEK4$ENQ!+7E+B@4JR8VR'RK)&_(!4$MNE/]02]X0E;X4+;GDYD5% M":S C(>J@K\";C+,!:O8Y]9WH&''_C=XR*[-#$Q:(^9(0^7I,N K =W;[GX_MX__8(]!$K@ZKX./,Z-
I=#6GH9/TNO@1O+^1 0% M71)FF^T E$>*RT$+TY$%XW QM22,O/N&D[!]$8)>#JATC+=>"N9=G&60,VIG
M0R=R1I0+4X%+3D5\X/YKS51GV]=K4\.:]V1Y.38;PUT_V7_35IM3^^]%]]G\ MO?CAD4^#^G??2K*97"YR7V@&9E3 [O_W7QB-_C?A\-__69P'6&!+SEOJXW^"
MFP3L\@HX'W_?"-=)PO)_3SZ0NET5]&LCD:*3UB+U8 29G]0-?SD)I$3N-.> M&D.L.5SWC/)2#X+NNCZWAS'N8$GG#D7?T^]L^L,6GK?55^19$W^M??\#L>H3
M8R(Y!ZKDT;MXKP.N=YQ);&R90<*>GN,FZ^=\W]47@2\O3#!RNHZ=+,YU3#,> MTHB7&>.K'R M3*_+1K>7&[D PFN&U>W(QJ1K&)*&1?IFDD.DFXRK8W'+K;?BL*&41Y-
@JS:K]85?8.0 NIGK\ZE/IJFH7"&*WL3$FC6BFJUW/T4TM0;JDAXRJIYF3 M!,\0Z2#2?3+2/=M,EF<*7;)E]^KD_4+OU^1N:S$U+)2R&%/V1JMJ__-!\&?L
M4OL'&6W7"5X4:K,Y&GOFK=KNB'UDTNR ,>^?K8?0!Z'O;,U2ETV@?-EX ^#+ MN@U47G;MF$S> [;)S<'<% Z&AI;7I#]HCGO&M)X## 99 V]O[E"J1LT';.W0
M+]J,,K"LP1'DF!CD6/2>8+*WFU^#B0=A#<+:;1ET'+;C?%#&'*-&%(5Q=S./ M5L4<>)_8]*8;3$8@SLL7W-MVD.BI;G2C[G2I,L48^\9ZA7QM=QUF[ZI,N&# M0 >VG7YZ0]V%6-
VP134OA9)YIQ+4J/Q4&N>?"E"C\M_>A%$@@H%%>]B6E\O M@DI0HZ!&74R;[$50"6H4U*A+:4"[""+!?DW8KWE[ZG+%K8@5H*2IU *!WA=@ M*R)L1 /SG9]N1D1.S3-*(B>NN[?
4&Q9L1 M66Z(BTH(4JQ+KI7#[HL8[F8)='L(,]B1]NWKVZ*]&/;.91=PMP$4>FVUE) M0F<[.8?%\B[F>:=RS/S
MGNE*G%1:OH)T,!$="A*^JVG,*AO08C#P(;!+9;,^DFM09=*I=#VA@&N_H>]&I,$\U!T_3/J"0H[J8^ M=HM="JE*]L#=T'-1.:9-T[Y$_)XELKW2^>]+S%1J=(%?,!T/7FQYSJQE;M3]
MXBZNS%G++/F^S,S?D]]9?G-3/0KE]WV[YZ#X7@4O;U)DQ09E-^K8.8-RN\Q MZP"E]RJ8>8/RFT9X/C6:=?8P_?;O9(H#/;]?B_B(21#GB?L/*[C8;FG$I[(MT-/F!&%&AJ__?
DJM"_QCQBZY >REZ/%D%LCU#D UM(9W]DR;7T@LR4GQLI+H M,7U/,MG3H_Z"<-#A ,+!,W P55M,#0^:#$^#!=@)>[VAD+\?H7VU)H]J9FUH M-?
I#/JB@1:Z$M[G17DLT.8FX_E*3+[)-+NG:25KA"LZR<&Q)*NAVPBX;')D= MZOZJD(2H75WQ0;(R1S%2$? "N_CC>':7W*5S";'1\]\$^H9VMS.;"]F> MDE*ING1J+-E
!68U9\;ZU"+,/TQ0'[O?GEX+>NR*&WS7G'08%\;$2"\,K3KN M$NA^$(\Y 453<^>;/4TEC8D5V UGY[>85@Q%5-(SAY.GRFZN7P<_-P=]4U2X M'N#Y)"?ELU!G+)L!^$W06?
NSKJJYVPI/4SM_W*/:6LBEH$/=?3N5:K[RPA<(M.1^>-\D5XEQ +.3EAC*KM.\75_QA)Y8/+D9RAX4I'OZP>?;/(.=9WXO51N$: ML84FNATXI9I3ITVGR278D_24X5F#YWPAE%M7/
@_+[;&Y47%O9_^HF28@8 M$#%@9\9M,?,&Y1=V9EP1,V]0?C^Y%!N*+Q3*Q+?*P[WOL9):>F"_ZPJM&\ M56.\P\PJ"ND9RG0:TGW)2[C(-@
AN8P)X7J%F*T%57>!XCOQ3\=F@DW@*BO9 M X6-*=NW4,@,FPE@,\%/N+)Q?>_K8R)$6#YKCQJ5 MSJ7WH$&]6($:]O&/3X#.\(!B/7\Z**,U8H*,HTWK,"MJ$LXD706PIP#FG6\= M?
V#!!13\6ZALAW(/Y1Z65$/!AX(/2ZJAX$/!O][24BCW4.ZAW)^0^VLI"^:' MO=[5%8W"DN#;C@:_ZF@9WMJ83@1)@)*O2+;J(Y+=0P$VVM!_WUB.,7!. D MG$U"OPSU?K'?
O*@43"O?!FC L@@HO[.^]KKL)_=TYL?0S)=ZN@+:O1/23; MBT4X&S)*F&Q][-VWF BP(AMB!ZS(AO)]>_(+*[*OB)DW*+\Y*VF%X@O%]X+% M]XHKLM_B+C0V3M1?]O$#*@S*?
<>W>C6L<8R4H;_R%RZR-CN-)B*+F")JS$!K M VPO9=PME'_"2NP/.HXCQS(\Z2P!!@6"$#!O^T28!AX_FY)>;-J=&4VDSE)R;3 ,2+\&(9>.C\.YJ@ Z XFIT^);5&3\6H4=*8^\OHP-.-
MZG(M5!V_UNU+>#&-4=^S. F/WX<(!8NUX=8,!1\6:T/!AX)_DT6K4.ZAW-^ MW%]X)/X3_*@82N.!1YRD[SO:9K2BWA16&"] M;6DYF:O]W_>MGWO;@X-8?O
/1ZX3/WN9]V%:][P3>%N76E-<1=Z[.=]IQM;_8YBZR M!OSOQ0^/?!I\O?M6DLWD');[0D=VE56!0.__]U\8C?XW8?S?_UF<[ZR('&>F M]CZE&QYGN.J:N%?Z'IO_Q T7-$3>;\!]1ZPRDOG"
<)RS,> MZN)9Y2YO4_C>B(RV39Y;"5L_J!1Y7BV=]J!<@)Z-+U5<8<#73.I/37$6YU MK9J6HNI=-XJ^IT^FLLZW]_(%B] UB!UJS* M.U(ECU[%NQUPO>-
,8BO,#!+^G#2GNHZ=K,YU3#,>THC7&0/=*?-*;_+K0X! M1!&O5XO^BNK,2W2*<<3=-QI[5WS]I$(@B&^7CF_/I7#DF4"7#&\O]WSL1;&Y MZ:A@;^B<,D!,TU\HLS\\;:@]H
Z;Z7Y]"9J4H4NK4G4I.L1NU$^@CKW[1F#4 M/<6>.GT/XAW$NT_'NVJL]J(XPB) ME[=JT&ZVT.*_^L.S1,^!<#'9XU>?@#I^TZWKH8HH?$LB(E09%Y5=*[7J,.SN M&X;=%
['LX0E_0:R#6/?I6/=L$U">*731QMVK$^@RJY0;K=*6$H<85O2;Q>ZF MS^?0T*M-#Q;/RQ@AELEYKR3QBT,\N+3]TLPX"JT\B'SY0[[GNF$NFT Y,_(& MP)=U&ZB\[-HQG;P':#L08W?
3+]=I Y\,N3!4AB'2#C\?VIZU\!C"QDPV=%$4 M:)66WN$[8KN8.K,8$UMX1>]>I*[3Q(.X]EMI90AC%V._$>5-;QVR; DMRW9Y MO]>Y,AWE,'?
UUAAI*IU5P2=:K=CSZW.N'?,CZ(Q!]'%>^P$!F4D+?\]?UW@ M%TS'@_U]L#\]#]R]#%/_UJEPS5+^$66T>> M839NJ=8,$^U.N_M^I=T7V>'WNMO4DYB[JRL^2%;F*$8J
5YA%W\Q(++=,-/1UK&4R2 0H[X\'=-;A$/^_%Y>@O]\%UQTF%< M&-,B;3VN.NX2Z'X0CSF!1$O;K.-L8P(.V:.8R!WXHQ86(Q&1-/N1U#O>RPZ+ MA?)S/&
[>"7,!Z'0%1T7G70J@>ES,Y3[Y]_=?;N["B_NZN.T%N%%;*+A_:-OV M8?:'K0_/7 WYRHW[65^BV/.*D^FPW!6CZM[KX[V)[)#]9 =GDVH4^AW#!% 5 M(4;!ZWV@>D#U@)< 0?6
ZG'+5Z9<@7;DC.=0&2Y&&:X@=_,>+EJ_*O9!O]20 M1=TX[.O*P1'&R#'(BO[21\M_G\#K,CLEH5)8 @"[";ZSSAIF9U[*SAP_C^'B
MX5ZQ4ZF8\6'&MGD$:QJ17:\'(WDZ+#7Z$D$FJ9AW.M<<]FW-ZH]\X@DL@X12 M?O5]&S!#\AKS^S6;9ZU'+-9VL582M_:$7\R'HF$=TLTSR8*<.M 3X@K$%=@J M
Z4<2CELE8%2#J4\+W7PER[D.>,FE.DXZOPYJS8G-_X+@KC]L-8 M_68G<,(TT(?^PEFYR,X/8;F,*>%ZA9BM!55W@>(]\4_'_HY-X"HKV0.%C2G;
MEUQ0)OH_JKRJ#>9<"]!X7T^8!\QF_M9<_[M_Q5OY]6W^ZER=;^8DMW"QMD%W[M4&N+PY+GFN&^HHBM?K*%)S?YO%^* ZHBQ"C8Y@'5 ZH';/. Z@'5XY8JVZ]0
M.W+&4\7[4#OE)4 V)Y1GI6 ;K6&"[+&I5%6]&4?+?]M'BFA MD(7L 35FF[4!MI>RZV(*T2\A0Y,?Y8;70\!"!"CE>:NNR3M_H93#-H,A3.=0IB\SJOV)'HZ -^FV);$]<5LUFDJ);1Q"34L\
MG#3H_0L7YR);&OY>_/#(I\'BNV\EV4Q2"_>%9F"# EZ_]]_833ZWX3;?_]G M<=&EU9<00H>7L+^M2^)X#_OYNB+HJ5B5L5%I@5;% M7ZQ?
_T"P>@>P>JTIE7>D2AZ]BG<[X'K'F31LQ0P2_O0<-R$ Y_NNO@A)>6&" MD=-U[&1UKF.:\9!&O,[D]JM3(60FVJ$+=,@;Y5 5N^@,\)T@Q3CJAMJJE_T M?
&H,2_@@OIVU6R7/!+ID>'LYCU:EAXA=VZB$.'%,;+- (W;IA_F#.KECMJ51 M>SH2 6855WZ;'Y;;_03JDFP95KQ'.13B'<2[/.+=,YTOETVALY_K_6%@5FGT"%5!]ME!ZG60 Z,.?
VY4\%;]D27.^B!-1#$ MX)OF;;CK*731QIVB!%9@QD-5 MP5\!-QGF@A6P/7T'CG=./\!@LROI+KWG,%$/F6%?\V\XCU?>-9:"5!Y$OA\CW7%/.91,H9T;> /BR;@.5EUTHH/W
M"&WCXHK&I[NYV-J/UWN#-=KN-L\67F_+L;;)&!NCS,K]U5JU-!-/G5F,N?N& MH^0]1A2OTL2#N/9;664(8Q=CO\WG\P7+LNI<1%KJ=B>%6JEC_^&9DN]A9QU&
M@^9B970.HJ4Q0X2P>>,@I7;6\>XIXIXMOL+62JLT_I.^_!V,(04D"WCD-?4/ MGQ]YK?_(Z.3[KTET4U>2QD0 "K*2M"3*=A13HV [?CP3WTD8F$IO8C<7EKHM
MVXHNF_&S'G8AK_#OP)9C*L>__^M+3(7CBC\. ['7(^#W2:FZMS'E*.$7^&_, M?8"LCH46KWCI;ZP%?0-(J_KNV]_QE\=W*B:0W02,5@\3>T06(GGJ S:CZ/][
M%POI1Z"'R8Q4T4\FG7[]_Y[._1]T1!3'=-ROCPCX9%$/A,=3,-0 LG"!;"#R M,[GO5]D,Y*+MD#J,@C^WK M%"3(#,@DT],,G4M,DY1 3W-I6II"=YJ1?R_6JQRO2J;!\3QUM.G
MLV26GB:EE#2=I:3D-#/+SA(B*273M.CSA]0P"Q]/RC6J_V6K=E^Z'UT)EM M>]TIA8JDGHYLW.?'Z>RJ7&;C#_'\D+,;SKBTF=+'(ROW)P;3JRTHSHV#A+K5
MN:%>E.'(U/.1'7*C;M.]/.! 8=W>U.M:)=N&&.3XF4MYEF>W#_R"3:?:R?M: M4] 5$49,Q\^T=[JU[)3'HAK?D4R??-!!:[B9]J?D\Y'K6CR_;:3;57*YZ,P+ M7;-@F:7N-'4\]LMETX+X])@
MG"'!7(8CC^?9["K;7+$HJGUKE7-6F\IJ#M>>/GY[,S-ZJ*QW;9X#UL0>&GI^ MW)"[T\SQR"TH,&/9' E"299FPG+[&B6DX.-OVDUB)7
M!6::.Q]I]O36:%:E+CZ.)'4$ZUFW76AA)#'0RN-2D]: M;*84=3S4@JAZO56Z,D>G)\9@8YIHR3]#AJ:?#RW2PR6GIW,-KC MJGENT75S M*_A4.H1/NWM-
JE'<0(W7#TV,5KS0.'YJG2OTF5;)S7%+JEA-5!>KY9J"$P@1J<&&*F>Y!;-D@1X?3&IE>B"1 M< (A,M7+&HUQ%S*4ZUM-VYT].&M-AD\-$8#=:,Z;98D?LZ#3J"V[((/C6$6^+# MP"5;G?
$%E0NWM_FIO?I##.E0[B5G_>9=K4$[J%H.\F%QFZW3@X.#;_AFID M6YGUG"L,VOWJ(DT_%"=P B'<6L0?AGRBV!+5M#$J;Z7XO-2(PZ>&<(NO2]O- M2BH.N?:B#H'T)&D/>1D-
/=*"92/7R-U+1555^HG&,C&NWLOW< (AC*6*A6[! M-LM-LC[85N:+02-G%C=HZ)$6#&NC[*)=TBMLNJ4LMO,U/]M*#(IECYZZ<71G MSFJ9#;N;]%OTNIN];T"IGPB1@=""";-
OI3J7'T;7=?:4M@4ZVRZ!3#L76LM[?.?"$;$:#Z#9 MXD=S3:UW:D.23PYG8E=&/7R.GKJJ&GQ7(PL]=I>>9R:-D>8637SRX=@2JF2^ MEI(K>B0#(I^14_82]+A"I5&CF;I%#5F<-
CQ6PX:B9JYBI$AR-,WTY4K;VEB(KB&2M6VIPW3!F$%N MY=:[!'I9-.-;,#1$7!+S44U:EN+8M-Y; M&J^SE%.H<-!CATA6VIWFC5)2$3BEL-KPV5%-9Z#53H9(5G\M*9/!0'1(^M[*
MID?UG.F0*DADL51%="LK989LC >BSUFPJ6:A2X:>N3?57H(ZO7$KL+1I8)) M52 8Z3H,&GKDX)UESGQPTBV5'&WT)KUIK6S76PVO2KO&5W2+=;7^VR3JX%AX;HUFR7:5J4+
(,AR]4FLWY>C--A2CW;!SODCMVTU#I7+XS(WOC9&^AQY-P%E2 MO>6B92?)-EKP= TWK3!S^"PR .93C\[:* M\P4O/Q"DIW ZA7<=(_C RZ7@3YZD7 [RW_Z8XXR68P43\U]
(>6'@VPZZ9>B[MW*M=9 Z2%P?/-^ S)G^X64+_YFARQ(A/8@1UETQ'C+@&1I!WB4S$B2O@1&2;KH01 MD6VZ$D;D[JA((T[(B'?
V9_@M;/V\56<_JISH=T;XS%O;OR7"GW9C@'$4^O#_M_Y'Z\5$*)>\R^PWP?7F1N?V\XJ+L&RCX6E./P09^8Q?O*UMB!(!J$ZPN O%I M/X](52)5"52%_JBJ4-1=]KSM&O]4%5!;&
[^E32YVHHXVURX7GR\&Y%WJO+W! M_EP,M)TG!E0LLH/7)N]_REV/L\?_'NG]R2S>#8.#$[;VN@;!>)GWYS!QM\WW MQ"E,W^>>T,@>&5]2L]GO)IKL#=''U[*G@I
MY5LYE/G)0.';2T>D(_O4YE=5D:N+&H]\9 LXQ%^:8=M_$PH^._ZQ/AW M6R6G9]R_3^>@/@^-AFC:R<]I[YM3H]]IW)TZ\;0[]5:[+\S5#!B1ZZ M0ZW%?
+R=1,Y'M5QKWR1&Y3&>5XG9C=BH:,TVAHD8J%:/2 MJ;!#TY$J?A=5_-T6W]DUD:#O4N:G](RGIH]*F0E^=E)*MDOULR9)EU?;6K7 MTB7A1#KY7!4-
M1=WLC5)Y_JTK93RM)MLQ]&1F/2/7XELV,'AFXZ$#[KGH_/# M%H!<$10-$/ISUX_^C#X4>'M.F):Q5D0@$K,=883$RS^C0" *!*)@.0J6(QV)
M@N7O$"SO.RVD\>.+P(2N5,&8AH!8B."7]*G)@_T(U& MU)^(XS\GO#[4LI"XVJU7"_5MJD66-L&J&5/%_<;#QP=M3P^XF;3%?=JJ0LWIYH>@3>]2=XCX5=-CM
M19'>1WI_%?"\]:C]&<'*671>:G!="HB-I.IJ;/:^P=_W9R32^32JFCLYKKD4 MB,&74\;Q5;J$<'"7;I33^*;Q4Y33.'5. ZM8_OEEU2$F)
[VVJXIX1U@ZELYIZ3P'[NQ.\!O(1IM0\#76B,0$7&X<+$W-V % B(H%! =^ M"I^]5H33X88H!OI*,5"4^_@$P(&NFN=U ;0EK+J,+HYXR^)UQRX95M_33[MM
M%31>68:%/N/"Q%TDN527&]5EKAE?Z,4>M'84BI!'UG5\GQW$(8'#7&XA@'(,P) E2R+)Q M04< 8&PX%33<="UA#J$A86K0)DB6L21,?H>NJX'LD@"DLQ9%7U<9?5WADJ.<
MRBFW=SQKA]6YYVGSP&C[N@R-8#'09#RNX^MQ!ZIQ"6IQQU/BHJ_#^\/!S+[6 M.<12LCTV7KG/@C2GM/3A:I&5\Y4$OC (J)DE):)#,-72>>@)5+T/U\H?5'F
M%=]_HWO'_(YVJ%XC*M*(@I<;3U0<:6LDPY$,7W, ?MXCP)\0#;I"#P6N"CJ+7IZZAUQ>%WC)">*=V9JPAFV,[>9+K"S.[5FQT
M]&I#1MJ9_HUVWEYD#A]9F/.Z#+\-8_*#/@,8/>$TO*;P6%6CG@,W'M9<(16B MG@.1CD0Z3%<;I@ =X& M1>#]MZH'>M;;]]EKK?W6F\HP)W)TG2N;7(ZNYE?]
KIFWNOM%Z.I3!10?W>M MO71 ??-9]CT MTUW5UT!W#&L7!04W'!1\]SWM+X!!8/?7F0M=L=GE72\U)YN:PP MBQTT7FFOZCZ6IA)1Y7VDZ-
<:Q5^/GE\$G[O1R>_)#7BHF:4\&4_U=PF2Y1-T M$2LY:BM Q^CLZ8\27@J.M)TYL C!M2Q(F5-7VWU#ZW23INCB"8SSQD*7PA18 MMPJ>:KU8>S19KEI6* M9J*TQ>4@1LO0A6>&
[,789F"+U/1!Z"ED^7XRDD%K4RQP\I3*>K<>1L399:=YE+]=6Z#5!TU1/HZW1'W)1@FO^-Q8V=T M]8,@6*@'DM\A,0*.X>.DB7&ZXNTT?'9
M58(TUA);FN@9B#]P_T0J$\N24;XC4MY+YSN^.I9XHQ8?]1RS:]2B/.ITN5%U MF.[.R0=^RV^0\]*-D6PLG?A:5S6^NE=R< @B"I*B(.E&0=)5],=M_5"30] M%0?#)'R9RB[-64+.R(8@B
S2=-1ZXM7+=&\^X?(N4*,9NAQW@+6,XK0;CM.N MD I1%NS7:?%Y7+=[MCHVJ;Z77_T3!V[F#MR]I_%[.Y$0&\=/ $%3R M3QCJ_B^1UG Q$:QC==\47/ MS.20&NPTB1LR>/W
D"G!6FOB/UU[./H)+ MLVCW/]K]OY9:GYOIMOZ]^/[]1/WLA2[7WC3]PO$^ Y^/O*^-]OF&,3_T[LX. MG]X%*UJN8]LX3G'?X'=(Z>V P
E1!"W1\K407I>KU[LN#B8]#@FN3@IB7#Q#8 M6=7L-,PI"W;M9C*YJVY&J'PNYV?HT]$9@DCA;_X,PL:4*6%.867'&?M4R"5F-WU_R>\JXTJ*SNO"&2OCHC@N.@E^H=*$FRFI
M^_;2$>G(A7;WKIT6[S/]9-ZP+&,#7^$G^RVP-K0U[J9D0 KX]VA$P/^;[;Q= M?-/[RQUV.\PU-A0=V&VI8 %1"?T M<60>Z>C:KSSX,F>L#T];(M,H+_/8H*-@9N9$;=-GVB&GO'*>@
MU3HR4N07H,=MEMU##DHX00_\CLY1=//-HIN+9Q^^ D3P-KD-;HS:L11=4$Q> M"Y0LK'&R:Y=F,Z?J<"O 3QU0,R]5VQ FX):"=(Q*104!D69>.N]P_[^O5H
M]K=:;M1H=KFRN\AEQYU.M[&4D5:B>S9CR=&]$P/D-$1'AH3\4HNL!C7>.# &_';TJ+(P] LW=F&W!0Q42E7SU06;[M&%AR4YF.2F MT,[AAH1)^M6.99&N1[I^S5F:LW4ANES+(;
%EJ!X&P!>)L(P<7O@* *)3B#? M5LN!\V\#1*+\-43YV@_3?]V@&N\$M#T/P_JN1PQ!D=Q\.I3C&;M+]N<"LUN. M.EVMNIDF,M[.0"ZD\^V-Q\M'?8"DT*/S$52.VI]]BQ: 7R&L?
J&GR+XIQAL; M",EJ06>K;%N-.\W)3N+O6XV-/$UDO7+!1#89O=21H?BN?1)OOG+B-$8B.VU+ M3%-N%MD"E0&SB=++);,;9"0P8$J\GGBJ_JP%*TE <%"6 FR%.:_+@(\ H3W
M,S[*@-!3%.I%H=ZM9RUN'/1XFMJ66%]/>U!-VSHR<>A_J,WK&MHNO-E&@Y$!>V'T\>D'!R.KNJ"YB"E%Q38-%N7MD"E0&SB
J94I:6DOTH7G$31BS49N'R(Y\N931UJ@@ :=%/'^O>"X>7XJ M?P/%B**=Z(]Q*A>X--_!]Y\PXDF $C'_&=-P)%X/UW(^,/<8.')5Z+>S)Z MLDP99JE"QKFN
MB2U%XEY6F2Q"T7TK'LZQU7(VL168O;JCBXY53'IYN-Y];B MH9"H%!,#TR';??&!8EIKQ^PRR%JD?_Q*D[%D\MA:W%*6I/ 2/HH1,P"'Z6@[M"5TPA6D9!3E1D!,E2YZ80\:>MB6,HDC/
H[*U?2^4-BDU;Z[KFQ]IYRID?)E M+&"(04L!1^@MUZ,EJTS+U4EAS<_?#H0_N']EBHSE4]\5ED=J'ZG]3>8VSJ;U M&/?
0TWE'VCYTZ3K)%9)DN;R1%Y4*X)T3K*R6>21E%BU;Y2JW'#K)%=5;K M(JU'FSW96":D5\6-YX%>038 ?GIZ3!.%=F_:^$Y .R$:+KJU^Q(V\-^?6!WS M^4N]O$U\S"!-)I-9-
IL5)UR\+]J6TXV<;^K7 X2X]++1SY%CD>U+N]ZZ.LR4 MY28$0KCU9B(9(].\P&AR%9\%UOQQ@*9[V@J]DDCAEHS#BA0AEI.Y-K#ECG9 MS7/7 YZ:A;
[*5AQMR,5I+KVFU42F5F>0I8#@*9.+T=1M7RC:=TU3_^@X'Z\1 MHF(+FF&[%C[@ Y<4Q_CIX(Y1")["*HU_1E%BU('@2AJ1W,Q%6]^+[]]/U,_> M;./:[\NZ9!(@-#!$&C^^AT@3-
Z2XBPZO>K5?R(/9-G"@'X,0P)1-N!+;?2> M-]C_P@#]T^_,0 ML2YP-&*2.[9G#*SHJ:@\V:4N&U0Y4%C?H;2B\)\,A@+V[MDDM41>EJ9&&1,I3E9JFD0'>:3'JW:L2R(?
VR(\6/%/\&BSMNK9W$,Y_,"(+E M M%%WPD$7T*B5Q'7BZW/ZUVM2JAMWI@7>5!Q>8[==I M&VA8>
MM;:J=WR=9721#30V[/X=9]MHD_DIJ:;;0G^12NVZHP<(5KS&D8DSUC%&6O]% MM/XF8OQ;1#GGT?A$IZLT1-7M0QB/@0YV^)?:5;,/C+7A) M,S80T7BDAXN+-
MRO,_;ZPB5'&<Z7JI'J^/)4<;[M<3]N,*?)-71$)T+;35[LR\ M7W2/KW)0=!C W3;0]2G,H+F44!^@:V'"*E,! =) E&ML@3#438ES);U*=*><
M6RDD&:M5G\S7\C2)VTDFS[@G$.GR%]'E*,P^\V;"F_1X/NVQ@I:2;7++$:E5 MR)1L]80-TF-T"##UVG&7*X^>WPTV'& !^W2[-_0*MV:"8K*#$Z/'3PM>MG@ M9#IKR3
S/9+>C[.F/L%U;)L(" E#6X-- 012]?)'H)/5]%7[9BT\'8L<".WZI]SE3'^34YF V8:0IW;\SDHCW_2)VC9,0E]_S? MKLK6O;B>K4C)ZDP;5A:K,@0DJ5>/Z&!
\E^'GVG@_+KV1NTZ^7^(O5^==$:J4^/<=Y,PIU_S'I/^O M]*Q__0_^$WO/T !O(4,P[Q^;!7A)X=?(_9]D1]/GFKXL']!1/$S/ZH>&SP&_G_7L< M_USV1(_>=A0ZK*;E_3,1&YN+.:@'@KWT-
#NTL*X>\3RK[2/,I5 M "9,9$5]>439:DO$^K91H'SQ>V8BAP>?:6IP'8]F'5D%TQ?(8UG\RT?J^@V% =L0K"?Q@_L \&U<"MX)]!.\)!,LK-K'WZ#V@%)M*)4@X"QO M0(#@*=B#+?D=5
[T'71< 6S:[^6\ M02ALZ.@A6)BA&?%8L>!W%KX#?52)MS\P8)R_^007 ' N!:,8_($,1A=1WF5 M'C"QA]6?ZDD]6.#CVGR&%2%1ES-(E 3I\2B 21LH29*"X.E^SDBIX).;O"7,
MO0=E#QB-M "#'0]Y8-I"3P6? 67^"3HJH*XM4,J]R=I/9YN-UV-A+\;!@!^C M8<""WH4F#^>CO=+'E<5\DN&\DN$Z^$N(P)ZH*!CRPA>?$G6L_;EF&#G_T(C'[=?!5"'2J%F=DJV3=?
>@D>VG!?:"8X\Q[^+CS9]Y/ MJ FH, +*R2.=B*";@VA!W /X-]$ X&8S\)O<%(02NP-IVA@DV MZM#(]#G\ES@)G>'K26#O_HQ\,YU*K^(OP80HPA$)DG^_9.H>G&5YPN@MCR.
M)HK[I@>!T88.#VU >19O_U=D\+QVS4?G2&.'&7!R3P_:;0*:/K@UTS/P>[)2*<^W MQ#PW ?#*8;JZ='OMU7>D(W*&Z+RA@^6-T#)]TV^IY>O;LSZ9O_%;[W]+.Y$ M[P-#SR,KC]8#
(0:KJ;U%ES.>_= MFJ>?;PW7+3 VM#P9IT G:^"XGH!E^<1 M?_TH>)^4_$]^_.WA<7\/'D?#,)"!D%;V(RHH=#B.X@\?BW(ECI? \+/;>*-_M@005)<:)64 H!H(D%OX3 >&
[4$"W#OI@6R5#_1UQ[!V_@9@:#](7VF>+N') MW/V8_'BB.$T%_U^6+2 C:.$GIE"V>(D@'E*P?Y_IKCTJXUT_ZBO&U%M!L &
MOD'[/_6"N3\=T\3H9#^JH>B@+84\!A7W3FN=IH$J<0JH2W>>UU7_VRDI*\CI MH3M1V[OZ:L=/1QVJO'#3&&3\&/LO:(4>![C[A+3_;_&6-9VGY(=TW"@6U'[S M :PGG7ERX\H_?
F52,0@UC@J+@W_2 [QB#\>A_$6GE>"ZE5\>)?(>RF/EUD^ MVV&9\+>1 +RY@CR4^]B_R% JCX'F(#X37ZK+-WEVP2#L[N]DF-ER^0R M;JKN*N<.>QSSLF! ED><^U/5?

```
1>'EEPV/@8=P>3*R4(VEVVX<@W(J#\!&@W-@%9AQFO>A@9OGTFX#FZCO[!TB5.RV)D7J91:WJX6 MNWN>B6_9/Y,N.YB%[Q%"I<@N%AYZBZ1=5G=QRV%]3U9 M.:-
>:5M8LZXAL&:;?=C=.Y] ;:=6:I:V\>1<59+NZ+['6*W.%E+[6%M#U!=J MGQ_2:+M#A7NZZQ*B9GCOZT#-\ _0\6K P<4HJ$C%T_9KT[@&GF% V=.PWA)S
MD$E\BBV+51W:SW:>99G+F?%"?IW/K=+;":F0Y:UEI6?99N W$X&$E_87="'[K)%>5[@9GUUUV\+7<9N#>=I&9WR?[=&>D'3!E5: MB9'NO(U]GOT)YM%^-
%$,#@Y"638P'^HIENSUN-6RN2,+0G*=63&1OIR-X*3J M&-G^8)/D>% LRPDG:27 VWQ6L%GKX**R8W=SZ)3\&A87;7:8_ [G3_T=[B<[ MY8&+LN< .)>KXFY
@&H3HL5OD*B)_@;U<] \0]OM0;^,&-K$=$+*(+SL)_XS MC]*3T)) -GK;+V"%-O=1A:N"C(C#_3HC^&BT/>4M!B$6&>?-VGXIZ(
M>QJBD7U#LO9_J4)N;_L;WD1_\1^_G4M.QUC/DZ2[$3?59G.FU/7NH9XFWZ&F M*&E;Q853*&V&*]:Z)JHI:>N'\Z?VZAJG#_15FBEEV9F8,K?+)UC6PV_/:-
\)N,"SNUA!9%#A:-0I"^Z%%*O/-9=C=DCHYNYDH M,ZK"51IKLKF4BCHTS_1=2 [@/P?F9184C1R8I/^+*G^V]#AI#HT!*AF#9.!E MO!6L&+A>Z]^9;X"@\? -"Z]! Z?[Z;TE\/+-
R'H%IW4.\]+Z8VH0IZ*O0?@^ MV=9T$)4.Q"G#Y;*[[;"4Y.+C3IZENLNBO9(O(TZ[!4-FV,4"]#O0!N."'G=M M&7G[<''ZGM;C.0,UME5IZ.V4P]$]MV;-LG7S@;F0/9B-
1VP_:SA%==5J=;N3 MB:Z-EAO$P%#S_[H]V$.45ZS";W)_L=#G(Z5BOS& 1O[>09F'4TO4E26?SNR< MLH/YRFUDNB9;CFNS1#/7Y.8,L@:]C@]*>#K!0J0L4B'")K&5 KL 6
MT@F6MGJ3086I3A-M"$@R=\EDB$0&5:_'9R0#WR)&HA+\ 55^'O"^MZS4:TDZ M-V/==99/=FDASMLGPJ$?XOU\WEZ[^?%:9ON)J=JO29-2?@QYGPMU)]"4'.X7 M2P#$?(:
)F:N%V_Y5:9>B/5Z\.5%EKZ!P?&5Y9<#^-'4U_5>'Y,XR9*K;G?5 M%D@EIX'=L-%RAKT/8Y&P.7 Z.E(8I.4*>W:7P&^EJ5B=.I9FK9=)VJZ*FK:5 M&W6%0;Z-#O-MQG6P]SSH\F/LY?
J)P430Z159F+P"^/!25A1B.&Z\"\)--! 3G:5N'V MYL3;&O7/F/@)*UZV@%?UA4M3 RH3F,P$HG.;-TQ=\1?ATT/O.\RP7>#'(Q? M38]K<$S'.^TB ESMY\$B5,6#JK7B,V-
[>&3ZA302JD"S@"_F&K#MP\X+^%6B ML?1.0'EG-(+P3,&GV[TBMUC0]-5[W=,9!E7\^$PPG!Y'Q.WB(4*5@/V*(C04^Y&JP'X@+X
M'2B;XBN3P3+@4PF^J=09^]\:B@L;@G1<'#N]23I)NHDV%>^G,X9=[IZN#H4Y M8$S/KT%_)G4[9>U* ASM:&G2W"">'5)G]]NEV_>G;1;^76HQ5N M2^_C7%O?UQ[]KG5OX,-
M^GU^VZZZ.:FDMB'/"OX/9&69'VS5]<3N.AQ?!77@5!-,Z!&K$QQY M>:T:W)E#H[.O ,?_P9L:,,[S:I?]1ER>+Q+YG>V?HM6T_<$> IV!T6)/>G(C MPXPW3_ZDD/A*)?M F!%[?
\)U0\+\UNIX:"M,B >>@QE 9MAS0Q,+CQPH0I(? M"&V_4-(R_'UG1];SPT*W/JB/MPH4VF3J^9&30S8^<"<$1N',#/F /S1#OG3V-$,*E$<*TKLK,U.G:'&]FF=J8*C6K M'>9%A(!B?
6@]'6S0_]J?)_9!YL=B?V9_-=3H*&^Z%E3)K^9@B=QN*H_$G^ MF;PPX7O6J6K?.&V-NN!'W_CJ#O.07[%1>$H\O# M/^#3.*](/:BWNN/YE,ZPJPIG+[KUON
.47U^+!7AXL_%Q1]DZT= LTD7XJP[ M$2QV%U?N,SV-&TY0QIP*S7*=%#3?6'BM?V]4Z1QG,S:$XZL].HG@N;X#R:+[RE!#! M"YC>!9_X+1 'S:UQYU&",.7W(Z2'.-
T31JEREIK8Y9#G%'I-.JD!3$_6W430VY^=$ M])=I^(*;P2-Z [S<7Q"VU2S[3G%EBTUGAZ)[6ZG M*YFES7'#E_!QU]=J/?'T/'??@8OUZ>(SCO#H@TTYIE#&B>?D,&9#_7 MB!
<'6<=7^K^%E/_\Q(O%%Q#M&YO@+B2HJ8G&FS;X&?SPSPG:2P3]70X_"GJG MXDG$-7YGN,Y/#/T.^XH$O5&\#B!/[W#TAJ62Z&__/?S#'\WX>2]7Q$K4T/7E
MB\6R1Q=N_7__RJ4SN7^>7_3U[%:NSX;N90MZ#627S7WC1PB2!;Q)&M:CZS/F M]$8P9R.# YTOTQ6D$%]:+U6EOG=D4-A M-G!1OD7"7+&KNN?
RY9AVZ'8BM76F]W::>BDPO3'JYJE5=;R)OS QV5XN;=5 MF%G[MF_'-YY%=N=;V1UV"RQ!L7%]5V1G/FQG$ *HXF9V1>SV/8.!;8N-_^@; ME(#<8J@9Z>29?
&_=L"6VW7!]Z:YL9MK]ZS(C8?XL,BV1:0F1E9)A24!!+3 B MXW))$//(ASV2";4^<QT]FM8G_#VK92O M'7Y#V]ONS9N+>O-&O7G_[.KA-,F3?%H0IGQ6H*?);)*:\DDA,YWELD"2$C1%
M\;1_-2\?7/6^F3F5(9F=\5P\YVA\4UM/IZG-E)ZFGH^GR>G1/&N\5)C$1PN#7"TG#PMMOJ,F"P:./'JIN''K!KW.FVJZ6U^K M V==*I9E./+H[:DXS<[JJEOERM2.LFH,GP[XM+;K3S/%
(C=0ZXUR1IMC0,1G0 MU=*H.+J7I]GCD>VT0F4J=F5&EG=LS7>H-(C M!HPX:HY&)H_67IN5]=DRDV;[ICV;UX;.9]J3X<@C*CE,:I@?6$:#C??]QK0_ M%"2UU)U2Y/'K:T9\LC
7BS7KLJZZB0_O.SPEHZ%'[]=I0RNOR_&D2K-D(T5N MYM0FQZ"AP01>:!W]ZK;39^RK"7,@NAIH2^'_7$'!F.\-3Y5QM'_H4K*OW;M?]^]V:21V+DN'RGA./$L
M\#CP20?/1Y4TZ$Z6GUXIU_YW?-?)3P]WH,KKW_K[@UAO/Y2?V8;F.N#,?C[\ MYAL\$(5VBJUXM0G!&E&HEJ7)Q#]/KG%YA&O/([C7R ZA33*B^B=2_;6 /'V7
MBL3_&A@1:43$B(@13QB1N"-3$2>N@1.12EP+(R*P>A6,R-TEDB2+O1- GE.^"H:$/<5NU#Q*$/+>-_%,9V/=K>RH" MD7N_O+!GGZ\X:";S_-^3^7* OC0X@VMN"7P5)1$<^+AB.?
8.;-^*'7O#:L_( M[,^7W%=9]_)*3\-,SP_?L&R7>,4BAKSFWHR?/I5\G\P#WS#WJ[IC*;JM"!Y] M0N3@8\[Z\5C?SW\) @"2]+G^>P@.^I*CF\6]SJ5K?'D5/B=1! +N D@DR!B!
MSLQ\+"B_]$*? )5/C,POL.X#.<>'1@Y/]B3N4D\.G;ZUX^P[CEB_>',\/@0U MV)G@6>/*X^-2O3]GMYY,-QNMJE2!KFB'[;;LI@? 57^6(?0#Y_%]KH#/MY+ M9[?116Z#.:_[I[0]+6)TD?
5U:&"@CYZ?U!X(TU7-D96>8J;5'=-U$MIHN$@4 MT8E#^L>O1"Q-YD*..Y_(TUQ: T^,G"ZIG,\W* &&^GX+_ZX,OPJ(/GKJO9L M,G;=-V"VP6X-B+>VO_(U=U0N =+>W"+\(Z
MNXCG2YM4?T..N(9>TT0G54U< MH(?.;W';T_ZD(7"MZU2TBJ)H$Y?7E-4@-Q_E'06U?8!PC8[1N<3YX-HM8[,O M;B$^J?+XTJO\%JR\\);)%ZJ!N21XNC16]!( 46;L=C-
C"&:]]2ZS"&=]*#_V M"LZJ-VNJ.8ES&Q62DNO-,F*6"*&F61!GY:CC#JI_?YFL0I05BJ)B$<.CK%B4 M%;M\5LSO]!WEQ:ZS.BF"$<'O=>_7%6<*L;)FU=D5M+W5=&Z1]#_52=YI%
M*"YS3A!WRXCMBUN-*%?VA189YRTTW':>8*\5?+T-#U$MU M;EE^4-VJRF\7_+W5XIAI#J&O9"Q'T5%IV8TLY]WG18[H74H*FM%!/BZ>]\^ M;.U^/*]NJ#A7[L:'E7B)S"]J%
[4/J'69AZ"I@M]. 5LF"7,\1M_L8@O>SW-F/V;INQ/W6Z/]R"#43J$9B'H(P) MYVKQX4S;<MQQ4AO=C.N3*%K8[*_1QDWD +^_7F8$X0JWR(NN45S<=M!R-4<
M(QQ=8^;._1P)/+@!^?KGOE2#E"]S&6'2M MX++#!UZ;>#7%$4ANIX@F6"9#5,57DY1>7.:;?"7)@4&BWLK0E+4FWW_\^](5 MKOB*[L1"ZA?;U6V?W>6+#E^^S^3ZNVYX?
2L!+06Z6)-W'"'^M!_EK07Y#BL5Q MH(\CU.MB)UPZ9H0N_(ZK?&(\:%G%#L/N[-K"B1L=8U>Z4:X:&UM^F,MB5^WW M9WQW-)XYM"3_^$4>\Q2ST'RDDL?)NT^U([F]&2D%5Z_,%
<\ M8O!/A 4$5 B&FL,\DAS^8COH0E:-]_FWMVOP<7OZ U8L V)^/>)G?->HVR!48NA2GC'[ MB5&/J_<3]ZUF35 <2T;M'U)4YEAJ$-'.1]SWWH3\^=1J\WW9K!:KK+I,VU95
MV6UGY2ZD5CJ62!Z#AQBZ>!AA$F4-M-T=\3XAUW8$Y?6XN7(9IZ:/3$L&/S?6 MTB25)4)<G.FV44G9G.)3Y?P M
U)E@I^=E)+M4OVL2=+EU;96+;!T2;@(J21YTL\]7=#A:+):Y.G)Z+XVA:3* MQ"CRF%3/Q9MY[2;K&))\Z'$VO VIB819UJ&G>";.P)O_;I6?4\K)I, M)K-L-BM.N'A=7*VG&SG?
U#]NJ=FEJ1D[_/K 6BLDZ=T"&?1?OO4*TX:& ZO'?Z] M )6^93CW $XYH&,H/^.$&.];U8:6>Y4U#K);--3:O/C%Y6-I1+'\]LJ#>!M% MTX@9"'@!F3"W#%>>^WZ7I+,>2$#?1I13=)?
W8B4>OWG*)V<)BD]EIJGD#$R3 MF1D)/TIFIGPF*27$1$9()3,POODO'WP#A6;+>CFSD!.6J?3 9+#;6:SF,$A# MGH]L6OQ];\VO&RK?351FJIBSXF,T,OM\9$*V5QUI"M+.3#T?R4O]
])C+NRR;3EJ;="ZG2UP"C3QZ M>V$M;$VR,KPG%6E@3)^FMPI=SO75#WS'0ZAZ-I#4EIU'C'AQN9#;S^2K9DK/T9IHZ M'IG(YJ6!DR_GR%6#+J85^?P",8E=L&ZBQU#&9[B?]8B?
>DLAR3J+N>TE]TZZC9QZ3 M*3=RDZG5>%%EZ^MFR>DTBZD]+4-=/5H29=141=2G<94OEIQ[OK7*R#ET@.]H MI)0WJMIX)+;4W6S0 (-
U1R5M9IH]'ID=3AZX89W.L_S"Y@]=7#R_JVW@R,3S MD>Q<3ZVU1**EKC;,JC&(DTNQC)Z9/B+HIMYBC)29XPJ+T0K<%P;SO";#D;DC
M@G8K&ZS5/.CIOI9K)1X/K+RJAO#R;SI8BW.XZ& MKF7Q7BPMU Z9EB948VQI4^.^Z^^,/"M_6YDW$YF\PXZ*G+'.3N;%:3+(FSY[ M*@OHXK@R[K/N?5I)#]>M,>-
T_2S+TZ&:GC!K1]>JLNTFO:/B)2I%)_%A,BDD/MYP,!QZORXUKO78BMV-99;D2THMT?C4>,6CHT;KZ M;GWHSA1>4=/LNK6:Y>7M
$H*'JTK@I=:V7!BW:>'4EE;BY.:8O;;M#0HW75 M$[V6T$V0HJJY8KC)M69Y<9X OMU/4D@G08./_TO*4KNFS#:!%[F0%)?AXB M ]5/A\VF:4KD,Z)!UE7
+=Q4,SLL=C3F!P&@)S'ADV <"DZ6*CWJ8OER2@FZ M-A]!)(,NH%F:HOZ!;W.(OQ]&;?]-5'6(&P !%T?@U6&/='::]H4Y$%T-M*7G MU(4^7!$872PJZ-97<8#2A,<4IQ*67(G?
EU7XEFRSUM68;$/!?P#7@*<&F_; MX&?PP^%BTW %_KV^2WX;QWS7@\7&-2 Y/WG7,8(/<*;>^\3?%/#&'.P2^&/0 M)T_O[W6L8&
('%PG_>&N]12IY1T87%3\^]I)7=V>HB!%7P8A((ZZ"$=F[=#IB MQ!4P IHF.F+$53 B%I7YW6QB>,TW=TO5A?67[,DLC\W0]YNGLUQOF M[C*W?;?E"Q5D-
V[%/H/OZ1OGN[;S*$,]LCT1L?W+LSU2]X_Q_;:1ZEO4_6/ MYM*-;UY==NOE*IF?IY-YZK.I\!;L_BOM[A^N2W MT"-C?7V">S(O?
=$^5]$6^@K#LJL4@3_(AT>F*S)=MVVZ+M,;\4*FZP:2:;C$ MG7<,Z^:LR]]GJ$HE<)'*1R$4B%XG9S:Y'$O"G2>SS'0 <*EH7NI3OM&TYS7(+;7D1 ]19?&2V0&
M3GEOWY6V@_(.1Z.#TB7+6!8,W*,#TK!M F\>]@_"AFN'CPWIDLA3DTR^F1]N MU64GH8H-L5LVQZAW0^+'KVPLG3UN!'.:]_^/W]R'%:-%YJE>4&K3D5-AJ]<
M^_&+2L6H]=DNM(VT^=:U^>*;.Y_>&OU3VRV^2:^?J[-.+G.)AC$2N?CV?KRF M':N6XI$Z4_2/7XGL<;O>FJ]>*@+=6"KZ#6]072JHO\U<892ZO569N]E-WTCD
M(I&+1"X2N2\OI*\.>;DD1QN-=H\1?N+_EB6+H*P@FKVB; MZH)G5LJN'JYPN1>^FO23]Z>70K8O"HKCX S-DX'33V$"DSG6%:&O0&KDEC(@-Q$0/Q27MU?VHCRM-6
MPFQNIP9;SQ57Z;4]W-@=!")RV$;D,\ M2'@CX8V$-Q+>T\5)MR2\7S$H\B]$/(J,&'AVLX21@8AX9'=:1L%1XS/U5&* M3?1K+7'=5- -JB@\HF-TXO31T;73)N_9FO8O7(PVI\^^.9V
!D,T?'2 ]>:M MX5!RRO=8[[58R(MN3[]D)4-LX[*R&Y<7N=J"K'<6Y]!&<>FHWV$DABUAPO0>UENV )8;4",9(Y?K0B,1;5)'1B(R$E]F_H= M=J(W:CGIAYG3YMH%.Y-6)
[UU396AG8@VJB,[\4D[U=_93EQNJ_H=1B+9>] V M_5EGPJXJXH3NDL-,>HV,!-ZLSL9(.GO;F]5XEYJ07V[,'VU#7^TAUM.UO+CN M_A9%9:V( !^!]RW-UN[\^J&BG/E;GQ8B9?
(_+)W\NP&_0Y3P_*6#LEF=X"% M[4I0_?*LJP6YMRRIS-K(F6#=4_O)>9[*L36E9#!3BD3)#/*..F=3BR^OBI]M M;B)-?),F?C"!<%8]-.(#?26N^!6Y6B?B!0[(.]M(CU,(STDS]DJ*M+#2
\O MH8,"P[6[[L-FW!YEAE/L$G-(%>ES=E^,5/$Z5?&R9\#? M&Q'_J5Y^+"8^A5(^UT5INMYE4LU:ETMW5+O8=46%V6)=1)%OJ%^\]3($/RWP M*
<'PI==Z154'MVB5;K%+Y"U&T;Y*O@8:"G)2IW1UN4@?L]L1\6!*\0A?J<^ M(8Z^M#!?3OH_4N*;4.(+!.!O4,&**CZ,YS,[R;6'R=HLOZ[O)@\,4N'SA^"7 MEN5(A2,5OH'8_0U:/&52&;$::[
M[YLSWWR][PEE2='A6YR?=.J.?C[/DF$1SAS_-RF6 X".#WP[$A\!Y^R)38 MJ#8!X -$HN;J@*!S,0*9]9@W\O"K3\=J.X+"0Q,O=./4D\,2IN' -RCPXQV! MSTTH:T#80'
MQ5'@^N8\_'V&G@FV@N:B!^(CZNAU4"P$5\/R21@2(1[D1E!J MY#$E0O V_@)462 X:*RBHX>A"=BN,#]\X<9P-?'@M3R<73R8V1W1/C@-W^MS MZ+F\ ]>+7@)'[H>
_]X;CO\B:"M%QU/8#P"^M!_\G ]4L"-EQCP2%2"7T*C MA%;N&+=>#<,_%. Q+#VOH/^&U1 ML06H[:X%!O 5>]@+]#Y! M5^"$+BF&W ^ ZT9_KJ++SG6XKAY8 RA&1!]8:T4
V&@_/N5HHC1Y--&[VW#P MC\X3N2[$& MQ*'!2 ;TVD*MOOO?(A!H[I5OME<6GM3'+RXF6:\XGD_%$/G5V M]ST.B U6N3

J#J>GE<44?-AVRCWF#'K6H7H=/$<9#Y M'\R+\Y'NXP'Y16CW4)!G;'4L^0JTS0JFC:C>Q:#:'=48B1%A%!7YF'>+')S8*V1S7,:R=-]]TX HM!:%2%]^.ZMFD1YL%[%CP&[1>
MAFL1G3GTBZ:IZ ";#1L"&=[:>0#QJ7'TIZ([?.$C\7@+#[C;3A9^_)H)FS/ MC.%'A2*3_XK*^M?_X#^!)1$T;'108#OWC<"^G!L9_S\^)\G_G"56%0"RD('U MH9./<:KO-RC26P6>-?
[W_QQ._C'2C@N&9E@_@\+S@U7-/=]XI!;AN2R *_& M>0F^^">O;?B=[.\RD[M+!(T&?NYKUQ$9" HJ8^H_Q,'/B!Q'M%SRV_@!Q?Q( M/ZX!R?GI?RWX#$?I^P\-6T%\^VD!A.K7
#WJR7,Q8QS#_$E3=VEDK^&O_L*2 MU%TF=296/?/GB4?&_(\GYA8R'?\;M NA0!#]#$4/F@3M"8CQ/X*8 -\G#'4" M*3X4!'N/"_E?!UQ_25:?DCJ,@E#T?0#G:
<6K8,\'<6>BW",2@@H.%&A4+!SU M01?J0K5&A) \Q$% HPU7@UH%6,% MRI T_L 8C*AU"+Y0FR#>$'POU$[6\1"3P* U?/P=8#/A0VMMSG&^=05VP44Y> ML>?P^[P,
V0;/A.N3@20Y_BA.'T F63?$;.];Z#HXV0M3TBNIH6^(W@:DO[0 MIS%X48"'\O M>@F2P4#&"";FB9N EZW !T-=>WS@_AUK!3X/<\Z"T(0P2277@684?@!1]L-C MVCML1:7?I8^?A_?
PN<@1Z@:<#(302*%\Q<%V2%*0 210)L-_1!$( !U5A.C1 M3T/I&N:KJZ] /NW^;R@?/5*@U#>R$0$M/?F!$K$TX%\T187FTE-X-,KIDT<# M+ZWNDP5G63Y3%S^TH?
H,O'Y"IA2U^E5P)R^;T47/N\E02A5@OY8]35=FX_JT M.\^P_75];9=:G?ZVP%PH&TJ1(>G0]--TZ,$ZL<(J6>D)Q>(@#%(<*(7"\>Q_ MCV\/%M0 T(->\P0_$@1"V44VU//0%K2]*Y>'\-
U"9N$QI1AX,IPNP,H,M9LG M-$01:+4MX!E9Y-]X;&!%!?6?GKG8]GE9!F0!&M!R#:&9A*'D!?V.R'OHRGL. M:M2&C+*(@IP2F%DN@CM>E)#T3"Q/!#KZLC8R]K0M03#OIR!
[!],$[M6EJLO MY:78&^L;RX_9]Q&P@_1=?:0$=L_VY7C8 M(' QYBZC,5@ *QE6T*2BV#C M =3,UTL22PX'@DH+-%5^2 Z-N")_C#?X5^@34/(:VEC=F>\MU+.LT@<>[A,=
M,F9)8#R%$O$F! 6(3PR$JYHG @G*X]%!JMV WA_Z2_\FSP$."9$'5L%.23H M 8.?)?F!2_S[Q!=9OE(5W]H&:EF/_?"H/=A.Q1]OEX<\]*.Z/-BYTCW.:2=;Y M3&TX59=VNIS/+#+J0PX&
<%3V.![Y W(B5BZ]B1$(_A,8(O^%_^5GD%M[K?V] M6NV=@W.Z:T,?M?Y;'F7KN/MEMJ85ZIUAUEWQN([U)RS Q$O] ADGU*S%/W GB*T
M\W?,#YI@)*;A738+*]_LCY3E;!'INSC\OA(BS.T.L)!+@$BZ+3$Z!%A:U:=( M50\4Z%F!P)-P7EIE]5%!M18L6#G"-I\@:@OT7U M"T'Z#8JRH8MQ_$<>_F4- PODK'PL_6A:
[V#\%A+B<40V27[X;H?U;1+^OW^" MCLT07OW!DCU3]B3*A/,,HLRG4, ";%'0!WOY6TI8X&S H1 HU M\ZO98+YSYXTDJXSHSC:;AX&F# 65HF/95%A'J#^R]'A&<4.*NPB4>7%;(!1&
M,/<8C,WTN!^2>YF7;\K AL)[<6#+T'UZA#)QW$HL@*F/=:X\H)OC2I5;=J'I M1$PDJ;"&/:=CH@^T$&%_QTAL6+X[)PNOL#$/0]"I+JD9MD 6R[I0XLCM D*N
M;&@/I(_S<&\7W\?,/2.##1Y#QPW6,\9]?@P,0J?..A(+ES"&.W0\=Z@C/J/N.O'R.F_.Z=YS?@WHFXA0@ MU'>4H8%BC )0M*6A\1O;5?!G:T-;(SPD:+RR]!+;(K^$B,XF!-Y%&PT0VZ)<
M+L2[^P3HS.)5.$!\3#EH*.],Y=+D/IV*%@11%=H>S&4>/_93L1 T*FB%O,^( M.P).G8 L5@'2$P%8:(#_HA@Q68J,U[[>*X"L" M8X >LW\%C*YQ E_TLB!0/@W!,PUP(M!6S'&6'W[,!Z1?
\B) P9UBQY[/"#T- M+1W#PPW4^3J\NZA(BL CT^%B$V4: B0BG(GM,1T26P>>*\"^Q9DKZ&5( M8_U2ZF _8)^1H^'7WYBNAZW??"&\[Z72SW^R8E;ULBG#/4'<%P+?
N058%A M?9X/:=B)T|!A@RP4 !|QU3AFK\O0Q5O$,2SEP;;?MY6X)> M_7L,*QFJE30U$ L>Z95;(@WH"LHFVXAYE&*("PU)-C1?0^U 9I;?)Z !-@_-U MO9EM"'P3%'=^("$X"N,'?8K'L/]?
8K]RWG\8&#%B"?D#8U+H&7"&Q:B CTC MV@3RGNY9B##U0?4#(F'R:%8:/X/O%?PT&]8@Q5H&'O#Y-\L6MI$6K\"5QHC! M&+[8
M@>=\YG(*D:,AVH!T>Z(JQ2F$R!LSHNWCWT((/=]V]3^WCC5I4)@,E M!O_5_@8T3!L@M%%EH$%A+:!(%1*[ - T-:*H>'?O/6$.'W0#/486X60+./?F M;[SS!5@@=N]\.K9?
3=Z"8@QA'86C6US+<9@]1K23(2NPQ0G;E3/V!R=I=[E$ MTK]P16];[8Y@3!- 0.CON\V SS5?6"!)H/S^_;>M#F-7=L??G\_15?.WO\G MJ<)LYB$Y9U@",)PP-UJY[NPALFD^F!5-
4ZI<=K)4*BXW36NK9X+_/M,3:X!, :O;Y, MJH$NQ+%R54&%SZ!6%REZ\9ME]C12M\S$L$/<+#.99U=/I']&T YH M>&Y4*H'I_[S^T;7=D<3YD@ZY/OP[?&!VR)L030V+V%9H+Q?
BTX?N-,%&2$_MT5;D.CV7+J'6'32\(X69F-]].D/NFUY%2]5Q62D7&Y?M6K5XV.B;[.99*[!:M?I*C(.ICM*O!S]_M>JW/I="Y9^?;WDUP].WL,-
C&,,/DE4&I^^E+L78>G%]4VS_^_#$;O:MOO4O" M@4A?V;-;C?W?A_V=PM;V3=5]%R\Z_O8(ZP$GKSQ\_^WJX\[O2OGJ8M0[LTJ/ MJ]L*]0[RR,GEE^?/.C[W^^Y/RU6!8Z!^<;FV-*\-
MN'+]]3O;;)^?M_L.N];S1Y<69Z\ M,F27M2_>L'5ROE^H?SNH7'C-TC$^Q]?,/+!'[['\O7GTL?.$7^,SFY)6?S8O=3]_WN7D5#L_;P^Z> M73,/3RZKTS,:=?\-K3\V\.-
G$^C?:!X%9F$;KIR:D;?+@.5'Q^/S5EBP=UK^ M^/?--[QR:D;5D^*WD\&W3Y^NQKSTZ^?.ATO>^S*"*Z=FQ(8G-?-H:[NVN\7: MYDG[K/W;Z>*54S-
J711]K?.+LG_%QJ=.BUOV01E6]38]H\N?P?[12:M0.!^4 MONWJ/NG_;C<.\O3^#*]IG8V8?M:O>KT)MY>-Z1D=_NRW3@]_>ON%_<.;KS_KIV5W?X!G+TU=
M6=BZZ+0/KBY_[I9.*Q?NT?'OL_VV/*5I8CU9\?NPZV]_N^+O+PHV+UIY7X=X M5,O4W"\=5K=./GS^>K6U>^XU"[V#]RT+KYR:^_&G'JWKOO?E\JKF7W4/ONR4
M/M=!VS2GY[YS7-KZ?+1[^N>\5KHZ_=#ZZ9^5R@1Q-S6EF^^E\I%S\NER-]PM M?#_ME]]?\O*)!&M.7UJ[_O#M^I3O79\?[1_OCPMN;__SR0@OG9I4Z^CJH\>V M>]]W2WM_"M\M\
])\WJ]+IV9U6MS>]U2^[GS<_;W]=3SX]9:ZY\%0;W.9FM:GZN[-Z=G%G[/S5BL8GW2KYR;;$
MSIH@*JL&I]V+@ZO=WQW_)Z<^>EP7NZ=&I:OPX:WZL[7COG<&>W MM'NTO35L?CBO_;*G3DUKKW@Q^'3S'>1CY_V?;ZUOU??G/SRZ=&I:/_UA_>+ MX2>%4KWPK=
<;M,WFQ0@O5=-Z]LJT%N^AD!!'(RE^(:/O:\R[CH2B6OPH-6'MFMB3G?(+$_& M4W/@<,I #'G5>#^7W;GD;(N27;AWXC;\RJ5(I;B7JKL3@>S7N,X<0[Q>5&F* M7C?6;A,)\+DS;WTC_-
*NBQ7#-!>R7444 99<@$;K__MNNWYA>>2MX0U7\C?%XV@<'\T DE/Z56*TVW H[39T.=OU8?DH-)DP-"5Z0C M7!CE0I/'Q\+ 55\(=X^^27F%"5P@>"A\:"ZKN]%UE-
(%>K"YE;=]%))9G]ED7 IZ1"#T\ M&>QJ/@ZT)L22"-'.5^N:$!D@1"E?KVI"9( 06B(R0@B0B+G'=FA"+$TBZF5- MB P00DM$1@BA)2(CA-!6TV()_\N]N9/+=3S[,V9EH0%%$8I7RJO-V\
(\(>6=?,\W#%WG\HN=^@=8?4[ MPH.F/,7:2UD#$3598_%'D!>Q5TL MA8SQ0GV]f8)G5PR:&=:)&9Y7,:S?)O$X^W#5YQS-G?A':E9ZCXU,_H)(6US5
MF4BI62OZ+6J#S]013Q,R'O[(DX>C8<\]2[YL*E+Y:-^7Y]_ MZ'TX^/Z]L%,LM\YYJ7YX57OTL?-3;XGA[HI3>';8-]/J[WWPM[]^.Z^=-$_] M/>_3[Y\=[($KO?]W5HS/F9VG;UI(?U[P1O
2Y+5F2=3O$Q)/?&;!7-OZ^!J M=U_.=X.RJW]W_5'GV/]4$DU?_P)BY7+3VYAW/CZPPHJS<\_/V"O; 4D=1I\ ML9G3_17>G>S':;4&PCI]LI\6UAL4M]AU8-!\ W3V]UJ_==ID_4)AT/R^9@
M?+KK]1>V/IP/"NV#_1%O_V+FTERE:G1S\V1IX+]=[^[3WU;MB=NWKM\OUY6MYM(5YX@&1CA)D=>R'?7EV>M4J M71P4+T^/OO5VEA<=J5WX9M6L^87OZ \;_7"'
[=)Y#X2Y\2(M[36KL3A"'+0L M!T;6.0KR,M3PHT(>5$X\3+$ MMG;QN7F^VVRTKUJGK=[@6[O[K;FW-(.J?%;\98TK[,/Y[_'0M@K7K/"&"]#[6S]%%_U.CV3@K+"U.^;&U<_Z^ M?
[;+83O"^.S@^ZPX'Q#R:UIR=62^ZB QVR\.]*O/[[\U(/=U"A%8^/MY#4LJYA$^%@BC,G+F_P^?ZT-P\U!R8!8&&*@30QGL M==?DR XYEAT3VIQ@D";YI-CU(XQ-
M,"^N,D_+\M+*1#90DJ^.0NO'*/CFG5\<[%?YR=>37^U/2Y/DX'?SX.M6Z?Q- M0NLS.ZOYEY]V+]]C*>.5YY/D# 3(=,%\!BI'-
E"8:P=G\JER]'V^>EU67^;@Z_2<7^^W"N+C+M@Y/JS\&GU"8:UJ8M3_8S')DIR;^2/ M+JZ#W7IAX'\Y&0??RS\._RRMR]P\V^^7C^K'W4+-/OKR?:_5,(LIVR#)C9=H M8&
<]2[&6P"#K'YX&8KX*;&.C>E!'#6#3^2'??/P?*O!;=.OPV+5*G:69E%=-M?-OS_OPN7/Z\LCZ=#MSWOP<[OZY/+HL%:G5Y+N3#C-3P:2%]UB#&QHCH==#] MC/?V&X-
"Z/T\Z>\=;]4_7"[-5#K^V;VLGFW[;.\>%7]?#TK]O9_MSST446OK M>4:W9\U%] 55QS\E.K$Q4KJS^^W+;F6G_?&\5CLX_5TBY_^M*D]/Q+X9/Y
MT;W\>'6T/PK+!\,#UPY(2FO/N)%]*5TC*7UTV&%C1/1H^_+F1QA<;1?"^LG@ MX^G!I_V&MS01/?U^T_Y:OCDYNQKL?=LN?][9LMX7MU%$L5U%]ZMDO'8B\X ;
MJPXNZ;3MZL,2&]QJ^*G:]79/OQQ;NQ>@JEMG_;KY\>/2 A7#_>]_]L]\.+ZR MOEM_OE6^F7]*/BCOXC-C?3K\_&/RUWVON:9->;W M#YM+,\L*0>UD_^/)UV#W=Z?;NFX[[T?
```

G>SV4[.>%[=@\R7[96=VG!$$V6+@K M^X6P]?.L>UC8L?JGXYWNCFU=+FW;MM^?=G;^'-8^[?ZVW?)>[>/.T8?+$Q3N-MYT7VT,*]6<+]Z-C)!DMVM7YZ\ZGPH5/9#7^7?
K7&'\Q^87F'&S;Z]A(NLND(\S-V#V M0B$^5CW=YP]7IR6V#!)KNF';YDL3V6PXQK?DJM;9K34/=LX]M[7]:??(Z_\: MW 3%^OFWI;FU;NNR\.-[8_Q^]W?G[*)9"T;.E36Z+)8ISU1X>
<=R:-%=9BIJ MG07W3]?]L1?8.[W=5OG\H-D_]2O-_O($]]?@L]TN\?;5[V_?OSA5/]I4%O:ELC]4#C] MOL6OVX4C[^?GNLF#_5_[/93=FI9=+;O/G4A:9\$M!/W1K]*O^L?"@!>.+G\V
M+X87/Y9VXLJXZ%^4!LP:%/BOX7GGY(_U]6>;-MW&R[26*3KQ3\! LO[]KVE=-M/_W%^?C52GH3WZ@2UP%\5]6O^6*3#]X-7=_")7_K<1O(>O MY5;'M5WOK=()ZHG#FQF/HU?
G:UQ%6DK5?$%%TI#F/%HP@X6!;Q2, K[W'WBQ M^I?6*1]%T% P IL-??Y6?7BW *+-63D:PY;-QFX8O.U:-]Q,+I2-JS"A)1N6(='E1M#G1M?R_,#X'3(OX)]A=@VTD'+&B!OAT&0!-
^FJH=!M1L=FOF!U M84%(V\/E'5@?9CG&$#/W!G!/FP?X)(IW;0YWP-V61I\:TJH&K0@@-&\"_^9??AU?12SUI!1D;2)2\VRN4JKUUVRI729:5;:5RR6K-R MR=K-0JW=KE0ZA?
(K\59QQ\'9[M?2U^W#[?W=K[N'9ZT/!ZV=\U;KX.AP^_#-M?/WE1^N@=;2W)V]:S%)/924FUKZ86/OD8IN6/X2]\ZWE4/=-VW8[5RG-$8MQ MO30K$_*D
=]*99E8P:44%EHI+_(K1.)X<5%%%>OO6D:\R :LLJ&6V3C:_8. M8.%W#%&-&M'AQ\.SM0UI[NM\R]G=,G1\>[I-O[O,FYC12L G=/!7?O_,<[Z
M;NCCR50Y8_>FPV%IP,#"UC../*,;=^@XK61Y7/CT(6=Z\WBE?P# MZ+X#5ASP.//&!CA@ 8'8+FN[F1S+#SO@EI7O).NA;#G,Z%K-A5G*6 M/CT&WT'R#1(/XJH:H(^C,+C M0]<+\L:.-
'$2KX&_$I?DX.^.'.+"3E[D\1[XOO@ECKT=^O!FWX"QV[9KGN5?F'>./>Y&#TW M1K_^0:*3:GPCCE@PUJ#N-#/T5?%=^JG-K.F->-]L%*_9HU#<.#DMR/+ MGGKR""^4W^62%QJV=
<7M.;&0Y81\UI/4-6"CAG:@+D 2^A;(&O.,6"?X$1D>-MF9(%(O8Q&"$&MTP-$/8P) %T!H6"789G']W/(_HJY+L,V RRQ$!"Q32E&R1 MA =$!FNJ%-5+FV8"F0*A'
M8&W%FZX9N"&A3\K(=GWR10;.!%]D;(23HDZWR_>ZJ%;D]SZ(KZU&B4\]S[?R M1HMWP-,*0-3I/MA"^LR!L>W B"VA]UY+_FGM[DB&>0/>5]_J]$G:V34#QB$#
MR*'GRNM@+_3!26N#.0,7!>G=C.AH\HXK=,N$S3OY*]H#;\$TYAY^FOI9[(JD M=H'J_2-8OOWGG]%HE ?RYGONM=SJ\@8RA"(YLFV ZR%G]U]KWDZ+\2MCCW4" MUP/CSOI728[/
^1\6%%8\?F/2"CSM#;?Q@=.J/1<2B;C3X/ZNYPY@$"Y< M+I404 =D#:8 &X"\S XSPOW#@^>/Y1+2(@*WN&+AVKS/[&[>P&T?V;/ "%4?EL8,:8^V8&Z*M?UY>UM2)MJ,Q@XJ)_0\U -
B]TDLFHH:@-(# M5PX?&,F,.[0PH,G%M MB>42X8JY&_>,4!&HYD*-% D8$7&$Z$<&D@82O P9#+07S8\B-)D5:KHGAY/8 M[$%*%Q9ND;K_
?;ET34&R_EH53L/$(=4HP%NGC"OR*=!.^F:M#HL%OGM&,@'M%4)!38I/)0TU+W'"@_RQCW")\C,97O%2R_@66:EQ;PHQRM"#AX)QA5+F<[_"
MD,8R8$;"B&2$@85"AI&=/-0'GAOVA%G;M5G/[UO#E$*?H^Z>4;^C8H*B (4@&0WF%RX<^/:?U^1Q7 M1:AG=1D\W)9!13^6[VL.,F_CO5=H+
]}ZN*QBQR2&]!.&4,0#IDE:>LH",5TN#"K!RZ2"X&.T FTT M=4#[Q43Q L>&TI*DJ;9Q>,@Q&G0/L' M#Y_@&]NV"W^=44C\$SS#X6-EZQ!+^4!%+L1$V8V:O M(ID3[-
)_\]4]I088S+3G4/(!5+8[1';&=/-89!TZ:)?A O3<+;2 T%=U!(]W MT::Q!;,?-I/Q32)39)KX/'?(3")L'#:Z'=UT$;K*3'AUZYIS4WEPX,!(68! MPP'/V/I#^WZ2#V,+1-B$PYXG]BS;[0&AK
[M2=3H4ASO;'$J-1]]ASM))@C"GN@?^I$$=LJZ)-;0V%7 U!;X)*&T+*$-;H1-3" R&&51.\3A.,6!^5%[@.0T%X"I0I0\%%OT9X M9$+%B]?C!+JPZ;HX;C"\03#I&&
[$!*4[&'+P1E'JR>]!!S]OO!^GY8X$1"0H MZ85M3X1]HYD&XR%7W@45E9!R90/XKN.Y(#B8;\ W#*QP0-#/[! MKW"(W:#Z@*4%=TJ^%SX=6Q(9CY8M\!\Y,.1$>MCS#EOK%
O8Y@>1!2;M0]EN[2",?4$0DC5,6. Z:CX)FNZP=B6Q;V0$QB MD10"D0-;W"?S#+WE;I?B.\P:D ,K,TC&#A/=ZFC7H1[%D8,W1_'1J=UGUGY[
MY,@CFYL];JQEQK6L,ZXZX_K(C.MBUN!!5]1,I-,F,@P]4 D^JGF*^)#'!+^(ML$ HO*C@:&XH^C#$>D\4'PIU2)>"]IG07!%. MBF GW,\MRJ0XT4T))X7N!T8E2CA@YS-
TVH5GAW8^/0E-.7@P_,GL5%P$-VO7 M9.,HI"G>F0-7TQ;;)H_B41@N46X$Z]0!P9X.ACX%#(#PU=;&#*(PSDP$1.N M9WI7@W4;Y$3-&-9\P8A)! >35$)9QJXMF@8F!
[;P/!C,^Q^>VS'X@%='KN2%C ,98S)7*M1QL M?X*D-!R3@^N$*9(H5!8GQ=!2"0+/:H>!M#F'?3=PP7<<]GU\;9MLKBC9U+7! M61->DH@4D\-
!QA7NF1C5(,,)+533(6)]O)&)/X,Q1]5TZ5H+[E)%GT_,34U'X,2 MYC*P(XR$:YYP_5U2:'8]D)^<+$9*/GEVACRCQ[; Y_ 8R+?XK70+]3QGN$
M5AQ@#+1#D9%1/!N9_4H_#:>/>I$[*/H?W*V#8.L'Z" ?=99*W7XX^*%2MYAN M)N<#E4[?I?OI_;(R)84K ?3%@DEAV,F (0F%?],H)Z#T'X6T4&T]K_Q.B6]]OO!21?
231;=^7\$MWV^;WA?6 M#4;=10#89S8&!1(WBX$ABJ#,84=I5A5Q05$!"WQT EIG4@B&2-5'H5!,MS6 M_RJ5C38J<)?8#J2T!HQ+EF9BOY"E :3U9B>U7I/1]^[W 1Q9U(ZTE#21:?
STFIY>;GKV9YC!$_%Z5C M):Y9>KI5%D88VU0XH&*MQ[%OLL12\DFJ4ZHSX24EO<_)!8'=3WDM.JX*T56 MKJR7$$^11?VWQ/=11)#VH6^
/02FFT]1&)XHM0"7S+:YT^.I#*^H=I#E':(N MZ>XB$D/5CQ@'VS+Y*6M'3D2/!&CQ4Y%*@RGM88RW6-@Z475!]WE!]/P<*1L9 MWMUV.(X\X]F?(R'J6MC817%^C$+#E#[
#D)+6BID4$^4E^9FKK3CX0'2LWO# M.Z'PIL(!7#9>E1^^IS0AQT*>Z8X;_&T''HT#(010_6K&/I5>\A?Q4HE5ZH# MJ='S8)YR ?XJUFNY9KT1:]M9[RBC?
2A%32A8DXL,$5F'C7SU;Y&25J, 2<(" M&V%.!K##^&(4C5RM49__KDH\0M#O$_?7ZL4[1IH:1^2_XD->XU/>4+Y[@+]H MB\85Y8@Q4?
%:?/]&I3%R>$].71VP&^$<^E1::^)BJ"V=]F1T_*P_J41(+OTM MC]37D[/(B\2U H&]H=VZ(L _99(95'.P?$GGH0)(AAO1R9=+%DVZ:MR$]!4 MPN>C[T6BB'Z.+,UM\Y?(
.^^/SC[L!U9G;BJKXO%QAM1*W OHOQ5RY4+I;DW ME//"7YAX;5S0N1\9VPC8.L1+X(,;"@8[%H4QL%!]_/O;V\?1H ? >B&Z]RW.
MU1AHZK##N"/C(06$AZZSA<]6STQ5$?:I/B*N">$B798>"_1-3/#N *1(_D ?E M8(I-1O+1L)OBPN=.RMRSP>,65_0P4B!*VLT',,E=(AH$,]@J3>-&*:TP$3V M+*R?B/PG3
FV2;$)0S61HL:,/5XG$V)BSL)I]H68)&,>OML-*/4C&@5$"$OX MA7EC/YE2BR<-[R\V\\V_B?N%M2Q4Z<;"JZ]%.)W0!>;!)0T#L'JF'BJ"TJ#JP,$XG M6L5MD7-3A48JY*M63-
WLJ"4H%N^U!J5\)5J#F=VDN 38U)$857K:*M9%LY7^ MP"2#4/:98BA(2P$9G9HUZF%XK:AV=;M=+!Z>OY#&DELQIRKH$4TNRKBK='V\ M+%2E3DJ)TM@^9K^EA)$?
(RH$9("2=IB8=@\4<3;@JAU7A(4DWXIZ=9(S"A]>M8Q3"@935TO2XKLC_RXBGJ'123?FPM9?>W:-*/*Z1/HJ*(Y**GO:-_%HF4RLZ MF;J3]8])IB;A)(ITN-
K"5N4!3M8,^VLU*O64]T)1PV'LY^YPQ]72V5%M%2+* M(%OHHAGM135M7Q.VY7TLKURR 4RT4T3>1]1V$+4$;7? 40$5V:6:.4I6JXX3
MF:A+CE):K0I\P5&CC2OP$A:OK%*GK)@RX?$-$V9]3NCDN,]BQE,5??/J.7*/ MHOG>V=/MN[.*[PU:1[DYR3S('Z(&"SNB:)"6++WTOPH"N!2=;&J+CZJNIKW)M7= M Q*(VXRL!
(AAA'TBFDIUL["2;5*+P26,WNH556E/3;>".D0N1O14R%K MAV-I2(S^G2S-])(UXOA*+GC]6I1Z)MF8&O]5*WTZ:OUP%F]X8E>>((C2-5$1"%Z2)Z%968I+H;L;Z.8R.$> 61^";1
G6KP9'0 M';"6L/)8/ [F0HC5!7Z"I+(W$U9RELC?#2%AJ3X$C)-[/! U<8$04H^+RB7D M,BQOL/GT8//&>ZF+YNUBPL+"R0B,1*"LF4/MA4W"8Y&>]),(:8M]"8=])%SS
MQ/.Q4J,+ZZ]2G>IOBO +@K#<&?9(5-5$E[(V**DPF(2"?&[8NL2%\..# MH.+DOT\$#)U_"IDFQ)((4ESOEJWLXO6HB]5BY8> M*QC%2KZRWEH4D??DN2--6?^(!?
+4Z2:7R;XI;KF_&/);!\S"[E==EW&U/< M,F^NR7,3TV=8[B M NHP5CWOOQ8Q$U'(L(*IS#G.>I*FMS3R&*\)\>#-HAV)5=-U)?Q<7_V\%\7/ MJYG*
(OBY5B\NEIMG'V6ON5ES\Q*XN5C-%6M5S=";H;/-T$89&[03;?_W8N]R MHS!%X36(U7Y(M.O*Z &=+Y-LS=V $-
L2W8"E3E*%>A9E^*^=V%5RE6IUK)];EEVM&C5\UW\AEC1P5(M'EH\;K47%UN]]<4C2^RBQ>.IME6CM(]) M"'%T@8[M/L@U2O%N&7C7=$.L
5N)L"ZRF7C5UM^*V2*]4*.FGQJ'UIU?1_ MMK:U54]L\4ULN6IAX?:89G+-Y*O.-^?JE8I.GVC&7A/&?FQ/1+->V9#L2RMP
M.U8U;X;86)RBQ]IY>G/A7<^KIK'F;#M6]J67%0=UU+I>.%Z5UW7PX.B/>:(4U/$0='__M]J1*X0WK@Q/3@:WC':RH1#H/3, 7%NY\;#JEEU]6O!IV7L?
Z8UR(8FFQAXF\E%#OID]R35FZVEQX!>&F M4UJSJ*P97O2XO MITVE7IB.:&@YVLA*XY5MQAE6BKEB7>='M21I2LWD&\3D MS?)T8X%F<?@,'<_OVO:5T_??#YF"YJ_1+?]%30 #ZK
M%%&^V.2#=T-7U+.]];C- NN:*XI@!NE5:G"QQ[?5<6W7>ZNHHIXXO)GQ.'IU MOL:5,U2JY@N*TL $#H_6V&!AX!H%HX#O_0=>K/ZE=8I&(7@$1F"SH<_?J@_O
M%L#1>Q%NE#/-6!R:(+,<);,%S %?PKBFFC-?CN54#0]7P8"-N5S]VTA\ MC@F;(OI-5F+%I QMV;R+M1QTF_K.DP4>XLNI[?;5;4Q5 MLQ;0%4BOEZJ%9E(
ME;";R'9*F$W,Z'N\^[]7_SD[VIFE(.X6\C.22%#[._K,((?\2F[#Z^FEWK6 M"BYF#1*SL0)@VTYJ-FW7-B>7]1@OTRGW0SOP<99'0]CQ:!^CR2U0EBP'Q#U MDZPT3;/$8,
[ZW.C"7NB.2/^)+9/#Z&"C#?KPT>8=W)_]_+;I 5*$-N5HW(;) M H87&P$\";ZV7-,'16W"_@/WY5#E>MSWX1&@4)G]{++4,I!\O!A#@\,G]G< M?TN+\(!M6\P9>5_R/7)
1W".TEPD:&A^JB^$E-$W*6%,>![RFJD-G&Y*RU3@ MJ:%&IK+8S.^5/JB6\I7:/-B)Y^.^U@62*:VN_B;?Y*U09F LF7U7B0K1@'K)SR7\?[J:2THG<[[DQ!DV()1&B>4="31-B
M280HY>M:-66!$(U\>6[=MB:$EHB710B]1V2E$$%HB,D((O4=DA!#@1S0U(19' MB ?6X]WI4"]OUHT'S/I97=-VZI')L%<,VIY.SZWCVCCA_[TJO[H/ M(4N%?
+TXF39>:MUI8UY3^A[K<-:WO('SQ]C@_,HW=AV3FU.K_;2;)+=ZVSUU-G3__]0+Z=[Z^ML51_"ATN5]34S,D/ MA5)E0*06^:CK_G5;6BU+4FMPO M@]Q:NE\4N;5TS[7
5D[NM8]S[;@^=7$LUG!::RMITY T:K7\4X\ 7*;+^XP$ M7KD#^TP$KN:?"OF](03>5 FNYY^*&+PA!-Y<"5X@@5<0B9HD\'I&D/8]U_>- MH>=VK4 'D3;7S2R7%V\1;0R9-\>]+%?
R3\7QV5PR;Y TE_)-3>:7(,T+)'.V M8D6+,9N6.F39$>WTGGI\LPX.95K:FOFGHNMKES/3!*YH F^V!-<7;Q:M)X$W M58*KBT^>K:'ULVH;[@O&C+J>.TB
KNC@T;W=S0R+Y7T%\74M7WPJ*O8+]$ W M@?*%?%53_D7*/&R^FO(O5.87]>UU(.JQ@:B@SSU$'4'W'@M@U%OWNIPU&H/ MK7^7;D/1KN=JC_35Y-
#2D5ER;*!TZ##*HX&*\7^UJ:T]A_"S&Q-/6=*Q)1N9 MYR_DRYOF<"V?'3:G'J"0?^H)1IH=M';0[+"IVF&!%9[9B-$\FAVR'LR9L/X. M$-6!^X$N,%J/\H0'!$Y+"P^9KR=-
,U^1H&FJY5335,NICG(M=A9G;L!LP]W8 M^-:+KAUXK*>R\-]>C>&"=:PC>"P7Z%8UK0NT+M"Z8,&AS&S$KM:PON@U%G:_M405&;=YU/:[^"MB-1DO*0"W%?EV@ M
T1/.&_DM9T($NF T%0!1!F$S73#MLVS(&TO)V+T3&<.;)M"_F*INV&RNUS M-.6O-6VS+[>9L8"62^<)2^>?@ $],E,VOIAAB#_Q06^M $C1F3Z5;J((O!BS M070Z-W-
,8_;AS<8MASL:.^Y@R#RX("'-H,^-^SUK]MF S[@:MT\>3\7P7GMFUW9%B:O4WZ8NW;8^SJZT1K-.[H>M;B-#UUN,V"ZQK/O%,J2+I MQ>I2U@9W,0SXQ$27=YXCSO"^_1XPE^C?
ARM%4J^14JQH0F2"$(6Y^3]-B"41 MHI&O:$)D@1!@EUY(%KT'%M_/)_KZJO'FL=%/.5XDJA#AKI/&&'(PS0 MQ JV4R])+E@B893(ZOSWG_8BF.4NKR[3\K$0WD!A66?
>F)GS6Q!WW+5[99<[M]#ZQ^GVB,37C>8R<+])EXJT;Y'ZTF.EOIFOKA;[YJE"?TMUP,+VA/E)B$UF MC$)SS1EC>JG'>M@*&>:+%0.@95YA/&\U8889H[SF?/&,^N+9K480=\-?
>:8_INUM0UN M+2=?6%3@I=%P^?IZ-@T?IRQ7W>:'AN>D9+ NF?*FU8];S_6L!, M1$7E)APW4*Q4?&6 MJZ5<99'6@G!*5DWD13HJ2QWXCNL'AMM=L&?R,MR0%6/K+!#*9-
HQV33?B#*BK9U/%JZTV>!XN M+A4;N5)EL;IX-7#)B_94-I2+2YNHBTNE)C@R"^3B%=12;E)Z12#%##VW:SWZ M3#&=8=FL:-
^&9%@JC5RY^=1S<72"97T8=U,2++5"KE)YZKD*.K^R/HR[*?F5 M8J&4*Q<7RKDZOY)ISMV4_$JQ5,HU%VDLZ/S* MP?2%95.KRP&P";T8[Y2'D9 M51MEN&NMDR,+08]^
+Y;MGEP/B1:5GFP\N0SV%:;VOA[P3[!NG+??-2KK')? M*;_P>JUUX#+-C46G'-8/QZL+)('5Y!0>!'8_D1VRX&W!&]+U7PI-;)9D:QD:_^G3.Z\!'A^GW><1W3^!TR+^->%F81 MJG]G
M5_YF7EO#'S;95BKEDLBK<5\\W$VP*!#>);-\;(L$%X=+: 46KFQ+M? MXT*6"N]^G'TP3DKT"7U3?/=F>EQLP(TAK)K&I8C!W4&/S@\$,*='MU=\8C M !+O-48,4SP6+#=0SC
]ZYH[1AL^<=MJKU@ MM)EOP>1=LD44G';[R- MX2,.AV]3G'<;"X=.EUV['AUOT?6HF0]>ZP?^(OE._(D/NOL@C],A"A3L%\;N MS9 [/M_T\S? 9M, OO%C]?D;FA :G#
(;A*CG_K8ARP00I^_D1%"%/)%#7*? M!4(4\V6]66>!$'5](DTV"*&MILP0HJA54Q8(TR]FB6C*XM608 E\?IK*!AZD\3]IFO53! MTX6CD2^O]YZI#XC02E,KS>4Q1B/?
7"V:CE88B^:+IYPH4UW8B3+:2,^HD7Z[M$GEJ7"?#6F(]SR_)_%FVI>25<] M[T5-J8A2Y4V 4JG6<\52<=-@UY;/VR+FL^IY&_#?*N2ZG %]MABY7A&^WN)1 MZ8JY4F.!(-K9T-
VKX.WBAO"V]$_1@&P%=]9^/FGZT&E[8NGA& YZZ&U8QJ MF'(SO]#35=8>!F_5^?HE.FGK*FC+P"E\#J2KA7M@RQ6TA3E0Z\EW=[5T997O
MZ@M&^5MW!;_.*=W)>YDE0>K^86??[HJW:=1.F:GPE+X>[EBK4H(:@) ;0)A MK9JK52KT,^R)=X.X34#BY0R/^T/>P98F>YR;!\?FWXY0YDZ-_S:8LF#B3F82 MQ_J])>_-
&HB,IT6+5L3GSD)_[JQNS467*K'82A(6:Y-]5/^7 MZ@^+@@0(=^9Z;U6I56)6LG*G1$+8XUNB_8QUX<5OF3UB8U\IKF8^.GKS;52M
M519,E2]7_S82GW$YIM82H=02*Y:"2I.WI='2U)=WM,%)P@3N$,L%$+MM '_* MB55 UU2?B503LE5.Z%1F]#W>_=^K_YP=[$R0HB[SEW2A-!6T\LBA+:.%DN(A]8-WA5T MS73?
Y'H6&*:G/-5&N/S>T8(XP'Q]<0=>#!+<2GBCO-Z\7* WYZSOESO$]EH M+M<(1?=9]V='K>$V@SRQBRF6Z=&4,C%&F%L0*%\6As=!L6&O&T IC<9!F ME85!FFE[-!O<&H\(L-
X;7EB-FO'Z#56H0;-.G7BO2/T]VK;LT75=8N M55E;LLK:D576&NCL\847JY[W@D!C5L.ABP=$:BRT);*V>OJN!"]F0_A:I+TW M@:_+Q8K&BM$>_,4=JE0U0A?
BZFS6O6\M<9.,G:COO#.^%43>&GH7BN(=FET MK^>K0,\R\,9=1=L9U2Z%1>)N/'N"=RG8+VO+@G<5YV:6!4N; OVB-=\ZL=W" M<>S77?.M+?*:UGRKUGP:]&I>F0,V7@@
M_+4NO-#IP7OX::$C;@AIH2*/-/*.KKTF_5]1?3Z A6=X-8$URE#V(EC94#\:V/I0 -<:94BC#&T.W(M&&=*:;S6: M3Z,;.Y)R*! E30SQS0"4!)R:P=RBWXK& 1R!$.XC$XXR-$?.-
UX5\^NIYOI4WNMSD'K-AM5@0!JXW%EJ#(>6 ROLAVW?,BWFC05@CT5?_8(OX;/D4,!1FAXG/-;O,Y"3 M-D$6(081=WR&W1W1H[A%B$*.&QBPEB$\ (%U:+$P*Q5Z0]>'0<#?
^!T(3:1.]WQ>6$7P3ODW!*]!CP5]OU_47B%CTC_P)K%',2 M!.HA[%NJY6N2?RNE?$VS[WJQ;W<>^[Y&_GTC%W9I?(R=-@DN8YT.SM.GU4M2
M'.>*/WHF36\$9#"V6SO&F3NT.D:]4C!P'RD6WQG_M=+9??RL@+^2 %_PS/_^ M8_W[&N\K%=[AP^ Q]%?QW9N\<0XC%B(0I)Z0SH*/'?X>6 M!%SC@B(PS#XG=F$S:>3WW= VC3;
(C(\,L.7WX7[68Y:#]'*P"B8'WJ'' H&8 M#\3T\\9%1(0D3X#!F9&-[3MF>]03T,IF?FT,9H49\"G,;>9./A<4OQI<>OO M_,2D.[@%]R13Z!O_!H^PQMS!M@[?4-
T]>'8@&$=WJ,FP)Q@RPY-VX('@TS& M#XS><6W!\XC"'MSHT9)VPR#T.'P!=/PC)@G#GCFC2!7?>=_>&YZ)V()G\0:"]N2PXMN7M/2NUZJ:%>M:F*,=, M^R('[S8(8GIC%>&8@G\
(#D>N*,K1]61HQ(*Q ;N(_JCL*+N[B,3N*"GB>%] MQ67)W0[%BT+5:BL$986[#%V\ []E,KI&,'@0<[AZ3?3TO+%H*B6KR&Y?F2\6 M*$X3F(?&N<.&2%;CE/LPO(X,P2\?"+
(EWHZK&@UPB?+U(23@S#O4V(S:^QQ< ME+"@NB%=G*:TT*V$3XI+3A]P]X+]@^/>V^,.7]KLM22+B-UB0H72T\,]C ' M_5;@Y&O7OL9/M@M:0F&@AK2AXL4[H.>LP-AC'=
(:Q)Q_%6AGZS-SSLC@W7^5 M*]E"K0I:5(UDYBK 7@:F*4*3HO%D_%6LY1]-6HS?2C/[JUK(-:M%?)!X)SU3 M:7?Q.*7B\\9[L@IQXX$I*"-*+@Z"G,(L:?
7;W+;XM3+!X%I^8_ETR:T30WOV M&HR @?B#?L:^>G^2 L+^NV:637BD2%Y_WL):8!; EN&'W:[5L7# B?,U1#]^ MQX8=!".5?<27'<"??292 M36C)_6?LZ.=F;6UI&T=UQLP.
[4IR*]@8R1&!K';<0DAUX], M!O;O/7@UO=2S5O!9UB"Q4Z!Q2@X;GU2S01^8L@<2'Q@P9%\X8@[P/>IT^UHJ MK@&\J ^^M<^Y(7V1^2[,!]X.2
]L1WK@O>MY[@A53+1O2D<&71RZ^%Z/W@N% M!C\5SLQ T,/Z5SX,59L[>K,J<.8+U[O"T4D;856FW/:\G8?6>O8.(C;*D9Q$ M1QHZM/?5RKE"M43W_M4HY.K5TJS(2A^V$=?
#R++A S^Y#B,E;XD=J1WZ:!&" MLQ'9#N+]Y+AT0# [+(2=[XY-R*% #&TSRA M (75OH^&!F@2[LD>XPB80-E"B7-A+M]WMN8=78SG_&:G W5[_%VPT'0:\V\ MQJ6::
(E9$61>26,79H$0Q;Q&S,L$'8KYZMSV0$T)K9I>%B&T:LH('4 U:8E8 M("4>6"5_E]&:W>[I9]/!&X,'T<@7UAL;Z#[X?YK?UY+?EX*%5RSEFY6UEH#G M1L=:-FN37>R9-\LCS:B
MT!=UD*\\YIDVH9<@F>O9/G9G^<W^HO:Z6,G5"O4W:^0::MY\NNAH=GBS MDJLV/M.LN=X^BMH:9#>-]D\VR(Y;] ;2+6/NWG);RI4;E85O*:LFKN;I#710 M[F\GY F;SHHG
MM_!P0F.AT+N:Q]>=QU>;Q7D>'J=,]*Y_K0LQ2ZA_5OI:6B 7X82N?Z^(S285UT!'(%#6GW+N&X3TM9A-$0-9(I6"G1UEALB)9&D6>/C
M]0G@)P^N<7!HS+#=$0(NJ7%;#O7)14A2L?TRV5F)B$$@.P*^R97-MP'!=*D> MR1]G'XR3$DUA\? 7]^2.@RAUN7KNN =TSDRT!><^^=@)&N-[1 \IQDP4I7PD M%?
F<*1$!$%#=#B0R-Q_%2NY;JV>D\A:")\S8)8#CTO IV"S->^[F,(V)Q' ML K$&(2=,^)M'U29P$]QN\$('V5RX$QW*-&-?+P'?Q^P3M]RN#(XX$P#Q@5Q5GO'E42*7#6H"JU.P8E@
CA%?!&[''W^##T0&G[M!/H0H/8/0;+\P.U10J> MWW"O8^$BK(@Y[X?*L+(^=!=W1!/"**A?R56*E?D@.@2 R"0D&0+HU,K5F1 Y M]I$0(Z0T7**8D0CWS!?M[&2);KG=+40I<-
M@G4H<#87L)QDK;QA+!HM]EP8I M1"4:(*P>6">3B#L$^B-M*]*A<@@*!RS@$A!@ !M)#]>5!$@2+// (N@?!I:G3-MD)7.:$>,A,B40$8TCR0Z4P=4/XP%GM?AUC7RW120P^P-
0AA@D^-/#EUN.M/C M)-,*_J_70X_^_=D)6F8(+!8CX(5#XIMZ-0<>C0"4L".L K@[=,0#<1]B;;EZ M+H(^"HN0\/1N?P/:AK&!!]^K-Q&S5$OX.9=<1K50 ?<&0BL!\EM=/9:#!B" MZY%.
(_5;LFA)XRS"%$(.9AA MGGYW'&E1V%],T.,);7JA;L#C)LOH#[!I??8R)%8>,$,;=Y&&"0+-0#X6HC) MQ1 !&72<PYIAZV1@&,*4&>7[,W0]NWCO9.C:$=^K3E#(=@"1(%Q)!PJ8KY
M:N%OO+64!P9)/+BM0 -G@>EVK1O$F>[#8SBL^S7WF*@:L-P<0DB_;LL!P&LE M?A>S80*.@LGFPB# T2N(KJ3AX,2[*=D*!1H<_%*@X3Y]E'?LA+,AA&DUQ1LC M47L8TEVH3=B?
8=@CT*^5)!G>;CT5_76)4U813,@DD.#3TIU A,.M_T8A%J8 M+0I96(QW&ZPC+@Q'\OK(!AR"BA!^.ZDILO,EW8%/!W@2*NN,\B"# !K9Y343;QNO0(%3(E.:HP/ ^Q
MT=5"P3S)VITB4#1A8;#-&@D.(8#]KD=@RL)0Y=-M?3;)#A0$-EY"&YIV0X+"53A5T-L$>$%86 M+@?"8UE.B$BI@67G$D!N"-+>X61:5:K)Y\6/R2%^]=1$"7H4#6RT_*?G"::=
M#U3@C@%S063@U R0Z6%8 >GNUP0:*S826MV4IC%_A0*]=+XJF>5,O,D;![$A MGU/[D9@*N5.SGR3AUF?-*A'>2O#M#]@N<" #XTP&V\[D1(Y3+/SZ7C1_,T'S M>JYZ)\T-0:?
DJ0I^GPDY2,+'*_\29!99>Q .YNE@L?V0WP/_+Z<\&^0D(4/ M2P^@/M@25 @1,N+RR_6"88RA4/$GXI4D.] D;NL=A*DTD.A^)A@N;X M @HSC"R?
HL4()2C>EH@#PJ5)1.>#+KIXN!>$CD)Y5*],"T81SXB%YXA&V0- M8&-D<#(^'K QZDRF8M4=.C[;G-XLGRZB&7-V7YCTA$18@P%< DQ*L6O8*LEE M]F]_AA
#G+F=@A=7R^:I@)P(3,2T$$O#TXB:'75.@P]:R<-!""AW;J]]=$17 MR,,8(HQU9L+EOCH214%)U=4$IH&(99,,+DG"40XC+]4B'ZTS$AY(A8'V91G M"B"M"[<'Z5#
(O@*HHU37Q)@<"8)_!'< L&0\&%KFD*!\5/(U3/W7X\3K&@;CS# M$81>?/0(#*D5DT1WF/(EWZ(MD<\EM0PN--C(ILG+L-I*7Q[.@"$#P4()9E# M.3%RU$[T\=8WWVM*SQHX?
HCBF8W"NQ(=N!C,\]S",\G&'<&OOEM<,PH;O@6 MH3 ? LV<-W GD"=MQ HDI@V*8\[HNR/4#CGC&O6ST@&(P2]2U2C"#N@]7#.T M+2@*&E@8U 1%DC=VTA"ZZ46&-1)Y<-
JC$_?%9Q7C WL>)K<%-<4A2>3]H96$ M1QEA:%@9F32 D0OJ"0?#X6NPHSN)O2#5X$U9;F,/WPJ$^M?PKU.4!C"")/RV>+!XT_PG'S L$$0\. M9B=TF1&Q4H# //)7
OX<2);83EA$JTX@!HR,Y!'>DIPYJ#'2BX,1N M\FEHVIB.S%^)+0PWS!Y(C.!5(\+Y)0<;5:$Z.,Y%.[]=6W2:, S1=*O8R;: MCYA%ON65Z2Q>XK6D24BDU=Y&Y^;DE'.(PT4#BL(?
OM5S+!!Z-.B52!&7PTLQ M:I\3!A#"57MT:^(&3#R%:+#9JSP#)=:RK1C->T5Z_B)6X2G+!S-1[H"/D,.4 MYC@RBT.ID;R0*1

O)9ET0!1:IP'ON9Z%9.AQM^>Q89_^(!NLC]2RE6&,HHB$ M@ZLI:$T,^Z,G%H1]@3U"RE@NR"W/$>!BPF- 6(#-1VV$*(_DX,DZE M*1:?E_,^U@V9,_ZM".L!,'NF,@.5
A63(>&2O^/S)TU =>;/(TP_806U?1"G M^+BVQ>>W[\6A.YY%I8_&MHA"HR@?NS;NN6*+WH7='B>]-$-%.FBIZ'>\O F@ M=*((^;E#=!U45&CB+#D6STNF&E$/BI-PE
M/%ZL2:61B<*8$%<1KB K6@4O8XE$#X3BV*[3BD2?*YE!))V*$Y MV,L#LM(H]$1F54[:Y8DPJ8>V>XA?=5PPDT0D%BLT;)O+(TMG%YCD$J=.SCZ0 M<7*J>'. KHXX!S6:MNTBSU-
=2^*^2!'A1D/I3$IXI6:+FVMBXT[8$O3TV%80 M+YI2KDGW51VPB%L_CB\.,'4LKQ,.L,*APV40-[%K"U,&/2/ZA0A$H5+0[DBQ M7Z'9$]]?M=T0B_0\;XP_X.K%A_?
=PARIHR)A=":63K$A;F:8ZR*/F>8F@UIY M+),19B+1B@L%W'4;.(?37",K/60=AQ%]8 IY+&G\K# >,FEDZJ>KXJ%5 K& M29Q\R\I0U'5YG0 ZQ6XPLZJ(KLB=C7BM*
(I3T(U:\L)=Y39DS0/E-F32,]$ MIR[?HUI:<'''V)[DL3.3T>")@>;8"KHHH%Y+FVXX3T@&4:&>A^M@#J9:|@\+6YTAG M="T;2Z95UJ.UNX,7?V5>IR^N:H@RK3<8<'CP^3E/VW>4-
9;X!LT DA,"7;9-7+DM%5JFTS6ZYP,U7PA!:MG\XO;CI MU4BSI2#_=JUQ-P/SG:_ED_.MP_/#LZVSPZ^[6X??H _O\B_/ART=KXV'/ 6Y='D!24QK MG5Q; Q;72*RN$2WO;LO8?G]T?
F9\W3|]O'MFG!ZT/|\N8H7;#EA[K]_2YI0] M]2S_*HK+SJAJ2\:W)@.V(E%'.TJZ-$G9!;CM3!W>K [%4_DZ"T'3X N_A N M&K]##-L'+#H5';/LZN^$L2\M1+'KIN?D&Q@KA!E69O-
HK)/[/DJ"JOXS&G)X/U,+L=6/>4'B;,AMW\)M)T0VPJ)>4?:'B3R'R5CE>;Z5-TPT+3W_ M79RC9 GZ4OYJ4J>E,*R4 ZF"V8G@N0@M8D$2!>A%KC1.%ZIX8SFY.'U&-VV M3
OU,PX]CK8.I>,07VP<<]^5;JH,6:9AMJ*325&I!W+ L@##IOJ'+KMV/1"V M<7(>\5"E-R%BN3P"\V*38O)W8NGN6K:$@$OO(LJLQ&(T/V5P#V\-5)SITJ-" MU1TD=I7XJ;*Z-
.YBBZZR7(18,RLTPD'H=+@-XXP5!!O0B+-!J-?E7T7 M)W$I>XE5#IA3AQ6$T?T.P21'#2<<.)AJAP7]@M4G M,D/K3K/%RH!QCAYAL]QE@6#4" 7[6G*6A7WROX3YXJ-DQ_J)M8%>>>-
KI#P, MTX5K,):#H3,DJ]{>>K(?E#+=&,_"-C[N>:Y0/EV/A6;>V';& M$>/Z8S_@_^+W ;8$>?AZ42@8FVR1QX@\"PR;Z+-6?7#)(AL1_W6B-7,% IE: MN)RL(1?G=N>F?"
<,+\:KISH^!ASQUT0>7[;^)B,-T;HD7ZS>,?F*@>4GRC,E MMI58)@P;XBK)LG08*,E^U&S$[%CHL=I?IH@PW$:%0C@6>D .&XZ9@ZF"V A4
M7:!QB2KV9,@9")Q,Y\,LY4*W4:UP*J7K%*J7U;:;7;9*)?+E[Q1*YE%LU,I ML$(JS'.\?7IV<'!T]G'W].!P[^CTZ_;9P='A9:U8+U::SQMBFW>$ZJ08XC!5 MNT;>H.$:B?
%.9(*+7W;WM[J0:&OWP\'A?NNR42T7:L\\G]M'OY8QPV(R9D@+ M:B16=&5 91.,6YSP3)3B,8'Y-C^E(QN-OH!Y9(.")=@3V4=$+4!WMA#)!QRZ M@8QLU=
(!OYVH15D(_4ZR5C'Y)ND]XX.DX0GZ92<9UX_MH5:LB%Z?.Z XL&;S MC3(I'|CY-*/QB<:2\-D)L %\6/B+1H+;M47(JU04Q0EO;4\@=B4;HF +"GU?
M:5N%049I:M"N;L=BRN$%1QXI(+M^!/R9ST7!F"\SKI3,-CCFQ[&H*AL]8NFE M2JGA>J%6+]9+YG"IUJQ=FD6JI5.L]*LE)OEJ6Q'<1O+)?:V=\Z.
M3EN?76Q*Q4:NO2F,EU,!V_K:#O1_W+T[2D+-CR0ZG)->$Q*<&N$1 M<2'6"D3453@7T?)@> V*M 4-86R/,,X$B7=0BX*L?T<2\T#6[I?$1UJ):3 MY#-I/XCD)-W=M6QJ-4R6&N:-
'VYH^'W5D>1;J!P[\ I1:RERNN@PDF.H2F(F M\9#%"Y+7&HT9IH+ZD\.:/Z9)OS?1NZ3B:[*:T@=:;9W0(QM;GV52%^P@!HK/
ME$E*7!HL56_SKEC6CF7*2IV2(U=8":Y:)_;IDR4QEV5U*&(3Y2J-UX*JCO& M^T)'?!1K0UI(-2;]\:EJ&1/':._)B=[2V$_SHD[85&G1C++5W"TUJ[_[A) MK((\$X@#5KMMH)'H#[!,F/ P/_1
R:KW\9]KA;&H4KO^"RBVD-,$=OM.\7*8OM6Q,#P$3%B3CGY*^XY&_) MAL%/4S^+5Y%%,+&W&2W2.V-AK65/G|X"^)I2LD*GF:$?R%*/N2J7F&6R@"-1 M8317Q)
()S615A^SPC%7Q?-4MATRFA.BA4?T7R3X:\;0)N*%(V;Q=-B?7[J]' M70;G^L:I7)$SE^J!CB)-EZSLW81]>"I&7\MJ>.N96')F0D$689H<^_/1(*!@ MD<@(%?TK:'<8>-:-A#*,V:-F*-
REPZ+VHP&I)?K$:I--UF,YLNM8ZI^?G;" MIB860N0RELZ,-V@*UQ,4QP;@/I2@;89W9#;V.; ?)BYY#7.[4C1Y63*G"'J MR %%3"-$^B?
D^0A>3J/9BV>S8]D$(3#+J3A(ACL2'1&$A^@&B8)UO^\.,=,(MVDHST8MGHE;?ZHHV<^((BIB&8(.!VNFS:\NEX,/P'IQV&R^M6_%>41?OZ>*] M1Q;O:;WY8O0FV'A]5Q[/E?
24A5X$^PZ-O@2F=:=#8=D15W#7E%:@3%" W<^8 M!\9RM+C31 (/$?*BWJ5?-K%;*@I)I>:N^#C.Q6EF>?',R[4'B7!%E?A'S>"&A;HLS@\=IU'_1 MC8RNJ360*05Q?
(&$.Q5U;IK77CROP5;7A:$31R$B%1YLSH/)K%\]4>LVPL>,62#X)6!B_.==U2X(KGUL2-L<%):/@(6BD",Z#B[1 MH1-?
H:KF_+#34<6X/<\=H8W6U54=FL_2AG[J/*O9QR!.E@8I+)BX(4(<[82] M#W']X?>=HV\'[:*32]@PU2A./],=),,@27YP.IH_GOQ_+>=.#Q4:"?BB:6. MX5:W52*N7L?(B3'>H^5?:?
9]\>Q[E(1&97"AVS-,^/IT:DGB5Z+@AD;#E=3*FI MCCRJCM"[O&;3W>GC/H5>ZS.)688F990K!?\$?\V))O#),XT%F.I @BG=5J(7 M\U$]L[!8!&YNZ=W2#/O2&?:LGSX919\]*K M?
[_QOM5!R'T+58[I(2ZNM.H4AK@9Z4"3"X[2?//B^>9B9L)='I%G+--(<@O M&) X%XSVSX#=J+/<9!W46. !"- &+K?8(03=!,%"[&]S$37"Y01389!X1EK' T*+ZNN>S%
<]D9'9L363]=CPWX MR/6NL-$"^WTQ6P+LHTY!S*G#88@'\?@3V.'6!/MB8SEKPHJ^F\LFS>ZE!;3!8XA^A]:0"EKA76$7D20]+!Q\+6%MCW:_*GC@-PHS[AK>8LK M-
OZ=2)S$N'F80;&9-8C.IZ7(4RC =<%?QZ8BD?#C*S:5"/E:-E(7\Z7JDY5D MU)#^]CI=^N]QW"T=K5*Q5"TUGS;%#=6BJ4)_M=6J4OYI?M,99X&706;T\?M1.-Q0<,H*MD^S
MU8MGJ]T;RQ=P0H*@,1*: 69P)B?I1*FT Q'[B4U*K9TBZLJ'!\=H00H8+:\ M&\W>]]_+928O6=[=L]TV H[:(INS?"Z7E;8@?*B9E#LGC_M"E M8^<1"0XQ"
<6]FX+>5=+H71]J:R:O9A"]ZR7$K;*IQX]=Y"!TP02>]NC*D09+ MPF9(G%_G6O+%ET:)X*9.VVIJ,XEG30;JW5U4GZNPY)./?Q MN&[CC'?Z#KRJ-
]:Y^AA]T.Y@O"LX4M$2"63J@^G>$78."*"'0GYM M^1:=&R.!Z$>\#5_(FO/ ?603.=R.#C_FR3HP]33A,#BXUGC) .. ;NP,4\L\ M>11;\0GM WRNIQT)S#)"1W$[M$AQ0',^@;E6-
):;EXY7IS@!Q^FP8>\/H&.M@CF;2"!N:=T(Z3";H8W,=GDXI M4>P]YOCN8$3!P2 K\K/*:5Z<$:I-N8'7DCYO7F!EW$N<=Q@DI\)&#^!:".: M__RX TM\(8%2AZ$X0)M^U>$:S< *-
E5"M^')XPX6;H.Y268!6 ?=@-AW!G/& MQQV.9;^)YJT7GP:L-697'J(/E!=[SE*$ICDP5EWK<##M"@V%; M0=SFB<=93B@VS6\OGM^./1?6>>!/A)<76+=QSX%$!]N:"?
HG!$.34I,YV@+ M[PF_GBS4P="F>AN6Q#4' V'Y$7*?I-6/,O%@:N 9WC$>8\HJUDVQ6O!FU_VL M(H.)&1MQA*H*@.$]R\0->7 *Q2+:9ZA!B!K/W+;OVOSV%B$=!'XQC(QA5-#!
M,G(]X*;%R)6*RSID,'S"J7*]"(Y=&,A4JV1$S;-W]LS.CG 7"SK$'86X=]@0 M!VRT\$(N"QR=Y^D?)Y-'DTO3BU?A)OILV-;Q?S4S;/28<"+Y'(8%C^)T[UD+X' M/;H//*UC>IK)!)/)/.
<4G!#Q483T$87:T,4E(%9.3:U&1@D6TE"J5;ID&H-@Z[Y M-]IZ^^)$+=/MA%24'X'E!X1?'; K3KP*7 T&.W+@K[XU?&!XJ;2"\%*Q$,>7VO>K;UY) MN.DH2G#\]Y^V"#0M<(62,YNS0+?
4@,N5?<22.*[#WT7'MTV]DCGT\&_!;8-&'1]-^6JOE2I/]F40(7K$.XC0:[=;JB M1#K=MT\%:Q8>!=H.J;#2=CO$9C/6,V_$I@U!BF(Y&QZ!L(6@R,(;9/@>%_5!
MQPY]LIO5>:)^G*I3"/,Q^6BC&XE*#H>_=R;,<#4]I&ZOY*' MT8Q$:I-JFRB1/Q3[E3R5A@[4Q=K. "A@CV5-)QU6$P\#2.N.)$NH0C]16L<\ MQ"(P^4#4-DEW@+K)\2/-
$G,^ZO139YPZ7UK""A8<^SBH32/(-9YOI5/G4ZX M&H8Z<*+S5G*8B"('?(!3D>.,2<>(6($/QJURZ%, 6[GDR2W(>Q(.^AJ0O+%TN+-EW)M7!UH(J'(:9_VSP8 M<>
[(C0Q'E=#&IZ$/KY/6%;[^FOFR/./\"J'!^;MH/UK[?L"R[@?4_8#KT@^H M]?PJ];Q*?!'V!2AE969V0L_C3F><.-&(D#\%2"@;1T7%#-:)K1)*.!MQ)ZX*R M8\'\0$5\AF';!L>GSYD-W 9,!
(H*O!F>Z]#QR0ZUU*=81DK-UF HGY %YLJ M#Y&%P;=W@!6Y##B)&-L(+D[D+G!GU5RJN33>6$')8>!GB!QD@@T_]F51$WXA MP!VD.8[2_%N6X#G"5!03-+3&9314>4FQQ"V=
E4E)?U&,:-4J"T*C8Z$T[T MG:%94+/@##\"CZVP><_RDX@U$B54*L;?H1NPA&N1M/5B+Y;BBK1QR[3(9 8H MOE2>B>&)3(_$:;;4 VG:>_<7@)+TGE&?
VJTH!:1ZK;1:U3PM8R]1^2>P3!1P M3\76J:(T0@&/>0R^%S9BDE4M/YFI-#6C:493R1S5R^]QF* M<).Q_,E6L+>H M]7#!?7%FK_/_M_?NS6T;2_KP5V%ES^XOJ:(477R-
SZ;*D>U$NT[L8SF;W?+6R]N&JEIE-&$H.\()+II,__J2R,B9'Z"OIQYG6'LQ6$>*!U+EI MFS5R<.G!]L.]A_T("K^Q#BQPA,'I3T5_*OA4<$K;E02/<'5=>6&:#QIEL=).
M1JE@:VES\&A.JXH;N4:I'(GX0F%S>&IU_R+Y;2JJ]7IE S5!;OVZ.&0Y>*! M22C*R[Y(K7A%]+)5F:O;SZ^< /E&H']'C8CKHNI-B5ZV@]L?:"A$S995N9/B M_5#R.^+B.^D*-
#:UTLQM#]3$LV*?ZZXH1)7\@/Z[Y5Y41O:DT>D:6^1Z.WU MDG=SDM="4+K2*ZHQXW>O!<=W2Y(GP^Z_T[XU62)[08N:K>#+?SFQV?0UAFA MO8>#?
%6KL34IZH9B;EQ,B$K4_0?#CLZQ1X #LP'T$\1U\#)&B)5)^NBGEX%) M6AO14F4MU^SD@U%5YES"'3*ZL(LH 5?-%]BDI;?;9N[<<0.V\VQ&'T+8CB+3 M2ZPD!U7F\9IKYT1#J\!3E
M1Y13]ML_\?^95\$4[1CN<.#GR$:S"]$*4V*NC4C20KB_IYG9]ZX7/*%'#+C MX8JF0O424'+%\^M#8H!4#58_K>,)Q2@O*%:Y*AD#O/$QCG)N8"NK^OV^MYTG
M>$AC42O%_\W;#77M%EF-%X F3D@>$O:JD=/%0_6@H=&DWB8KHC:%2$H MWA)!>BJ='[J&2?#X"%+6",^WH'\OI^6?U;JS#D5!Q>.J%BXHIGM:C@7XCS.>
M3A.E\QNSG+*T$5PD\Z8Q':JJY?^)8Y=H*F*NOQ).>?N@OW=ZZ&\/_7U/Z.]7 M50P7.?-M(9$XI.O &3YD]5\1@JP1K3+*_+\B"3H8&0J9K7;ILO4_
MK+21+BJUK*AQ/'WTCE4W7()30>^A\2+"_/ZGM8 PY0KNH&65X-4E'9&Y6W?(M;HU)>PNAZTV7_&E96KHJ:B6IJ;<9U+M:0D*5H^S91:A-]Y8_=\NI M!L.V2UH0L-
W!,YSCUJ_QHB#@]6I\1L_&([Q%Z[525M>%JJ7,[0C_R_1 N]W MVC'*S=$GPT1%UKU"\I_G_G$[9+'MO*;ASZHLEY(MK8O_MO6%U_3#WS'8,W, M6[4S"EW2-42:U$L;"J*9N8&C[*UJ6
ZZ8T\DZ*Z"&Z\-ZY_M#EY#Z,,,]76= M1Q**?NWOXQVBT]FA?[&&O_QDJHH&=A35Q##YH>^S0;F:C]C?IH>25LQMJ_#(MD^>OIM-3(O2).8?6X1NM+[\HT[,;)48R+'&B*R;
<]#LCOFI2*=)ZZ_NM%]5V>)7ZW&1W2L_3=7B.L[MJ&I1XBF\D]&= T)W6FSGT)H3!!:U4)1PL,-1'J8M%#7-L-0^&&A*I)@[PT< M=9:"EG^.O-I,:D//7=1-75=QV]8R%PHZ^D*>]
%ZBY#?&V1*"D:51JB+]]HP M LI*,E=]C@Y*)@J-H%7C;:&5(,/]"E!7#JKD#QHWYD#X\W!)FT;_K"I(CUER MOX[LMKORE!
[>N5;6>!1KD97<5>;#1SQ"QK/:W]\U3A#%,UO>Z17V_H;G\,V/ MO_@?_.I=9*?!N."],=UJ)\XOL!0HT[;X12S*8KZ:\]>X#*0*YV,%>-7,*:EC M$'+_J6O<=I_;AFTO6RL[A2!\D,\?
ID7N'X.@^H.#O<-'GW^P1Y=L#+,8;NR. M:6.&'RV:T\T7LVKMG#\4I9L4P4JT+9RXQ;RYVO!D#@KB2RPZ9)3I)<5*4FX^ M9#/]P?"W^)+N02-;'9(4C.1A4'6Q>S@!^6IWGOG=
(+.N+6&!P\'S&\M>4P-L08#B>,.474HI"D:)E0).5FWF?99:AVH*% MW[E9V/4A]E*]"U'XQOCA/7?Y37O+1)ETJ4FXX77ZB9.GJU6<6[Q0K%,T)#=F M;I=G2
MZP=1&I_XP>W7B/Q=O1_B>_G2,[6")B2U.?.?\B2=EDP@*7T5D/;;T$2)[08B0\<08EU)@ M+1U MA D5+WH.T2M+6!P8<_&("@FO:*S?!D]!P@]"#L0\/?@MP4!!ZDDK1P^(>\C+
MMYPRPH/''O9J*/ZHC9UK0,!Z+UH2PBL; EJZ,M&BDZJY-9Y"@3+OBA$]FC=9 MG525QVE;FET:&&(NE%V@<;$(1(>G;?^EBK3E]G>$#CZF=KT-"NNE%!+6F">B
M^7([&7\Q[.6THI0DI=&FU4)ZBPZ3!*2V?%K),6>&(=H2JLV(\XJBA,@O[3L?,8\ND-I M^TE12 EF,!?*!5):M?/+VT@.F,S003,G":665S1(HP^!DX<:$C
B\:@W7C7"WN5ZUKB_(&A.P<;J2Z_SV$C MTL5R2G_QLN?\G'?HO\P1EQDF2.X*Z66VJ:@C>0\'[N4K%J(7MC/=8KINQ.3P M=EA.J$2")Y(AQI86@7Y"QJ<'EO>2I#5J&LQ
?")K0'))N1DHH&.P5E*E(VHB M>['IQ:;S@D.B2BMMR)5E'Q E7YEP#9@XT'DVYN@';C8 CB?T9/I@+V.]C 75 ME*T%'2- \-K^0-VD (L=_"M58+]'=<+4KMXJAMHU=?+]NG-
9CUQ6=7KC/7DB9;('+V2Z47._RM:4>3J;%A%L;\@J'\/?(3;/S MH@)^;7&=_$0;GF'RA9L+JG;7[4@TM%<[+,KF:OA'4(L,16.F>''R9M'D'"E! M*KVA>%M12M43I6LN25^$@"$J7^?
5B.J?._+&84[KQPHZ98&L#(XWGV+SD [B7BA7_-?G<\':(Q>59E7>')HK9,-6" @N5,8O=",<@LJR< MAR6Y68T3H6B&K=K4+?"W4='SV?++RN?MNYAF)]0\2?P(Q_KP[NZ# M?
\>.5M2\C]^AW#\7_N-KOT1O_3%V9_Z*!&_)?ZV\ CQX.!P<[!W<892^U_;C M8A%4B8RTU5WLLI&G14%HXO3.:W1LJP<8GC2CHTHF5I!% SWO&,=0$?[VA4#F M1
@7[J@(HY8RB_0I4M&=E&4SP#H9\S#8;8I::!EN F!HH REQ9@L4G[M2;'T M=(#WJQ;FS6I-037528MD(.B=57=87%OE(WG6R!/.^T28BV 1 MD1.E-A'(!(&B(S39&+^.10(
L:M)]7Q#;+.N*VW+!873]\$7T^ 3J-C;X*] MB3P>#77XRE,BCX,[4K$UIK!+#E3=$GHDX@'U-V(3!K65EB]]?G#7\:0]O.ZA M#04\R4J**
Y:_F4@$%)$:E&1:"0HUF.IAX$4Q5I+3:X<(0/0;TDHNJ M/N-:%ND;FU2;_2$O=6P7CJK:>[9?)K[J7H^OZO%5MQ5?93IOKLC0X*/KC^<1 MLXH]R\82 F!
+'H2#_P5#F3RN*C'JWFSY,B%U1([W*2YO%& MI?T+*8 E.&G,+W,W6NI-Q>Z_+1$]+MG0&*/48 D&85B3*0Y]Z6+T_)4B,72^AQ$=Q9(L8'@OE!=NI7\90$>5%3C]8%
M*:4YO$TRP!>T*G^[?W?H-^ZRA?(GI/9:6O@G5",&KW3LBG,ZR B_$K*4FG)) M-2S<$ Z!>94G?&LO.K8*Y>]VNC3^BMFF;>$\W(KMT\((=4HTN_V[>_3OH9V?
MSH!=$8'N2RE?,KH@A(I^;9+B_-![@FS"RL\\,_0!X1=:'(C*<)O44!('/1&D M[6;N;6'Z[RH?7.3AXNIP+F/.>#J;Y8@HQ_+/;";K1 NJ 5I"B=*G5F6,:.1L
MV*;6J<**"8LGKFZJ/JE\RB'OS2BP>+!S2B*G"Z;HE;/R(:C7V+7J\5"\R(C((6W!OIW#S MKQ<@GJ)4@D"*PV[,Q3?;66DZ;KH 8O^GNL%R$5H=-5!CI[#J.08\5Y>)*77DQZ,=DTF-&1E?
+H M)"=]J]->4C9-' K5SET@$*+E%3Y,1&[ZHI1>7$)G7/\/!IUI\'=M8SA?8(V) MA5>]>P;J/1(KPZU9%0$%,K>'D'\(^UFC[$*MUU,&;A-R&BA?E>PU8BV5OW S MY4
5B]5%225%0,$(J]N @$?5O!@G?)RA$\PHR0!*QCMFJ#B_)^1FDO/C;!]Z MWZ1KO3MXMJK)DB$T]U ?]B[+D3M-,E6AR=#($<]N.JQ9E:'9N"MWO,I IUQZ
MQM:1M2<BSN7\;";30@,]O!*)%Y#_3C3='AM(-S+-F'.O MQN,5=W.Y!O2),V !F]3X/P+::0#.,?/*V2JW";%+^'F5W2T(3,K3^TYL[S=6 M3_#[=@#(L#-5'5OWR!Y+IDY3<5DR<4ZBI?
T;.Y?\DD0?(0[DX7YF=<9W+S5/ MWH+I*90HV!SO< OL\2I]2\+W1:(4 M[_$M1BE*0=AT;X1)S0Q%35RAVSIE><;<'NZ5E0\2>VA>?[.9GF[8*
M]DU450+=8\3E!\$L@6%O*!.@SDN(&%*I_%&RYHA;L0C[R6?-W #]!>ML QBE-1N!<'!XZ]X= MX M^[@U&)K:R(L_3H>1?6Z0R654);<&:Y4DXZG5; :7HP<-G<8E53G7,?
.X%7PG6Q(MF8G(6MNJ" M3\FB(F,.5@7XR,%64%MQ'"R)'K]/E_<2]PX2%Z,M%G<-(H_5\TR]"/:Z"C8 MT6(HH+57#=-)G]FI!:UR]/'L%GZY$M[#QE+0O1-6A MXUO13-
783=;KYGS:SG J*WVJ*5Q1+4]!GBH;XJT2:7R1=2& B;U@8P-0&]AE MYHT6YX_T9Z8.81G8.6^]QTTANFB0[M=F!,Z^D-/QOW046#B?-LMDIT@/0W(W';I7#WAEF,KF3^'J'1U>
[*]_&]P:VQ MVZ^5TR"3[!Y$ HV(\ 'JDJB)@10"]1-DGS2%U#E(85#%G.-J K=9QKM>T0)O,?2H)!==>V3IQ_B9YQ M?W :>NH',5N+G8>>;V2"GKFUZ0+('>79KJ(+BB(MFI]
(:;;$<[#9)+80F-P0 M1@Z#6,+#K]N#?MNF?&[2(33.K!;>P"C-+!*VN87WI=[B!/GYW-W_]W"G@G). M"4>UX".1\^M1T+5P#!(.,\W#-?T?!TCR/N>K.F.P@M2]FX12A0Y/35L8;+%[
M1ULILV&IR,A)!:?MI@?P#'S3V7Q!BBSI4&Y]Q5#R7BAC;D.7:J@>MXTJT6ZH M31$&N8T:F6$>3="78QV+RV+4$7T@ 3:K:N,,)1$ MKR@9.GH6=:8";=$R"8-(UU[08"2LA $$.B-
$0]J#,W(O*PGE6%CW;\;H?P8R MTJC]$XVI4 /R[S$M<@T!*>'(8D&!PM$J@#N_>I=W1G;:ZKBV;9 :%+O''+J M)6J?U]5BA[;6;"CRH"5#)"P:FNE$T=$)#PWO=P(>B0.O6K3KA>':G)-?
7_/U M=-T+>6AY7\V]+O=([5SG3+;;#/L'5]D,NX.?W#BCT%BZ\)6]@].=:UQ7*TEE M0V_D0B,[I&JMV)## UZJ$=YEDG:ZQ=&G=C"M+N2^=V78@=KIAA-[,1F;A(C= M_I!-
T4HO^%@>6WOKU"U@@%+UK';!;;>LSBB\P\M)3HOWP99=\BN4R_YI9 E[M,9SC(-:Q<[5W8ROX9XMJL9IE=2I(B'32-OJ)UDW+PP!=?=E.OJMT1W,-%H*V M+&M))T-
/DKYXJ4;R+EQFVVXWVU41W";OT\U6M;/LL^]R0)AA@]=63@LSQ:-3 MD9A&B]4R'N]1S:]6]#'++8.BOP EV"+/#;T*M+\#^["8+"+ZAB ^E4JOD,\S2R\;SXPPA#6E(T MAH0+I#Q*&
PK!W=;A?N"Y M*9(QRVY)^\!%DQNW9NX:^HZZ&I8D>9OQ(A9+7\5Q>X(H77!^L4[@:4[]Y>$0 M?&SW7>($*S6B5%?7Y@2VM[:)2%R]1C=:_TMMTF M#&S?;/NK=5Z$4]^;789?
U<@EI1,A+/X8(S7!1F$<8U<5TB62R.N\5K#N%OV0 M?#QF'44]:+ZY<\GZ9N-_7?Q*$O@+/6I0!+DD#->KM7S1V/<"PEU.6TX"'POTUY\9.(ZK. MH29GWNT#836!6-
4'FV47S67*L6;$SWX+GF=I%B47)JYE5#3A2X\5#,U6+U6CF]=C493/$#HB#U:NA MON*U%YQX!4K-*F5.)3ZZS-XFY !]W5XO,)$-J M,+&^&7 UN'#9&>("DDCY??=D=Y"3B-0?
6&GWI6$6'_:8Q1ZS>*.8Q5N2GN9B MT0[D'6.T J;?$'XF=6Y<='T'F,Y'.T2>D::,I8)3VY?-Y1<4< 6^="YIJN W2 M$U+7!C
4TMO3K)Z[_*;SUXPMX[;4VIM<8O>V\#=D7KE"QVDAK*R\Q25R*^'Y M8HFJ"\9?)6WC-P%@K]%O_<^J5O86?IK6:1O 482 $;8$X+M8#!#;\@F$/8%H MLDY%#IC0+Y093[_$N
9NQN@OV#/DW8:4XG S3<B%(X73EQSE 5(=J/@CS-9E5E9_^ IWUXAZ,N;GR3Q(262R^% MX"/BQ#!B1GQ-%Y3^]4I_?WG*CL3,ZDI_+IEM50B L0A.\K&U1+P7P&KD(FP
MLUK(P)JU]_KF0%9N[#0OA7VH]:Q+=&&?$F@*=5:*6L(O[(AS;MBI2"M=T-))&!L*16RO0:VS:E]0;0*Q+W3R_$WFF)=DTW* M97O=;9%)("81M6?
^0I]/.GMJ@8X9DJ)@X*$.L(MY_OJV\P"!-(G1Q!OP.?A MG#>&F2L4^ABMH9CQH'XF+8V3H3IA$B@:Y:Q? SI+7.E$*\>N)%V.UR^1^ZH@ M=W\X+O0"O@L=5A/ :P
U:NU7[N_16DA^%3(W\O*JQ01>;&HAR[2E999R)X"< M3KV,\OE5[DQ_QDHZ=HJ%&E&Q&]7,#]2T% 8?AF3ZE43IG8"J0+]PQ#4ISM[C
M3"UTT\8/V1UF4&$MBV;09OR0,M))G9W.4=$PY!4/!DDLQZ! O_>]3J>#.1VR M'7]R:H4Q>J4XRPCY=XI$9>EFK%CY==+@B QYOXK1@IQ,\&^N: #;\51!\B^> M_LJ(=?
+;A+#)3(GVOQ &%C=X_4MN5_=3MNY%IQ<=%AUV MFT5TH@KS)E06M8XIL6< ?B_O?R(Z@%(ELQ1+?XU0E0/O/^?6J!M2>LEJ95C-'\;-MEG[P/RIC8SW_[W\,CH2OVIMD?
2*VEZ@@4?Y1*V*[6=6(BG,D M)B6XX>LOE2S'Q:BBJ?*B=F,*!%(((3TOSC2TY_:\1*$\+P+RW$3"9_BWQ3? MLFXOM<>89:N2.H3(_0]&QI"TGE&MQ 5B?KN#7Z6=&2= XE.
[76IF$ZA*!/%# M9=G4[T?EATM5KQS@#^XZ]7?SO]8P#N\I!6-/RQA 2ED;];.&[925"Y(?2S>> MEHQPC.D1(QNM0!%R""WJH\T.=9NF>.SBW+;)Z4G>)!\BY,'K\?'FW#7ZX6!2
MC97=.I10QT\R)>?"60]$+2J9?V/*JZ]7<'R-D&<:J-X6UL/K4.6ET3M+^P+: MV5._%$VC) JH,D?!A5",N/,*5*XV-(N%B4719@TK/0&\Y$@I)(6K5D;^0,@9 MQ:53R^> 4O89\7;4 05;-
M3:)4E9D8@< R#KUQQ3 >D7!&NL 4<[70I'4@.(M6>[UM+,9.OMJSL8I(P&3I$K5[)".<7(069\TP_Y[PE,"H7\#IF@D%AT6#*: M*?("H&Z9%V713%V^*:Z?
LUW2LS<,ATFE!NN0=E.5TO/ M>(G0H>5\^D6X.5).@BTWR."D4"[>^#0^/IRK1KUO0DZ$?)-J6BXQ7T,[?XF< M9(=[/;ZGQ_?<4DXR$%Y;,AY6C(:&)V29A8[%RRJ:44!?
2H(H*@'!!>CMX,\L M=H>]G]A:CMFI(O.! MP;EDW)6"?V5(?!7[DZ\2,$1RS^QB[^EJ2J^?CA&'9JOV,MN8_34-A[1-%R>I M;N22H^M?VXG-W%PXPHACB^Y^.]7P >:%0?
TGY3]/"S8Y3%<[R_M@:1;&,/<@ M'^G:ZI5D[Z"4&&JK@,1UK!9+/]-_X9^K6NVHH4Y"F'M"_A_<',5;6K)I188+ M%L"G;C2%?
BR,>"W@6N34(OY)ZC*4@,JPED/0/^DY\6>!7+F"E&_7&MND M-G_M%!TT+GW<_"I.T[HB& +H3-A43>VS72@U#SY[]^%B\:\"@PSC3*+E\UJ MKL#$S*M\;R4S8%$[P=FW4A/3PD_2-
"X9RL$F7><:/YK@:2E+8<8MWE-*MBH] MZ2D;(Y82M.-89L)G,&L>_#?A$1S[\YYT,?%[.$$:_]LMC//A51J MVITL&Y#C- ."C1ENAP,8,A*08;EU$$;JRIN 4%(M6NGL!%:)I\R3*%%(L9\
M/@335,5FJ[AW![]Z1Y14_A"Q!:$$>N]3&B6U^XSN@(RQZ[#*.LAAA1[NWB!5 M K8O2!!826HG4X"")7_UQY,9T4M&"1=4GB@#>";DQB M/U< M^A^F1>Z/$?
([#P[V#A]]XN&A.Y*L<%S5:49><3[L#/&2AS4,SJ*XBHWMDT0!FF7*14U=B4&Z%IEOA_!E49'$_64D)$&M7DHI(VK8 MDJ%^!JMEGTK*?57?P+H+*YG1)6TP]:$!SK@(OF
M[#884Y'W/G5'0]#N<5-DMF<.T_Z3GBT1?_(2; J6FT=$+._@P&0BY4$%75$4 M'=F:18FJLR$DDN \]]/?C*.B_3J=0GURT81*ZO_XM_U[>X]X=.VCUQI FD\U
M'7+X#2Y/XDI))ZQE346&[23QI'L45/#M33[^72*G%H#AG: =0#"^^9%,A1V: M_P[]*U:.([N$*1=1EZ3""!9\EL6-]ETVW^?6^MQ:7SN?AJF\[LMFU>G MZ[MLA&9B7LLOJYDKO?

%>-.C?LJB9X)W:>:"D+]>RQ\P 3^B;H<\04B_4,C'! MD&BEJKZ4PH7>EP0]5<&=Z'&9T)Q*K_41D9HJ$&*=0YSL85+R*BHA&S*FS88 MHL=Q[HE"TD1.3-P7LC,IR#QJ@I5,?
T86MMD":!BB9\+/HS%&CFN,4 D<^Z M*KVOIEL:\T>+!N%N;FHY<^>H'97W2*,&-NE'\%F\17[N_%=GM 5G=%W,*V^B M8_A\-8N'_@=E9[WQ<^YBBYNV@(E;UE!5(<+$5V\F30]%
<7E=("OFW06*9&J^ M+@+OV-B [Q2:GL;/:G!SY TJHHUG0TAS??X#_UP5X[,9DQM+FU83DW:A4M^& MO"7ZM*Y6&Q$H/07D9[BVI2;+ ->MQ57]TGM#7M9H
HNUM);V[YPL^1];5G,C M7ZKEH5GNAXKV0,-PO"B5+LI0;M86"#LS?!R51 ZJDB1=\>"4'M' MUDT#5D6JQ/RR%OS+&"'WUBID76I8;1'FBIDB$,.:91>2MZK)KQV^HR[:UL"'
MDH!\57[?TX[H$K3A%9&JSAX+Z+7&)!IPZ;NQEK&K2V>GU=CWXG)3]F9N"NX@ MWSTQT(5P(3YUWG# RP(/L>#"2"]"N?X;<(68;^1?[PZ>Q.5+F%@H> @T3=>6
MC%Q'BI]4I_@<73'$H==D')GC#LVD'1"=F7 C@B$Y\X&.P%^.XDX&%@+XQ\l< MCA>\I*';$%A*(@=D.N\KB4K!;<*YX"W6@QNUM- MJ/5M3GDUH9"NS?47VZ[HHI&S?
EJEX0$Z"$TCL!&[(QEW%_-_!(3;MJ#CUB19 M:9N[)MVV[2FP5>NZ(T 5R200L^,YI /S0BR3">\LYEX'%=Q*3F/$&U+4'OG0 MM+\U7JB*UHD2+P*8<0-
%A2.*S&N;S\7L6&AA'!I5=691=:?Q"' 1CHQ>05 S'.#Z!K&B?RU84 M_*:ODW;:EP()!5HSR>Q(.D'WZB34-CA>QCY3<[(1R2(ZE5-^ZJK3.EM,"V?B M\<1;820U(L:3-62M+MX-
AO=B:PN"/%##>UJY%:X[;N(,6DV\=!SN.5KH;? MO'C;ZKJI->QMKK9(3<''SM\1VD.+:$MK-*%-%HSATF@@|<^3E)\0[:S'1L' M-
54OR"TJI"N4&)._QVY2L0A$C_E[=)OC)O4C:7\H[#]-V-;$TPNZB/$DK);: MS3Y3?(CV4N?1BU\3 "6$>S$IK12N9H*)EX2)V1.+U&+(/#&28G?PO#AS9* /
M%=5#VDVT:1PNA1/&Q2)3,\F+]]%()42QRT/"L[ZXY8#KCZC"X;!-#6%F*O) M1$"9R.11<4FQE X!C;FXI2\[@613C.S7IBK_1VVA@FQJEJ64=' SR!1;QQTGNVQ?M3$8:1=Z)',626/;L?
A)3:GV MCB7&%J#;VB"4A;21NK^0O$[DN!NS<=,>A9ZK8%8PZD?]0AH/[_=FTF^BQYJ M.T0]:.ED=+CJ#M8"G@/&.OK/XSIKIM9E,@^[<)+[6M(_8N!+8U6MIR:=T\PK M=-%Y-
HKOB5/V'XE^&R"#T?_0YJR8*3>];96^<5O:XGBKX26GQ^@4FF@S[)U">9_O))IC\Z#3#BDJ ;%.&J3$J*I0@L M>QL<#0F2PI^?%5CT2>2R5>R7O]\-FMI?,A
Z4]5YD8&.=N=.BX;"9E@@]N5P38P MC'K-OJL7L247&^65Y1-N?9$]5GE;(QOEO]%4D]\.8#.2QSS^-<&%7F@9!/A8 M@\-.JDC!\2@'8)5%"FD8]N):MH=?*
(MNKQ0]TQWMX059EZY^]N-.1.<_ZK M9<'TL%ZTB;0A)F* MEKWC%_F"^GT.6Q$2:RIV9BN&RMF^
M=+&!;2@W':U%,!G38D&>CR]/\9I5B7B_3G<2.)RSTO9/_E$JKD.'QQ(59B0@"!;Q"&EHXI*V4@829/3Q@U> M^Y?^Y$HWH?J#ESPTOJ@>G]:.O1N5OU=(-.<_J"SN#GY_QR'
5U3J+=9(F,5I M!(PO$3^Z,JG-8R) 3U?!=HDN!U! M^F%%N7S5K[JZD'X;<$J]!UC-P8:B21QD8=MC8H;U1F&:R*N3=$?NG(0 G #SH-V=5=;:CY>DD#._/QTIC)*5OW.^ M,]T)1F)Y
GUP=^_?&3>+B*<=H88WJ#*^0925O#^D1L*)4D%FE3%NS%<,(_2'!-;\AFCWM[% MF$)1*.VSN@' +*$!$UX.PS5&@"%' ;Y&U>VHHL@91:-V\H9QFAADZGP;"C M>=
(XW2(5Q60#+Y&0=DD)+A/),W0MN!1 :0EE-T7#QS46#JYO&^1%XQ=X_4,! MCV]GY#VBLPT[TA(H_KC="@R&"B5-"TL4:$\S'_G\$@T#[6(3ZJ:." 0#N=C^_HI>G>+M"7 MIR0.
%#9N0P@#6#'\M58<'J.7E)*11>)*!L;..OZO,V*!]36";2U<>X,07.Z M#%/[+-B_?%(0J@8WC=?*ZHLP?1&,JE)B;H M C)J&&J9P/+$C8@=5*Q_K+PR&#_3[LB9#%_H6#N_^DPH1]HH)
:UBXLX+'Q5 M@_$N-J!)+*7.*W+D)I7&+%AB$-$7JD>>/_?D83LJ>;T7=PKS,X=?;?@.!]&E M_4A-UU!IQ/*4=JOA:Y//#&P#^KD.\3=)#]NEPBM*WY#0/V9">(%5LV!MF6R)
M0$!:8!FOV6:\8A7K_@5!V$KN#12@)3PF"859R:LO+^_NW=]S7@MSY8P M%635S3%3WIT&(L"VB=\%PAE!3@3!Q]=X=:Y0.]\=:.O] S[%[&]'R>%5=(-/ MLB5:14D<4(- 6DP7,ON-
!I"DBG->431&BTI!'B 8E%#<%*TA!BXG*B9LG=VW MY33L%0<)F+@$*4C8R4MS1N2#&P!**%P"+;^Q^#4M@31DY!BT3O#*"XRL@IR M6'6G547A)8;!YS3R)$A7/E\$?
MXZ_>AK0/*ON*0+9 H4)5+NI/#NZR24_E3 M@I+XP.N)M'))Z8.$AR:P8R%\8'$?U$SNZTO"WZ/KK0%N^??(<2*:1__:^#._"N7# M?ARO "('OHS4TG._-
A*2>E4T9WZA1Y_'%#KX";02ZT((B#Y,O,#F"A=%[@Q M1BZX?H*A3/E$8A;NG;3]YTJ_?2&6U%$LS(?7++ C<-:8/*=&+I*7M>0Z*6"(MP"XEA@_V]A_@(?X?#X>Q $0EJ..]>
(TR@8XI+,4PY1BM.9IZ>P!&CE*(ZV/0 M[C/&>?2155((RR@FLE"]:\U$;UBJN;>Q4$[BGR(-6XXQ>3'"*V,V,PQKT&J,
M&UIJ1DM)QF:2C2.@',8UYI:A]0RI9X7G5EVE_^A4:FEQDIEPRK9:9ALQ(#M.7 PNOKQI5SP(&^U& MY46"K)5,;IIU)#B"0;:%M=ML._WUZ8U; OE!OIP4_.R!=\NAJL I5@5-U]] MIRU
I9=7; $:$F*Q2LZDXC(I^XG8T\TICF=9,6^4!QI(U8Q9TR:1?F4FF5)8D[9!=,^ D;-3/[MFN74; L4,3Z51(-,IT,09CQ'A8<+) M"I4F?C:
[CGZNBYD+TCM,'LFAY&:I86WW=NS0#3;F4Y0$*6*H XMXR/JL-- W M4HK"*G.KNT8I45M+0"=C3GW,+X4$,R!R3B5@J-6=*BJ5;.U"7.'N[T[>'HN
M)9,,B];=6)6&A%'.@PVV,_Z""RML4BS0WD0W7A#ZA#_6+M4Q2Q1]"(D-O.0A M)=%198A%,?KJ758%/^;N9?>_],J;HTH M/--[@P4VWH6!L>"2FF6Y5UO/Q!!]5+?U57$8/D#
EJ$ZN?/UEARJ<$)3W+ MBIE<)%1S,%MKZ^7B/!OS52*' C\K1,PF\7N1#2&0,<2J)0!+;L'>#2_I76X7 M70E#];%RJWW4:),&*I0?WW4!:?,Y\HI#LP**TJ)H,US M_J!*=21630O#:C=VI/-
#@L)86Q^@CH*(N<-O SS,RAQ'/!LVNULC MI#N# [EKO&5'C5PJ)>!4-@->DB+WU_NJ$=ZT301.QL)H!7NG#,Z)Z!:4_(R M&4UX9^>A:"L+%-
FX'.34*"B1LZ/:&Q"9Z$]2S7^Y%%9@&5@+O&I9(C<.4\C! M#? HQMMHR0; #([_& D.A.R?W=;G;RSFGBZ76 M%7P_G?!1E8$)V_[IGU],UH]B^/6'?YO@?
Q_*^/L:]5@A>#6IL[DCME)8B% M>@B*)M#9^6USY]7L/-]ZV?DS%YZYWTV=HYTZ:P:10/'=UK+SQ\:^L#17[JO M<4L;JGVDG0TI&]U835;-BC/';5.86\.;? KR4B>"PE*-
<^Q8&,P8,N$@KJ$9+FAM2J;7;A[SXX M024S]1M=]8C.,'DC0TFCHZT->S9TLZR@K!N)ODX%J](M8!&5L,8A_N=/QBED+-9B(AV,P#9D_)\K0H"FEH6]/V+>.AM1@).M<7%)4?
BF0:+UBNX?A9B[TMNBZS;XUKJON$_FDG%3^KO78"H3. MRY_SF8A3Z[K$=RLKM<-P['B1Y(GO>EI6J^Z4!9QMIY5#A6YP7LUA^P26Y134+8= &;4_8(\8I7.JP448< M>A!
75".KV9:+YE?I,0*'^ M>Z40N65,">,U",$3I0)V29XV&!'4,##&C;9G0'K-7N6)3NE0'XR1ZK*VHV-V M.^W42U;W+Y=6.8K]#+U3_N+IKXTZNN?^R;EXM=_L) !3NPTS8!,D3G2$_/N2
MD>DR27)VQ"D9H[<-JN:6BF$XS@)/+7C5['9B@0%.YJM4,XVN'L*ADXY3N3+ M-%YDDNY6!D)@.P6G@]E6K=B,5I7LC+\:E PK8=>"4IG'38HKL8AIE-K=ER=W[MSD^@-
<=:QB)F:D(#\4;%[S/$Z)@F9 MP EQ:$FCB6HJ:I8$C10?^SMC)H[//?)\]AX.-^J,.K\ZR^5,15:+A;#1?KSY MX->*4HE'8/9A38%?_SRK1K37"=G+\^='O
M27$.U;Q<5W5D4@Y<\/%JDURL,@Q>$.X[E#O[I MA5!)^W6 O-!9I6H/!:9CFH\+I1PEPE1FHVRRJ,9B%V$7#R<+/G>LV##MW*T
M^#N(1";NO2H0HIB0>/<&&ZWINAD(DVDN,DB71P:GT&"'6V36U=I[8.L6;7,@ MLIX%P($4GA^@^)24NJ/C8?Z.QK'#& M0;8@I8ZJI>LMBE+VGF/%]1UNIL4$PN;^9Y\)3?
6YY4#.1-;Q 3'\Z>7K)75 M&U6E+$Q>IS5U#6PB7DEP@:IDH!P F7+UQ$E[%3WSS%@6Y5\9(/@Q=)[$P9:' M139$ZC(72?WF!_F,#;<$=.)Z"=5()=Z2>*_I@U*PQ&%V@4=2!'@;9?
=$BG(M0F6,)=9_%.6AE/E@5!MWH];UZ[SNWT-D_&SQIS-PH,S,X8"VUW**)Q7H8-N M,/.$OQD#IG@F[RH'[&,NQE*+T=_9YO0GN+#,/7Q3Q%M,Y_'G*C\-Z:]X8>'' M%K8M\K.&U*"-
&?&7$TN"BG]5TE@PKMV+2XW!I(I/B[\+]86;J^;WZD%809# MB2] ']E%0D2B^40IJ>\>?E)UU0H7Z<7?D5FSQ7B;[5ZE(^-ZV 4]06SM7, X M@:!/ELN45U,-2>-5"77Z1GW;H
WNX+.1JF6\W@TC*%!ANA(6\A&C75^9XW;< MA5$T#2$N5Q\=.4:@/^*>$&@2\BZ6-?\!K0ELY0&F&2D9_\6%J^8*9+NI(9)' M$6Z]]O71=M,"J!T0?
>VMDW1U(6P"2[H&H/6?,AKK=M6B8'I 6 MT]DE+&D)G6#-DMD=F:1)&5\MG,_6$H:H"8P@EGP-2F>,W?IQYA9PJ@AX6 M,/SWXJ/>@]1P%0 MS._"VP/3:M4X?3%V^P87?
M6$L<6U8%O3=C$#BS\P #1:OS!A--ADI*#4:1E[M"@1,Y$S"-%]DWOANGS?N\\8WFC>V%;<'NUN2GQ\(Q?S)<56":!>OD*N9Y%:_MI,?9<079A;2*I20H#S5?"1CA!.)K
,.F>B7VL:F)")$3,#"0!<'QG!#>4>78 ML)6O=F/T9J6PXNLMX[V68"2.],'NW?,P!0I%H?TEWM]*]-%%1+H>5TA;&(SS M&%S*+2DK1DE)8QZF%!'/1&MEFG9@YZ L4;&<*+[?
HLN#SV4D*&5M"]=PQ"W$ M6!5\"*8!CSY1K.NJ2A<:2R:IS] 4 1R*L[669&TIPM(J+5 $IY\) '3H\-^ M1\;O$=:5CTA?TMWNAZ.HS70PF547DF+$!!,,NW2D*D\1NHTK1IZ,D*^^/&&
M>6VHXR7X3;%X&:-6!7AYF5GZS8_/<>I_98 \V8U*+5A<\P&_>>-H<(]3R,O(MSWV6O13]IQNGRLI3%^#S#,L?["B@NOTY?8]GPQZ\<, 0%H*FCFR9!9QO@ NHYG 68 (Q$+*EV*'W
MJWO65:W(N<[.#\GS)C<(TG_9V_,)931X',.N?< M]2H"_4*L/-H09JH!TH6EL#+<;3'%V/324GS2>#OFI/S6,1UKI=N;ACMPA+R8 MUZ=I:YDDNRJ##.
(O4_H$%\%M2$H^W62B,&V_%W_;Q4]RD W%8N^ZW; M6:Q&?N,3 [Y=Y*NP$G2H*=$!"#!4A\(?36W8_L?&.>\L&V;\L#@09]M.![40 M$@M R9]3Z6]B2YWY7E15QIJX"LF=GSM?
GUH[\'M'+IN$7TS*S&U!97GB"[+ M,!JKR+6I:\A1LEE M8@0/6ECO>"=WIL? PEJ'AD';>SN'XLU^8[B;.\UIF09QTM%>CED0)=Q,;GLNL7! MS+6%Z3!$< -J,#N28+7":Y:*)Q-TC)DX2
M">=R-U UTX_T_Y[(^RF"A3MZ_F1;K5[4/?7N?@/82F99(8E1O#]H(*G4S>QV&D1#KL MS6Z'<2NO[&"T3EGOEE,VFKPUXT(; 2'&31K'.#0/P*42NXI)2-4TM],@7%@) MR=[N.
[350YI'4_MUNYD\&/ZN2:5HT&B$179O2"+(;Q>AK@Y+%-*=V MN)!!X/SQS.F?%9X84U_0T@^N*A5O1YRQA.@4J4F9"P>,)+X[N?4 K^%$L
MO]7N.20S!+PJD8NGWK@QX>NOI.74$$@-O5X@5!,9#4431AL'%Z$YX+G@;D*M M78$VDHYSP1$Z3UAY*@!"4"N!8G1_#CC<$*M*ZA2[WW08\BZT:@:Z/ET%QJK,+OR%H-
>;50Q%-WU7TD7DT,33+8 MS) F([SH?P*E-%/-B:2&VV9W\ )2:62=+;:\9:]M+JP(-L=JM]OO[RV$A"R- M,OB56=G'L72)HVV!5-26J3X]^3FPP@DN+X9(2U QG3M]
CCN%A%XUS:OHEQ(MX=7MZE+^RHV!*A[R"8GK0?UJ8&:SV>24SZ*1B<^$/1WQ+C^# O595 A"7S)+ MN#MX?!4?8RK^C$A%NBWZJLS+
(S+:VJL6^YPY(4F"0:A5+;0^S9,$]G+Z85HL M)*VEXR'-Q1SMU\]);HTIV-@HK3ZIJ2U>0IPMUX#[*?,_4N;"RVE /O9!_M+Z M=% WCL$K6^9].WJ8N_71S*;+#Q8 M*J@H.HX:'
ZH1F@(?%0ZL#LNE'#,Z5WU\)IG+<1@"9+X27K4O1LO22Q"D[WI MJDK7U;K.0J@Y07]*[<"B-,D)#=^%K\W(:B0RLT@I%'GQ8(FAQ#*C8T',- M] [Z:LUX@56CIMMY-5MQL-
IR['E3,I00Z!?T<>N"F.DUH@RF"6]PK6H W>)L M=@=_M/)"L?\:XIE!\BYB15^''A<:.6;@;.6:AZVS0>3(U6+!05=_G]1%0^?>%PR0'3LKYTZ6;Z?
J^ITQC'8TI10;BQZ..WRA6"CDQDZ.R5X MR'2NL$M:2;L"2[R"[#_E*3E*O$E<>E1BN?3F+IT/_#2N]*]87=B733/3B\:8 ME1(O:$PBBSZ*
(K[P>3**FP[WODW/N@P=*NF5P04']8F$A.70;O$3/^!6Z>8C MN,RD#=BZ"R;E#3EN:5!!I+PDAMP6EV,NO%0V&QXS[/'BB=\0PV/=;>_:ID(W M=ZQ-Q_6"FP5/B+ FN6*VWS
FC\/JCGXYV-AP< XV#'[B8EU1IK.(_\'WYYJF MZX;37_OB&VX,ZA(3KKM1V> E-?*UQ4&,*>&-DAR18(82H6$&T@KF MZC%8BZ2JQ!@\ENXN@79+']_8E"$T.*A7"S$%1
Y%6\HCE4V(^JLE,]5>X0T] M8%,WV?8S-TN5D2XT)K'#78_,O;6+@$*\E*>PHD[$O8!P9QR,3-RI5N"8KW MC'T*U(;OH/DZOW34Q.4#&0@%PV5)YB=GY 28A!V-.!A^K-)G,%'Q<-
LVR0R- ML5VGNS^Y]-/^+=ZXRV>AFS!]G_HV^65A#P.W#D@<(0?F%NUN3(%^(''^&2 6 M286M&(,R!OOX"P"3$/#C^W$C@L=7O_3_8NX^((1"G,C6.Z,3-4QYX<=&W1,1
M&6DYO^(E6BL4)..+3$/>[].0?1KREJ8A^9!&,X3.]OEJ1LY6DHGTTYPWD3C5 MJ$\7%%BDZU#RGYB>2I@^2=N/V/WEJHO6M>I5$+V;4GO"&V)*@
MF')-)3((Y(%&5)H$&'2%X1FP%[%PVOH1KKGZTU1]V+2I\7!T;*QE_9.@HD35 M"Y@T/AXY53S=CA.E#]I?D#YILKXM];$-@R!%)))(EH?0@<+;%N(CD%TS<4LV3;6Y?>4FOOW1W"-
OX M)]G-U068<)9>\S&H-!97('>BIMSX;&>UD$@!!5<5#K3YE^!:L?_F!&G+U+6< M1.]\N2"AR%"G)#0RFL'YI.FB)"JP3>4K[C#6\2R0%T8@L2RX(0$+\"Q>-C4 M0+N_D5^@2?
(T]AF$?W(R6Q%^F:6..(3Q079: \5AXZ6#6S]PMV\DA9J8P6+ M#[,YORK/X43J;!'#<4906MTQ@JQ7@7^[,MJ M3]9#\42V-
>*Z+:G38VX8TC020F_S5H+$%HB*;=K0U%*N,B.E\N1TXO0(FHKD>NWI%= M;9U;?4V-#!M44FJ21V F>'C(6!PP$7;!X6?;1M=KH5DQD8@25[M=I,I?H9CQ ML4VUF%
(X81Q%Q(20Z-:L3[/2[I$_IS5J2]=^MQ\!U=6T205$62_H_Q1[F/K MI2EX7AO+Z)4=RX2 4M(FO@1=02C&!D<"NE(0+!O4PY'@V9! ;]SM(:IAKW:X
M+LEV23$V,^##E/&Z#9*I/40A!K]/=K*HRHMN*9_G)O.6FJ2UC6RF7C.R'6@>_M20Z0S1;*(I@@$H64$B8_3LBWBL.UU;WE!NQH?B4]>(@,(%1XD/CEC#$6>C;S M-2!=5DW;"_J-?
$4*@BF0H.*3VMU"6F)13ZIAO,M3,H]L4T.J*ZDKAJW"W39; MFULO.N!:#E)%$R6EVM_^M]0G&+6CYI6D5.7/3/F2L6?LVF2\0WT2?TPZ1RVJ M,4FHB;
U[X?)!&Z0LCUFU6QTK.:SK>FJ&BK>MM3Q7=9< M]O*^WJP.#".>#<.[..1H"5T_Y2<"]DOY=>&O@NN3 M/TC5 &%W<\+#IV"?CPH"F6_TW"E!L%C_>5[#8--%D")$*>9,
(:5Q+;OK[#8H M;>,:V"1$,J66LC+TAD6]I2&?A:#QQ@ [0ZIN62UB$D=N&+F%9\OJ%,T*=P\)0$8R$H#I<=;Q@\33U,L0K>LZZ$S<9D'J\KT MV+NI$Q;+7"XV:L-
)8;S,UAC^$3%?'VO_I2F,)@.'-S[%KDVZI"U>S6Z)>7>KLX)O3WV[YMZ)S3T MW=[.1"VHR?;Q--Y0.*ET0P5F34CG4%>#PT=1M5@C=ZA7F-CS\V'2$SIT>82/ M?
U82@^ZAP>UF>XDLS!!H[O[DJWQ2B,>DO!R0G1L/YW'5A"T=W#LGQ"!WGAZ?"@[K+7CDGA_MD#-_JI9.Y,V4B$< DV66:5SZ0 NP[&L?-Z%SBJLTGS.$Z& ?M_06+0!H[*>]
M8>,0@MP&4TF$!HI"FJO"$FB)"U>>BY%R2:=U\J5 <:'PD*OCM5]D0NQ!GQ#K M$V(WFA"[#<'D%TDZBXT TI*<:($K69)]6>Y(Y*RI)DNZJM7^9?.R$:"9 M\VXH-
[I_Z>]9YFL0I6$$D[*FA,#D:]&=G-J1$A,ZXMX0%)P>1)K_\^K3.* M-+WH&G+1!#"I^''KQ2E7!OE;- M40D(TP\FR\&VULVHE&%.J-;L\DDQ-(K%T M%?_\V^^#G^7Q+[D4?$!M\Z)R&
MWEN9P@*O D9$(F=O.7*V6N394EGVBL:L3&HYI@4_D4XM('DQI9?/+:BNS,HXC6+@THI$\N!)M:TE2-JW M58&BDI:,BU50V):-EY0AD8:],T*M G+<=C=1';,8Q_0/4B36L,H5TRL1T
=_MD67-PW>_NNP@JW + B9$_F=9GL0CZ1(D>'FJ4 Q02T[?U)KZ,HK3.6$(66 MVVIT,,6D:9HA#8L($9TBDUPT1^U>Z\Z7L!F_,\$*!IPPX+]N-OYRA[S/E M.Q'//6%$2KM1A8(#+
<@ULF"%326?&/#_>JB5UO#[D*?+6RK&T!03>.$8GY: M=N!& M(P/K@%&TGA-YM W1^P;URNH#8T#%Z2W5FV-P/^H]'"\%R5%]B/VXJ-MK%AL.PUB9Y:M_87\
]T1N35AU0SG8[BL_?_E.F+^V"'9P=]\;__P02-&P<(X MFXEK JGT8WU$W7'BSI;Z#@?P*6 /2\#_8]_>WCO_L-'?_]^F=MQ MI1_:5"H?H<#T,D-;=4&4?<1!6- U?ZER$KF5:0[?
T\I_CZWJQ>8O)C;E Q M=VDCR#T&H7-&(/E5V>KEIY>?1'X01@R-UV+Y@YBTE'#E+N9:;7&989SM!%XL6B ML5,0(ZN;I&H[/62&]!TAN]2 MDF9%>2(-
_"56OX&^!>C&R,T*QZU:UT+J'*%OU9@@"9MMLEI1F!=;$2*YF7&Z)_64:5HOIA7E1LZK MV3BC?*V305"JCP(SDUE5Y0;.*&B;85SC\Z)>(7C$6&A.2BXI!9SP/T=.GFVI
M8LXS%#8W&/HZLZ_> L>1*$]=EOO)U,M0=HFZYC^K6N*!DALV[J1=Q@3VIO5G MM%LHP#8'0*2G9 M,""5F"B:+].=-]P.3X>4:V"&.EU+E22(L[FG M3%1-
U$04S8L7,Y"@*I&V!E+I(0SP#O3/@[21&ZD5K2BE;QB=W!GOZXCT*5-Y M[$9HB%Y,O"#U;;0%1VXJ/VK39""X3;0"UN*5U1*07X?E58_F+0(G!M2+B+0:+ M+KJ-
D6^3!*DV08_,FXW]_)A!X_L5RF1WH/]@[L'#SN(OC9BS%+AS!QR,:Y. MB2"@%AS3*!:@&)%$!DE7&4.*(+0L&CHP8# YV#LX"#>^"%'62-Y$DBUZ&9_R M4N,2.GX=($=$O-\KU6]-<
M[%8UO+Q_Z>!344OE"/-=QU(TIYJM'4C&YF:QD E5^'5DI=NGKUY^UR5QW W3 M_Y7SSR0LXK<@ MD[S5TF5S:--5Y(-)[C[Z1,S[:-Q'X3DT_^$DU3H9Y=&"C6K-/(QUACH+>#%=
M.*Y*7,J2R.+EE6N2FD'8(]X5&9+XQ!MX=(0\VU\+BHYSL29QV 8[=-%!QH(@:SD$SN9PG1-L=>YR M*@\;=E__X/V1K&B8QG+ +94OIMX9*QV]*D./C&3^NGW7H^2.;,^-XG.B]/IJ
M[_[; "W@(GEQ90Q;<"P.I?N<\1S#+BXG-<%6HZ8BVR((>G+Y002$D33MF#%R M'1CLFX8-_&&.:V>=A9<,B!"+H$GJ*L:E>P,H;>+[SJVIM^$46%S4W2R#9 MM.PA/A2L850!
R0O5;Z5D%(*N JB9:H'.I2*+.]A001M3F*_* M,2N40N!]$Y &Q'_O$:;D&*23B3Z/SRX5FHS57SFT1*SS' M/^04V&@I3PZ/2S'?H?T2RY-I]*E.8\+*PK4)PO*,RY/3A?
='COOM0@YUHG$#RZ2WSK8-Z.(XQ%2M M1\Y1I(21'Q*<#$B<$Y%H"6!Q!P!]M)(6 (@OH+:*PM%!]0@8GJ9,=6SABI** MJ*Y"28:NX8AL<#$+/YMA&
(@]V,2_]O6I*_)'<:;Z"Z=T5'L($8NZL)TYVB M2F4V@&G0(H1,^&_"=P15!$D%A&G$%@/RH0;B9K1Z7!=27MM,U72GR3/,([
MW@P[/MTA(O@R%QVQA@3@L=6V,C+8>+O'E'TU!GF7#49UE5$OD+Q0?1BIG^,+ M\1[O@SKMO(CBZT8O9'IO50)8N>M75,C6@)LL@3^.704BV31R8VFV756D-^F6
MW+'$K@2O35@\"(-&.]6:V2D53BZM?I3---2E5%YLF&M& MU7I<+0$R]7.CNCM* M$]A]9A0AZB+ ;34+**VK/P=U-O1?%Q9V4&%<_((IJ& MO"'=$$K:.:R/T?&@'?
&E^L/W<1E(WTD9:9;,%-)E6Y@UAJAX61%C $6XFT#6 MC51JT31.RNZ-#+W*H5.H(;W\N MD/F472RT"T$D,4XX!R=,9WU]0M;@8K$T5H)O N5)CNL-KC;M]CMU*06 L.$* M?
8&H3ZS?O6 M)^W6)T=>XJA-]\FR&I]A6U/:(YL6)_^'9^AC;:+V7F]WUM-)_WY\^:.

- M_$\\3Y7*BE&TL^K^Q85.KIP"6QK^7?%+_.UT- M*9HX-QD:"SEHO.VPP/]WLLQ"'0"#0=]"B/_+QH;^C3^MCJ+=+J\Z9\69XZ[< M9F,,-$!)_LA*R:%4RM#V%O0P71V;]<+=Q-$JF=
<%R.M\R\:B6U:@UD^.G+K M2IPW)>M5"Z)-.)BD;*"4R#J,K>3B#B2\;O'JT!ZHQ,"N-5/5ZL9%1=UWYA7= MNEF& @O;*HN_D>[%L$6/QC\URX%I= 5G7Y0T%WWQOI!)(]UWOU
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MCJ7CM+-TQ#H,(GF6&$&!1(C+!E$23=9^)\D&_0+ E 2=O*$"2>XBO;.WAWU M $ZR>I3Y*VWGQ=N96P\>0>!!DQ[SAI=;O5:IW>ZF]4,?.6ZTX._& M53Z,D!]#$3"V_?
=NO+)I2C7OAAN8"E;)1(@J@/)8[M3>A6;[-J#&U-"@P6]O M%2YK-UC;9*"@$1>3PLFZ*3.VY>V7SZR'K;;AN6.Z^#'1Z<1*U NOY,!#5I3O M)DP"Y; M.!(#8?='!P^:Q+L7!:)*#@PI18-
5$V68U7++>J5^FW&2@/<6J8 M:#1MW%J4TV+D3\ZZ=5J(?82I&VT&CB1_7JR8,AU? 17)C5>EOB1.LT9+JB!M MY%),P?)Y\ OWT)6D&E4U^!9XE68$RND7P60D848!%?+&#

(G"=PR!^7*G,>\ MXM8YTE%V1)6I)80[FW5RV+#\+^RP<<^PAE>BAKZ^]"_H,I*L_%01>:"7VR<@ M"ZND?;IW!Z=5+01X FSU.K9*A(O1.^?9;(AK&VAM#E/@LF/>6Z*U94O,*H,1
M",9:;;N)9G4GZ!!A&;M-0;<^P'&#TBJDP>0G %3=1-IDTIZYR.^ B!EI&B: M<*-I[Z81SRDG[ID/$OSN@]6"U/0RD6NB1*!,V"6R=YV(1R^??R7Y3!1CF2<"
M!9DDQL9$4KEC6*3^5K[4G(MHT_'&0TR=.]^B!R'4,ZMY MIF(O]0EI$U(VNYEL5YYQD-%>6 M4J_TP)HP6ZN4^&(.6!LH5;N4P[=0A @6 M<,!:>/9GCM)H]^X-
#KX__'=5KBR@E#5;SHQ"]1_TRE$'0M8HB$"B_$F3XRI/)PZ?\'KH;7CJ/H#^I]+-Q#AJ1,[Y? M6^KJCT#B?+K*ZLSOM8M)=F:X[V! !YVHMEO#I\2J1TL@3I>WOQQZ8ER',_LS
M"Y+D\#J,-G(LF*A;FJ'%Z/_F#-&SCV *X(Z)#9&(/XOK48!VM.CNU8)$\V^' M>P,_K1G28O$%7IG]U\J_\V#O8)^3U5MWA,9)R?NWBT+2:[DDW?@)[X:#+Y+" M^J!'FO5(LUN*-
//'\M[NX/&,4H"GTVUN'TYF/--!KS)N)QYE:2_%YWG(G3GT M=,<^Y*,9 2N!83/*1C/FR0?+%<49P8;!$(++ MM#N M\.#P#BEVL6<)%0&L2'+Y?
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L.*F+]Q_/KIKP>_E[4[);!<[?(30L!7 MDZ>8YDF8I7SI9H4W+YK%+%O_4(#T;F#D\?/GYX,7CP;//W'[\>O_V]P\O3H]U?'
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SZK_>UN>OLV.+KQHW,R8KQ[PG7_]W\FS%[_DJ].#[/7;_O?ZEGV M^N24,*OX]-^_3P;^8_MGVJ+;L1^OZWFY;,]N_.=\=O"_;U9_/IVORI]69_?V
M__SE\'9L1^=XW_SQX,5D_[^*7Y[^]\'KIXNC7_+\EU\OB/RAEJ;=5VX(A3_(M+CS8>T2O&]#[=O9#N9%_2R:<8/C4_B/:0OF"?\[.-;_T;>9/?)M]1V?Z5: S&9SL_/=W'S.
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W:>X/O"<56U* AFSB;HH!#%##:WP7OG7HY"0"]3\L]^Y*H]G0V=9SC%) M])A/0A+;(;H/_05K#?PF42XV),.?V53>RUH')B_<%!2P/ZT8455@ _MI^[O M_[N]? Q,:'"@VH&?
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WU)XY54:2U2PALT7;P=^88I\H&;B M]33:!Z_7@ZN7*FVQE%53!&^6W^KY')=?#R-<8,"\> =!.+]C^=[RL'AYY"# MK>[0-23CB6O&=;&@0Y*Q7N[!P>W2M;?4;JO(="W
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DE 68-0623433 2050 W. 190th Street Suite 400 Torrance CA 90504 424 702-1455 Common Stock, $0.001 par value per share PRTS NASDAQ Yes Yes Accelerated Filer false false false 57289985 34065000 50951000 6147000 7365000 109289000 128901000 8154000 6121000 157655000 193338000 34622000 26389000 29530000 19542000 12929000 15255000 3303000 3331000 238039000 257855000 62701000 77851000 17571000 20770000 5692000 4749000 3897000 4308000 4742000 5308000 94603000 112986000 26166000 16742000 10517000 12327000 2863000 2969000 134149000 145024000 0.001 0.001 100000000 100000000 57088000 56303000 3786000 61000 60000 11912000 11912000 319010000 312874000 870000 783000 -204139000 -188974000 103890000 112831000 238039000 257855000 144270000 176978000 310559000 352470000 95877000 116536000 208247000 229477000 48393000 60442000 102312000 122993000 57121000 61286000 117557000 123201000 -8728000 -844000 -15245000 -208000 354000 639000 791000 1553000 286000 325000 586000 683000 68000 314000 205000 870000 -8660000 -530000 -15040000 662000 27000 141000 125000 282000 -8687000 -671000 -15165000 380000 87000 -24000 -48000 24000 87000 48000 -8687000 -647000 -15078000 428000 -0.15 -0.01 -0.27 0.01 -0.15 -0.01 -0.27 0.01 56851000 56532000 56677000 55789000 56851000 56532000 56677000 58028000 54653000 57000 297265000 -7625000 1126000 -180751000 110072000 1051000 1051000 972000 1000 1523000 1524000 495000 1000 1000 1000 6000 6000 42000 221000 221000 4170000 4170000 24000 24000 56163000 59000 303185000 -7625000 1150000 -179700000 117069000 -671000 -671000 279000 446000 446000 431000 1000 5000 5000 2937000 2937000 250000 5000 1047000 1052000 24000 24000 56624000 59000 306568000 -8672000 1174000 -180371000 118758000 56303000 60000 312874000 -11912000 783000 -188974000 112831000 -6478000 -6478000 243000 1000 -323000 -322000 8000 8000 3000 75000 202000 202000 2824000 2824000 87000 87000 56624000 61000 315585000 -11912000 870000 -195452000 109152000 -8687000 -8687000 455000 -106000 -106000 7000 11000 11000 2000 3000 3000 3517000 3517000 57088000 61000 319010000 -11912000 870000 -204139000 103890000 -15165000 380000 8480000 8166000 21000 20000 5910000 6696000 19000 11000 4000 75000 32000 32000 -1217000 1090000 -19613000 -22286000 2032000 4000 -15000 -60000 -17802000 28630000 -566000 925000 1169000 380000 -790000 -398000 -107000 342000 18000 66361000 14567000 4669000 40000 83000 -14607000 -4586000 127000 117000 127000 117000 2157000 2467000 1052000 202000 221000 429000 1969000 -2384000 -1329000 87000 -16886000 60446000 50951000 18767000 34065000 79213000 12857000 888000 408000 431000 411000 48000 155000 586000 683000 791000 557000 <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-weight:bold;margin:0pt 0pt 10pt 0pt;">Note 1 – Basis of Presentation and Description of Company</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">CarParts.com, Inc. (including its subsidiaries) is a leading online provider of aftermarket auto parts and accessories. The Company sells its products primarily to individual consumers through its flagship website located at <i style="font-style:italic;text-decoration-color:#000000;text-decoration-line:underline;text-decoration-style:solid;">www.carparts.com</i><i style="font-style:italic;">, </i>our app,<i style="font-style:italic;"> </i>and online marketplaces. Our corporate website is also located at <i style="font-style:italic;text-decoration-color:#000000;text-decoration-line:underline;text-decoration-style:solid;">www.carparts.com/investor</i>. References to the “Company,” “we,” “us,” or “our” refer to CarParts.com, Inc. and its consolidated subsidiaries.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">The Company’s products consist of replacement parts serving the wear and tear and body repair market, hard parts to serve the maintenance and repair market, and performance parts and accessories. The replacement parts category is primarily comprised of body parts for the exterior of an automobile as well as certain other mechanical or electrical parts that are not related to the functioning of the engine or drivetrain. Our parts in this category typically replace original body parts that have been damaged as a result of general wear and tear or a collision. In addition, we sell an extensive line of mirror products, including parts from our own house brand called Kool-Vue®, which are marketed and sold as aftermarket replacement parts and as upgrades to existing parts. The hard parts category is primarily comprised of engine components and other mechanical and electrical parts including our house brand of catalytic converters called Evan Fischer®. These hard parts serve as replacement parts that are generally used by professionals and do-it-yourselfers for engine and mechanical maintenance and repair. We also offer other parts and accessories (formerly referred to as performance parts and accessories), which includes certain performance versions of many parts sold in each of the above categories, including parts from our own house brand, JC Whitney®. Other parts and accessories is also comprised of parts that upgrade existing functionality of a specific part or improve the physical appearance or comfort of the automobile.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">The Company is a Delaware C corporation and is headquartered in Torrance, California. The Company has employees located in both the United States and the Philippines.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Basis of Presentation</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and with the instructions to U.S. Securities and Exchange Commission (“SEC”) Form 10-Q and Article 10 of SEC Regulation S-X. In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company as of June 29, 2024 and the consolidated results of operations and cash flows for the thirteen and twenty-six weeks ended June 29, 2024 and July 1, 2023. The Company’s results for the interim periods are not necessarily indicative of the results that may be expected for any other interim period, or for the full year. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 30, 2023, which was filed with the SEC on March 8, 2024 and all our other periodic filings, including Current Reports on Form 8-K, filed with the SEC after the end of our 2023 fiscal year, and throughout the date of this report.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Based on our current operating plan, we believe that our existing cash and cash equivalents, investments, cash flows from operations and available debt financing will be sufficient to finance our operational cash needs through at least the next twelve months. </p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Recent Accounting Standard Not Yet Adopted</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt;">In December 2023, the FASB issued ASU 2023-09, <i style="font-style:italic;">Income Taxes</i> (Topic 740): Improvements to Income Tax Disclosure, which expands the disclosures required for income taxes, primarily through changes to the rate reconciliation and income taxes paid information. This ASU is effective for fiscal years beginning after December 15, 2024, with early </p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 10pt 0pt;">adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures.</p> <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Basis of Presentation</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and with the instructions to U.S. Securities and Exchange Commission (“SEC”) Form 10-Q and Article 10 of SEC Regulation S-X. In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company as of June 29, 2024 and the consolidated results of operations and cash flows for the thirteen and twenty-six weeks ended June 29, 2024 and July 1, 2023. The Company’s results for the interim periods are not necessarily indicative of the results that may be expected for any other interim period, or for the full year. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 30, 2023, which was filed with the SEC on March 8, 2024 and all our other periodic filings, including Current Reports on Form 8-K, filed with the SEC after the end of our 2023 fiscal year, and throughout the date of this report.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Based on our current operating plan, we believe that our existing cash and cash equivalents, investments, cash flows from operations and available debt financing will be sufficient to finance our operational cash needs through at least the next twelve months. </p> <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Recent Accounting Standard Not Yet Adopted</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt;">In December 2023, the FASB issued ASU 2023-09, <i style="font-style:italic;">Income Taxes</i> (Topic 740): Improvements to Income Tax Disclosure, which expands the disclosures required for income taxes, primarily through changes to the rate reconciliation and income taxes paid information. 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The Credit Facility provides for the revolving commitment in an aggregate principal amount of $75,000 and allows for an uncommitted ability to increase the aggregate principal amount by an additional $75,000 to $150,000, subject to certain terms and conditions. The Credit Facility matures on June 17, 2027. As of June 29, 2024 and December 30, 2023, our outstanding revolving loan balance was $0, respectively. As of June 29, 2024 and December 30, 2023, the outstanding standby letters of credit balance was $680, respectively, and we had $0 of our trade letters of credit outstanding in accounts payable in our consolidated balance sheets.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Loans drawn under the Credit Facility bear interest, at the Company’s option, at a per annum rate equal to either (a) Adjusted Secured Overnight Financing Rate (“SOFR”) plus an applicable margin of 1.50% to 2.00% per annum based on the Company's fixed charge coverage ratio, or (b) an “alternate prime base rate” subject to an increase from 0.00% to 0.50% per annum based on the Company’s fixed charge coverage ratio. As of June 29, 2024, the Company’s SOFR based interest rate was 7.44% and the Company’s prime based rate was 9.00%. A commitment fee, based upon undrawn availability under the Credit Facility bearing interest at a rate of either 0.20% or 0.25% per annum based on the amount of undrawn availability, is payable monthly. Under the terms of the credit agreement with JPMorgan Chase Bank, N.A. (the “Credit Agreement”), cash receipts are deposited into a lock-box, which are at the Company’s discretion unless the “cash dominion period” is in effect, during which cash receipts will be used to reduce amounts owing under the Credit Agreement. The cash dominion period is triggered in an event of default or if “excess availability,” as defined under the Credit Agreement, is less than $9,000 (12% of the aggregate revolving commitment) for three consecutive business days and will continue until, during the preceding 45 consecutive days, no event of default existed and excess availability has been greater than $9,000 at all times (with the trigger subject to adjustment based on the Company’s revolving commitment). In addition, in the event that the Company’s required excess availability related to the “Covenant Testing Trigger Period” (as defined under the Credit Agreement) is less than $7,500 (10% of the aggregate revolving commitment) for three consecutive business days, the Company shall be required to maintain a minimum fixed charge coverage ratio of 1.0 to 1.0, and continuing until excess availability has been greater than or equal to $7,500 at all times for 45 consecutive days (with the trigger subject to adjustment based on the Company’s revolving commitment).</p> 75000000 75000000 150000000 0 0 680000 680000 0 0 0.0150 0.0200 0.0000 0.0050 0.0744 0.0900 0.0020 0.0025 9000000 0.12 P45D 0 9000000 7500000 0.10 1.0 7500000 P45D <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-weight:bold;margin:0pt 0pt 10pt 0pt;">Note 3 – Stockholders’ Equity and Share-Based Compensation</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Options and Restricted Stock Units</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">The Company had the following common stock option activity during the twenty-six weeks ended June 29, 2024:</p><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:54pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Granted options to purchase 0 common shares.</td></tr></table><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:54pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Exercise of 0 options to purchase common shares.</td></tr></table> <table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:10pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="width:54pt;"></td><td style="font-family:'Times New Roman','Times','serif';font-size:10pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">●</td><td style="padding:0pt;">Forfeiture of 5 options to purchase common shares.</td></tr></table> <table style="border-collapse:collapse;font-family:'Times New 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style="vertical-align:bottom;width:63.18%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td 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style="font-weight:bold;">Weighted Average</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td 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style="font-size:8pt;font-weight:bold;visibility:hidden;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Grant Date</p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:center;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-
space:nowrap;width:10.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-
weight:bold;">Aggregate</p></td></tr><tr><td style="vertical-align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;">   </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:6.58%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Shares</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;">   </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;">
<b style="font-weight:bold;">   </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Fair
Value</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:8pt;text-align:center;margin:0pt;">   </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.58%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-
weight:bold;">Intrinsic Value</p></td></tr><tr><td style="vertical-align:bottom;width:63.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Vested and expected to vest as of December 30, 2023</p></td><td style="vertical-
align:bottom;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 3,609</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
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align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Awarded</p></td><td
style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,293</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
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align:bottom;width:63.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Vested</p>
</td><td style="vertical-align:bottom;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:6.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> (915)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
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space:nowrap;width:6.58%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> (75)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-
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</p></td></tr><tr><td style="vertical-align:bottom;width:63.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">Awards outstanding, June 29, 2024</p></td><td style="vertical-
align:bottom;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,912</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.32</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,912</p></td></tr><tr><td style="vertical-
align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Vested and expected to vest as of
June 29, 2024</p></td><td style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;margin:0pt;padding:0pt;"><p
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4,911</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">During the twenty-six weeks ended June 29, 2024, 915 RSUs
that vested were time-based and 0 were performance-based.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 9pt
0pt;">For the thirteen and twenty-six weeks ended June 29, 2024, we recorded compensation costs related to stock options and RSUs of $3,517 and $6,341, respectively. For
the thirteen and twenty-six weeks ended July 1, 2023, we recorded compensation costs related to stock options and RSUs of $2,937 and $7,107, respectively. As of
June 29, 2024, there was unrecognized compensation expense related to stock options and RSUs of $18,531 that will be expensed through June 2028.</p> 0 0 5000 78000 <p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">The following table summarizes the Company's restricted
stock unit ("RSU") activity for the twenty-six weeks ended June 29, 2024, and details regarding the awards outstanding and exercisable as of June 29, 2024 (in thousands):
</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr
style="height:1pt;"><td style="vertical-align:bottom;width:63.18%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-
word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
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style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:1pt;visibility:hidden;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
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space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div
style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:1pt;visibility:hidden;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;margin:0pt;padding:0pt;"><div

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space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div
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align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-size:8pt;font-
weight:bold;visibility:hidden;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td
style="vertical-align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:8pt;visibility:hidden;"></p></td><td style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:6.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"><span style="font-
size:8pt;font-weight:bold;visibility:hidden;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Weighted Average</p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-size:8pt;font-
weight:bold;visibility:hidden;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td></tr><tr><td
style="vertical-align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:8pt;visibility:hidden;"></p></td><td style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:6.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"><span style="font-
size:8pt;font-weight:bold;visibility:hidden;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Grant Date</p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:center;margin:0pt;"></p></td><td colspan="2" style="vertical-align:bottom;white-
space:nowrap;width:10.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-
weight:bold;">Aggregate</p></td></tr><tr><td style="vertical-align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:6.58%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Shares</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;">
<b style="font-weight:bold;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Fair
Value</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:8pt;text-align:center;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:10.58%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-
weight:bold;">Intrinsic Value</p></td></tr><tr><td style="vertical-align:bottom;width:63.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Vested and expected to vest as of December 30, 2023</p></td><td style="vertical-
align:bottom;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 3,609</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:13.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-
align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Awarded</p></td><td
style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,293</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.39%;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-
align:bottom;width:63.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Vested</p>
</td><td style="vertical-align:bottom;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:6.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> (915)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:9.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">Forfeited</p></td><td style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:6.58%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> (75)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:13.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.18%;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:9.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td></tr><tr><td style="vertical-align:bottom;width:63.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;margin:0pt;">Awards outstanding, June 29, 2024</p></td><td style="vertical-
align:bottom;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,912</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:13.05%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.32</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.18%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.39%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,912</p></td></tr><tr><td style="vertical-
align:bottom;width:63.18%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Vested and expected to vest as of
June 29, 2024</p></td><td style="vertical-align:bottom;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:6.58%;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 4,911</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td
style="vertical-align:bottom;white-space:nowrap;width:13.05%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt 3.5pt 0pt 0pt;"> 6.32</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.18%;margin:0pt;padding:0pt;">
<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:9.39%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;">
4,911</p></td></tr></table> 3609000 2293000 915000 75000 4912000 6.32 4912000 4911000 6.32 4911000 915000 0 3517000 6341000 2937000 7107000 18531000 <p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-weight:bold;margin:0pt 0pt 10pt 0pt;">Note 4 – Net (Loss) Income Per Share</p><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">The following table sets forth the computation of basic and diluted net
(loss) income per share (in thousands, except per share data):</p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-
right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div
style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:1pt;visibility:hidden;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div
style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:1pt;visibility:hidden;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div
style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:1pt;visibility:hidden;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div
style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:1pt;visibility:hidden;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div
style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:1pt;visibility:hidden;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div
style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-
size:1pt;visibility:hidden;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;margin:0pt;padding:0pt;"><div
style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-
align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="font-size:8pt;font-
weight:bold;visibility:hidden;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="5" style="vertical-align:bottom;width:21.24%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-
weight:bold;">Thirteen Weeks Ended</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="5" style="vertical-align:bottom;width:21.23%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Twenty-
Six Weeks Ended</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;">   </p></td><td colspan="2"
style="vertical-align:bottom;white-space:nowrap;width:9.75%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 29, 2024</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;">   </p></td><td colspan="2"
style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 1, 2023</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;">   </p></td><td colspan="2"
style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 29, 2024</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;">   </p></td><td colspan="2"
style="vertical-align:bottom;white-space:nowrap;width:9.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 1, 2023</p></td></tr><tr><td style="vertical-
align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-
weight:bold;">Net (loss) income per share:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td
colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:8pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-
align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-
space:nowrap;width:9.74%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:center;margin:0pt;"></p></td></tr><tr><td style="vertical-
align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Numerator:</p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-

space:nowrap;width:8.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr>
<tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">Net (loss) income allocable to common shares</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> (8,687)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td
style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt;"> (671)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td
style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt;"> (15,165)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;">
<p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 380</p></td></tr><tr><td style="vertical-
align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Denominator:</p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:8.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:10pt;margin:0pt;">Weighted-average common shares outstanding (basic)</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,851</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,532</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,677</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.64%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 55,789</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Common equivalent shares from common stock options and restricted stock</p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times
New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td
style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;border-bottom:1px solid
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,239</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Weighted-average common shares outstanding (diluted)</p></td><td style="vertical-
align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-
bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,851</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:3px double
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,532</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:3px double
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.66%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,677</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:3px double
#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:8.64%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 58,028</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Basic net (loss) income per share</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.15)</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.01)</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.27)</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 0.01</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Diluted net (loss) income per share</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.15)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.01)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.27)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 0.01</p></td></tr></table><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt;">For the thirteen and twenty-six weeks ended June 29, 2024, and the thirteen weeks ended July 1, 2023, all outstanding potentially dilutive securities have been excluded from the calculation of diluted net loss per share as the effect of including such securities would have been anti-dilutive. Options and RSUs that were antidilutive and not included in the dilutive earnings per share calculation for the twenty-six weeks ended July 1, 2023 amounted to 2,745.</p> <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">The following table sets forth the computation of basic and diluted net (loss) income per share (in thousands, except per share data): </p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td 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style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Twenty-Six Weeks Ended</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.75%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 29, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 1, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.76%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 29, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.74%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 1, 2023</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Net (loss) income per share:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td colspan="2" style="vertical-align:bottom;white-space:nowrap;width:9.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:center;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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<tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-

size:10pt;margin:0pt;">Net (loss) income allocable to common shares</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (8,687)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (671)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (15,165)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 380</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Denominator:</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Weighted-average common shares outstanding (basic)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,851</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,532</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,677</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;background:#cceeff;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 55,789</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Common equivalent shares from common stock options and restricted stock</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> —</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2,239</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Weighted-average common shares outstanding (diluted)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,851</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,532</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 56,677</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 58,028</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Basic net (loss) income per share</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.15)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.01)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.27)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 0.01</p></td></tr><tr><td style="vertical-align:bottom;width:54.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">Diluted net (loss) income per share</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.09%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.15)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td style="vertical-align:bottom;white-space:nowrap;width:8.66%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> (0.01)</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.72%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.1%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">$</p></td><td 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-0.27 0.01 -0.15 -0.01 -0.27 0.01 2745000 <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-weight:bold;margin:0pt 0pt 9pt 0pt;">Note 5 – Income Taxes</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 9pt 0pt;">The Company is subject to U.S. federal income tax as well as income tax of foreign and state tax jurisdictions. The tax years 2019-2023 remain open to examination by the major taxing jurisdictions to which the Company is subject, except the Internal Revenue Service for which the tax years 2020-2023 remain open.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt;">For the thirteen and twenty-six weeks ended June 29, 2024, the effective tax rate for the Company was (0.3)% and (0.8%), respectively. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, income of our Philippines subsidiary that is subject to different effective tax rates, share-based compensation that </p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 9pt 0pt;">is either not deductible for tax purposes or for which the tax deductible amount is different than the financial reporting amount, and a change in the valuation allowance that offset the tax on the current period pre-tax loss.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 9pt 0pt;">For the thirteen and twenty-six weeks ended July 1, 2023, the effective tax rate for the Company was (26.6)% and 42.6%, respectively. The effective tax rate differed from the U.S. federal statutory rate primarily due to state income taxes, income of our Philippines subsidiary that is subject to different effective tax rates, share-based compensation that is either not deductible for tax purposes or for which the tax deductible amount is different than the financial reporting amount, and a change in the valuation allowance that offset the tax of the current period pre-tax (loss) income.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt;">The Company accounts for income taxes in accordance with ASC Topic 740 - Income Taxes (“ASC 740”). Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. We currently have a full valuation allowance against our deferred tax assets. As of each reporting date, the Company’s management considers new evidence, both positive and negative, that could impact management’s view with regard to future realization of deferred tax assets. For the twenty-six weeks ended June 29, 2024, there was no material change from fiscal year ended December 30, 2023 in the amount of the Company's deferred tax assets that are not considered to be more likely than not to be realized in future years.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt;"></p> -0.003 -0.008 -0.266 0.426 <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-weight:bold;margin:0pt 0pt 10pt 0pt;">Note 6 – Commitments and Contingencies</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Leases</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">During the first quarter of 2024, the Company entered into a lease agreement for a new distribution center in Las Vegas, Nevada. The lease commenced on February 1, 2024 with a eighty-seven month lease term set to expire in April of 2031. The Company is obligated to pay approximately $186 in monthly base rent (rent abatement for three months in the first year), which shall increase by 4% each year beginning on the second-year anniversary of the lease term. In accordance with ASU 842 - Leases (“ASC 842”), the Company recorded $12,857 in Right-of-use assets – operating, non-current, and $12,018 in Right-of-use obligation – operating, non-current, with $839 recorded in Right-of-use obligation – operating, current, on the consolidated balance sheet at the commencement of the lease.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-style:italic;font-weight:bold;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Legal Matters</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">Asbestos<b style="font-weight:bold;">. A wholly-owned subsidiary of the Company, Automotive Specialty Accessories and Parts, Inc. and its wholly-owned subsidiary Whitney Automotive Group, Inc. (“WAG”), are named defendants in several lawsuits involving claims for damages caused by installation of brakes during the late 1960’s and early 1970’s that contained asbestos. WAG marketed certain brakes, but did not manufacture any brakes. WAG maintains liability insurance coverage to protect its and the Company’s assets from losses arising from the litigation and coverage is provided on an occurrence rather than a claims made basis, and the Company is not expected to incur significant out-of-pocket costs in connection with this matter that would be material to its consolidated financial statements.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt;">Ordinary course litigation. The Company is subject to legal proceedings and claims which arise in the ordinary course of its business, including, for example, claims relating to product liability, workplace injuries, intellectual property rights, and employment matters. For example, a worker, who was directly employed by the Company’s third party labor contracting firm at the Company’s Grand Prairie, TX warehouse has filed a negligence claim in the Superior Court of the State of California, Los Angeles County, Central District relating to a workplace injury from March 2021. In July 2024, the Court granted the Company’s motion for summary judgement. Appeals could be filed by the plaintiff and the Company intends to continue to defend itself vigorously, although there can be no assurance that there will not be some liability. As of the date hereof, the Company believes that the final disposition of such matters will not have a material adverse effect on the financial position, results of operations or cash flow of the Company. The Company maintains liability insurance coverage to protect the Company’s assets from losses arising out of or involving activities associated with ongoing and normal business operations.</p> P87M 186000 P3M 0.04 12857000 12018000 839000 <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;font-weight:bold;margin:0pt 0pt 10pt 0pt;">Note 7 – Product Information</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-indent:25.2pt;margin:0pt 0pt 10pt 0pt;">As described in Note 1 above, the Company’s products consist of replacement parts serving the wear and tear and body repair market, hard parts to serve the maintenance and repair market, and other parts and accessories (formerly referred to as performance parts and accessories). The following table summarizes the approximate distribution of the Company’s revenue by product type.</p><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New 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style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td colspan="3" style="vertical-align:bottom;white-space:nowrap;width:21.89%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Thirteen Weeks Ended</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="3" style="vertical-align:bottom;white-space:nowrap;width:22.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Twenty-Six Weeks Ended</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 29, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New

Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 1, 2023</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">
</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 29, 2024</p></td><td style="vertical-align:bottom;white-
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</p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New
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space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">
</p></td></tr><tr><td style="vertical-align:bottom;width:48.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">House Brands</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
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style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Replacement Parts</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt
3.5pt 0pt 0pt;"> 62</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 64</p></td><td style="vertical-align:bottom;white-
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3.5pt 0pt 0pt;"> 63</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
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family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 65</p></td><td style="vertical-align:bottom;white-
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0pt 0pt 6pt;">Hard Parts⁽¹⁾</p></td><td style="vertical-align:bottom;white-
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style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 20</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 20</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 19</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 20</p></td><td style="vertical-align:bottom;white-
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6pt;">Other⁽¹⁾</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt
3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
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family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-
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align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-
weight:bold;">Branded</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
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style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Replacement Parts</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
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size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
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6pt;">Hard Parts⁽¹⁾</p></td><td style="vertical-align:bottom;white-
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3.5pt 0pt 0pt;"> 14</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 12</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt

3.5pt 0pt 0pt;"> 14</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 11</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </td></tr><tr><td style="vertical-align:bottom;width:48.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Other⁽¹⁾</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td></tr><tr><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:48.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">Total</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 100</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 100</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 100</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 100</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td></tr></table><div style="font-family:'Times New Roman','Times','serif';font-size:10.0pt;margin-bottom:0pt;margin-top:0pt;min-height:1.19em;position:relative;width:100%;"><div style="background-color:#000000;height:1px;position:relative;top:0.6em;width:25.0%;border:none;margin:0 auto 0 0;"></div></div><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:8pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">(1)</td><td style="padding:0pt;">During the first quarter of 2024, we updated the product classification of certain parts to better reflect their part category. Prior period figures have been updated to reflect the new presentation.</td></tr></table> <p style="font-family:'Times New Roman','Times','serif';font-size:10pt;min-height:0.0pt;margin:0pt;"></p><table style="border-collapse:collapse;font-size:16pt;height:max-content;margin-left:auto;margin-right:auto;padding-left:0pt;padding-right:0pt;width:100%;"><tr style="height:1pt;"><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><div style="height:1pt;overflow:hidden;overflow-wrap:break-word;position:relative;"><div style="bottom:0pt;position:absolute;width:100%;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></div></div></td></tr><tr><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">   </p></td><td colspan="3" style="vertical-align:bottom;white-space:nowrap;width:21.89%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Thirteen Weeks Ended</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td colspan="3" style="vertical-align:bottom;white-space:nowrap;width:22.23%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">Twenty-Six Weeks Ended</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td></tr><tr><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 29, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">   </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 1, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">   </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">June 29, 2024</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">   </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;text-align:center;margin:0pt;"><b style="font-weight:bold;">July 1, 2023</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:8pt;margin:0pt;"><b style="font-weight:bold;">   </p></td></tr><tr><td style="vertical-align:bottom;width:48.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-weight:bold;">House Brands</p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-

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family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Replacement Parts</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt
3.5pt 0pt 0pt;"> 62</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 64</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt
3.5pt 0pt 0pt;"> 63</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 65</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td></tr><tr><td
style="vertical-align:bottom;width:48.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt
0pt 0pt 6pt;">Hard Parts<sup style="font-size:7.5pt;line-height:100%;top:0pt;vertical-align:top;">(1)</sup></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 20</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 20</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 19</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 20</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
</tr><tr><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt
6pt;">Other<sup style="font-size:7.5pt;line-height:100%;top:0pt;vertical-align:top;">(1)</sup></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt
3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-
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family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 1</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td></tr><tr><td
style="vertical-align:bottom;width:48.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">
<span style="visibility:hidden;"></span></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;"></span></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span
style="visibility:hidden;"></span></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;"></span></p></td><td style="vertical-align:bottom;white-
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family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;"></span></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span
style="visibility:hidden;"></span></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;"></span></p></td><td style="vertical-align:bottom;white-
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style="visibility:hidden;"></span></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><span style="visibility:hidden;"></span></p></td></tr><tr><td style="vertical-
align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"><b style="font-
weight:bold;">Branded</b></p></td><td style="vertical-align:bottom;white-space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
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align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-
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align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-
align:right;margin:0pt;"> </p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td></tr><tr><td style="vertical-align:bottom;width:48.71%;background:#cceeff;margin:0pt;padding:0pt;"><p
style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt 6pt;">Replacement Parts</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 2</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
</tr><tr><td style="vertical-align:bottom;width:48.71%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt 0pt 0pt
6pt;">Hard Parts<sup style="font-size:7.5pt;line-height:100%;top:0pt;vertical-align:top;">(1)</sup></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td style="vertical-
align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt
3.5pt 0pt 0pt;"> 14</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 12</p></td><td style="vertical-align:bottom;white-
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align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt
3.5pt 0pt 0pt;"> 14</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New
Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;margin:0pt;padding:0pt;"><p style="font-
family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 11</p></td><td style="vertical-align:bottom;white-
space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td></tr><tr><td
style="vertical-align:bottom;width:48.71%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt
0pt 0pt 6pt;">Other<sup style="font-size:7.5pt;line-height:100%;top:0pt;vertical-align:top;">(1)</sup></p></td><td style="vertical-align:bottom;white-
space:nowrap;width:1.64%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"> </p></td><td
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space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
<td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
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<td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-
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space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td>
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Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;border-bottom:1px solid #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;"></p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;margin:0pt;padding:0pt;"><p style="font-family:'Times New 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#000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 100</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.57%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 100</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 100</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.76%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td><td style="vertical-align:bottom;white-space:nowrap;width:9.73%;background:#cceeff;border-bottom:3px double #000000;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;text-align:right;margin:0pt 3.5pt 0pt 0pt;"> 100</p></td><td style="vertical-align:bottom;white-space:nowrap;width:2.75%;background:#cceeff;margin:0pt;padding:0pt;"><p style="font-family:'Times New Roman','Times','serif';font-size:10pt;margin:0pt;">% </p></td></tr></table><div style="font-family:'Times New Roman','Times','serif';font-size:10.0pt;margin-bottom:0pt;margin-top:0pt;min-height:1.19em;position:relative;width:100%;"><div style="background-color:#000000;height:1px;position:relative;top:0.6em;width:25.0%;border:none;margin:0 auto 0 0;"></div></div><table style="border-collapse:collapse;font-family:'Times New Roman','Times','serif';font-size:10pt;margin-bottom:0pt;margin-top:0pt;table-layout:fixed;width:100%;border:0pt;"><tr><td style="font-family:'Times New Roman','Times','serif';font-size:8pt;vertical-align:text-top;white-space:nowrap;width:18pt;padding:0pt;">(1)</td><td style="padding:0pt;">During the first quarter of 2024, we updated the product classification of certain parts to better reflect their part category. Prior period figures have been updated to reflect the new presentation.</td></tr></table> 0.62 0.64 0.63 0.65 0.20 0.20 0.19 0.20 0.01 0.01 0.01 0.01 0.02 0.02 0.02 0.02 0.14 0.12 0.14 0.11 0.01 0.01 0.01 0.01 1 1 1 1 false false false false Excludes depreciation and amortization expense which is included in operating expense. '"~~