

Consolidated Statements of Income in the period in which stock options are exercised or restrictions on restricted stock awards lapse. We recorded excess tax benefits of \$0.4 million in the second quarter of 2024 compared to \$0.6 million in the second quarter of 2023 and \$7.8 million in the six months ended June 30, 2024, compared to \$5.4 million in the six months ended June 30, 2023. Retained Earnings We account for the retirement of repurchased shares as a reduction of Retained Earnings. As of June 30, 2024, the Retained Earnings on our Consolidated Balance Sheets reflects cumulative net income, the cumulative impact of adjustments for changes in accounting pronouncements, share retirements since the inception of our share repurchase programs of \$2.5 billion and cumulative dividends of \$1.2 billion. Accumulated Other Comprehensive (Loss) Income The table below presents the components of our Accumulated other comprehensive (loss) income balance (in thousands):

June 30, 2024	2023	Foreign currency translation adjustments	\$(21,051)	\$(14,338)	\$(12,699)
Unrealized gains on interest rate swaps, net of tax	20,131	25,191	19,281	Accumulated other comprehensive (loss) income	\$(920)
	\$10,853	\$6,582	7	Recent Accounting Pronouncements Pending Adoption	The following table summarizes recent accounting pronouncements that we plan to adopt in future periods:

Standard Description Effective Date Effect on Financial Statements and Other Significant Matters Accounting Standards Update (ASU) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-09, Income Taxes- Improvements to Income Tax Disclosures, which will require enhancements and further transparency to various income tax disclosures, most notably the tax rate reconciliation and income taxes paid. Annual periods beginning after December 15, 2024 on a prospective basis. Retrospective application for all periods presented is permitted. Early adoption is also permitted. We are currently evaluating the effect this standard will have on our disclosures. ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures In November 2023, the FASB issued ASU 2023-07, Segment Reporting - Improvements to Reportable Segment Disclosures, which intends to improve reportable segment disclosures by requiring enhanced disclosures about significant segment expenses, enhance interim disclosure requirements, refine situations in which an entity can disclose multiple segment measures of profit or loss and provide advanced segment disclosure requirements for entities with a single reportable segment, as well as other disclosure requirements. Annual periods beginning after December 15, 2023 on a retrospective basis for all periods presented. Early adoption is permitted. We are currently evaluating the effect this standard will have on our disclosures. ASU 2023-06, Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative In October 2023, the FASB issued ASU 2023-06, Disclosure Improvements - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative, which will impact various disclosure areas, including the statement of cash flows, accounting changes and error corrections, earnings per share, debt, equity, derivatives and transfers of financial assets. The amendments in ASU 2023-06 will be effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited. We are currently evaluating the effect this standard will have on our disclosures.

8 Note 2 - Earnings Per Share We calculate basic and diluted earnings per share using the two-class method. Earnings per share under the two-class method is calculated using net income attributable to common stockholders, which is net income reduced by the earnings allocated to participating securities. Our participating securities include share-based payment awards that contain a non-forfeitable right to receive dividends and are considered to participate in undistributed earnings with common shareholders. Participating securities excluded from weighted average common shares outstanding were 208,000 for the three months ended June 30, 2024 and 205,000 for the three months ended June 30, 2023, and 206,000 for the six months ended June 30, 2024 and 209,000 for the six months ended June 30, 2023. The table below presents the computation of earnings per share, including the reconciliation of basic and diluted weighted average shares outstanding (in thousands, except per share data):

Three Months Ended	Six Months Ended	June 30, 2024	2023	2024	2023					
Net income	\$192,439	\$232,250	\$271,324	\$333,949	Amounts allocated to participating securities	(1,018)	(1,219)	(1,417)	(1,779)	
Net income attributable to common stockholders	\$191,421	\$231,031	\$269,907	\$332,170	Weighted average common shares outstanding	38,124	38,837	38,164	38,857	
Effect of dilutive securities	Stock options and employee stock purchase plan	201	278	235	298	Diluted	38,325	39,115	38,399	39,155
Earnings per share attributable to common stockholders	Basic	\$5.02	\$5.95	\$7.07	\$8.55	Diluted	\$4.99	\$5.91	\$7.03	\$8.48

Anti-dilutive stock options excluded from diluted earnings per share computations (1) Since these options have exercise prices that are higher than the average market prices of our common stock, including them in the calculation would have an anti-dilutive effect on earnings per share.

9 Note 3 - Acquisitions In May 2024, we acquired the distribution assets of Swimline Distributors, Inc., a wholesale distributor of swimming pool products and supplies, adding one location in Georgia. In January 2024, we acquired the distribution assets of Shoreline Pool Distribution, a wholesale distributor of swimming pool products and supplies, adding one location in Mississippi. In December 2023, we acquired the distribution assets of A.C. Solucoes para Piscinas, Lda., a wholesale distributor of swimming pool equipment, chemicals and supplies, adding one location in Braga, Portugal. In June 2023, we acquired the distribution assets of Pioneer Pool Products, Inc., a wholesale distributor of swimming pool equipment, chemicals and supplies, adding one location in Alabama. In May 2023, we acquired the distribution assets of Recreation Supply Company, a wholesale distributor of commercial swimming pool products, adding one location in North Dakota. In March 2023, we acquired the distribution assets of Pro-Water Irrigation & Landscape Supply, Inc., a wholesale distributor of irrigation and landscape supply products, adding two locations in Arizona. We have completed our acquisition accounting for these acquisitions, subject to adjustments for standard holdback provisions per the terms of the purchase agreements, which are not material.

10 Note 4 - Fair Value Measurements and Interest Rate Swaps Recurring Fair Value Measurements Our assets and liabilities that are measured at fair value on a recurring basis include the unrealized gains or losses on our interest rate swap contracts and our deferred compensation plan asset and liability. The three levels of the fair value hierarchy under the accounting guidance are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The table below presents our assets and liabilities measured and recorded at fair value on a recurring basis (in thousands):

Fair Value at June 30, 2024	Input Level	Classification	2024	2023	Assets	Unrealized gains on interest rate swaps	Level 2	Other assets	\$3,795	\$6	Unrealized gains on interest rate swaps	Level 2	Other assets	\$23,091	\$3,632
Deferred compensation plan asset	Level 1	Other assets	\$17,148	\$14,633	Liabilities	Deferred compensation plan liability	Level 1	Other long-term liabilities	\$17,148	\$14,633	Interest Rate Swaps	We utilize interest rate swap contracts and forward-starting interest rate swap contracts to reduce our exposure to fluctuations in variable interest rates for future interest payments on a portion of our variable rate borrowings. We use significant other observable market data or assumptions (Level 2 inputs) in determining the fair value of our interest rate swap contracts and forward-starting interest rate swap contract that we believe market participants would use in pricing similar assets or liabilities, including assumptions about counterparty risk. - Our fair value estimates reflect an income approach based on the terms of the interest rate swap contracts and inputs corroborated by observable market data including interest rate curves. We recognize any differences between the variable interest rate in effect and the fixed interest rates per our swap contracts as an adjustment to interest expense over the life of the swaps. To the extent our derivatives are effective in offsetting the variability of the hedged cash flows, we record the changes in the estimated fair value of our interest rate swap contracts to Accumulated other comprehensive (loss) income on the Consolidated Balance Sheets. We currently have two swap contracts in place. These swap contracts were previously forward-starting and convert the variable interest rate to a fixed interest rate on a portion of our variable rate borrowings. Interest expense related to the notional amounts under these swap contracts is based on the fixed rates plus the applicable margin on a portion of our variable rate borrowings. Changes in the estimated fair value of these interest rate swap contracts are recorded to Accumulated other comprehensive (loss) income on the Consolidated Balance Sheets.			

11 The following table provides additional details related to these swap contracts:

Derivative Inception Date	Effective Date	Termination Date	Notional Amount (in millions)	Fixed Interest Rate	Interest Rate	Forward-starting interest rate swap	March 9, 2020	February 28, 2025	February 26, 2027	\$150.00	76.30%
Failure of any of our swap counterparties would result in the loss of any potential benefit to us under our swap agreements. In this case, we would still be obligated to pay the variable interest payments underlying our debt agreements. - Additionally, failure of our swap counterparties would not eliminate our obligation to continue to make payments under our existing swap agreements if we were in a net pay position. Our interest rate swap contracts and forward-starting interest rate swap contract are subject to master netting arrangements. According to our accounting policy, we do not offset the fair values of assets with the fair values of liabilities related to these contracts. Other Our deferred compensation plan asset represents investments in securities (primarily mutual funds) traded in an active market (Level 1 inputs) held for the benefit of certain employees as part of our deferred compensation plan. We record an equal and offsetting deferred compensation plan liability, which represents our obligation to participating employees. Changes in the fair value of the plan asset and liability are reflected in Selling and administrative expenses on the Consolidated Statements of Income. The carrying values of cash and cash equivalents, receivables, accounts payable and accrued liabilities approximate fair value due to the short maturity of those instruments. The carrying value of our long-term debt approximates its fair value. - Our determination of the estimated fair value reflects a discounted cash flow model using our estimates, including assumptions related to borrowing rates (Level 3 inputs).											

12 Note 5 - Debt The table below presents the components of our debt (in thousands):

June 30, 2024	2024	2023	Variable rate debt	Short-term borrowings	\$7,053	Current portion of long-term debt	Australian credit facility	12,673	11,219	Current portion of term loans under credit facility	25,000	25,000	Short-term borrowings and current portion of long-term debt	\$44,726	\$36,219	Long-term portion:	Revolving credit facilities	\$178,400	\$217,106	Term loan under credit facility	\$450,000	\$475,000	Term facility	\$109,938	\$109,938	Receivables securitization facility	\$334,700	\$348,200	Less: financing costs, net	\$1,211	\$1,877	Long-term debt, net	\$1,827	\$1,148	367	Total debt	\$1,116,553	\$1,184,586
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Our accounts receivable securitization facility (the Receivables Facility) provides for the sale of certain of our receivables to a wholly-owned subsidiary (the Securitization Subsidiary). The Securitization Subsidiary transfers variable undivided percentage interests in the receivables and related rights to certain third-party financial institutions in exchange for cash proceeds, limited to the applicable funding capacities. We account for the sale of the receivable interests as a secured borrowing on our Consolidated Balance Sheets. The receivables subject to the agreement collateralize the cash proceeds received from the third-party financial institutions. We classify the entire outstanding balance as Long-term debt, net on our Consolidated Balance Sheets as we intend and have the ability to refinance the obligations on a long-term basis. We present the receivables that collateralize the cash proceeds separately as Receivables pledged under receivables facility on our Consolidated Balance Sheets.

13 Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations You should read the following discussion in conjunction with the accompanying interim Consolidated Financial Statements and notes, the Consolidated Financial Statements and accompanying notes in our 2023 Annual Report on Form 10-K and Management's Discussion and Analysis in our 2023 Annual Report on Form 10-K. A Forward-Looking Statements This report contains forward-looking information that involves risks and uncertainties. - Our forward-looking statements express our current expectations or forecasts of possible future results or events, including projections of earnings and other financial performance measures, statements of management's expectations regarding our strategic, operational and capital allocation plans and objectives, management's views on industry, economic, competitive, technological and regulatory conditions and other forecasts of trends and other matters. Forward-looking statements speak only as of the date of this filing, and we undertake no obligation to publicly update or revise such statements to reflect new circumstances or unanticipated events as they occur. - You can identify these statements by the fact that they do not relate strictly to historic or current facts and often use words such as "expect," "estimate," "anticipate," "intend," "believe," "will likely result," "outlook," "project," "may," "could," "plan," "target," "potential," "should," and other words and expressions of similar meaning. No assurance can be given that the expected results in any forward-looking statement will be achieved, and actual results may differ materially due to one or more factors, including the sensitivity of our business to weather conditions; changes in economic conditions, consumer discretionary spending, the housing market, inflation or interest rates; our ability to maintain favorable relationships with suppliers and manufacturers; the extent to which home-centric trends associated with the pandemic will continue to moderate or reverse; competition from other leisure product alternatives or mass merchants; our ability to continue to execute our growth strategies; changes in the regulatory environment; new or additional taxes, duties or tariffs; excess tax benefits or deficiencies recognized under ASU 2016-09 and other risks detailed in our 2023 Annual Report on Form 10-K, as updated by our subsequent filings with the U.S. Securities and Exchange Commission. - For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

OVERVIEW Financial Results Net sales decreased 5% in the second quarter of 2024 to \$1.8 billion compared to \$1.9 billion in the second quarter of 2023. Base business results approximated consolidated results for the period. Sales of recurring maintenance products, such as chemicals, parts and repair items, continued to perform well. Lower spending on discretionary products used in remodeling and new pool construction reflected consumer hesitancy. We saw an overall net 1% positive pricing impact on sales with sales benefiting from an approximately 2% to 3% realization on product cost increases for equipment, offset by lower realized net price on other products and some commodity pricing headwinds. Gross profit decreased 7% to \$530.1 million in the second quarter of 2024 from \$567.8 million in the same period of 2023. Gross margin of 30.0% decreased 60 basis points compared to 30.6% in the second quarter of 2023 as our prior year gross margin benefited from sales of a larger amount of lower cost strategically-purchased inventory. Our current year gross margin also reflected product mix impacts, including lower sales of higher margin building materials. Selling and administrative expenses (operating expenses) increased 7% to \$258.7 million in the second quarter of 2024 compared to \$240.8 million in the second quarter of 2023. In the second quarter, we increased spend due to the expansion of our network and our technology initiatives. We expect that year-over-year comparative expense increases will moderate in the third and fourth quarters of 2024. Through July, we have completed eight of our ten projected new sales center openings and have made significant headway with our technology tools. As a percentage of net sales, operating expenses increased to 14.6% in the second quarter of 2024 compared to 13.0% in the same period of 2023. Operating income in the second quarter of 2024 decreased 17% to \$271.5 million from \$327.0 million in 2023. Operating margin was 15.3% in the second quarter of 2024 compared to 17.6% in the second quarter of 2023. Interest and other non-operating expenses, net for the second quarter of 2024 decreased \$2.8 million compared to the second quarter of 2023, primarily due to a decrease in average debt between periods.

14 We recorded a \$0.4 million tax benefit from Accounting Standards Update (ASU) 2016-09, Improvements to Employee Share-Based Payment Accounting, in the quarter ended June 30, 2024, compared to a tax benefit of \$0.6 million realized in the same period of 2023. This resulted in a \$0.1 per diluted share tax benefit in the second quarter of 2024 compared to a \$0.02 per diluted share tax benefit realized in the same period of 2023. Net income decreased 17% to \$192.4 million in the second quarter of 2024 compared to \$232.3 million in the second quarter of 2023. Earnings per diluted share decreased 16% to \$4.99 in the second quarter of 2024 compared to \$5.91 in the same period of 2023. Without the impact from ASU 2016-09 in both periods, earnings per diluted share decreased 15% to \$4.98 compared to \$5.89 in the second quarter of 2023. See RESULTS OF OPERATIONS below for definitions of our non-GAAP measures and reconciliations of our non-GAAP measures to GAAP measures. References to product line and product category data throughout this report generally reflect data related to the North American swimming pool market, as this data is more readily available for analysis and represents the largest component of our operations. In this Form 10-Q and other of our public disclosures, we estimate the impact that favorable or unfavorable weather had on our operating results. In connection with these estimates, we make several assumptions and rely on various third-party sources. It is possible that others assessing the same data could reach conclusions that differ from ours.

Financial Position and Liquidity Total net receivables, including pledged receivables, trended in line with net sales activity at June 30, 2024 compared to June 30, 2023. Our days sales outstanding (DSO), as calculated on a trailing four quarters basis, was 26.8 days at June 30, 2024 and 26.2 days at June 30, 2023. Our allowance for doubtful accounts balance was \$9.4 million

at June 30, 2024 and \$10.1 million at June 30, 2023. Our inventory management efforts executed over the first half of the year reduced our inventory levels compared to June 30, 2023 by \$97.3 million, or 7%, to \$1.3 billion. Our inventory reserve was \$25.0 million at June 30, 2024 and \$25.4 million at June 30, 2023. Our inventory turns, as calculated on a trailing four quarters basis, were 2.7 times at June 30, 2024 and 2.5 times at June 30, 2023. Total debt outstanding was \$1.1 billion at June 30, 2024, down \$68.0 million from June 30, 2023, as we have used a portion of operating cash flows to reduce our debt over the past year. For additional information, see "Liquidity and Capital Resources" below. Current Trends and Outlook For a detailed discussion of trends impacting us through 2023, see the Current Trends and Outlook section of Management's Discussion and Analysis included in Part II, Item 7 of our 2023 Annual Report on Form 10-K. We expect sales for the full year of 2024 to be down around 6% compared to 2023, impacted by the following factors and assumptions: volumes of discretionary products used for swimming pool construction to decline 15% to 20%; volumes of products used in the remodeling, renovation and upgrading of swimming pools to decline as much as 15%; sustained demand for pool maintenance products; and inflationary product cost increases of approximately 1% to 2%. As previously disclosed in our 2023 Annual Report on Form 10-K, we project gross margin for the full year of 2024 to be in line with our long-term outlook of approximately 30.0%. Our actual gross margin will depend on amounts and timing of inflationary price increases, customer and product mix. We expect to leverage our existing infrastructure and manage discretionary spending to mitigate inflationary impacts while continuing to invest in our business. For the full year of 2024, we expect to achieve an operating margin of approximately 12.0%. We project that our annual effective tax rate (without the benefit from ASU 2016-09) for 2024 will be around 25.0%. We expect our effective tax rate will fluctuate from quarter to quarter due to ASU 2016-09, particularly in periods when employees elect to exercise their vested stock options or when restrictions on share-based awards lapse. We recorded a \$7.8 million, or \$0.20 per diluted share, tax benefit from ASU 2016-09 for the six months ended June 30, 2024. We may recognize additional 15% tax benefits related to stock option exercises in 2024 from grants that expire in future years. We have not included any expected tax benefits in our full year guidance beyond what we have recognized as of June 30, 2024. We expect 2024 diluted EPS in the range of \$1.05 to \$1.45, including the impact of year-to-date tax benefits of \$0.20. We expect to continue to use cash for the payment of cash dividends as and when declared by our Board of Directors (Board) and to fund opportunistic share repurchases under our Board-authorized share repurchase program. The forward-looking statements in the foregoing section and elsewhere in this report are based on current market conditions, speak only as of the filing date of this report, are based on several assumptions and are subject to significant risks and uncertainties. See "Cautionary Statement for Forward-Looking Statements" under RESULTS OF OPERATIONS of June 30, 2024, we conducted operations through 445 sales centers in North America, Europe and Australia. For the six months ended June 30, 2024, approximately 95% of our net sales were from our operations in North America. The following table presents information derived from the Consolidated Statements of Income expressed as a percentage of net sales:

Three Months Ended June 30, 2024	Six Months Ended June 30, 2024	June 30, 2023	June 30, 2022	2023	2022	2021	2020
Net sales	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of sales	70.0%	69.4%	69.9%	69.4%	69.4%	69.4%	69.4%
Gross profit	30.0%	30.6%	30.1%	30.6%	30.6%	30.6%	30.6%
Selling and administrative expenses	14.6%	13.0%	16.9%	15.2%	15.2%	15.3%	17.6%
Operating income	15.3%	17.6%	13.2%	15.4%	15.4%	15.4%	13.0%
Interest and other non-operating expenses, net	0.9%	1.0%	1.1%	1.1%	1.1%	1.1%	1.4%
Income before income taxes and equity in earnings	14.6%	16.7%	12.2%	14.4%	14.4%	14.4%	11.6%
Income tax expense	2.6%	4.7%	1.3%	2.4%	2.4%	2.4%	3.0%
Operating income or loss	12.0%	12.0%	10.9%	12.0%	12.0%	12.0%	8.6%

Income before income taxes and equity in earnings. We have included the results of operations from acquisitions in 2024 and 2023 in our consolidated results since the acquisition dates. Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023 Base Business When calculating our base business results, we exclude sales centers that are acquired, opened in new markets or closed for a period of 15 months. We also exclude consolidated sales centers when we do not expect to maintain the majority of the existing business and existing sales centers that we consolidate with acquired sales centers. We generally allocate corporate overhead expenses to excluded sales centers on the basis of their net sales as a percentage of total net sales. After 15 months, we include acquired, consolidated and new market sales centers in the base business calculation including the comparative prior year period. We have not provided separate base business income statements within this Form 10-Q as our base business results for the three and six months ended June 30, 2024 closely approximated consolidated results for the same period. Acquired and new market sales centers excluded from base business contributed less than 1% to the change in net sales. The table below summarizes the changes in our sales center count during the first six months of 2024:

December 31, 2023	Acquired locations	2A	New locations	6A	Consolidated locations	(2)	June 30, 2024
2024	445	5	1	6	2	2	445

Net sales. Three Months Ended June 30, 2024 (in millions) 2024 2023 Change Net sales \$1,769.8A \$1,857.4A \$(87.6) (5)% Net sales of \$1.8 billion in the second quarter of 2024 decreased 5% compared to \$1.9 billion in the second quarter of 2023. During the second quarter, recurring maintenance product sales performed well, while spending for larger semi-discretionary products and on new pool construction and renovation projects reflected consumer hesitancy for high dollar discretionary products. The following factors impacted our sales during the quarter and are listed in order of estimated magnitude: Maintenance-related revenues have remained stable as evidenced by volume growth in chemicals, representing 15% of our net sales. Sales of chemicals increased 1% from the second quarter of 2023. Net sales were negatively impacted by lower sales volumes resulting from reduced pool construction and discretionary activities (see discussion below). Net sales benefited approximately 1% from inflationary product cost increases, which is net of price deflation for some products, primarily chemical sanitizers and commodity-based products like PVC pipe. This compares to a benefit of 3% to 4% in the second quarter of 2023. In the second quarter of 2024, sales of equipment, which is used in maintenance, renovation and new construction activities and includes swimming pool heaters, pumps, lights, filters and automation, were flat compared to the same period of last year, and collectively represented approximately 29% of net sales for the period. Sales of building materials, which are primarily used in new construction and remodeling, decreased 10% compared to the second quarter of 2023 and represented approximately 12% of net sales in the second quarter of 2024. Sales to specialty retailers that sell swimming pool supplies and customers who service large commercial installations are included in the appropriate existing product categories, and sales trends in these areas are reflected in the discussion above. Sales to retail customers decreased 6% in the second quarter of 2024 compared to the second quarter of 2023 and represented approximately 15% of our total net sales. Sales to commercial swimming pool customers increased 16% in the second quarter of 2024 compared to the second quarter of 2023 and represented approximately 5% of our net sales for the second quarter of 2024. Gross Profit. Three Months Ended June 30, 2024 (in millions) 2024 2023 Change Gross profit \$530.1A \$567.8A \$(37.7) (7)% Gross margin 30.0% 30.6% 30.1% 30.6% Gross margin decreased 60 basis points to 30.0% in the second quarter of 2024 compared to 30.6% in the second quarter of 2023. Our prior year gross margin benefited from a larger amount of lower cost strategically-purchased inventory, while our current year gross margin was negatively impacted by changes in product mix between periods, including lower sales of higher margin building materials as discussed above. These impacts were partially offset by benefits from higher incentives earned under our vendor programs compared to the second quarter of 2023 when we were focused on inventory destocking. Operating Expenses. Three Months Ended June 30, 2024 (in millions) 2024 2023 Change Selling and administrative expenses \$258.7A \$240.8A \$17.9A 7% Operating expenses as a % of net sales 14.6% 13.0% 13.0% Operating expenses increased 7% in the second quarter of 2024 compared to the second quarter of 2023. Expense growth drivers included cost inflation, particularly on base wages, healthcare costs and rent and facility costs. We also increased investment spend to drive future growth through the expansion of our network and our technology initiatives. These increases were partially offset by lower variable costs, including performance-based compensation. As a percentage of net sales, operating expenses increased to 14.6% in the second quarter of 2024 compared to 13.0% in the same period of 2023. Interest and Other Non-Operating Expenses, Net. Interest and other non-operating expenses, net for the second quarter of 2024 decreased \$2.8 million compared to the second quarter of 2023, primarily due to a decrease in average debt between periods. Our weighted average effective interest rate increased to 5.3% in the second quarter of 2024 from 5.2% in the second quarter of 2023 on average outstanding debt of \$1.0 billion and \$1.3 billion for the respective periods. Income Taxes. Our effective income tax rate was 25.3% for the three months ended June 30, 2024, compared to 25.1% for the three months ended June 30, 2023. We recorded a \$0.4 million tax benefit from ASU 2016-09 in the quarter ended June 30, 2024, compared to a tax benefit of \$0.6 million realized in the same period last year. Without the benefit from ASU 2016-09 in both periods, our effective tax rate was 25.4% for the second quarter of 2024 and 25.4% for the second quarter of 2023. Net Income and Earnings Per Share. Net income decreased 17% to \$192.4 million in the second quarter of 2024 compared to \$232.3 million in the second quarter of 2023. Earnings per diluted share decreased 15% to \$4.98 in the second quarter of 2024 compared to \$5.91 in the same period of 2023. Without the impact from ASU 2016-09 in both periods, earnings per diluted share decreased 15% to \$4.98 in the second quarter of 2024 compared to \$5.89 in the second quarter of 2023. See the reconciliation of GAAP to non-GAAP measures below. Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023 Net sales. Six Months Ended June 30, 2024 (in millions) 2024 2023 Change Net sales \$3,064.1A \$(173.5) (6)% Net sales for the first six months of 2024 decreased 6% compared to the same period last year. In the first half of 2024, maintenance activities were stable, indicating steady demand for non-discretionary products, while pool construction and discretionary activities were weaker, impacted from current macroeconomic conditions. The first quarter of 2024 also reflected challenges from mixed weather, while the second quarter reflected a sequential improvement. The following factors also impacted our sales and are listed in order of estimated magnitude: Maintenance-related revenues showed stability through the first part of the season as evidenced by volume growth in chemicals, representing 14% of our net sales. Sales of chemicals were flat compared to the first half of 2023. Net sales were negatively impacted by lower sales volumes resulting from reduced pool construction and discretionary activities (see discussion below). Net sales benefited approximately 1% to 2% from inflationary product cost increases, which is net of price deflation for some products, primarily chemical sanitizers and commodity-based products like PVC pipe. This compares to a benefit of 4% in the first six months of 2023. We estimate that unfavorable weather conditions negatively impacted sales by approximately 1%, primarily in the first quarter. In the first six months of 2024, sales of equipment, which includes swimming pool heaters, pumps, lights, filters and automation, decreased approximately 1% compared to the same period last year and collectively represented 31% of net sales in the first six months of 2024. Sales of building materials, which are primarily used in new pool construction and remodeling, decreased 10% compared to the first six months of 2023 and represented approximately 12% of net sales in the first six months of 2024. Sales to specialty retailers that sell swimming pool supplies and customers who service large commercial installations are included in the appropriate existing product categories, and sales trends in these areas are reflected in the discussion above. Sales to retail customers decreased 6% in the first six months of 2024 compared to the first six months of 2023 and represented approximately 15% of our consolidated net sales. As consumers take advantage of summer travel and recreational opportunities, sales to commercial customers increased 9% in the first six months of 2024 compared to the first six months of 2023 and represented approximately 5% of our consolidated net sales in the first six months of 2024. Gross Profit. Six Months Ended June 30, 2024 (in millions) 2024 2023 Change Gross profit \$868.7A \$937.5A \$(68.8) (7)% Gross margin 30.1% 30.6% 30.1% 30.6% Gross margin declined 50 basis points to 30.1% in the six months ended June 30, 2024, compared to 30.6% in the first six months of 2023. In the first half of 2024, our gross margin was impacted by the following factors: In 2023, we started the year carrying a large amount of lower cost strategically-purchased inventory and successfully reduced this excess inventory to normalized levels by the end of the 2023 season resulting in a lower gross margin in 2024. Gross margin in the first half of 2024 was impacted by a less advantageous product and customer mix with higher margin building materials making up a smaller portion of our sales and larger customers taking on more of the available projects. Our gross margin in the first half of 2024 benefited from higher levels of incentives earned due to increased purchasing as compared to the prior year when we were actively reducing inventory levels. Gross margin in the first half of 2024 included a benefit of \$12.6 million, or 40 basis points, related to a reduction of estimated inventory taxes previously recorded in the fourth quarter of 2022. Operating Expenses. Six Months Ended June 30, 2024 (in millions) 2024 2023 Change Selling and administrative expenses \$488.5A \$464.8A \$23.7A 5% Operating expenses as a % of net sales 16.9% 15.2% 15.2% Operating expenses for the six months ended June 30, 2024 were up 5% compared to the prior year period. Expense growth drivers included rent and facility costs, inflationary wage increases, insurance costs, technology initiatives and investments in greenfield locations. These increases were partially offset by lower variable costs, including performance-based compensation. Interest and Other Non-Operating Expenses, Net. Interest and other non-operating expenses, net for the first six months of 2024 decreased \$5.3 million compared to the same period last year, as a decrease in average debt between periods more than offset higher average interest rates. Our weighted average effective interest rate increased to 5.3% from 5.0% for the respective periods on average outstanding debt of \$1.0 billion for the first six months of 2024 versus \$1.3 billion for the same period of 2023. Income Taxes. Our effective income tax rate was 23.1% for the six months ended June 30, 2024, compared to 24.1% for the six months ended June 30, 2023. We recorded a \$7.8 million, or \$0.20 per diluted share, tax benefit from ASU 2016-09 in the six months ended June 30, 2024, compared to a \$5.4 million, or \$0.14 per diluted share, tax benefit in the same period of 2023. Without the benefits from ASU 2016-09, our effective tax rate was 25.3% for the six months ended June 30, 2024, and 25.4% for the six months ended June 30, 2023. Net Income and Earnings Per Share. Net income decreased 19% to \$271.3 million for the six months ended June 30, 2024, compared to \$333.9 million for the six months ended June 30, 2023. Earnings per diluted share decreased 17% to \$7.03 for the six months ended June 30, 2024, versus \$8.48 per diluted share for the six months ended June 30, 2023. Without the impact from ASU 2016-09 in both periods, earnings per diluted share decreased 18% to \$6.83 for the six months ended June 30, 2024, compared to \$8.34 for the six months ended June 30, 2023. See the reconciliation of GAAP to non-GAAP measures below. Reconciliation of Non-GAAP Financial Measures. The non-GAAP measures described below should be considered in the context of all of our other disclosures in this Form 10-Q. Adjusted Diluted EPS. We have included adjusted diluted EPS, a non-GAAP financial measure, as a supplemental disclosure, because we believe this measure is useful to management, investors and others in assessing our period-to-period operating performance. Adjusted diluted EPS is a key measure used by management to demonstrate the impact of tax benefits from ASU 2016-09 on our diluted EPS and to provide investors and others with additional information about our potential future operating performance to supplement GAAP measures. We believe this measure should be considered in addition to, not as a substitute for, diluted EPS presented in accordance with GAAP, and in the context of our other disclosures in this Form 10-Q. Other companies may calculate this non-GAAP financial measure differently than we do, which may limit its usefulness as a comparative measure. The table below presents a reconciliation of diluted EPS to adjusted diluted EPS. (Unaudited) Three Months Ended Six Months Ended June 30, 2024 June 30, 2023 June 30, 2024 June 30, 2023 Diluted EPS \$4.99A \$5.91A \$7.03A \$8.48A ASU 2016-09 tax benefit (0.01) (0.02) (0.14) Adjusted diluted EPS \$4.98A \$5.89A \$6.83A \$8.34A 21 Seasonality and Quarterly Fluctuations. Our business is seasonal. In general, sales and operating income are highest during the second and third quarters, which represent the peak months of both swimming pool use and installation and irrigation and landscape installations and maintenance. Sales are lower during the first and fourth quarters. In 2023, we generated approximately 60% of our net sales and 70% of our operating income in the second and third quarters of the year. We typically experience a build-up of product inventories and accounts payable during the winter months in anticipation of the peak selling season. Excluding borrowings to finance acquisitions and share repurchases, our peak borrowing usually occurs during the second quarter, primarily because extended payment terms offered by our suppliers typically are payable in April, May and June, while our peak accounts receivable collections typically occur in June, July and August. The following table presents certain unaudited quarterly income statement and balance sheet data for the most recent eight quarters to illustrate seasonal fluctuations in these amounts. We believe this information reflects all normal and recurring adjustments considered necessary for a fair presentation of this data. The results of any one or more quarters are not necessarily a good indication of results for an entire fiscal year or of continuing future trends for a variety of reasons, including the seasonal nature of our business and the impact of new and acquired sales centers. (Unaudited) QUARTER (in thousands) 2024 2023 2022 2A Second First Fourth Third Second First Fourth Third Statement of Income Data Net sales \$1,769,784A \$1,120,810A \$1,003,050A \$1,474,407A \$1,857,363A \$1,206,774A \$1,095,920A \$1,615,339A Gross profit \$530,141A \$338,560A \$293,775A \$428,731A \$567,783A \$369,755A \$315,731A \$503,687A Operating income \$271,481A \$108,720A \$79,344A \$194,443A \$327,009A \$145,717A \$107,295A \$263,877A Net income \$192,439A \$78,855A \$51,437A \$137,843A \$232,250A \$101,699A \$71,863A \$190,555A Balance Sheet Data Total receivables, net \$577,529A \$527,175A \$342,910A \$461,582A \$630,950A \$564,171A \$351,448A \$549,796A Product inventories, net 1,295,600A 1,496,947A 1,365,466A 1,259,308A 1,392,886A 1,686,683A 1,591,060A 1,539,572A Accounts payable 515,645A 907,806A 508,672A 429,436A 485,100A 739,749A 406,667A 442,226A Total debt 1,116,533A 979,177A 1,053,320A 1,033,897A 1,184,586A 1,365,750A 1,386,803A 1,512,545A We expect that our quarterly results of operations will continue to fluctuate depending on the timing and amount of revenue contributed by new and acquired sales centers. A Based on our peak summer selling season, we generally open new sales centers and close or consolidate sales centers, when warranted, either in the first quarter before the peak selling season begins or in the fourth quarter after the peak selling season ends. 22 Weather is one of the principal external factors affecting our business. A The table below presents some of the possible effects resulting from various weather conditions. Weather A Possible Effects Hot and dry A Increased purchases

of chemicals and supplies for existing swimming pools and increased purchases of above-ground pools and irrigation and lawn care products. Unseasonably cool weather or extraordinary amounts of fewer pool and irrigation and landscape of raintall installations. Decreased purchases of chemicals and supplies. Decreased purchases of impulse items such as above-ground pools and accessories. Unseasonably early warming trends in spring/late cooling. A longer pool and landscape season, thus positively trends in fall impacting our sales (primarily in the northern half of the U.S. and Canada). A seasonably late warming trends in spring/early cooling. A shorter pool and landscape season, thus negatively trends in fall impacting our sales (primarily in the northern half of the U.S. and Canada). A Weather Impacts on 2024 and 2023 Results The second quarter of 2024 was marked by precipitation variability across the U.S. with wetter conditions in the central U.S. and Texas and below average precipitation in the western U.S. Maintenance activities benefited from warmer-than-average temperatures across most regions, particularly in June. Overall, mixed weather conditions led to varied impacts across our markets. In contrast, weather conditions in the second quarter of 2023 unfavorably impacted sales due to cooler temperatures across the West through the mid-Atlantic region and the impact of wildfires in Canada. The first quarter of 2024 was the tenth wettest quarter on record leading to mixed impacts across our markets, particularly in the month of March, which is seasonally our highest sales month of the first quarter. However, we also observed above-average temperatures during the quarter contributing positively to economic activities in many regions, such as improvement in California during March. The adverse effects of cooler and wetter weather in Florida and the Southeast compared to the first quarter of last year and excessive precipitation in Texas and the Northeast outweighed the positives, resulting in an unfavorable net impact on net sales. In the first quarter of 2023, varied weather conditions had a more pronounced unfavorable impact on net sales due to unusually wet and cold weather in the western U.S., particularly California and Arizona. This wet and cold weather was partially offset by generally favorable conditions in our southern markets, where sales benefited from warmer weather and below-average precipitation.

CRITICAL ACCOUNTING ESTIMATES We prepare our Consolidated Financial Statements in accordance with U.S. generally accepted accounting principles (GAAP), which require management to make estimates and assumptions that affect reported amounts and related disclosures. Management identifies critical accounting estimates as those that require the use of assumptions about matters that are inherently and highly uncertain at the time the estimates are made, and those for which changes in the estimates or assumptions, or the use of different estimates and assumptions, could have a material impact on our consolidated results of operations or financial condition. Management has discussed the development, selection and disclosure of our critical accounting estimates with the Audit Committee of our Board. For a description of our critical accounting estimates that require us to make the most difficult, subjective or complex judgments, please see our 2023 Annual Report on Form 10-K. A We have not changed any of these policies from those previously disclosed in that report.

Recent Accounting Pronouncements See Note 1 of our Notes to Consolidated Financial Statements, included in Part I, Item 1 of this Form 10-Q for discussion of recent accounting pronouncements.

LIQUIDITY AND CAPITAL RESOURCES Liquidity is defined as the ability to generate adequate amounts of cash to meet short-term and long-term cash needs. We assess our liquidity in terms of our ability to generate cash to fund our operating activities, taking into consideration the seasonal nature of our business. Significant factors which could affect our liquidity include the following: cash flows generated from operating activities; the adequacy of available bank lines of credit; the quality of our receivables; acquisitions; dividend payments; capital expenditures; changes in income tax laws and regulations; the timing and extent of share repurchases; and the ability to attract long-term capital with satisfactory terms. Our primary capital needs are seasonal working capital obligations, debt repayment obligations and other general corporate initiatives, including acquisitions, opening new sales centers, technology-related investments, dividend payments and share repurchases. Our primary working capital obligations are for the purchase of inventory, payroll, rent, other facility costs and selling and administrative expenses. Our working capital obligations fluctuate during the year, driven primarily by seasonality and the timing of inventory purchases. Our primary sources of working capital are cash from operations supplemented by bank borrowings, which have historically been sufficient to support our growth and finance acquisitions. We have funded our capital expenditures and share repurchases in substantially the same manner. We prioritize our use of cash based on investing in our business, maintaining a prudent capital structure, including a modest amount of debt, and returning cash to our shareholders through dividends and share repurchases. Our specific priorities for the use of cash are as follows: capital expenditures primarily for maintenance and growth of our sales center network, technology-related investments and fleet vehicles; inventory and other operating expenses; strategic acquisitions executed opportunistically; payment of cash dividends as and when declared by our Board; repayment of debt to maintain an average total target leverage ratio (as defined below) between 1.5 and 2.0; and discretionary repurchases of our common stock under our Board-authorized share repurchase program. We focus our capital expenditure plans based on the needs of our sales centers. Our capital spending primarily relates to leasehold improvements, delivery and service vehicles and information technology. In recent years, we have increased our investment in technology and automation enabling us to operate more efficiently and better serve our customers. Historically, our capital expenditures have averaged roughly 1.0% of net sales. Capital expenditures were 1.1% of net sales in 2023 and 0.7% of net sales in 2022 and 2021. In 2022 and 2021, our capital expenditures as a percentage of net sales were lower than our historical average due to our significant sales growth in those years. Based on management's current plans, we project capital expenditures for 2024 will be approximately 1.0% to 1.5% of net sales.

Sources and Uses of Cash The following table summarizes our cash flows (in thousands):

Six Months Ended June 30, 2024	2023
Operating activities	\$172,102
Investing activities	(\$376,777)
Financing activities	\$376,777

Used in financing activities (100,034) (328,542) Net cash provided by operations decreased to \$172.1 million for the first six months of 2024 from \$376.8 million for the first six months of 2023, primarily driven by decreases in working capital as we have utilized more cash for vendor early buy payments in 2024 versus 2023 and lower net income. Net cash used in investing activities for the first six months of 2024 decreased \$3.5 million compared to the first six months of 2023, primarily due to a decrease of \$7.1 million in cash used for acquisitions, partially offset by a \$4.7 million increase in net capital expenditures. Net cash used in financing activities was \$100.0 million for the first six months of 2024 compared to \$328.5 million for the first six months of 2023, primarily reflecting \$62.9 million of net debt proceeds in the first six months of 2024 versus \$202.5 million of net debt payments in the first six months of 2023, partially offset by a \$33.8 million increase in share repurchases and a \$6.3 million increase in dividends paid in the first six months of 2024 compared to the same period in 2023.

Future Sources and Uses of Cash To supplement cash from operations as our primary source of working capital, we plan to continue to utilize our three major credit facilities, which are the Amended and Restated Revolving Credit Facility (the Credit Facility), the Term Facility (the Term Facility) and the Receivables Securitization Facility (the Receivables Facility). For additional details regarding these facilities, see the summary descriptions below and more complete descriptions in Note 5 of our Notes to Consolidated Financial Statements, included in Part II, Item 8 in our 2023 Annual Report on Form 10-K and Note 5 of our Notes to Consolidated Financial Statements, included in Part I, Item 1 of this Form 10-Q. Credit Facility Our Credit Facility provides for \$1.25 billion in borrowing capacity consisting of a \$750.0 million five-year unsecured revolving credit facility and a \$500.0 million term loan facility. The Credit Facility also includes sublimits for the issuance of swingline loans and standby letters of credit. We pay interest on revolving and term loan borrowings under the Credit Facility at a variable rate based on the one-month term secured overnight financing rate (Term SOFR), plus an applicable margin. The term loan requires quarterly amortization payments during the third, fourth and fifth years of the loan, beginning in September 2023 aggregating to 20% of the original principal amount of the loan, with all remaining principal due on the Credit Facility maturity date of September 25, 2026. We intend to continue to use the Credit Facility for general corporate purposes, for future share repurchases and to fund future growth initiatives. At June 30, 2024, there was \$178.4 million of revolving borrowings outstanding, a \$475.0 million term loan, a \$16.0 million standby letter of credit outstanding and \$561.9 million available for borrowing under the Credit Facility. A The weighted average effective interest rate for the Credit Facility as of June 30, 2024, was approximately 4.5%, excluding commitment fees and including the impact of our interest rates swaps. Term Facility Our Term Facility provides for \$185.0 million in borrowing capacity and matures on December 30, 2026. Proceeds from the Term Facility were used to pay down the Credit Facility in December 2019, adding borrowing capacity for future share repurchases, acquisitions and growth-oriented working capital expansion. We pay interest on borrowings under the Term Facility at a variable rate based on one month Term SOFR, plus an applicable margin. The Term Facility is repaid in quarterly installments of 1.250% of the Term Facility on the last business day of each quarter beginning in the first quarter of 2020 with the final principal repayment due on the maturity date. We may prepay amounts outstanding under the Term Facility without penalty other than interest breakage costs. In June 2023, we made a prepayment on the Term Facility of \$45.0 million with \$32.4 million applied against the remaining quarterly installments and the remainder applied against the amount due at 25maturity. At June 30, 2024, there was \$109.9 million outstanding under the Term Facility with a weighted average effective interest rate of 6.6%. Receivables Securitization Facility Our two-year accounts receivable securitization facility (the Receivables Facility) offers us a lower-cost form of financing. Under this facility, we can borrow up to \$350.0 million between April through August and from \$210.0 million to \$340.0 million during the remaining months of the year. The Receivables Facility matures on November 1, 2024. We classify the entire outstanding balance as Long-term debt on our Consolidated Balance Sheets as we intend and have the ability to refinance the obligations on a long-term basis. The Receivables Facility provides for the sale of certain of our receivables to a wholly-owned subsidiary (the Securitization Subsidiary). The Securitization Subsidiary transfers variable undivided percentage interests in the receivables and related rights to certain third-party financial institutions in exchange for cash proceeds, limited to the applicable funding capacities. Upon payment of the receivables by customers, rather than remitting to the financial institutions the amounts collected, we retain such collections as proceeds for the sale of new receivables until payments become due. At June 30, 2024, there was \$334.7 million outstanding under the Receivables Facility at a weighted average effective interest rate of 6.2%, excluding commitment fees. Financial Covenants Financial covenants of the Credit Facility, Term Facility and Receivables Facility include maintenance of a maximum average total leverage ratio and a minimum fixed charge coverage ratio, which are our most restrictive financial covenants. A As of June 30, 2024, the calculations of these two covenants are detailed below: Maximum Average Total Leverage Ratio. On the last day of each fiscal quarter, our average total leverage ratio must be less than 3.25 to 1.00. A Average Total Leverage Ratio is the ratio of the sum of (i) Total Non-Revolving Funded Indebtedness as of such date, (ii) the trailing twelve months (TTM) Average Total Revolving Funded Indebtedness and (iii) the TTM Average Accounts Securitization Proceeds divided by TTM EBITDA (as those terms are defined in the Credit Facility). As of June 30, 2024, our average total leverage ratio equaled 1.42 (compared to 1.36 as of March 31, 2024) and the TTM average total indebtedness amount used in this calculation was \$1.0 billion. A Minimum Fixed Charge Coverage Ratio. On the last day of each fiscal quarter, our fixed charge ratio must be greater than or equal to 2.25 to 1.00. A Fixed Charge Ratio is the ratio of the TTM EBITDAR divided by TTM Interest Expense paid or payable in cash plus TTM Rental Expense (as those terms are defined in the Credit Facility). A As of June 30, 2024, our fixed charge ratio equaled 5.37 (compared to 5.71 as of March 31, 2024) and TTM Rental Expense was \$97.8 million. The Credit Facility and Term Facility limit the declaration and payment of dividends on our common stock to a manner consistent with past practice, provided no default or event of default has occurred and is continuing, or would result from the payment of dividends. A We may declare and pay quarterly dividends so long as (i) the amount per share of such dividends is not greater than the most recently publicly announced amount of dividends per share and (ii) our Average Total Leverage Ratio is less than 3.25 to 1.00 both immediately before and after giving pro forma effect to such dividends. Under the Credit Facility and Term Facility, we may repurchase shares of our common stock provided no default or event of default has occurred and is continuing, or would result from the repurchase of shares, and our maximum average total leverage ratio (determined on a pro forma basis) is less than 3.25 to 1.00. A Other covenants in each of our credit facilities include restrictions on our ability to grant liens, incur indebtedness, make investments, merge or consolidate, and sell or transfer assets. A Failure to comply with any of our financial covenants or any other terms of our credit facilities could result in, among other things, higher interest rates on our borrowings or the acceleration of the maturities of our outstanding debt. Interest Rate Swaps We utilize interest rate swap contracts and forward-starting interest rate swap contracts to reduce our exposure to fluctuations in variable interest rates for future interest payments on our variable rate borrowings. A Interest expense related to the notional amounts under all swap contracts is based on the fixed rates plus the applicable margin on the respective borrowings. As of June 30, 2024, we had two interest rate swap contracts in place and one forward-starting interest rate swap contract, each of which has the effect of converting our exposure to variable interest rates on a portion of our variable rate borrowings to fixed interest rates. For more information, see Note 4 of our Notes to Consolidated Financial Statements, included in Part I, Item 1 of this Form 10-Q. Compliance and Future Availability As of June 30, 2024, we were in compliance with all material covenants and financial ratio requirements under our Credit Facility, our Term Facility and our Receivables Facility. A We believe we will remain in compliance with all material covenants and financial ratio requirements throughout the next twelve months. A For additional information regarding our debt arrangements, see Note 5 of our Notes to Consolidated Financial Statements, included in Part II, Item 8 of our 2023 Annual Report on Form 10-K, as updated by Note 5 of our Notes to Consolidated Financial Statements, included in Part I, Item 1 of this Form 10-Q. We believe we have adequate availability of capital to fund present operations and the current capacity to finance any working capital needs that may arise. A We continually evaluate potential acquisitions and hold discussions with acquisition candidates. A If a suitable acquisition opportunities arise that would require financing, we believe that we would have the ability to finance any such transactions. As of July 25, 2024, \$572.1 million remained available to purchase shares of our common stock under our current Board-approved share repurchase program. A We expect to repurchase shares on the open market from time to time subject to market conditions. A We plan to fund these repurchases with cash provided by operations and borrowings under the above-described credit facilities.

27 Item 3. A Quantitative and Qualitative Disclosures About Market Risk Interest Rate Risk There have been no material changes in our exposure to interest rate risk during the six months ended June 30, 2024, from what we reported in our 2023 Annual Report on Form 10-K. For additional information on our interest rate risk, refer to our Quantitative and Qualitative Disclosures about Market Risk, included in Part II, Item 7A in our 2023 Annual Report on Form 10-K. Currency Risk There have been no material changes in our exposure to currency risk during the six months ended June 30, 2024, from what we reported in our 2023 Annual Report on Form 10-K. For additional information on our currency risk, refer to our Quantitative and Qualitative Disclosures about Market Risk, included in Part II, Item 7A in our 2023 Annual Report on Form 10-K. Item 4. A Controls and Procedures The term disclosure controls and procedures is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the Act). A The rules refer to the controls and other procedures designed to ensure that information required to be disclosed in reports that we file or submit under the Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. A As of June 30, 2024, management, including our CEO and CFO, performed an evaluation of the effectiveness of our disclosure controls and procedures. A Based on that evaluation, management, including our CEO and CFO, concluded that as of June 30, 2024, our disclosure controls and procedures were effective. We maintain a system of internal control over financial reporting that is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. A Based on the most recent evaluation, we have concluded that no change in our internal control over financial reporting occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. The effectiveness of our system of disclosure controls and procedures or internal control over financial reporting is subject to certain limitations, including the exercise of judgment in designing, implementing and evaluating such systems, the assumptions used in identifying the likelihood of future events and the inability to eliminate misconduct completely. As a result, there can be no assurance that our control systems will detect all errors or fraud. By their nature, our system can provide only reasonable assurance regarding management's control objectives.

28 PART II. A OTHER INFORMATION Item 1. A Legal Proceedings From time to time, we are subject to various claims and litigation arising in the ordinary course of business, including product liability, personal injury, commercial, contract and employment matters. While the outcome of any litigation is inherently unpredictable, based on currently available facts and our current insurance coverages, we do not believe that the ultimate resolution of any of these matters will have a material adverse impact on our financial condition, results of operations or cash flows. Item 1A. A Risk Factors Our operations and financial results are subject to various risks and uncertainties, which could adversely affect our business, financial condition or future results. We urge you to carefully consider (i) the other information set forth in this report and (ii) the risk factors discussed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes to the risk factors disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023.

2. A Unregistered Sales of Equity Securities and Use of Proceeds The table below summarizes the repurchases of our common stock in the second quarter of 2024:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan (2)	Maximum Approximate Dollar Value of Shares That May Yet be Purchased Under the Plan (2)
April 1-30, 2024	131,569	\$382.20	131,569	\$283,756,612
May 1-31, 2024	49,252	\$363.57	49,252	\$18,211,582
June 1-30, 2024	131,569	\$382.20	131,569	\$283,756,612

earnings in unconsolidated investments, net Income (Loss) from Equity Method Investments Entity Tax Identification Number Entity Tax Identification Number Income before income taxes and equity earnings Income (Loss) from Continuing Operations before Equity Method Investments, Income Taxes, Noncontrolling Interest Retained Earnings (Accumulated Deficit) [Abstract] Retained Earnings (Accumulated Deficit) [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Swimline Distributors, Inc. Swimline Distributors, Inc. [Member] Swimline Distributors, Inc. Net Cash Provided by operating activities Net Cash Provided by (Used in) Operating Activities Operating activities Net Cash Provided by (Used in) Operating Activities [Abstract] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Schedule of Accumulated Other Comprehensive Income Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Receivables Securitization Facility Secured Debt [Member] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Stockholders' Equity, Other Stockholders' Equity, Other Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Local Phone Number Local Phone Number Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Total debtA Debt, Long-Term and Short-Term, Combined Amount Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Deferred income taxes Deferred Income Tax Liabilities, Net Insider Trading Policies and Procedures [Line Items] Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Adjustment to Compensation, Amount Adjustment to Compensation Amount Changes in operating assets and liabilities, net of effects of acquisitions: Increase (Decrease) in Operating Capital [Abstract] Additional paid-in capital Additional Paid in Capital, Common Stock Compensation Amount Outstanding Recovery Compensation Amount Earnings Per Share, Basic and Diluted [Abstract] Earnings Per Share, Diluted [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Cumulative share repurchases Cumulative Share Repurchases Cumulative Share Repurchases since inception of repurchase programs Entity Small Business Entity Small Business Retained Earnings Retained Earnings (Deficit) Policy [Policy Text Block] Retained Earnings (Deficit) Policy Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Tabular List, Table Tabular List [Table Text Block] Fair Value, Inputs, Level 3 Fair Value, Inputs, Level 3 [Member] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Receivables, net Receivables, Net, Current Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Common Stock [Member] Common Stock [Member] Measure: Measure [Axis] Accrued expenses and other current liabilities Accrued Liabilities, Current Anti-dilutive stock options excluded from diluted earnings per share computations (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Issuance of stock under share-based compensation plans Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Revolving Credit Facility Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Deferred Compensation Liability, Classified, Noncurrent Deferred Compensation Liability, Classified, Noncurrent Cash and cash equivalents Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Entity Central Index Key Entity Central Index Key Current assets: Assets, Current [Abstract] Goodwill Balances Goodwill Receivables pledged under receivables facility Receivables Pledged Under Receivables Facility Receivables Pledged Under Receivables Facility Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] A.C. Solucoes para Piscinas, Lda. A.C. Solucoes para Piscinas, Lda. [Member] A.C. Solucoes para Piscinas, Lda. Foreign currency translation adjustments Accumulated Foreign Currency Adjustment Attributable to Parent [Member] Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax [Abstract] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Australian credit facility Long-Term Debt, Current Maturities Employee Stock Option Share-Based Payment Arrangement, Option [Member] Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Depreciation Depreciation Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Payments of deferred and contingent acquisition consideration Proceeds from (Payments for) Other Financing Activities Description of New Accounting Pronouncements Not yet Adopted Accounting Standards Update and Change in Accounting Principle [Text Block] APIC, Share-Based Payment Arrangement, Increase for Cost Recognition APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Payments on revolving line of credit Repayments of Lines of Credit Security Exchange Name Security Exchange Name Statement [Table] Statement [Table] Award Type Award Type [Axis] Earnings Per Share, Basic [Abstract] Earnings Per Share, Basic [Abstract] Significant Accounting Policies Significant Accounting Policies [Text Block] Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Contingent consideration liabilities Business Combination, Contingent Consideration, Liability Business Combination, Number of Locations Business Combination, Number of Locations Business Combination, Number of Locations Cash dividends declared per common share Common Stock, Dividends, Per Share, Cash Paid Short-term borrowings Short-Term Debt Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Fair Value, Inputs, Level 1 Fair Value, Inputs, Level 1 [Member] Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] GEORGIA GEORGIA Expiration Date Trading Arrangement Expiration Date Investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Repurchases of common stock Payments for Repurchase of Common Stock Current operating lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Less: financing costs, net Debt Issuance Costs, Noncurrent, Net Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Long-term debt, net Long-Term Debt, Excluding Current Maturities Other Short-Term Borrowings Other Short-Term Borrowings Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Accumulated Other Comprehensive Income [Table] Accumulated Other Comprehensive Income (Loss) [Table] Stock Repurchased and Retired During Period, Value Stock Repurchased and Retired During Period, Value Earnings per share: Earnings Per Share [Abstract] Earnings Per Share [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Repurchases of common stock, net of retirements (shares) Stock Repurchased and Retired During Period, Shares Class of Stock [Domain] Class of Stock [Domain] Product inventories Increase (Decrease) in Inventories Debt Instrument [Line Items] Debt Instrument [Line Items] Payments on term loan under credit facility Repayments of Long-Term Lines of Credit Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Schedule of Debt Schedule of Debt [Table Text Block] Common stock, authorized (in shares) Common Stock, Shares Authorized Acquisition of businesses, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Diluted (in shares) Diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Net cash (used in) provided by financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholders' equity Balance Equity, Attributable to Parent Shoreline Pool Distribution Shoreline Pool Distribution [Member] Shoreline Pool Distribution Dividends, Common Stock, Cash Dividends, Common Stock, Cash Amendment Flag Amendment Flag Entity Registrant Name Entity Registrant Name Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Business Combinations [Abstract] Business Combinations [Abstract] Gross profit Gross Profit Derivative Asset, Current Derivative Asset, Current Fair Value as of Grant Date Award Grant Date Fair Value Selling and administrative expenses Selling, General and Administrative Expense Fair Value, Inputs, Level 2 Fair Value, Inputs, Level 2 [Member] Debt Debt Disclosure [Text Block] Short-term borrowings and current portion of long-term debt Debt, Current Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Stockholders' equity: Equity, Including Portion Attributable to Noncontrolling Interest [Abstract] Geographical [Domain] Geographical [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Proceeds from short-term borrowings and current portion of long-term debt Proceeds from Short-Term Debt Entity Address, Postal Zip Code Entity Address, Postal Zip Code Long-term debt, net Long-Term Debt Basis of Presentation and Principles of Consolidation Consolidation, Policy [Policy Text Block] Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus Incremental Common Shares Attributable to Participating Nonvested Shares with Non-forfeitable Dividend Rights Incremental Common Shares Attributable to Participating Nonvested Shares with Non-forfeitable Dividend Rights Restatement Determination Date: Restatement Determination Date [Axis] All Executive Categories All Executive Categories [Member] Stock options and employee stock purchase plan (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Title of 12(b) Security Title of 12(b) Security Common stock Common Stock, Value, Issued Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets Assets [Abstract] Total other comprehensive (loss) income Other Comprehensive Income (Loss), Net of Tax Document Type Document Type Derivative, Name [Domain] Derivative Contract [Domain] Derivative Contract [Domain] Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Other Investments Payments for (Proceeds from) Other Investing Activities Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years that are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years that are Outstanding and Unvested [Member] Deferred Compensation Plan Assets Deferred Compensation Plan Assets Financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Term facility Long-Term Line of Credit, Noncurrent Excess tax benefit Other Tax Expense (Benefit) Recreation Supply Company Recreation Supply Company [Member] Recreation Supply Company Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Payments of deferred financing costs Payments of Financing Costs Basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Accounting Policies [Abstract] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Acquisitions Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Amortization Amortization Effect of dilutive securities: [Abstract] Weighted Average Number of Shares Outstanding, Diluted, Adjustment [Abstract] PEO Name PEO Name Net Income (Loss) Available to Common Stockholders, Basic Net Income (Loss) Available to Common Stockholders, Basic Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current All Award Types Award Type [Domain] Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Weighted average shares outstanding: [Abstract] Weighted Average Number of Shares Outstanding, Diluted [Abstract] Total assets Assets Pro-Water Irrigation & Landscape Supply, Inc. Pro-Water Irrigation & Landscape Supply, Inc. [Member] Pro-Water Irrigation & Landscape Supply, Inc. Name Outstanding Recovery, Individual Name Issuance of shares under share-based compensation plans (shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Proceeds from asset-backed financing Proceeds from Issuance of Secured Debt Other Comprehensive Income (Loss) before Reclassifications, Tax Other Comprehensive Income (Loss) before Reclassifications, Tax Goodwill impairment Goodwill, Impairment Loss Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Purchases of property and equipment, net of sale proceeds Payments to Acquire Property, Plant, and Equipment Other long-term liabilities Other Liabilities, Noncurrent Non-PEO NEO Non-PEO NEO [Member] Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Additional Paid-in Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Termination Date Trading Arrangement Termination Date Interest rate swap 2 Interest Rate Swap 2 [Member] Interest Rate Swap 2 Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Payments on short-term borrowings and current portion of long-term debt Repayments of Short-Term Debt Net sales Revenues Recent Accounting Pronouncements Pending Adoption New Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis] Class of Stock [Axis] Diluted (in dollars per share) Earnings Per Share, Diluted Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Entity Address, City or Town Entity Address, City or Town Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Term loan under credit facility Term loan under credit facility [Member] Term loan under credit facility Cumulative dividends Cumulative Dividends Net income Net Income Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Participating Securities, Distributed and Undistributed Earnings (Loss), Basic Participating Securities, Distributed and Undistributed Earnings (Loss), Basic Estimated fair value of contracts Fair Value, by Balance Sheet Grouping [Table Text Block] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Business Acquisition [Axis] Business Acquisition [Axis] Share-based compensation Share-Based Payment Arrangement, Noncash Expense Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Payments on asset-backed financing Repayments of Secured Debt Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax Provision for income taxes Income Tax Expense (Benefit) Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Notional Amount (in millions) Derivative, Notional Amount Derivative, Notional Amount Weighted average shares outstanding: [Abstract] Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Effect of exchange rate changes on cash and cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Accrued expenses and other liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date Schedule of Interest Rate Derivatives Schedule of Interest Rate Derivatives [Table Text Block] Interest and other non-operating expenses, net Nonoperating Income (Expense) Other Other Noncash Income (Expense) Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Equity in earnings of unconsolidated investments, net Income (Loss) from Equity Method Investments, Net of Dividends or Distributions Insider Trading Arrangements [Line Items] Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Operating income Operating Income (Loss) Business Acquisition [Line Items] Business Acquisition [Line Items] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Total liabilities and stockholders' equity Liabilities and Equity NORTH DAKOTA NORTH DAKOTA Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Cost of sales Cost of Revenue Adjustment to Compensation: Adjustment to Compensation [Axis] Accumulated Other Comprehensive Income [Line Items] Accumulated Other Comprehensive Income (Loss) [Line Items] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table] Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table] Payments of

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Document and Entity Information - shares **6 Months Ended**
Jun. 30, 2024 **Jul. 25, 2024**

Cover [Abstract]

Document Type	10-Q
Document Period End Date	Jun. 30, 2024
Document Quarterly Report	true
Document Transition Report	false
Entity File Number	0-26640
Entity Registrant Name	POOL CORPORATION
Entity Central Index Key	0000945841
Current Fiscal Year End Date	--12-31
Document Fiscal Year Focus	2024
Document Fiscal Period Focus	Q2
Amendment Flag	false
Entity Incorporation, State or Country Code	DE
Entity Tax Identification Number	36-3943363
Entity Address, Address Line One	109 Northpark Boulevard,
Entity Address, City or Town	Covington,
Entity Address, State or Province	LA
Entity Address, Postal Zip Code	70433-5001
City Area Code	(985)
Local Phone Number	892-5521
Title of 12(b) Security	Common Stock, par value \$0.001 per share
Trading Symbol	POOL
Security Exchange Name	NASDAQ
Entity Current Reporting Status	Yes
Entity Interactive Data Current	Yes
Entity Filer Category	Large Accelerated Filer
Entity Small Business	false
Entity Emerging Growth Company	false
Entity Shell Company	false
Entity Common Stock, Shares Outstanding	38,257,928

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Consolidated Statements of Income (Unaudited) - USD (\$) **3 Months Ended** **6 Months Ended**
Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023
shares in Thousands, \$ in Thousands

Income Statement [Abstract]

Net sales	\$ 1,769,784	\$ 1,857,363	\$ 2,890,594	\$ 3,064,138
Cost of sales	1,239,643	1,289,580	2,021,894	2,126,599
Gross profit	530,141	567,783	868,700	937,539
Selling and administrative expenses	258,660	240,774	488,499	464,758
Operating income	271,481	327,009	380,201	472,781
Interest and other non-operating expenses, net	14,044	16,892	27,463	32,728
Income before income taxes and equity earnings	257,437	310,117	352,738	440,053
Provision for income taxes	65,058	77,987	81,531	106,260
Equity earnings in unconsolidated investments, net	60	120	117	156
Net income	\$ 192,439	\$ 232,250	\$ 271,324	\$ 333,949
Earnings per share:				
Basic (in dollars per share)	\$ 5.02	\$ 5.95	\$ 7.07	\$ 8.55
Diluted (in dollars per share)	\$ 4.99	\$ 5.91	\$ 7.03	\$ 8.48
Weighted average shares outstanding: [Abstract]				
Basic (in shares)	38,124	38,837	38,164	38,857
Diluted (in shares)	38,325	39,115	38,399	39,155
Cash dividends declared per common share	\$ 1.20	\$ 1.10	\$ 2.30	\$ 2.10

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Consolidated Statements of Comprehensive Income (Unaudited) - USD (\$) **3 Months Ended** **6 Months Ended**
Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023
\$ in Thousands

Statement of Comprehensive Income [Abstract]

Net Income	\$ 192,439	\$ 232,250	\$ 271,324	\$ 333,949
Other comprehensive income (loss):				
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, before Tax	(4,684)	2,801	(8,352)	5,271
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax	(1,376)	3,497	850	(313)
Total other comprehensive (loss) income	(6,060)	6,298	(7,502)	4,958
Comprehensive income	\$ 186,379	\$ 238,548	\$ 263,822	\$ 338,907

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Consolidated Statements of Comprehensive Income (Unaudited) (Parenthetical) - USD (\$) **3 Months Ended** **6 Months Ended**
Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023
\$ in Thousands

Statement of Comprehensive Income [Abstract]

Other Comprehensive Income (Loss) before Reclassifications, Tax	\$ 459	\$ (1,166)	\$ (284)	\$ 104
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Consolidated Balance Sheets (Unaudited) - USD (\$) **Jun. 30, 2024 Dec. 31, 2023 Jun. 30, 2023**
\$ in Thousands

Current assets:

Cash and cash equivalents	\$ 96,894	\$ 66,540	\$ 53,225
Receivables, net	169,849	145,723	203,459
Receivables pledged under receivables facility	407,680	197,187	427,491
Product inventories, net	1,295,600	1,365,466	1,392,886
Prepaid expenses and other current assets	35,789	40,444	19,994
Total current assets	2,005,812	1,815,360	2,097,055
Property and equipment, net	241,871	223,929	209,541
Goodwill Balances	699,686	700,078	699,918
Other intangible assets, net	294,684	298,282	302,444
Equity interest investments	1,399	1,305	1,278
Operating lease assets	313,840	305,688	279,468
Other assets	83,622	83,426	90,875

Total assets	3,640,914	3,428,068	3,680,579
Current liabilities:			
Accounts payable	515,645	508,672	485,100
Accrued expenses and other current liabilities	152,978	134,676	170,658
Short-term borrowings	44,726	38,203	36,219
Current operating lease liabilities	94,024	89,215	79,763
Total current liabilities	807,373	770,766	771,740
Deferred income taxes	67,595	67,421	58,151
Long-term debt, net	1,071,827	1,015,117	1,148,367
Other long-term liabilities	44,135	40,028	39,236
Non-current operating lease liabilities	226,315	221,949	204,553
Total liabilities	\$ 2,217,245	\$ 2,115,281	\$ 2,222,047
Common Stock, Shares, Outstanding	38,289,105	38,354,829	39,048,604
Common stock, authorized (in shares)	100,000,000	100,000,000	100,000,000
Common stock, par value (in dollars per share)	\$ 0.001	\$ 0.001	\$ 0.001
Stockholders' equity:			
Common stock	\$ 38	\$ 38	\$ 39
Additional paid-in capital	626,347	606,177	593,081
Retained earnings	798,204	699,990	854,559
Accumulated other comprehensive (loss) income	(920)	6,582	10,853
Total stockholders' equity	1,423,669	1,312,787	1,458,532
Total liabilities and stockholders' equity	\$ 3,640,914	\$ 3,428,068	\$ 3,680,579

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Consolidated Balance

Sheets (Unaudited)
(Parenthetical) - \$ /
shares

Jun. 30, 2024 Mar. 31, 2024 Dec. 31, 2023 Jun. 30, 2023

Statement of Financial Position [Abstract]

Common stock, par value (in dollars per share)	\$ 0.001		\$ 0.001	\$ 0.001
Common stock, authorized (in shares)	100,000,000		100,000,000	100,000,000
Common Stock, Shares, Outstanding	38,289,105	38,462,000	38,354,829	39,048,604

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Condensed

Consolidated

Statements of Cash

Flows (Unaudited) -

6 Months Ended

Jun. 30, 2024 Jun. 30, 2023

USD (\$)

\$ in Thousands

Operating activities

Net Income		\$ 271,324	\$ 333,949
Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]			
Depreciation		17,591	15,292
Amortization		4,201	4,237
Share-based compensation		10,344	9,996
Equity in earnings of unconsolidated investments, net		(117)	(156)
Other		(1,246)	3,563

Changes in operating assets and liabilities, net of effects of acquisitions:

Receivables		(232,647)	(276,945)
Product inventories		66,975	201,380
Prepaid expenses and other assets		38,231	(4,423)
Accounts payable		6,166	76,140
Accrued expenses and other liabilities		(8,720)	13,744
Net Cash Provided by operating activities		172,102	376,777

Investing activities

Acquisition of businesses, net of cash acquired		(4,435)	(11,500)
Purchases of property and equipment, net of sale proceeds		(34,928)	(30,191)
Other Investments		1,018	(169)
Net cash used in investing activities		(38,345)	(41,860)

Financing activities

Proceeds from revolving line of credit		756,300	698,795
Payments on revolving line of credit		(830,400)	(1,001,399)
Proceeds from asset-backed financing		467,000	388,900
Payments on asset-backed financing		(324,000)	(240,200)
Payments on term facility		(12,500)	(47,313)
Proceeds from short-term borrowings and current portion of long-term debt		8,085	17,859
Payments on short-term borrowings and current portion of long-term debt		(1,562)	(19,182)
Payments of deferred and contingent acquisition consideration		0	(551)
Proceeds from stock issued under share-based compensation plans		9,826	7,309
Payments of cash dividends		(88,287)	(82,018)
Repurchases of common stock		(84,496)	(50,742)
Net cash (used in) provided by financing activities		(100,034)	(328,542)
Effect of exchange rate changes on cash and cash equivalents		(3,369)	1,259
Change in cash and cash equivalents		30,354	7,634
Cash and cash equivalents at beginning of period		66,540	45,591
Cash and cash equivalents at end of period		\$ 96,894	\$ 53,225

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Consolidated

Statements of

Changes in

Stockholders' Equity

(Unaudited) - USD (\$)

\$ in Thousands

Balance (in shares) at Dec. 31, 2022

Balance at Dec. 31, 2022

Increase (Decrease) in Stockholders' Equity [Roll Forward]

	Total	Common Stock [Member]	Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)
Balance (in shares) at Dec. 31, 2022		39,069,000			
Balance at Dec. 31, 2022	\$ 1,235,194	\$ 39	\$ 575,776	\$ 653,484	\$ 5,895
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net Income	101,699	0	0	101,699	0
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, before Tax	2,469	0	0	0	2,469
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification, Tax	1,269				
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax	(3,809)	\$ 0	0	0	(3,809)
Repurchases of common stock, net of retirements (shares)		(144,000)			
Stock Repurchased and Retired During Period, Value	(50,549)	\$ 0	0	(50,549)	0
APIC, Share-Based Payment Arrangement, Increase for Cost Recognition	4,923	\$ 0	4,923	0	0
Issuance of shares under share-based compensation plans (shares)		108,000			
Issuance of stock under share-based compensation plans	5,896	\$ 0	5,896	0	0
Dividends, Common Stock, Cash	(39,073)	\$ 0	0	(39,073)	0
Balance (in shares) at Mar. 31, 2023		39,033,000			
Balance at Mar. 31, 2023	1,256,750	\$ 39	586,595	665,561	4,555

Balance (in shares) at Dec. 31, 2022		39,069,000			
Balance at Dec. 31, 2022	1,235,194	\$ 39	575,776	653,484	5,895
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net Income				333,949	
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, before Tax				5,271	
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax				\$ (313)	
Balance (in shares) at Jun. 30, 2023				39,048,604	39,049,000
Balance at Jun. 30, 2023	\$ 1,458,532	\$ 39	593,081	854,559	10,853
Balance (in shares) at Mar. 31, 2023				39,033,000	
Balance at Mar. 31, 2023	1,256,750	\$ 39	586,595	665,561	4,555
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net Income				232,250	0
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, before Tax				2,801	0
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification, Tax				(1,166)	
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax				3,497	\$ 0
Repurchases of common stock, net of retirements (shares)				0	0
Stock Repurchased and Retired During Period, Value				0	\$ 0
APIC, Share-Based Payment Arrangement, Increase for Cost Recognition				5,073	\$ 0
Issuance of shares under share-based compensation plans (shares)				16,000	
Issuance of stock under share-based compensation plans				1,413	\$ 0
Dividends, Common Stock, Cash				(42,945)	0
Stockholders' Equity, Other				\$ 307	\$ 0
Balance (in shares) at Jun. 30, 2023				39,048,604	39,049,000
Balance at Jun. 30, 2023	\$ 1,458,532	\$ 39	593,081	854,559	10,853
Balance (in shares) at Dec. 31, 2023				38,354,829	38,355,000
Balance at Dec. 31, 2023	\$ 1,312,787	\$ 38	606,177	699,990	6,582
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net Income				78,885	0
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, before Tax				(3,668)	0
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification, Tax				(742)	
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax				2,226	\$ 0
Repurchases of common stock, net of retirements (shares)				(41,000)	
Stock Repurchased and Retired During Period, Value				(16,304)	\$ 0
APIC, Share-Based Payment Arrangement, Increase for Cost Recognition				5,328	\$ 0
Issuance of shares under share-based compensation plans (shares)				148,000	
Issuance of stock under share-based compensation plans				8,773	\$ 0
Dividends, Common Stock, Cash				(42,343)	0
Balance (in shares) at Mar. 31, 2024				38,462,000	
Balance at Mar. 31, 2024	\$ 1,345,684	\$ 38	620,278	720,228	5,140
Balance (in shares) at Dec. 31, 2023				38,354,829	38,355,000
Balance at Dec. 31, 2023	\$ 1,312,787	\$ 38	606,177	699,990	6,582
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net Income				271,324	
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, before Tax				(8,352)	
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax				\$ 850	
Balance (in shares) at Jun. 30, 2024				38,289,105	38,289,000
Balance at Jun. 30, 2024	\$ 1,423,669	\$ 38	626,347	798,204	(920)
Balance (in shares) at Mar. 31, 2024				38,462,000	
Balance at Mar. 31, 2024	\$ 1,345,684	\$ 38	620,278	720,228	5,140
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Net Income				192,439	0
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, before Tax				(4,684)	0
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification, Tax				459	
Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax				(1,376)	\$ 0
Repurchases of common stock, net of retirements (shares)				(181,000)	
Stock Repurchased and Retired During Period, Value				(68,519)	\$ 0
APIC, Share-Based Payment Arrangement, Increase for Cost Recognition				5,016	\$ 0
Issuance of shares under share-based compensation plans (shares)				8,000	
Issuance of stock under share-based compensation plans				1,053	\$ 0
Dividends, Common Stock, Cash				(45,944)	0
Balance (in shares) at Jun. 30, 2024				38,289,105	38,289,000
Balance at Jun. 30, 2024	\$ 1,423,669	\$ 38	\$ 626,347	\$ 798,204	\$ (920)

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**Consolidated
Statements of
Changes in
Stockholders' Equity
(Unaudited)
(Parenthetical) - USD
(\$)**

3 Months Ended

Jun. 30, 2024 Mar. 31, 2024 Jun. 30, 2023 Mar. 31, 2023

\$ in Thousands

Statement of Stockholders' Equity [Abstract]

Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification, Tax \$ 459 \$ (742) \$ (1,166) \$ 1,269

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**Summary of
Significant
Accounting Policies**

6 Months Ended

Jun. 30, 2024

**Accounting Policies
[Abstract]**

**Description of New
Accounting
Pronouncements Not
yet Adopted**

Summary of Significant Accounting Policies

Pool Corporation (the *Company*, which may also be referred to as *we*, *us* or *our*) prepared the unaudited interim Consolidated Financial Statements following U.S. generally accepted accounting principles (GAAP) and the requirements of the Securities and Exchange Commission (SEC) for interim financial information. As permitted under those rules, we have condensed or omitted certain footnotes and other financial information required for complete financial statements.

The interim Consolidated Financial Statements include all normal and recurring adjustments that are necessary for a fair presentation of our financial position and operating results. All significant intercompany accounts and intercompany transactions have been eliminated.

A description of our significant accounting policies is included in our 2023 Annual Report on Form 10-K. You should read the interim Consolidated Financial Statements in conjunction with the Consolidated Financial Statements and accompanying notes in our 2023 Annual Report on Form 10-K. The results for our three and six-month periods ended June 30, 2024, are not necessarily indicative of the expected results for our fiscal year ending December 31, 2024.

Income Taxes

We reduce federal and state income taxes payable by the tax benefits associated with the exercise of nonqualified stock options and the lapse of restrictions on restricted stock awards. To the extent realized tax deductions exceed the amount of previously recognized deferred tax benefits related to share-based compensation, we record an excess tax benefit. We record all excess tax benefits as a component of income tax benefit or expense on the Consolidated Statements of Income in the period in which stock options are exercised or restrictions on restricted stock awards lapse. We recorded excess tax benefits of \$0.4 million in the second quarter of 2024 compared to \$0.6 million in the second quarter of 2023 and \$7.8 million in the six months ended June 30, 2024, compared to \$5.4 million in the six months ended June 30, 2023.

Retained Earnings

We account for the retirement of repurchased shares as a reduction of Retained earnings. As of June 30, 2024, the Retained earnings on our Consolidated Balance Sheets reflects cumulative net income, the cumulative impact of adjustments for changes in accounting pronouncements, share retirements since the inception of our share repurchase programs of \$2.5 billion and cumulative dividends of \$1.2 billion.

Accumulated Other Comprehensive (Loss) Income

The table below presents the components of our Accumulated other comprehensive (loss) income balance (in thousands):

	June 30,		December 31,	
	2024	2023	2023	
Foreign currency translation adjustments	\$ (21,051)	\$ (14,338)	\$ (12,699)	
Unrealized gains on interest rate swaps, net of tax	20,131	25,191	19,281	
Accumulated other comprehensive (loss) income	\$ (920)	\$ 10,853	\$ 6,582	

Recent Accounting Pronouncements Pending Adoption

The following table summarizes recent accounting pronouncements that we plan to adopt in future periods:

Standard	Description	Effective Date	Effect on Financial Statements and Other Significant Matters
Accounting Standards Update (ASU) 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures</i>	In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-09, <i>Income Taxes- Improvements to Income Tax Disclosures</i> , which will require enhancements and further transparency to various income tax disclosures, most notably the tax rate reconciliation and income taxes paid.	Annual periods beginning after December 15, 2024 on a prospective basis. Retrospective application for all periods presented is permitted. Early adoption is also permitted.	We are currently evaluating the effect this standard will have on our disclosures.
ASU 2023-07, <i>Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures</i>	In November 2023, the FASB issued ASU 2023-07, <i>Segment Reporting - Improvements to Reportable Segment Disclosures</i> , which intends to improve reportable segment disclosures by requiring enhanced disclosures about significant segment expenses, enhance interim disclosure requirements, refine situations in which an entity can disclose multiple segment measures of profit or loss and provide advanced segment disclosure requirements for entities with a single reportable segment, as well as other disclosure requirements.	Annual periods beginning after December 15, 2023 on a retrospective basis for all periods presented. Early adoption is permitted.	We are currently evaluating the effect this standard will have on our disclosures.
ASU 2023-06, <i>Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative</i>	In October 2023, the FASB issued ASU 2023-06, <i>Disclosure Improvements - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative</i> , which will impact various disclosure areas, including the statement of cash flows, accounting changes and error corrections, earnings per share, debt, equity, derivatives and transfers of financial assets.	The amendments in ASU 2023-06 will be effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited.	We are currently evaluating the effect this standard will have on our disclosures.

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Earnings Per Share

[Earnings Per Share \[Abstract\]](#)
[Earnings Per Share](#)

Earnings Per Share

We calculate basic and diluted earnings per share using the two-class method. Earnings per share under the two-class method is calculated using net income attributable to common stockholders, which is net income reduced by the earnings allocated to participating securities. Our participating securities include share-based payment awards that contain a non-forfeitable right to receive dividends and are considered to participate in undistributed earnings with common shareholders. Participating securities excluded from weighted average common shares outstanding were 208,000 for the three months ended June 30, 2024 and 205,000 for the three months ended June 30, 2023, and 206,000 for the six months ended June 30, 2024 and 209,000 for the six months ended June 30, 2023.

The table below presents the computation of earnings per share, including the reconciliation of basic and diluted weighted average shares outstanding (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net income	\$ 192,439	\$ 232,250	\$ 271,324	\$ 333,949
Amounts allocated to participating securities	(1,018)	(1,219)	(1,417)	(1,779)
Net income attributable to common stockholders	\$ 191,421	\$ 231,031	\$ 269,907	\$ 332,170
Weighted average common shares outstanding:				
Basic	38,124	38,837	38,164	38,857
Effect of dilutive securities:				
Stock options and employee stock purchase plan	201	278	235	298
Diluted	38,325	39,115	38,399	39,155
Earnings per share attributable to common stockholders:				
Basic	\$ 5.02	\$ 5.95	\$ 7.07	\$ 8.55
Diluted	\$ 4.99	\$ 5.91	\$ 7.03	\$ 8.48
Anti-dilutive stock options excluded from diluted earnings per share computations ⁽¹⁾	56	64	57	65

⁽¹⁾ Since these options have exercise prices that are higher than the average market prices of our common stock, including them in the calculation would have an anti-dilutive effect on earnings per share.

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Fair Value Measurements and Interest Rate Swaps

[Fair Value Disclosures \[Abstract\]](#)
[Fair Value Measurements and Interest Rate Swaps](#)

Fair Value Measurements and Interest Rate Swaps Recurring Fair Value Measurements

Our assets and liabilities that are measured at fair value on a recurring basis include the unrealized gains or losses on our interest rate swap contracts and our deferred compensation plan asset and liability. The three levels of the fair value hierarchy under the accounting guidance are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2 Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability; or
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The table below presents our assets and liabilities measured and recorded at fair value on a recurring basis (in thousands):

	Input Level	Classification	Fair Value at June 30,	
			2024	2023
Assets				
Unrealized gains on interest rate swaps	Level 2	Prepaid expenses and other current assets	\$ 3,795	\$ —
Unrealized gains on interest rate swaps	Level 2	Other assets	23,091	33,632
Deferred compensation plan asset	Level 1	Other assets	17,148	14,633
Liabilities				
Deferred compensation plan liability	Level 1	Other long-term liabilities	\$ 17,148	\$ 14,633

Interest Rate Swaps

We utilize interest rate swap contracts and forward-starting interest rate swap contracts to reduce our exposure to fluctuations in variable interest rates for future interest payments on a portion of our variable rate borrowings.

We use significant other observable market data or assumptions (Level 2 inputs) in determining the fair value of our interest rate swap contracts and forward-starting interest rate swap contract that we believe market participants would use in pricing similar assets or liabilities, including assumptions about counterparty risk. Our fair value estimates reflect an income approach based on the terms of the interest rate swap contracts and inputs corroborated by observable market data including interest rate curves.

We recognize any differences between the variable interest rate in effect and the fixed interest rates per our swap contracts as an adjustment to interest expense over the life of the swaps. To the extent our derivatives are effective in offsetting the variability of the hedged cash flows, we record the changes in the estimated fair value of our interest rate swap contracts to Accumulated other comprehensive (loss) income on the Consolidated Balance Sheets.

We currently have two swap contracts in place. These swap contracts were previously forward-starting and convert the variable interest rate to a fixed interest rate on a portion of our variable rate borrowings. Interest expense related to the notional amounts under these swap contracts is based on the fixed rates plus the applicable margin on a portion of our variable rate borrowings. Changes in the estimated fair value of these interest rate swap contracts are recorded to Accumulated other comprehensive (loss) income on the Consolidated Balance Sheets.

The following table provides additional details related to these swap contracts:

Derivative	Inception Date	Effective Date	Termination Date	Notional Amount (in millions)	Fixed Interest Rate
Interest rate swap 1	February 5, 2020	February 26, 2021	February 28, 2025	\$150.0	1.3260%
Interest rate swap 2	March 9, 2020	September 29, 2022	February 26, 2027	\$150.0	0.6690%

For the interest rate swap contracts in effect at June 30, 2024, a portion of the change in the estimated fair value between periods relates to future interest expense. Recognition of the change in fair value between periods attributable to accrued interest is reclassified from Accumulated other comprehensive (loss) income on the Consolidated Balance Sheets to Interest and other non-operating expenses, net on the Consolidated Statements of Income. These amounts were not material in the three and six-month periods ended June 30, 2024 or June 30, 2023.

We also have in place a forward-starting interest rate swap contract to extend the hedged period for future interest payments on a portion of our variable rate borrowings. The following table provides details related to our swap contract:

Derivative	Inception Date	Effective Date	Termination Date	Notional Amount (in millions)	Fixed Interest Rate
Forward-starting interest rate swap	March 9, 2020	February 28, 2025	February 26, 2027	\$150.0	0.7630%

Failure of any of our swap counterparties would result in the loss of any potential benefit to us under our swap agreements. In this case, we would still be obligated to pay the variable interest payments underlying our debt agreements. Additionally, failure of our swap counterparties would not eliminate our obligation to continue to make payments under our existing swap agreements if we were in a net pay position.

Our interest rate swap contracts and forward-starting interest rate swap contract are subject to master netting arrangements. According to our accounting policy, we do not offset the fair values of assets with the fair values of liabilities related to these contracts.

Other

Our deferred compensation plan asset represents investments in securities (primarily mutual funds) traded in an active market (Level 1 inputs) held for the benefit of certain employees as part of our deferred compensation plan. We record an equal and offsetting deferred compensation plan liability, which represents our obligation to participating employees. Changes in the fair value of the plan asset and liability are reflected in Selling and administrative expenses on the Consolidated Statements of Income.

The carrying values of cash and cash equivalents, receivables, accounts payable and accrued liabilities approximate fair value due to the short maturity of those instruments. The carrying value of our long-term debt approximates its fair value. Our determination of the estimated fair value reflects a discounted cash flow model using our estimates, including assumptions related to borrowing rates (Level 3 inputs).

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Debt

6 Months Ended

Jun. 30, 2024

Debt Disclosure

[Abstract]

Debt

Debt

The table below presents the components of our debt (in thousands):

	June 30,	
	2024	2023
Variable rate debt		
Short-term borrowings	\$ 7,053	\$ —
Current portion of long-term debt:		
Australian credit facility	12,673	11,219
Current portion of term loans under credit facility	25,000	25,000
Short-term borrowings and current portion of long-term debt	\$ 44,726	\$ 36,219
Long-term portion:		
Revolving credit facility	\$ 178,400	\$ 217,106
Term loan under credit facility	450,000	475,000
Term facility	109,938	109,938
Receivables securitization facility	334,700	348,200
Less: financing costs, net	1,211	1,877
Long-term debt, net	1,071,827	1,148,367
Total debt	\$ 1,116,553	\$ 1,184,586

Our accounts receivable securitization facility (the Receivables Facility) provides for the sale of certain of our receivables to a wholly-owned subsidiary (the Securitization Subsidiary). The Securitization Subsidiary transfers variable undivided percentage interests in the receivables and related rights to certain third-party financial institutions in exchange for cash proceeds, limited to the applicable funding capacities.

We account for the sale of the receivable interests as a secured borrowing on our Consolidated Balance Sheets. The receivables subject to the agreement collateralize the cash proceeds received from the third-party financial institutions. We classify the entire outstanding balance as Long-term debt, net on our Consolidated Balance Sheets as we intend and have the ability to refinance the obligations on a long-term basis. We present the receivables that collateralize the cash proceeds separately as Receivables pledged under receivables facility on our Consolidated Balance Sheets.

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Pay vs Performance

Disclosure - USD (\$)

\$ in Thousands

3 Months Ended 6 Months Ended
Jun. 30, 2024 Mar. 31, 2024 Jun. 30, 2023 Mar. 31, 2023 Jun. 30, 2024 Jun. 30, 2023

Pay vs Performance Disclosure

Net Income \$ 192,439 \$ 78,885 \$ 232,250 \$ 101,699 \$ 271,324 \$ 333,949

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Insider Trading

Arrangements

3 Months Ended

Jun. 30, 2024

Trading Arrangements, by Individual

Rule 10b5-1 Arrangement Adopted false

Non-Rule 10b5-1 Arrangement Adopted false

Rule 10b5-1 Arrangement Terminated false

Non-Rule 10b5-1 Arrangement Terminated false

XML 27 R16.htm IDEA: XBRL DOCUMENT

Summary of

Significant

Accounting Policies

(Policies)

Accounting Policies

[Abstract]

Basis of Presentation

and Principles of

Consolidation

Pool Corporation (the *Company*, which may also be referred to as *we*, *us* or *our*) prepared the unaudited interim Consolidated Financial Statements following U.S. generally accepted accounting principles (GAAP) and the requirements of the Securities and Exchange Commission (SEC) for interim financial information. As permitted under those rules, we have condensed or omitted certain footnotes and other financial information required for complete financial statements.

The interim Consolidated Financial Statements include all normal and recurring adjustments that are necessary for a fair presentation of our financial position and operating results. All significant intercompany accounts and intercompany transactions have been eliminated.

Income Taxes

We reduce federal and state income taxes payable by the tax benefits associated with the exercise of nonqualified stock options and the lapse of restrictions on restricted stock awards. To the extent realized tax deductions exceed the amount of previously recognized deferred tax benefits related to share-based compensation, we record an excess tax benefit. We record all excess tax benefits as a component of income tax benefit or expense on the Consolidated Statements of Income in the period in which stock options are exercised or restrictions on restricted stock awards lapse.

We account for the retirement of repurchased shares as a reduction of Retained earnings.

Recent Accounting Pronouncements Pending Adoption

The following table summarizes recent accounting pronouncements that we plan to adopt in future periods:

Standard	Description	Effective Date	Effect on Financial Statements and Other Significant Matters
Accounting Standards Update (ASU) 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures</i>	In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-09, <i>Income Taxes- Improvements to Income Tax Disclosures</i> , which will require enhancements and further transparency to various income tax disclosures, most notably the tax rate reconciliation and income taxes paid.	Annual periods beginning after December 15, 2024 on a prospective basis. Retrospective application for all periods presented is permitted. Early adoption is also permitted.	We are currently evaluating the effect this standard will have on our disclosures.
ASU 2023-07, <i>Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures</i>	In November 2023, the FASB issued ASU 2023-07, <i>Segment Reporting - Improvements to Reportable Segment Disclosures</i> , which intends to improve reportable segment disclosures by requiring enhanced disclosures about significant segment expenses, enhance interim disclosure requirements, refine situations in which an entity can disclose multiple segment measures of profit or loss and provide advanced segment disclosure requirements for entities with a single reportable segment, as well as other disclosure requirements.	Annual periods beginning after December 15, 2023 on a retrospective basis for all periods presented. Early adoption is permitted.	We are currently evaluating the effect this standard will have on our disclosures.
ASU 2023-06, <i>Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative</i>	In October 2023, the FASB issued ASU 2023-06, <i>Disclosure Improvements - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative</i> , which will impact various disclosure areas, including the statement of cash flows, accounting changes and error corrections, earnings per share, debt, equity, derivatives and transfers of financial assets.	The amendments in ASU 2023-06 will be effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited.	We are currently evaluating the effect this standard will have on our disclosures.

Summary of Significant Accounting Policies (Tables)

[Accounting Policies \[Abstract\]](#)
[Schedule of Accumulated Other Comprehensive Income](#)

6 Months Ended

Jun. 30, 2024

The table below presents the components of our Accumulated other comprehensive (loss) income balance (in thousands):

	June 30,		December 31,	
	2024	2023	2023	
Foreign currency translation adjustments	\$ (21,051)	\$ (14,338)	\$ (12,699)	
Unrealized gains on interest rate swaps, net of tax	20,131	25,191	19,281	
Accumulated other comprehensive (loss) income	\$ (920)	\$ 10,853	\$ 6,582	

[Schedule of Recent Accounting Pronouncements](#)

The following table summarizes recent accounting pronouncements that we plan to adopt in future periods:

Standard	Description	Effective Date	Effect on Financial Statements and Other Significant Matters
Accounting Standards Update (ASU) 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures</i>	In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-09, <i>Income Taxes- Improvements to Income Tax Disclosures</i> , which will require enhancements and further transparency to various income tax disclosures, most notably the tax rate reconciliation and income taxes paid.	Annual periods beginning after December 15, 2024 on a prospective basis. Retrospective application for all periods presented is permitted. Early adoption is also permitted.	We are currently evaluating the effect this standard will have on our disclosures.
ASU 2023-07, <i>Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures</i>	In November 2023, the FASB issued ASU 2023-07, <i>Segment Reporting - Improvements to Reportable Segment Disclosures</i> , which intends to improve reportable segment disclosures by requiring enhanced disclosures about significant segment expenses, enhance interim disclosure requirements, refine situations in which an entity can disclose multiple segment measures of profit or loss and provide advanced segment disclosure requirements for entities with a single reportable segment, as well as other disclosure requirements.	Annual periods beginning after December 15, 2023 on a retrospective basis for all periods presented. Early adoption is permitted.	We are currently evaluating the effect this standard will have on our disclosures.
ASU 2023-06, <i>Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative</i>	In October 2023, the FASB issued ASU 2023-06, <i>Disclosure Improvements - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative</i> , which will impact various disclosure areas, including the statement of cash flows, accounting changes and error corrections, earnings per share, debt, equity, derivatives and transfers of financial assets.	The amendments in ASU 2023-06 will be effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited.	We are currently evaluating the effect this standard will have on our disclosures.

Earnings Per Share (Tables)

[Earnings Per Share \[Abstract\]](#)

[Computation of earnings per share and reconciliation of basic and diluted weighted average common shares outstanding](#)

6 Months Ended

Jun. 30, 2024

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net income	\$192,439	\$232,250	\$271,324	\$333,949
Amounts allocated to participating securities	(1,018)	(1,219)	(1,417)	(1,779)
Net income attributable to common stockholders	\$191,421	\$231,031	\$269,907	\$332,170
Weighted average common shares outstanding:				
Basic	38,124	38,837	38,164	38,857
Effect of dilutive securities:				
Stock options and employee stock purchase plan	201	278	235	298
Diluted	38,325	39,115	38,399	39,155
Earnings per share attributable to common stockholders:				
Basic	\$ 5.02	\$ 5.95	\$ 7.07	\$ 8.55
Diluted	\$ 4.99	\$ 5.91	\$ 7.03	\$ 8.48
Anti-dilutive stock options excluded from diluted earnings per share computations ⁽¹⁾	56	64	57	65

Fair Value Measurements and Interest Rate Swaps (Tables)

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

[Estimated fair value of contracts](#)

6 Months Ended

Jun. 30, 2024

The table below presents our assets and liabilities measured and recorded at fair value on a recurring basis (in thousands):

	Input Level	Classification	Fair Value at June 30,	
			2024	2023
Assets				
Unrealized gains on interest rate swaps	Level 2	Prepaid expenses and other current assets	\$ 3,795	\$ —
Unrealized gains on interest rate swaps	Level 2	Other assets	23,091	33,632
Deferred compensation plan asset	Level 1	Other assets	17,148	14,633
Liabilities				
Deferred compensation plan liability	Level 1	Other long-term liabilities	\$ 17,148	\$ 14,633

[Schedule of Interest Rate Derivatives](#)

The following table provides additional details related to these swap contracts:

Derivative	Inception Date	Effective Date	Termination Date	Notional Amount (in millions)	Fixed Interest Rate
Interest rate swap 1	February 5, 2020	February 26, 2021	February 28, 2025	\$150.0	1.3260%
Interest rate swap 2	March 9, 2020	September 29, 2022	February 26, 2027	\$150.0	0.6690%

The following table provides details related to our forward-starting interest rate swap contract:

Derivative	Inception Date	Effective Date	Termination Date	Notional Amount (in millions)	Fixed Interest Rate
Forward-starting interest rate swap	March 9, 2020	February 28, 2025	February 26, 2027	\$150.0	0.7630%

Debt (Tables)

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

[Schedule of Debt](#)

6 Months Ended

Jun. 30, 2024

The table below presents the components of our debt (in thousands):

	June 30,	
	2024	2023
Variable rate debt		
Short-term borrowings	\$ 7,053	\$ —
Current portion of long-term debt:		
Australian credit facility	12,673	11,219
Current portion of term loans under credit facility	25,000	25,000
Short-term borrowings and current portion of long-term debt	\$ 44,726	\$ 36,219
Long-term portion:		
Revolving credit facility	\$ 178,400	\$ 217,106
Term loan under credit facility	450,000	475,000
Term facility	109,938	109,938
Receivables securitization facility	334,700	348,200
Less: financing costs, net	1,211	1,877
Long-term debt, net	1,071,827	1,148,367
Total debt	\$1,116,553	\$1,184,586

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Summary of Significant Accounting Policies - Income Taxes (Details) - USD (\$) \$ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Accounting Policies [Abstract]				
Excess tax benefit	\$ 0.4	\$ 0.6	\$ 7.8	\$ 5.4

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Summary of Significant Accounting Policies - Retained Earnings (Details) \$ in Millions	Jun. 30, 2024
	USD (\$)
Retained Earnings (Accumulated Deficit) [Abstract]	
Cumulative share repurchases	\$ 2,500.0
Cumulative dividends	\$ 1,200.0

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Summary of Significant Accounting Policies - Accumulated Other Comprehensive Income (Details) - USD (\$) \$ in Thousands	Jun. 30, 2024		Dec. 31, 2023	Jun. 30, 2023
	Accumulated Other Comprehensive Income [Line Items]			
Accumulated other comprehensive (loss) income	\$ (920)	\$ 6,582	\$ 10,853	
AOCI Attributable to Parent				
Accumulated Other Comprehensive Income [Line Items]				
Accumulated other comprehensive (loss) income	(920)	6,582	10,853	
Foreign currency translation adjustments				
Accumulated Other Comprehensive Income [Line Items]				
Accumulated other comprehensive (loss) income	(21,051)	(12,699)	(14,338)	
Unrealized (losses) gains on interest rate swaps, net of tax				
Accumulated Other Comprehensive Income [Line Items]				
Accumulated other comprehensive (loss) income	\$ 20,131	\$ 19,281	\$ 25,191	

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Earnings Per Share (Details) - USD (\$) \$ / shares in Units, shares in Thousands, \$ in Thousands	3 Months Ended				6 Months Ended	
	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023
Earnings Per Share [Abstract]						
Net Income	\$ 192,439	\$ 78,885	\$ 232,250	\$ 101,699	\$ 271,324	\$ 333,949
Participating Securities, Distributed and Undistributed Earnings (Loss), Basic	1,018		1,219		1,417	1,779
Net Income (Loss) Available to Common Stockholders, Basic	\$ 191,421		\$ 231,031		\$ 269,907	\$ 332,170
Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items]						
Anti-dilutive stock options excluded from diluted earnings per share computations (in shares)	56		64		57	65
Incremental Common Shares Attributable to Participating Nonvested Shares with Non-forfeitable Dividend Rights	208,000		205,000		206,000	209,000
Weighted average shares outstanding: [Abstract]						
Basic (in shares)	38,124		38,837		38,164	38,857
Effect of dilutive securities: [Abstract]						
Stock options and employee stock purchase plan (in shares)	201		278		235	298
Diluted (in shares)	38,325		39,115		38,399	39,155
Earnings Per Share, Basic [Abstract]						
Basic (in dollars per share)	\$ 5.02		\$ 5.95		\$ 7.07	\$ 8.55
Earnings Per Share, Basic and Diluted [Abstract]						
Diluted (in dollars per share)	\$ 4.99		\$ 5.91		\$ 7.03	\$ 8.48

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Acquisitions (Details)	1 Months Ended					
	May 31, 2024	Jan. 31, 2024	Dec. 31, 2023	Jun. 30, 2023	May 31, 2023	Mar. 31, 2023
numberOfReportingUnits						
ARIZONA Pro-Water Irrigation & Landscape Supply, Inc.						
Business Acquisition [Line Items]						
Business Combination, Number of Locations					2	
ALABAMA Pioneer Pool Products, Inc.						
Business Acquisition [Line Items]						
Business Combination, Number of Locations					1	
NORTH DAKOTA Recreation Supply Company						
Business Acquisition [Line Items]						
Business Combination, Number of Locations					1	
PORTUGAL A.C. Solucoes para Piscinas, Lda.						
Business Acquisition [Line Items]						
Business Combination, Number of Locations						1
MISSISSIPPI Shoreline Pool Distribution						
Business Acquisition [Line Items]						
Business Combination, Number of Locations						1
GEORGIA Swimline Distributors, Inc.						
Business Acquisition [Line Items]						
Business Combination, Number of Locations						1

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Fair Value Measurements and

Interest Rate Swaps -
Recurring Fair Value
(Details) - USD (\$)
\$ in Thousands

Jun. 30, 2024 Jun. 30, 2023

Fair Value, Inputs, Level 1

Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]

Deferred Compensation Plan Assets \$ 17,148 \$ 14,633

Deferred Compensation Liability, Classified, Noncurrent 17,148 14,633

Fair Value, Inputs, Level 2

Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]

Unrealized gains on interest rate swaps 23,091 33,632

Derivative Asset, Current

\$ 3,795 \$ 0

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Fair Value 6 Months Ended

Measurements and

Interest Rate Swaps -

Interest Rate Swaps

(Details) - USD (\$)

\$ in Thousands

Jun. 30, 2024 Mar. 09, 2020 Feb. 05, 2020

Interest rate swap 1

Derivative [Line Items]

Effective Date Feb. 26, 2021

Termination Date Feb. 28, 2025

Notional Amount (in millions) \$ 150,000

Fixed Interest Rate 1.326%

Interest rate swap 2

Derivative [Line Items]

Effective Date Sep. 29, 2022

Termination Date Feb. 26, 2027

Notional Amount (in millions) \$ 150,000

Fixed Interest Rate 0.669%

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Fair Value 6 Months Ended

Measurements and

Interest Rate Swaps -

Forward-Starting

Interest Rate Swaps

(Details) - Forward-

starting interest rate

swap - USD (\$)

\$ in Millions

Jun. 30, 2024 Mar. 09, 2020

Derivative [Line Items]

Effective Date Feb. 28, 2025

Termination Date Feb. 26, 2027

Derivative, Notional Amount \$ 150.0

Fixed Interest Rate 0.763%

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Debt - Schedule of

Debt (Details) - USD

(

\$)

\$ in Thousands

Jun. 30, 2024 Jun. 30, 2023

Debt Instrument [Line Items]

Australian credit facility \$ 12,673 \$ 11,219

Line of Credit, Current 25,000 25,000

Short-term borrowings and current portion of long-term debt 44,726 36,219

Long-term portion:

Less: financing costs, net 1,211 1,877

Long-term debt, net 1,071,827 1,148,367

Total debt 1,116,553 1,184,586

Other Short-Term Borrowings

Revolving Credit Facility 7,053 0

Long-term portion:

Long-term debt, gross 178,400 217,106

Term loan under credit facility

Long-term portion:

Term facility 450,000 475,000

Term Facility [Member]

Long-term portion:

Term facility 109,938 109,938

Receivables Securitization Facility

Long-term debt, gross \$ 334,700 \$ 348,200

EXCEL 41 Financial Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial Report.xlsx M4\$L#!#0 (#C E@'04UB@0 + \$ 0 9&]C4'O<,'087!P+GAM M;\$/V,0/L',1!\$ \IQO=;!P4)B0-!2L+
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&108U1R;W!S+V-O&ULS9+/ M3L,P#(=?!>7>NG]@2%&7")-("SQ"<0MXX/UG;!,(%+CC]4.8E"#5/ M]*>Q;> *F&%P<70 IF#F*1 8E,'Q#DY1KNDAF'(ASK&IAU*#MZ?&GK9K;+
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25%UGB5P/&M MG#P=\$Q+&E L&08:7)"82]3E^34@3 BNEVOZKR2.FJW"\$2M"/F(9 M-AIRM1:IMG&IA&!:;L;1>[2M!]'6:PUDSY@R.S-D77.U1\$>)-T(^8LZ+ MD!& 'H8X2IKMHG#8!V>7L-
P>B'RV;JN^ZU3-L+([W1]072N0)/< Z3T MIZ.:60F]A%9]GZJ'-#ZH'C(!?&Y' CIE>G@&Y;O%N@GL!]':-!*K^ (+ M.7N?<+ ^E[GT;?2MSAD6R4)RU3393>* MD!Y^&V14_5*E=?
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M#W+C[^>3;G>U_HL@6V\$5#)DU1?^0XG]1/3-R0]A4)?NVB8+A=OB5,V[&KXF M8\$0#>FZ=+2? VU]4;07/4;SHYG@K' MYA,LOZ1^P7V^BH 1JV^N]J/^26<.[1\8\$F S6V3VW> ?
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7IEMO3 ^>*EU?@&E]G&.G:BQ#K=FYP+I428]JXX[CA-#O M"R^4 DO (->OX+4\$#!#!!0 (#C EB;2F;SU04 .08 8 >&PO M=V]R;W-H965T&ULK5E=;JLVY(TKA%<,+=#;)H>8F!QM:V
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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": { "r59" } } }, "us_gaap_AccumulatedNetGainLossFromDesignatedOrQualifyingCashFlowHedgesMember": { "xbrlType": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedNetGainLossFromDesignatedOrQualifyingCashFlowHedgesMember", "presentation": { "http://www.poolcorp.com/role/SummaryOfSignificantAccountingPoliciesAccumulatedOtherComprehensiveIncomeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Unrealized (losses) gains on interest rate swaps, net of tax", "label": "Accumulated Net Gain (Loss) from Cash Flow Hedges Attributable to Parent [Member]", "documentation": "Accumulated other comprehensive income (loss) resulting from gain (loss) from derivative instruments designated and qualifying as the effective portion of cash flow hedges, attributable to the parent." } } }, "auth_ref": { "r3", "r17", "r343" } }, "us_gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrlType": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "presentation": { "http://www.poolcorp.com/role/SummaryOfSignificantAccountingPoliciesAccumulatedOtherComprehensiveIncomeDetails": { "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Income [Line Items]", "label": "Accumulated Other Comprehensive Income (Loss) [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." }, "auth_ref": [{"r375}], "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": {"terseLabel": "Employee Stock Option", "label": "Share-Based Payment Arrangement, Option [Member]", "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": "normalizedStringItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Address, Address Line One", "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" }, "auth_ref": [{"dei_EntityAddressCityOrTown": {"xbrlType": "normalizedStringItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Address, City or Town", "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" }, "auth_ref": [{"dei_EntityAddressPostalZipCode": {"xbrlType": "normalizedStringItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Address, Postal Zip Code", "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" }, "auth_ref": [{"dei_EntityAddressStateOrProvince": {"xbrlType": "stateOrProvinceItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." }, "auth_ref": [{"dei_EntityCentralIndexKey": {"xbrlType": "centralIndexKeyItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Central Index Key", "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC issued value to identify entities that have filed disclosures with the SEC. 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." }, "auth_ref": [{"dei_EntityCurrentReportingStatus": {"xbrlType": "yesNoItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." }, "auth_ref": [{"dei_EntityEmergingGrowthCompany": {"xbrlType": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." }, "auth_ref": [{"r608}], "dei_EntityFileNumber": {"xbrlType": "fileNumberItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." }, "auth_ref": [{"r608}], "dei_EntityIncorporationStateCountryCode": {"xbrlType": "edgarStateCountryItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two character EDGAR code representing the state or country of incorporation." }, "auth_ref": [{"dei_EntityInteractiveDataCurrent": {"xbrlType": "yesNoItem", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data 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This is not an indicator of the fair value of the investment, rather it is the initial cost adjusted for the entity's share of earnings and losses of the investee, adjusted for any distributions (dividends) and other than temporary impairment (OTTI) losses recognized." } } } , "auth_ref": { "r195", "r204", "r207", "r214", "r697", "r720" } } , "ced-EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Equity Valuation Assumption Difference, Footnote", "label": "Equity Valuation Assumption Difference, Footnote [Text Block]" } } } } , "auth_ref": { "r657" } } , "ced-ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Erroneous Compensation Analysis", "label": "Erroneous Compensation Analysis [Text Block]" } } } } , "auth_ref": { "r615", "r625", "r635", "r667" } } , "ced-ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": { "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Erroneously Awarded Compensation Recovery", "label": "Erroneously Awarded Compensation Recovery [Table]" } } } } , "auth_ref": { "r612", "r622", "r632", "r664" } } , "ced-ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Executive Category", "label": "Executive Category [Axis]" } } } } , "auth_ref": { "r663" } } , "us-gaap-FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems", "presentation": { "http://www.poolcorp.com/role/FairValueMeasurementsAndInterestRateSwapsRecurringFairValueDetails": { "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } } , "auth_ref": { "r364", "r365", "r366", "r367", "r369", "r370", "r371", "r372", "r373", "r430", "r582", "r585" } } , "us-gaap-FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": { 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is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us_gaap_IncrementalCommonSharesAttributableToParticipatingNonvestedSharesWithNonForfeitableDividendRights": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Incremental Common Shares Attributable To Participating Nonvested Shares With Non-Forfeitable Dividend Rights", "presentation": { "http://www.poolcorp.com/role/EarningsPerShareDetails", "lang": { "en-us": { "role": { "terseLabel": "Incremental Common Shares Attributable to Participating Nonvested Shares with Non-Forfeitable Dividend Rights", "label": "Incremental Common Shares Attributable to Participating Nonvested Shares with Non-Forfeitable Dividend Rights", "documentation": "This element represents nonvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid). Basic and diluted earnings per share are generally disclosed for such shares using the two-class method." } } }, "auth_ref": { "r24" } }, "us_gaap_IncrementalCommonSharesAttributableToShareBasedPaymentArrangements": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Incremental Common Shares Attributable To Share Based Payment Arrangements", "calculation": { "parentTag": "us_gaap_WeightedAverageNumberOfDilutedSharesOutstanding", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.poolcorp.com/role/EarningsPerShareDetails", "lang": { "en-us": { "role": { "terseLabel": "Stock options and employee stock purchase plan (in shares)", "label": "Incremental Common Shares Attributable to Dilutive Effect of Share Based Payment Arrangements", "documentation": "Additional shares included in the calculation of diluted EPS as a result of the potentially dilutive effect of share based payment arrangements using the treasury stock method." } } }, 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Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": { "r58", "r101" } }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": { "http://www.poolcorp.com/role/DocumentandEntityInformation", "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us_gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "order": "credit", "calculation": { "parentTag": "us_gaap_DebtLongTermAndShortTermCombinedAmount", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.poolcorp.com/role/DebtScheduleofDebtDetails", "lang": { "en-us": { "role": { "terseLabel": "Long term debt, net", "label": "Long Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation." } } }, "auth_ref": { "r15", "r102", "r260", "r275", "r571", "r572", "r586", "r755" } }, "us_gaap_LongTermDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtCurrent", "order": "credit", "calculation": { "parentTag": "us_gaap_DebtCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://www.poolcorp.com/role/DebtScheduleofDebtDetails", "lang": { "en-us": { "role": { "verboseLabel": "Australian credit facility", "label": "Long Term Debt, Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long term debt classified as current. Excludes lease obligation." } } }, "auth_ref": []

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Excludes lease obligation." } } }, "auth_ref": { "r124" } }, "us_gaap_LongTermDebtNoncurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrentAbstract", "presentation": { "http://www.poolcorp.com/role/DebtScheduleOfDebtDetails": { "lang": { "en-us": { "role": { "terseLabel": "Long term portion", "label": "Long Term Debt, Excluding Current Maturities [Abstract]" } } }, "auth_ref": { "us_gaap_LongTermLineOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermLineOfCredit", "crdr": "credit", "presentation": { "http://www.poolcorp.com/role/DebtScheduleOfDebtDetails": { "lang": { "en-us": { "role": { "terseLabel": "Term facility", "label": "Long Term Line of Credit, Noncurrent", "documentation": "The carrying value as of the balance sheet date of the noncurrent 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": { "r15", "r30", "r31" } }, "us_gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": { "http://www.poolcorp.com/role/DebtScheduleOfDebtDetails": { "lang": { "en-us": { "role": { "terseLabel": "Long term Debt, Type [Axis]", "label": "Long Term Debt, Type [Axis]", "documentation": "Information by type of long term debt." } } }, "auth_ref": { "r15", "r726", "r727", "r728" } }, "us_gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": { "http://www.poolcorp.com/role/DebtScheduleOfDebtDetails": { "lang": { "en-us": { "role": { "terseLabel": "Long term Debt, Type [Domain]", "label": "Long Term Debt, Type [Domain]", "documentation": "Type of long term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": { "r15", "r32", "r726", "r727", "r728" } }, "stpr_MS": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/stpr/2024", "localname": "MS", "presentation": { "http://www.poolcorp.com/role/AcquisitionsDetails": { "lang": { "en-us": { "role": { "terseLabel": "MISSISSIPPI", "label": "MISSISSIPPI" } } }, "auth_ref": { "ced_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localname": "MeasureAxis", "presentation": { "http://xbrl.sec.gov/ced/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Measure", "label": "Measure [Axis]", "documentation": { "http://xbrl.sec.gov/ced/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Measure Name" } } }, "auth_ref": { "r655" } }, "ced_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": { "http://xbrl.sec.gov/ced/role/AwardTimingDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "MNPI Disclosure Timed for Compensation Value", "label": "MNPI Disclosure Timed for Compensation Value [Flag]", "documentation": { "http://xbrl.sec.gov/ced/role/AwardTimingDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Material Terms of Trading Arrangement", "label": "Material Terms of Trading Arrangement [Text Block]", "documentation": { "http://xbrl.sec.gov/ced/role/InsiderTradingArrangements": { "lang": { "en-us": { "role": { "terseLabel": "Material Terms of Trading Arrangement", "label": "Material Terms of Trading Arrangement [Text Block]", "documentation": { "http://www.poolcorp.com/role/AcquisitionsDetails": { "lang": { "en-us": { "role": { "terseLabel": "NORTH DAKOTA", "label": "NORTH DAKOTA" } } }, "auth_ref": { "ced_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localname": "NamedExecutiveOfficersFnTextBlock", "presentation": { "http://xbrl.sec.gov/ced/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Named Executive Officers, Footnote", "label": "Named Executive Officers, Footnote [Text Block]", "documentation": { "http://xbrl.sec.gov/ced/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Net Cash Provided by Used in Financing Activities", "label": "Net Cash Provided by Used in Financing Activities", "crdr": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us_gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Net cash (used in) provided by financing activities", "label": "Net Cash Provided by (Used in) Financing Activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation, and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": { "r150" } }, "us_gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Financing activities", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]", "documentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Net Cash Provided by Used in Investing Activities", "label": "Net Cash Provided by Used in Investing Activities", "crdr": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us_gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Net cash used in investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": { "r150" } }, "us_gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Investing activities", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]", "documentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Net Cash Provided by Used in Operating Activities", "label": "Net Cash Provided by Used in Operating Activities", "crdr": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us_gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Net Cash Provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": { "r85", "r86", "r87" } }, "us_gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Operating activities", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]", "documentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Net Income Loss", "label": "Net Income Loss", "crdr": "credit", "calculation": { "http://www.poolcorp.com/role/ConsolidatedStatementsOfComprehensiveIncomeUnaudited": { "parentTag": "us_gaap_ComprehensiveIncomeNetOfTaxIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://www.poolcorp.com/role/ConsolidatedStatementsOfComprehensiveIncomeUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Net Income (Loss) Attributable to Parent", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": { "r79", "r87", "r105", "r116", "r136", "r139", "r144", "r154", "r162", "r166", "r167", "r168", "r169", "r170", "r173", "r174", "r186", "r215", "r238", "r239", "r240", "r241", "r242", "r243", "r244", "r245", "r246", "r334", "r340", "r357", "r374", "r445", "r512", "r528", "r529", "r605", "r729" } }, "us_gaap_NetIncomeLossAvailableToCommonStockholdersBasic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersBasic", "crdr": "credit", "presentation": { "http://www.poolcorp.com/role/EarningsPerShareDetails": { "lang": { "en-us": { "role": { "terseLabel": "Net Income (Loss) Available to Common Stockholders, Basic", "label": "Net Income (Loss) Available to Common Stockholders, Basic", "documentation": "Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, of income (loss) available to common shareholders." } } }, "auth_ref": { "r149", "r166", "r167", "r168", "r169", "r178", "r179", "r187", "r190", "r340" } }, "us_gaap_NewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock", "presentation": { "http://www.poolcorp.com/role/SummaryOfSignificantAccountingPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Description of New Accounting Pronouncements Not yet Adopted", "label": "Accounting Standards Update and Change in Accounting Principle [Text Block]", "documentation": "The entire disclosure for change in accounting principle. Includes, but is not limited to, nature, reason, and method of adopting amendment to accounting standards or other change in accounting principle." } } }, "auth_ref": { "r112", "r115", "r160", "r161", "r164", "r165", "r175", "r176", "r212", "r217", "r218", "r332", "r333", "r335", "r340", "r351", "r354", "r389", "r391", "r392", "r397", "r398", "r399", "r454", "r455", "r456", "r457", "r458" } }, "us_gaap_NewAccountingPronouncementsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyTextBlock", "presentation": { "http://www.poolcorp.com/role/SummaryOfSignificantAccountingPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Recent Accounting Pronouncements Pending Adoption", "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": { "ced_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": { "http://xbrl.sec.gov/ced/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Non-CAAP Measure Description", "label": "Non-CAAP Measure Description [Text Block]", "documentation": { "http://xbrl.sec.gov/ced/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Compensation Actually Paid Amount", "label": "Non-PEO NEO Average Compensation Actually Paid Amount", "crdr": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfIncomeUnaudited": { "parentTag": "us_gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesMinorityInterestAndIncomeLossFromEquityMethodInvestments", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfIncomeUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Interest and other non-operating expenses, net", "label": "Nonoperating Income (Expense)", "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": { "r81" } }, "us_gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfIncomeUnaudited": { "parentTag": "us_gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesMinorityInterestAndIncomeLossFromEquityMethodInvestments", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfIncomeUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Operating income", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": { "r108", "r566", "r715", "r716", "r717", "r718", "r719" } }, "us_gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "parentTag": "us_gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Current operating lease liabilities", "label": "Operating Lease, Liability Current", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as current." } } }, "auth_ref": { "r387" } }, "us_gaap_OperatingLeaseLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityNoncurrent", "crdr": "credit", "calculation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "parentTag": "us_gaap_Liabilities", "weight": 1.0, "order": 5.0 } }, "presentation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Non-current operating lease liabilities", "label": "Operating Lease, Liability, Noncurrent", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent." } } }, "auth_ref": { "r387" } }, "us

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[Member]", "documentation": "Pro-Water Irrigation & Landscape Supply, Inc." } }, "auth_ref": { "r10" } }, "us-gaap-ProceedsFromIssuanceOfSecuredDebt": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ProceedsFromIssuanceOfSecuredDebt", "crd": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us-gaap-NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 5.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Proceeds from asset-backed financing", "label": "Proceeds from Issuance of Secured Debt", "documentation": "The cash inflow from amounts received from issuance of long-term debt that is wholly or partially secured by collateral. Excludes proceeds from tax exempt secured debt." } }, "auth_ref": { "r19" } }, "us-gaap-ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlansIncludingStockOptions": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlansIncludingStockOptions", "crd": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us-gaap-NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 12.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Proceeds from stock issued under share-based compensation plans", "label": "Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Including Option Exercised", "documentation": "Amount of cash inflow from issuance of shares under share-based payment arrangement. Includes, but is not limited to, option exercised." } }, "auth_ref": { "r5", "r12" } }, "us-gaap-ProceedsFromLinesOfCredit": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ProceedsFromLinesOfCredit", "crd": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us-gaap-NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Proceeds from revolving line of credit", "label": "Proceeds from Lines of Credit", "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": { "r19", "r707" } }, "us-gaap-ProceedsFromLongTermLinesOfCredit": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ProceedsFromLongTermLinesOfCredit", "crd": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us-gaap-NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Proceeds from term loan under credit facility", "label": "Proceeds from Long-Term Lines of Credit", "documentation": "The cash inflow from a contractual arrangement with the lender, including letter of credit, standby letter of credit and revolving credit arrangements, under which borrowings can be made up to a specific amount at any point in time with maturities due beyond one year or the operating cycle, if longer." } }, "auth_ref": { "r19" } }, "us-gaap-ProceedsFromPaymentsForOtherFinancingActivities": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ProceedsFromPaymentsForOtherFinancingActivities", "crd": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us-gaap-NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 11.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Payments of deferred and contingent acquisition consideration", "label": "Proceeds from (Payments for) Other Financing Activities", "documentation": "Amount of cash inflow (outflow) from financing activities classified as other." } }, "auth_ref": { "r696", "r704" } }, "us-gaap-ProceedsFromShortTermDebt": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ProceedsFromShortTermDebt", "crd": "debit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us-gaap-NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 8.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Proceeds from short-term borrowings and current portion of long-term debt", "label": "Proceeds from Short-Term Debt", "documentation": "The cash inflow from a borrowing having initial term of repayment within one year or the normal operating cycle, if longer." } }, "auth_ref": { "r19" } }, "us-gaap-PropertyPlantAndEquipmentNet": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "PropertyPlantAndEquipmentNet", "crd": "debit", "calculation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap-Assets", "weight": 1.0, "order": 5.0 } }, "presentation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, net", "label": "Property, Plant and Equipment, Net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } }, "auth_ref": { "r8", "r388", "r436", "r443", "r587" } }, "ced_PvpTable": { "xbrlType": "stringItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localName": "PvpTable", "presentation": { "http://xbrl.sec.gov/ced/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]", "documentation": "Pay vs Performance Disclosure [Table]" } }, "auth_ref": { "r644" } }, "ced_PvpTableTextBlock": { "xbrlType": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localName": "PvpTableTextBlock", "presentation": { "http://xbrl.sec.gov/ced/role/PvpDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]", "documentation": "Pay vs Performance [Table Text Block]" } }, "auth_ref": { "r644" } }, "us-gaap-ReceivablesNetCurrent": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ReceivablesNetCurrent", "crd": "debit", "calculation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap-AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Receivables, net", "label": "Receivables, Net, Current", "documentation": "The total amount due to the entity within one year of the balance sheet date (or one operating cycle, if longer) from outside sources, including trade accounts receivable, notes and loans receivable, as well as any other types of receivables, net of allowances established for the purpose of reducing such receivables to an amount that approximates their net realizable value." } }, "auth_ref": { "r587" } }, "pool-ReceivablesPledgedUnderReceivablesFacility": { 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Disclosure [Line Items]" } }, "auth_ref": { "r612", "r622", "r632", "r664" } }, "pool-RecreationSupplyCompanyMember": { "xbrlType": "domainItemType", "nsuri": "http://www.poolcorp.com/20240630", "localName": "RecreationSupplyCompanyMember", "presentation": { "http://www.poolcorp.com/role/AcquisitionsDetails": { "lang": { "en-us": { "role": { "terseLabel": "Recreation Supply Company", "label": "Recreation Supply Company [Member]", "documentation": "Recreation Supply Company" } }, "auth_ref": { "r10" } }, "us-gaap-RepaymentsOfLinesOfCredit": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "RepaymentsOfLinesOfCredit", "crd": "credit", "calculation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "parentTag": "us-gaap-NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited": { "lang": { 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Excludes repayments of tax exempt unsecured debt." } }, "auth_ref": { "r84" } }, "ced-RestatementDateAxis": { "xbrlType": "stringItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localName": "RestatementDateAxis", "presentation": { "http://xbrl.sec.gov/ced/role/ErrCompDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date [Axis]", "documentation": "Restatement Determination Date [Axis]" } }, "auth_ref": { "r613", "r623", "r633", "r665" } }, "ced-RestatementDeterminationDate": { "xbrlType": "dateItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localName": "RestatementDeterminationDate", "presentation": { "http://xbrl.sec.gov/ced/role/ErrCompDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } }, "auth_ref": { "r614", "r624", "r634", "r666" } }, "ced-RestatementDoesNotRequireRecoveryTextBlock": { "xbrlType": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localName": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": { "http://xbrl.sec.gov/ced/role/ErrCompDisclosure": { "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require recovery", "label": "Restatement Does Not Require Recovery [Text Block]", "documentation": "Restatement does not require recovery." } }, "auth_ref": { "r621", "r631", "r641", "r673" } }, "us-gaap-RetainedEarningsAccumulatedDeficit": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "RetainedEarningsAccumulatedDeficit", "crd": "credit", "calculation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap-StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": { "http://www.poolcorp.com/role/ConsolidatedBalanceSheetsUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Retained earnings", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } }, "auth_ref": { "r69", "r93", "r441", "r454", "r458", "r465", "r493", "r587" } }, "us-gaap-RetainedEarningsAccumulatedDeficitAbstract": { "xbrlType": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "RetainedEarningsAccumulatedDeficitAbstract", "lang": { "en-us": { "role": { "terseLabel": "Retained Earnings (Accumulated Deficit) [Abstract]", "label": "Retained Earnings (Accumulated Deficit) [Abstract]", "documentation": "Retained Earnings (Accumulated Deficit) [Abstract]" } }, "auth_ref": { "r10" } }, "pool-RetainedEarningsDeficitPolicyTextBlock": { "xbrlType": "textBlockItemType", "nsuri": "http://www.poolcorp.com/20240630", "localName": "RetainedEarningsDeficitPolicyTextBlock", "presentation": { "http://www.poolcorp.com/role/SummaryOfSignificantAccountingPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Retained Earnings (Deficit) Policy", "label": "Retained Earnings (Deficit) Policy", "documentation": "Retained Earnings (Deficit) Policy" } }, "auth_ref": { "r10" } }, "us-gaap-RetainedEarningsMember": { "xbrlType": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "RetainedEarningsMember", "presentation": { "http://www.poolcorp.com/role/ConsolidatedStatementsOfChangesInStockholdersEquityUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Retained Earnings (Deficit)", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } }, "auth_ref": { "r114", "r157", "r158", "r159", "r163", "r170", "r172", "r174", "r216", "r219", "r230", "r326", "r327", "r329", "r330", "r331", "r335", "r339", "r340", "r346", "r348", "r349", "r352", "r355", "r384", "r385", "r345", "r453", "r466", "r785" } }, "us-gaap-Revenues": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "Revenues", "crd": "credit", "calculation": { "http://www.poolcorp.com/role/ConsolidatedStatementsOfIncomeUnaudited": { "parentTag": "us-gaap-GrossProfit", "weight": 1.0, "order": 1.0 } }, "presentation": { "http://www.poolcorp.com/role/ConsolidatedStatementsOfIncomeUnaudited": { "lang": { "en-us": { "role": { "terseLabel": "Net sales", "label": "Revenues", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss)." } }, "auth_ref": { "r106", "r107", "r145", "r154", "r195", "r200", "r201", "r205", "r207", "r208", "r209", "r211", "r215", "r238", "r239", "r240", "r241", "r242", "r243", "r244", "r245", "r246", "r374", "r435", "r567", "r729" } }, "ced-Rule10b51ArrAdoptedFlag": { "xbrlType": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localName": "Rule10b51ArrAdoptedFlag", "presentation": { "http://xbrl.sec.gov/ced/role/InsiderTradingArrangements": { "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]", "documentation": "Rule 10b5-1 Arrangement Adopted [Flag]" } }, "auth_ref": { "r682" } }, "ced-Rule10b51ArrTrmtdFlag": { "xbrlType": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ced/2024", "localName": "Rule10b51ArrTrmtdFlag", "presentation": { "http://xbrl.sec.gov/ced/role/InsiderTradingArrangements": { "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]", "documentation": "Rule 10b5-1 Arrangement Terminated [Flag]" } }, "auth_ref": { "r682" } }, "us-gaap-ScheduleOfAccumulatedOtherComprehensiveIncomeLossTableTextBlock": { "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfAccumulatedOtherComprehensiveIncomeLossTableTextBlock", "presentation": { "http://www.poolcorp.com/role/SummaryOfSignificantAccountingPolicies": { "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accumulated Other Comprehensive Income", "label": "Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block]", "documentation": "Tabular disclosure of the components of accumulated other comprehensive income (loss)." } }, "auth_ref": { "r17", "r747", "r748" } }, "us-

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Includes, but is not limited to, recognized asset and liability."}}, "auth-ref": [{"r38"}, {"r39"}, {"r336"}]}, "us-gaap-ScheduleOfDebtTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebt", "label": "Schedule of Debt [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to short term and long debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation."}}, "auth-ref": [{"r38"}, {"r39"}, {"r336"}]}, "us-gaap-ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": [{"http://www.poolcorp.com/role/EarningsPerShareTables"}], "lang": {"en-us": {"role": {"terseLabel": "Computation of earnings per share and reconciliation of basic and diluted weighted average common shares outstanding", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per share computations for income from continuing operations."}}, "auth-ref": [{"r714"}]}, "us-gaap-ScheduleOfEarningsPerShareBasicByCommonClassTable": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicByCommonClassTable", "presentation": [{"http://www.poolcorp.com/role/EarningsPerShareDetails"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table]", "label": "Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table]", "documentation": "Disclosure of information about basic earnings per share by class of stock. Includes, but is not limited to, two-class method."}}, "auth-ref": [{"r25"}, {"r26"}, {"r181"}, {"r185"}, {"r188"}]}, "us-gaap-ScheduleOfInterestRateDerivativesTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInterestRateDerivativesTableTextBlock", "presentation": [{"http://www.poolcorp.com/role/FairValueMeasurementsandInterestRateSwapsTables"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Interest Rate Derivatives", "label": "Schedule of Interest Rate Derivatives [Table Text Block]", "documentation": "Tabular disclosure of interest rate derivatives, including, but not limited to, the fair value of the derivatives, statement of financial position location, and statement of financial performance location of these instruments."}}, "auth-ref": [{"r49"}]}, "us-gaap-ScheduleOfNewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNewAccountingPronouncementsAndChangesInAccountingPrinciplesTextBlock", "presentation": [{"http://www.poolcorp.com/role/SummaryofSignificantAccountingPoliciesTables"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Recent Accounting Pronouncements", "label": "Accounting Standards Update and Change in Accounting Principle [Table Text Block]", "documentation": "Tabular disclosure of changes in accounting principles, including adoption of new accounting pronouncements, that describes the new methods, amount and effects on financial statement line items."}}, "auth-ref": [{"r22"}, {"r23"}, {"r27"}, {"r28"}, {"r734"}]}, "us-gaap-SecuredDebtMember": {"xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredDebtMember", "presentation": [{"http://www.poolcorp.com/role/DebtScheduleOfDebtDetails"}], "lang": {"en-us": {"role": {"terseLabel": "Receivables Securitization Facility", "label": "Secured Debt [Member]", "documentation": "Collateralized debt obligation backed by, for example, but not limited to, pledge, mortgage or other lien on the entity's assets."}}, "auth-ref": [{"dei_Security12bTitle"}]}, "dei_Security12bTitle": {"xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security."}}, "auth-ref": [{"r607"}]}, "dei_SecurityExchangeName": {"xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": [{"http://www.poolcorp.com/role/DocumentandEntityInformation"}], "lang": {"en-us": {"role": {"terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered."}}, "auth-ref": [{"r609"}]}, "srt_SegmentGeographicalDomain": {"xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", "presentation": [{"http://www.poolcorp.com/role/AcquisitionsDetails"}], "lang": {"en-us": {"role": {"terseLabel": "Geographical [Domain]", "label": "Geographical [Domain]"}}, "auth-ref": [{"r209"}, {"r210"}, {"r400"}, {"r401"}, {"r402"}, {"r403"}, {"r404"}, {"r405"}, {"r406"}, {"r407"}, {"r408"}, {"r409"}, {"r410"}, {"r411"}, {"r412"}, {"r413"}, {"r414"}, {"r415"}, {"r416"}, {"r417"}, {"r418"}, {"r419"}, {"r420"}, {"r421"}, {"r422"}, {"r423"}, {"r424"}, {"r425"}, {"r426"}, {"r427"}, {"r428"}, {"r429"}, {"r478"}, {"r479"}, {"r480"}, {"r533"}, {"r534"}, {"r535"}, {"r544"}, {"r550"}, {"r551"}, {"r552"}, {"r553"}, {"r554"}, {"r555"}, {"r556"}, {"r557"}, {"r558"}, {"r559"}, {"r560"}, {"r575"}, {"r588"}, {"r590"}, {"r591"}, {"r592"}, {"r593"}, {"r594"}, {"r595"}, {"r596"}, {"r599"}, {"r731"}, {"r756"}, {"r757"}, {"r758"}, {"r759"}, {"r760"}, {"r761"}, {"r762"}, {"r763"}, {"r764"}, {"r765"}, {"r766"}, {"r767"}, {"r768"}, {"r769"}, {"r770"}, {"r771"}, {"r772"}, {"r773"}, {"r774"}, {"r775"}, {"r776"}, {"r777"}, {"r778"}, {"r779"}, {"r780"}, {"r781"}, {"r782"}, {"r783"}]}, "us-gaap-SellingGeneralAndAdministrativeExpense": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpense", "order": "debit", "calculation": [{"http://www.poolcorp.com/role/ConsolidatedStatementsOfIncomeUnaudited"}], "parentTag": "us-gaap-OperatingIncomeLoss", "weight": "1.0", "order": "1.0"}, "presentation": [{"http://www.poolcorp.com/role/ConsolidatedStatementsOfIncomeUnaudited"}], "lang": {"en-us": {"role": {"terseLabel": "Selling and administrative expenses", "label": "Selling, General and Administrative Expense", "documentation": "The aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc."}}, "auth-ref": [{"r80"}]}, "us-gaap-ShareBasedCompensation": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "order": "debit", "calculation": [{"http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited"}], "parentTag": "us-gaap-NetCashProvidedByUsedInOperatingActivities", "weight": "1.0", "order": "4.0"}, "presentation": [{"http://www.poolcorp.com/role/CondensedConsolidatedStatementsOfCashFlowsUnaudited"}], "lang": {"en-us": {"role": {"terseLabel": "Share-based compensation", "label": "Share Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share based payment arrangement."}}, "auth-ref": [{"r6"}]}, "us-gaap-ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": {"xbrltype": "domainItemType", "nsuri": 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MR.95!#0U9#ID?RUG+GR;8.073HHRNAE!%;Y0=;^>52!K!ZBH!F!#T7EX=IOP.MJK853+18!IA18VA)7B^8FT!>
!0GP.2C.M4"#E!E2^EN&B)^\$Z."X/A(#1N?,<2.Z+UH!L!G^KC98L\$!L^S.J!+O7/MX7M=@#X#5C4>B!
(F!\$T%\$0=>Z3V06!A5@*%;S8V;X-?L\$O?;^!7=G_Y.M/NW"^-DO8!<096T&/O.E+!H^P)WJ!/>Z301BZS%
(H)F9!O(Y>A(>9N.(M?+,&99.7L="52Y?8L-19.V1VJA26HK\$RY9H!P3FV3X!SGM#2+Q.M\$O=^TM-
QD6>@^T8S@57)%6JEYR.X**W.7&2^EF>G0F>IC!S!2MBX4!M6X%O
M2WB!E!J#.9PTCA"8".#MZ%@68"B!SK@F5*).5X!E+BXDHXB.MS!V9!U-G29.MX@15.)O.E3G
RHF!DS#!1.WZ\$-1*#4^NY*2_X46-J.WX^?M!82.&2GKN?MM*GXSN!^%M@!M"((QB)OYL=R(E!+
(PQ8U#P91YB2S@H.R.NV.D#>=L8@M!H!6L)"!Z=J<#R>4VYX#ICF3I.*Q(<?
K00C@O^M!H\$GU^54HWH"J>JDG7;M!0CZ?-F!8Y*5N!9D?ML7H!SB"U;LESIUL_V3%N;XY5U@&7-07I24Q8/>1.MH
K;"U*DFXGF.I.KX6W.S+!1^X.TB"<9WOUX73C)CW3AJ:\$590&H7?H
M<)P?7X1%OP^Q7!LC%\$S!DIE8KNDRV5/@>Z;/_W!Q/O.I@9L;SFI(XY4V.)6.MLJ!GN547!1-
KJ!E.F=C4!5%2EKG2^2AU*MCX!NBZUW00>F@AODPES;2H!3.M2+;ZV<;DUB#;+\$.98T28_5Z0!Z"ZVN:VK%>T#
ME\$DB.%6!FSG!HS'9>NP*P5^DKU=Z3!N8TH?D"ZR#JH&M48^<^!<KSKK7?^A.M9)2.44&
<4!3/32X0!2_K9CE%FEOW^E"B!&+!P^W(1&.%V2C.1.JRN.M.9*XI99UZIK3J<+!P%=ZO&
ME55VQ\$XVQ!+!9FEF60U+!)I=C@/T\$+LXG.CB.O;D#"6AQ\$A83\$%O.O!VL.M&C3M.&9>N!;<&
!N="O^2#7=XZT?+M..6.Y.C8*!GAMS)_CP^!&24;M>P9C!F\$CNNY!WGXOO;W@OQHW>1NZAG_QS!O?
^PRO)!/+&IU8N?XDES;W^1T#!P&^U=S"!A9DPV+G!S!R
M!J=63C0!7%\$5E.PVUS!Y(!*B;J!P)!_!CME.;OTPT/K&N!H.H62"K!KM<ME0OW^NS;#*15N^&O6*5AW!%\$U-
DQ7=JN&A\$@E>G^CNY?>_1<0-AJ/S)KK4.M!8H1.'B<;\$.W^7K>X5R#8&8.M5B/ZB<#)@^\$6!R0.9?;FGO\$(8L^P)8
I%\$VH!+7.1>!/Z3!HD6G\$%J.M^?2?SUSAG7HH4?59UJBJY%E!L!PIAAR=D?;HU.L.L=XJBC)(.0L&)*OHJ
MAUHZ8CF&I6&7!^JZ!MI2=-5*M+O!-C!E\$89!X3R42G-T=X/(!="XW_K

M2XZXA\$NAVCR/(1>% ^S7S1MOAW2+%9<6KPCGF^H1#PZ4*X V?I@=>JGM=G5 M6>SP3|HKJQPX9Q8-
:4C.8,+ "3_P_G(2)KF8LAP.Y#VA(4 !4S5AB/570 M|XNNZ30" |Q: ^4T?
ZNSLBSPP.9.IWX8#A.J>+C;A.*%0;5JERT.5+ZL-?#? M|ZBFK@5223??.\$Y1.U3'(-2\$@*>295^JOBHEI+G/:OQG-
X:=\$M%MN.OV#^MNR6C;A;K10 \$Q=?IFJJ=X*Z|T)Q*/@Y>1.0B NVT. C_U\$ML*O-SME'023 MRUJ?)
(HLS1V.:ZMKY2H.90*+1\$@.\$JX9XS8&Z8L(/* (@M\$R715/*I%KB M7YXWG7(L3I@Z%+D:
(OCD>)Q4G|CN9|T|JW(F7K8/KK;^K;"17H5K:*K|?;*JDBVN")B^K15@6PG^*ND4^:|H;^|RRLO|GFJ+ #R_+DS;V>
M^@P)YPPDN&H2Y88+!=\$O#G<)*IE% /5&JH|BFBEGGDWI#K;HD#F\$T9KD*Dfeh
MG#15DYASI6MJ\$Y. O%LOD5Y>ZM#E|PED"G;D&O\$*0'34?Y^<7X;|X1%LEV MG)8)\$%*DSY!NIK8;D# =IH9?OKT-
J5)YV>J/M_8IB2%#5OC.7#-ONU?U\$1?=- MA2KX0#LH/=92|TT%ONFS^E.+W6AF+J|:K> CZY5*K>|L;K06?&-O2 +::OR
MG..TV54.EX|9?Z8L*5GG03S++P|*T9W_X1^7.PMEF|A:9Z\$79+I:>3% M|3V97^D" (#5_F7 ILV(
|UFDH|6F'./;P|K6Z14&YK;(&=KNP.N"!!>85K#;X"!
M|J|JOCE5K0^ON%SEV+FK+!#04IBV(SE/S&_I5@_P'<|S\$W8UPQI9BFK?>Q3 MQW>6L%>8W&15@&)=!
|39H.A):P3M5|WLI+TN"62T7M!@0FB9/KJWH4Y>?YP*UK2C=&SIL|+\$(?)^|S|MLE5)KTS&|S|
@+,@+G#8^+)??.#|H@K'M|8)7?YK.O:YM>(3SB|H=G|!%|CP|+;NV-##&K' M1MK5= N|FH63T" X.LO K
|L|UJ:39186R(18H@P(+%%;W; M'V<>|NL<^Z|H;|;U%> =MN>ICQ#F<E;\$%|XF%G9|/168B_U_O: >->V3Y-Z>!?Y
|HJ 726GW*&A/S&P.(83;|ZGRV0^\$ M#3NE/E(?2?|NBDF^E7_?;U4XG|L_P5^7=AA=E.<.USO3_X0FZ_Z'P|6)W
MP+%/X/BR#57:X)E>?U)0K_ \$%ZW;N|HN6(*|L"R)SX20#Q%13.P-6Z485 MPA+'\$ _6|';Y.*=K%|+D2%>QX:35X?NB
1R<3^RE=*>U1N>YI=L.AHIA%1 M?L|P|/!+^#<|C#Z\$Y|_M?
QXU4FGH90!&S"0X=G;+K8K"EF|L|D>|W6MSS;49SQ>T U(B*^48_F M\$&@
ONX+O'Q<@K>CA|Q#Y15H%A*%&Y9UZ7|=NN&YGHISE%";EZ"0;O.O'W MZ/B"&_7H2>AR2C|0CZR=C<-
J*6:53*%5|&&Z|(|B|<N;K;V|7CDM81 RH>6 MILV>2X|;R2>?)Z@05UB^9J;Q_S-K". M_4NSA_C9%?1A|JS=GO*
(>IU7#;K=FU5PPBMFOE;L=4^(NG,LSDE)@":+3_G MX5+*D;K|MOTS M'AHSIWG*FXU8XM=M%OYS2KL_W9T7ID!
|GBV)WE,A#!@KAA)E;LH_5DI_49T M<*51T5A;K7|E0|FF|FY|5; &RF.VKBX)0V)"_Q+.)P5#=#6%2(OS'3)2HJ;
MFZ=KX4).7:1A(=^|J?HY<.:UE7WT?%2W?T^|.C'3P)S_ +|H2PQIM|TS|3KO M.:Y:7-CXZIU9;-O15A^2;^U-R2X%?
MYA%KV.B|E)4;T(ZHHY|T_K|XV>F<6|!@>. M.3R^|.??|_Q2\$=RM7B9_7#K_N9WA4C=\$W
|O;60P8>M(2G+Y2C@@"6OG>S! MD"JY3.T1>R)4-P#_M);UUN@J:B?XS5YZ6U7H(KB|+|R3OBRQ9?%9;
ME|KP|J+PT7;A|KGEAZ+Q\$ 9>.;TCJ|CCHD N+|TX+Z%;OU>V^3*1X>|T| M"+_D5Y0A|Q|N2KWHF+AD;f2I9"O:Y9YY-
M"G;I:&=197-Q0NRJ..?>9 M_#_W2 J=|GH_4B23>+1B?T^3=R+O^5*;^%>Z5(96=7'N=2+TP8O.@TBM*.H1RB|GWNH
MKY%0EO"!..K3<@^=-EG:OO.9_XN\$KSKU?>G_T.AZ"#9N?@Y8#MQ;OF8V\$Z MF=1E.I30AXAN?
\$RN|1%53MB|OF|D._=;E MAU&I#*;W39X=RO|O'D_M_3N|_""9)J|C^X&N-&+ +\$ZV1H^CNS?PG^2_9.CXA.\$X|U#
*Y8_V+P&KP+ MAXC|WZMT?J@#PHN@.LWBO?"_ZD4K0>ROP&E_\$=V) |LBO@P8#S;|3G^%:4=0 M3_YEP.CJ1M0S?
%>@_!T3.\$B' #/8S;?#^VR8_V #UOBPK7=TC6?_M9P2_M188|BY0^":=8\$.\$T_D|_9.O(NODY T/@1+P'0:
7J\$Z|=Z/(|L?&."E M|!;@O^Y\$G)2_G^&IST!<\$@"U'4R\$KVQ' <8R|H&) X_YM|N_DQ <^8+; MIP-|?>6+
<^TWXG9??>2'FYQ&#^1&3=@M?_4BL+^+0TM2|4:|FY#2NP M8"" M9HD4.A#:.^|/CSIN+W|HEX>X|O7W|
<9GW^TMR-OW+L.K.P")MPEL M9_V(4#)E:(Z%(WFSZT6ZS%T|BFI>_ "7#-|V\$D|J+U%"29406KC48R
MM8SG>7W.QR1'2OIVKR(NIY<850K07*_JU9=*J><^+^G0S.&7L-
T4E4)!|UXY%1CGAUQ7O+RX.GB4DA^7Y.%T)B0>;|R@L|H|3A>%1>C?ANP MB&LOJZF)*\$NO*;92^DY%V?>FH'D8-
^85|)\$_6; &BU\$.8EC|VW5E|Z7&D MCO.H|.?VEB>'KE6:L53Q'=1?7^0U@H0WM+/T2+I'XB|5E.'SX&BPYX; '!
MVKR'/L>=J8:OX>I*KST|@%*X)2VO'\$W%C>|4#*8H2SQ*|I590FI#G|QH M?O+X6)?
Q%VM#J+1"!>?&G9G**15C|JA1^Y^R; &?L0^G3M+%2.&|NB6)"/%
MDW^;LH'L*16=U'(@+;=HH;@>U3S>QB+^YNV=6JR/D3|P)O+;J(|HOOZK)'= M+ B0*
(Y@445A"M&4VYH|AKG|?;|MF6DDZ+9K;WD=RI>. MB#SS6>|L|W7>I5JV5L_DUD6#/6CVHD;-
M5#UP\$ "MYSZ10G^1|:D8_W9\$ M-JHP@0N.RL&OX-2C6-M*6JX6_8.D|DOKX <./E#Y1^>3<.TVIB1+>=J6YKU
ME2/EZ%|^IKTL;A|K|G5P8.=X|J|T|OY)3).&9T<&H>QW8'W&H6AA>.;@V MK%FJ4T|YNIUX5MS9O3=IMA<6(?_Y;H
(W^KL;G^@K)Z)>_R M1M)!H'T:D021BEM.6TY_9A^8".3PA;@.U*^@%FB9P5K09FV?)X,KZ);) MD_&1'J;C,4A<-
OO4KYEJP;Z;@)O)?OSIS=N|?T@& MP^W*|_34D>K%5" +KBB@|H>6RE:Z7P<|="/+|K%NS>.HZZH';P_'|TW M)>&
(-M%h=< >|Z|N1^X|H.9\$#H2.&RU_HFF+OR_85<\$#6DQK;P3C;WL M;L|H(F%Q|6F<_V4Z_YU=UBLGC6OZ.
MNI3&Y36|1\$;(8_7 M|3'QVM)0+X%|C|Z9NZ5O|..|4>9H.FS|SX?B'SRK;X@O^Y-&PB;6G3MEE MMH|M-
R#R=;G9L|K;XN&R/IR#?C|PHG=L^YTO.S-DVF|@LIE?7_63QO_@M|J?G(1/LZL+^RE-M4V;PN>&S^7;H
WL^/DON<S|H*"9Z1^!@QBDN7_M24@Z|PH.C\$0L^E23_C|"*F_D(4|BJA7^0Y|&_4*=%2_15.P8_@H7 M9<>.;
=HN.V N^N^270@2.%J.N@YX?C4M7G@)O*NO*O931CC-E#SZU_M>BIVG7|YWL^!G/M*2T#U(|K8\$S-BL2C\$G*FZ|6FWI?
#K_.;A6EV;ZL8ZW|FY MU^S(3K|Q7-V+P=;;Z@K(" |D)W|70&?>C|4TZR|W|T=^QO|H_*M|TR*6DKD M@J#W|P|U:A
QO8|V7)_U|S9)|7\$T?W;|'+ROMK?J=M^JSB|JS3Q >7&U|>D M"|_C8'2N4|<_>OR%\$NX.FY#Q\$ST04\$(VRS(-
@+2>|&68)O2E>1NM*.CN|J M3F1B1Z^LG^>EH CO 4D\$#Z|HBL'R |DH36)M/GU?)V M28;?7|=UBV9;@F
M&+A0Y^DR@C#^T|C|F#E @I2% '@D_ .OXJK0L;3I2Y^|+Z(8|S'-.B>E/L
M1OY+X2Z|W(4S2;3;D|H|U@1_G9HMC8^"/SDAZA1+|FAL|&1YFLET|8/*(Z M0EPK%R DY^J|_..TT?EQ2;RK4JK?
*X3PV4J|H91^_19 MJ KOAH7|R;.)M2|RY>#?ZJ|+WUU_8NPR|B|Z53>LIYS_|H(GY=&YW7R0 MX&6->#
V1^@9M.)&+;|H|_0^T5SPQ:0\$O_S-I>XG/'65L;SD791\$_06T M0?5)P.QF|S|H@;K.<. D|E*H0D>YUO6ID0V+ 8C1_|?2
\$)<5_Y?E\$20/^M)E\$M>=O#-@O&%|N#N.HU5Z&2U*FLWV*@"|CKK'*UE><|?49^Q/@ M|14Y@4.R=?
4YY7GW|JX(*1C5HK> MHIX+M\$V|G\$;PZAK)RK3_ ^4%+VF0&S M%9)VC(G;8R|7;=N|4(D;.;(H92RK(-O(M|H?
5F3AHDZNL7Q?15-|J^_0 ME3>_X_UREBNF8'4P|A6K*^E?7Q_EIZXU1PH9 CB37..?
5=R0|BNV|POZ\$ 9LUYEEN0>*N>M7P
M8IGQ'3R\$|P&@/|ZB3X0_ "&J|N^6YCI^F13%IKR8VHQ3T;0WTYZ@@W'6SA6* M#.K473|2#W%F D6*4/4_VO
C)UMA|>1^AB%>H3-\$FK.<+|1C^FGS VM95+ M%O&(-.PT?X? 0<|<3%.6IX?71BPE|5=6;E%_+|F^|;7W>RRT-Y4B-
Q8ZL|O&1H7 &M3.(6EQJ8'5.;FY&0SXP4>U3Z*\$E_D&U2YA2J.DU\$%CEP;A5G_UUF9
M^C_SUI@;L\$0(F5|DA3Y|PQNI_U|+P04" Q8_Y8U5D50ZNO" |I 4 M%0 'O;VPM.C R-# V.S|?;&%B+GAM;R|>W|<.)
(O^O|^"MS9B|/;<\$<(T M^!|KSNZ>D&6|UW""|7#;J|D)&VD0^+YAMJODGT^V7U743
M1;=+VN1E=8_QO|6OW90/SU5Q|ZU!@1>0S6.;OU9_87%*TXPF.\$Z#&|L.DPY M"3"CGA='A'4A#Z|N_L("2KT@S|D.
<.\$9^JO2/HX#UDN|BP|0I&YBRZ+U7_J M1?_1FN)%+Q5W?IS7_TK6D>_O+SS|^?_ S#U8M_UQ6=S^GA?^O^GZ3^O'
M?Q|P|SULG_ S|NY>OVT;HX|;|:UO_Y_IZX00_)N|E9U0U=<\$ZB+O|3M M+S^4G#;MU\$?Y0F>?T/ "F|P_A7V
QSZ?_Y1BS_IVS|AU(FC*|R|L|R1_N|O MG|^?)9G|K)_X>27O|&=|*ZNB%|A.6C4?*)+Q7V|60A(/_U3W5Q_|^4FH|
M|V1^>MEE5>VMJG;.)=^K+G|YW/\$?KZ_?4?L>L.F"NA?O1#8|#.OWHC-VO MRD+
(Z1GN;F8Y>X+|78EYOKN;DE=S|KT^OZ6|0_7<|PM=B|Z;&|U+ XH'Y;MD|\$+|1C3EL|;|=8E3;N1*RLY9|Z2_"_N?
U\$^+OQK?42|PN*U*+|6HWU7E M_8=R;.>^K?>*Q|P_Y6HW%\$6S*4?Y=+G6% 281+1\$*V_RV53;WZ#|6|;M3.G
M|_|1|WU=;5#1BH (?/W\$S|O4OM%#@_? \$KX5J"|A+|CW0>AV/H3*BOU%5<> M|O|F(1|_E|K^/REG|DF^*WY(|7ZE-
\$76S6=EN09IRKE'6(A9F@M.&MO&GD< M1YXR\$1D"/;EQ"0,T)K8&+3TT(8@TA1A*C|D)I+YJ9>+|. <2\$RR*.*4I+Z
M|T@EH|D5D;|0<0HK9Q04G^8?0U|F=M\$1?A%W|&|0A_9@"VA_3I-G"(|T|S6
MSP#RH=TS>05F|207B|H|'6"S@*|D=HG%9M(M&?SD+G8&A.;L|YIM\$<_MO3%6TU\$Q#.NH2PG

%-020+%^FB(HH9RUY'^^YI^5DNL19*+G3J+CR++IK" MVRBB1?V2L>U^/MCW>B5ZZ_E9ZF9+Y921?
WO5[R/EQ_*6OW^AM;?E/T5*@@ MY_7S;[6V Y]>9*686-U=<2>T2O-M/R16/Z\$M!+3#@/I?H/C_8#
(I)^^VF3/QTHAS;B1^<=F>FE*CV/0.2%F=U-MH*84J'G-2DMN,OVM1+7574MR@>HHW;YN2VMR,%L.9.(ISWP2X#;S-
*7RLJ M6DM25>K7G0=FAA7D?V9.5RG5AN-D?K)2^>S7P%Q/A>OE*V--..S?>3
MIVLWJFF:VLL&J/DAS;XJ+OZL0+HR!;=N&;8_E3X97Y!<=0! MG0JH'W8J<+S2+IP%L!&&DJVY#*Q:LDK>4;V?
U7_70YJ/?^MS_X-[WVZ_S;VSR7ZKOGYX*).IO MIG6/4\$ _IE,=*
7;V2R*&1TT6R/IT<#M7G9!^GVF;/B(7UHR:E(#'\$=H!&5_MZ'Z0.Y9A\$?3,'ZY9;/W'_MLTI M? !T/NM:S\$ _Y;
[6]KFO9+%C\$>"CR_"M2D),L86H+8@);LMR\$G 2\$@DIPY2 MF!@;W"'7LEJWEH)HF<);8E!;937*FJ)N!;01A@=
M&;1A6K;/R8A^;["5XON)M5=V4IPZP;A#?N@7B)T5I7;QA>1HIG-DPA'Q*>8A&&"4Y^DV;
(C*Q0FJ2NT)Y;UV5E;YDGA;V3ET*J24+7A+!'+C<=<126+6#7 (MY;&^_@L?+N!^;Z>[H25_V5+J_5LG^MF17=&
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M_IY5D46%_B9IU8;4S7J=L'YU-MU&;+U(C-Z)UEKTXWOO%Q(C(F\$SGZ MO>=T0Y J>BLO KHKH-
Y"i>*I>I-7+P6_&1F?53)Y?F>E'3'SPYE!;..I:88#!\$ IH M.;8DZU9', LKS78T1SS3/@Y E)TP1TJ.J6OZE/3?0<*O]3LPLI
M)G7!>1B>@/Z#HX*H#O/(RV^7EB4YI-Z'X'M;5VF&AL<^J\$OC'S<")Y4;'M)O&FQ_5*(W2+H&0?E+,@9(#5S
MT#;.^CCH,7C'8B?5*W/RI^6Q7<^!^_ZVIC^I_R(H7M40M,<>N0_8%>T M1@7TO-
=V=A+^WH9V^@F+;SSESUISYI\$NEI^WM!; MK;>WXK!*UKO=) &9_7&;PUJ=E HS83"1DQ8V1.%&UYZB?MTO
MNY+*)/8BRO(O) M?R!_8#<HJ!H0'15*AM!L*2.H+XO^48K^9K6!;J>B3?%E&W16T3O5N7 MD A/^)?
X)3Z(2)1S%+X@_21 0/'YC\$'IJ'42;SC#7C*V+W)%3O!^1 M>IQMH90'6<*C+\$YL@GGZB_Q-
ZOXIWBWIG7'WT_03^OY;'G D?<1\$ (9O2D)NH2A@!9!>);WRR5Y_6U_'U4.A;8Z*KTN=7F%I#NOM\$+65JG>AK<=<I
M!29IKV4;I(HO#&&-GOY;'G &>7G;>VX!;\$=GO_!7WH_M!%*8R?>-O*744R#)189#DBNPK;
SS\$588Z!/'C(&59&H)N59^@;'"HXW M?MAS3(OO="8YO'X.)#E)>49)9**#0T0F M5L+WIZ>MR#?3P\$)#*N@*
[PP'=P;L8*^M%#*#W#;_8OUR_ OYX: ^OZUBV1P MN1\$RP=19(?UD:UJ;/_1;S+X|BSV083|C8\$Q>M;"PKPK^*TM&;J>
[<0_A36 MWS O]>-4Y S|N&8KS6?^0,CV MC""L3BS;#0JF*AB#^QF(9@IR8X %ZS<+SUY;%WZ!;P^O)\$P%
H&/'0^EBN)BNH^92K MG?LR8!%+H!#8RSY?>^+=I+T-MZ%HXK;>D(B;RWP93IB;3@\$1X/9>!M7.QIV#
M|B;|8|CT'4|)=A?NIYGO>IF#BML6/\$9H!>=>#%1T38^U1R5C%BNZP M-WF^@7J&. M*/I|=D)JAW'\$#H*!<^2F35V/
-|&#R;/G!)ON^KA^5)KQ;@6Y#RPQW^Z MIGV%WI5ELRHAHSF'1 #82B!#;|V-!@&?X,*R<+;+M
3Z>^YX'=W^C^C<M@Q;TU6)HJZD^/NV7Y=^EN). T\$*E?WF=*WY+/F2UG61%|P;91U M6_0Y\$P\$A#;.6)YBP5
715.0X\$;\$@G;D)28S|RIOS_K\$|E\$@ WOVFE>FE_4 M;GR%-;O;OU+^SID_!0?A!\$!SXUR+4@74T88""IP&M
\$)P&+0^IVA%*C\$J4S MZTIL2/MEA6VU6Y
M4C_RKJ'0I4ITLZ+JZO^;16%*PI+6>IV\$8_[4/ZGXLNS%G>Y_&FL.9VK2X%*S|BU.F'NAIBXN!7N^UXM3*E8S
M"=ZO1/4B\$>ZA;B_TW8D.HF_W;()&#QSC">%+H4(M#?IZ-Q/&#B+Q7;R MP/&"2L7)MMD; >U>E>&
[DDRGG"0|OUR1"1(IEB4X",<M^P'+0BE@29;Z4&^CE;IDWHC/^55!OYE_H?#X1@70_Q@6I9D|X4P|&WM
MR67"OT4^|T11D?;|S" M67=C|B'FZO92W;J_UD^T.V^_V_VVE;*1.7.@I M!PL>Q3P-
6(H)IPDFH9|BFN8!%B0)9>HG;9!\$BY6|HJ#FWF<*N_K46"=;H MG5GU>13NH2Z/OV"GO|K3YE**^IUB4-
_R|'_L;D\$9R(SNFD_MH#GQOK&EA30QP_4H0XD-Z^=;IGSU(K_H TOJXY"%HR9|JF>1113%@2829|3M!
M^_U%29XK! M&5JB_7=?PO23JTW6^PR *8?N0PI9G=-KH0=XFY?F#H= MI?83Y;9;:7Q\$;P4 F\$-
Z^|GO6>P1TY;7TJY3UV/&^>G;X1HOD|T|H^I+ M4_+;F|^UY|VHZ06-(EXH*)J3)&E*?
I\$4R3+;)9)F)A"Q42T+RLT(\$M;) MCC1J;5HUG0;J*_3)=F|6H-B83|HWO|MPQB7#)\$U2G(F\$8>":1JF-(B)GH0&"0U*QG
B;@ M#X!%C-Z!;2)UU MKOIS\$85*;;E;9-2Z;|D_8A"J#P(DZ2B"49I2;|O;|H MB;>"Z|_O_/3QVLS5=O_'8V""9A"C7&L!:"
ZX OD)SNMT#_MM&&SPBQ? M^_V-J IPU;CAMZOO(?Z;WQ7)6JER;^EFH2T.%"&SCCGKPU\$MC7|L0|KZM>
MV24;:!DQ8N^T_43AC8KS9Q@Z#_17RAPP>PEL&'W1E0G5JLM#|HRH<_%
M_T3K7KB;_S@!WG;VDZF9U^9<4C"U=2(D^#T+"&A7UR;..YI*P(BAJ/+J]"7 M;3NZ*;_QKF!+>5W7LJD_RN;M#
|YU);^E|4WXOE|B&@M;M/L;A7#<;@PKF7 J@>YR'NICY| MJO2LH*RM9/ZHP#U6E;)/"T12IF6-B-
+;23H4#;O%;TJBE?86VU)6MV)_W MV+3)%*JK9DRCL_9MLF0*_ZAYDO&+A;AFO/'^>EOANALVF Y.N47TCZ^)^N MI?
_PJ?I_5518Y;^C;V&39M;A+F7BTRP#;>>"MN45R%QFD4<|S@E6P/M4^?D\$S*S M1W/+9ALVW'7NC;|SG=-;?M!;
|H;73=-5;#IKV\$W|3HEK;|@+N#S'D\$Y|@_M.F%15A0I4HB_9M3IVC;9^
|+D4M?H\$RDB&3F/A1@ID72ARE!"2AB&@0&\$VH M6ZW=3;^P_7KZU|V?@/IMEX\$- S";S;V% (VRI1_FS_9_/_SN'_IZ
M|FMBN|N|CKJE"=5;^MU#KO5|H;2_\$DKU>B_75KY;@ (W>|1KNJV_!0624JU M>JP+9=H\$R*^<1_8=Z\$7"?
BC0E;_A|JL<(>|Y\$|U;|V;_N9VZ M/FCOGE;M";_="S_6Z%&SWAU68Z891KS';7K0+O?8W'_L9JY&W^8#PMF9C9L
M7Z\$-TVT^=GV;WOX7MXRB|)=7APW.631*FXQ2|_2\$K7M0#S\$
MO;D'IGU^2&66K';7;K;H.WXD\$|.T:5(@4FB%N0VA3Q%6F@D;N^W\$T X)VD'92*AG7;6KS0RE%F@71ZF%
M%\$M+O=(&|50>U2SBG|0OFY;S%_3N9OE(AGW\$>5BPI3#9T&(EQ=NU;_>P=WKV1 M;G;LFFW=+@TX%0E/L_PBK@?
2"TOE';\$D|6D;|HD?Y;|ZIG/2\$ _NB&T;0AA/T MJG_ ^O6;F)^NR;("S6S^)^*#F6R'0K-H8PG%
|ZRO|3'AF1M=0@5RW/D2OQE M'WZ9EG6|FOYZ^JAT/W3VK\$%X\$E6|DM_?6K2R^C8_C2/Y#2L|V80\$# Z@!#V4PRM
*(WKY1X;O\$H5'#\$;(DXLO)3YO*_MTZ6_;;70AA7\$GGM7.^B6#UA !!"M64 TC2A(R|3&8W0R^3H+ \$7D+U9;_OU;|IA-
N_U.^6XJ|UL|H|^5>B?E;I M YXJ|;<*UAS2;#6)+=-M5905^IND%5(JL1E=TOUYO|JON-T|2#P72;YCG
MDQQ|B;_H_D_YBU_*|=Z|>|H5NU4ZS!+LV7;WJLGU1SO*EPH!;?RV MU%57HE?
RFUS5O9/9)=#ED6\$>H.PIC);L\$9D\$|<CG(LPC0\$|J|DVI MD)^HW>|<=2|ZRN(GN/PW5U@>W0;
|M/P|PMG5^P/O@6+R;|Y)EI?)|G M(ZSMN'FAF=47B>|D.K+EK4TF;M9?VM_1Z9A\$*3|EM(OJU-
)6#LE_<O6F|ZRF;AZ+R_ R70(<;&MZ4S;G M;#UP%HDK;W" T_KR*?0|>D;J?>
="B)N#NKGE;M3H.F;"Q_I;4) UW=U4|TA8I MDN5*EHUZE_I X_@;_ |EG9PX7ISZ5(86?T)T'9'? ML_U9>MGL-T?%|X?
|HRF*291E&_29#E;4Z+|140*|1^|OQTL |G;G|! =M-JZ-Q;AO2TF RW|O! SA'O<+7|PO;" MW9);_Y4|737U|8^B7G!?
A FA;69^GF%TO_S07T<2)Y;0|S+P8J| "UB=5V MG3C;T42_-ZJVK8-/RLM4 N;Z?!)6B_3|G@(|MGVOX_O
MV8|_|@KPI>I5CU^?VG/M#X/N2_/K4\$|@-G|7+P<+|N|N<+?|RDJ0_KHHG7
MAVO;O/Z#*A34Z_#0J_Z_O|R7MY^TTI|ZJ;I3+G^@Q6&C^?GX|I;V4UO;>2+75?7Z^?
U*ME0E^MQ^I.K|4GQ|_45H*93<" M;3+BY03V>WH4M@P=3% O#I9<+OM#<&S'/R8L\$9I")55HW|63B33EZ_ZI-
|L)7FU3\$;ASSC\$ _KH5"\$S#A>Z%\$+ #EX68|X-6WC|?)C?6%0 MCQMZ33#;=^=Y+*JL@V;_FPFV7T43;+
^2(GOSI'MIA(E;_ISE;<%Q\$+T MDWG"?;S(T)E;W#?6|OEG08&!88*91@#;O0-W_M01VK;10CW8|WVESA\$
MTYFS/TQM9B_?"|Q>V_V&MRO?|^J" 7D.K_P6RX+KM;43;|_*_A?2/OQXXB M#5>9|LN)HXY6;@^3;
G;=N7BZ|QAN8%MB;N^@M#|64KX|HVFQ6M"82YZ\$&F<1U9|J_1IG;?&Q MI%);6)BE;0*|/BE/&S;M;S/>@O;"6
YPK@8S3Q8Q!168)+Y0+> MR8RQ.MK+QNG_NIL9PS_BH3|7B&7B^7=@A&ZR8N^!>I2FS/)U=_5CW1GI^J_@-
LGFTK?;^= M1J9E|NCC5YMN(A)BW;7?&^R22=%^<=<V)3PW_U_@0(YT;P7NH+|E/
M71*GRUM;|'VO7HOE;6@04)M# E2UW>KV^B99QF6.H@0.2ZV(IT+3249*3 M|_@;|M"#X@_K1>\$=#|)O>R;
L;@B4"10ZVPM#\$M=58D|_RRX|)YKC;_5 M;_OO@O;_OC46P_%86_ WX7YZ+UO|67+*=^<9Z+6?7V%|;^*2FW
#N;=;>#>0 M82K;HXDV1*?SZ|<16GGY|O.YO./O^M' 9V^W!FW|7M|J)SXW>%_O'1HJM
M&TJ2B&6A|N|J8JEV8))QC2G73^XP^N<^B.\$U#R_8|0F_JL|O_KW9%OCNQO\$*O M;5WPUN|V+>YWY;EF8;LD;)P53|E'
(@'OQ89_6W\$8|1FW84-H|N|P;_O MP??26UFV|9# 3??@M8FUL_M)I25;5ZTYOYB'=H|X)4T\$|A* M|0P6JWWT
M<*W9-L|S/(HYKE|'H=;|ZM|FY7|>|O=|E^|>7Q_KL;?^MF|94MWY75|<.2 M+;|_L+3QV;|JO|N@R9CL=NU?Z>

IOM\$|=08?1:KF1>-"@0*W2I5\$&<E&C MOJ MC&2E' CZ4U; DG\$9&#SU%Z%P(.=@D 62B; !L O(7W'K?BLO6E=K@FC
M-FOMH4@#@LYI:O&%=OTWVOBB?9NA;JZZ; ^IHH+>L%XYW\$B(RP1W*)B1JE MF*4P2(G*8N7\$29T4'
")VIX_0M851KRJC:D0; 90B0T!"Y<8@>9EAZP%NB MH+
KX("9%&X\$8#>/8D@0J"Z44NNB/Z79VCPJ8IOI@J"JKRZK+V#CO6&4AB< M63'P^GSS*L8QI VJ; 'C#3; \$;+
@11HX#%; 1:8TIZ8=KF=<-DQ@7Y? M J2DYM>#8@/X&U.)S: X#&1>C(P?#10:@RP%:<#XGO \AW132I%+
MR54| JND>00C(EZZMT9SC3I2FW2.)H31F<:SV)>SPM(UQP'ODX3GR& M29RG.*4>P:D?
T8R*6)N=-TD,K\$:MPBCH6 DQ1! !/; #! **C%,8EH4^9YD>8AIE\$29! !; "PF.\$BHR1FF:1L . M"J?(3*S)!GNIR M-
O'TG8+VA@;H0; /5:63%; *&JZAY01? *K4FZTA!1(X4C2-6?5Q\$;A M.@X_# ISMU;CW=7; 9;<6:FEWM5IMH%7T1OIX?
A|K.A'IOJ.(N3O.'K(Y0SC5MM4?YW9MJ\$3S/>WF5_ MFOWP'GU*\$606HFCIR" ^/\$3W&4Z7%
M>00+XX3C4"; \$TSC+J(O 70L 49K:K>WH(OE#NTWKIGME.^>=PST>ZL &OZ< ME9I9ON-
\$)D!7="V.O>:9SH/146"N.AF.O;)'E'=NF=E6W5?*/1(8KT)X_ \$^OJOW)3+ M/2A3TMW>X#L8-
7JE@K;YU_5/0*OBY\$;TM\$;S?S1; !5C#^XW0V W/IS>BVTH M?
>+N.NI(\$EYHLH8.N%I7L/4HQ'1M;IKX8C9Y4A>5_7RMB 40RLIM3J12G:
MM\$|+Y36MI>CG=!:9I5D\$(:Z8I/2U<I0/JI\$QH9BIKEI+>DVR_6@+X1:C)N&R=W,8\$XK39AU7(AWZ+BY
MVIS8MI_%+1OHECZW?2YI<|^N\$.W5AX;>E54NBT:%\$8X'6EL)Q^6L:O@#|X!
MMA+0R0G9=BOI;R#JINW)7KN2FRI^;1_FU?_O%4HINKO)2?3_U=PM00_Y8;W@;7(KSQ?Q\$T)DM
M+V0!OAWLGG=TN_AWZ1X7*IE3W32KE|_|J530QE21P\$D?I01\$2N8D/PZF7_M,1R\$F4^SA,B,&-
V0M65@8B.S84>KQJDF_TTFMXO1L>1NA&H=,SH3"!+HIS M.^*='MAN')QH.3G=7
LA7/DWMBN8V>N/B@2G_*;2HJB69<1FF81@<)"P MB4F2Q9AERC3I3%CFUW1%|RC7R<;SUSE-16-F M-
"X###+F18V"6NDH1L5SX-OL8G";R.JN.WLOJ3GU3?ZG* MAYWJ=7;10L3\$DK.<9)2Y1+(.(IE0SIO\$R+_2Y"(L;TIF2E@-
UZTE-J11 M1QNMBA4.)R6U+!";L0/TTI+Z;M.O:17=IFX_ZZ;I?;& 1WW'9C^/'QBWV
MPE;PZOGFR6MZR(OI/BH(&V.CXG(&&21S*CF,21O!GO4NSGG!"(A9BJP& MOAQ,K-
;@81H7A;CJHOCJF_R#O(L'C.38B\$+V19(\$GK;_I_NK#VB2I5@O5G63=5H>_JZSIUGR*9\$B @SY?(KWR/B4<@2)KT
5\$QY'3<3FS)-K;V*X?H'N;+ M+Z1.!"%U\$O3P*4YZH_2+;14L03Z4%+'AV).3I3+E+HX&/@RO62D#R4(7_68IC+(U
(?T1^GZ M,WFI\$G_(3V3#EYO/0^K2L9?X);RVJ=ED"JOB-2&UCVMYINA=HITKJMSB_W@
ME_TW'9)NO"4JXKJWBW9M_KA=B.*K6=+&J;+A1J2ZC;&0/_Z/?%IOW/_D
M1%2<(GB*"269"EM\$CJ47QB22PN>JTY_ELAV88U4=1218HL;_JP*1?3%;_# M.*UR" ^9 +;(*9!_OY2E^%XLEXN0L2
6E.-4 M=Z8F_!28I3%5(5=(F S)G/F@H?;A26N0T9)DHN=1DA;\$S=PC=3_!M0_-W; M4" G28<I.U*>I;SZLLAF\$.5.?
JH58/L;9^VZ44=U+|BM2>|>G)TNO#06 M" <|3G/@D4\$J3Q)B1O_.\$_2^*8UIM7N9S)|SI3GY60*6(CI.UD6Y5>|O.>@
M&2K987V<4%XP=>V+;LT\$;KE_ ;_SMJAH@+UFY"9+;=HV(#MIU&BJ_D9I3 MOLO-V7\$;BO&@WS3X=7@-|
<=R18NRU^NKJVIDS;NBO5%|M4YOM+\$UE(Q@^Y MOKI=IE3N6!>VP@D&&3Z%X6,\$LX);TN_/GN90K>H#9:?
K/O%16@E;TMJAYL+U!T' O.E (EA* DB"3V;0EIAM@_MH3CPXTBJ?WJ&IP)XS;FOE;^Y=>*
MKNIE^Y6X%G|_K!O!#5E_4T/(<)ZR!'N^+E)NM6Z5P9H1V;_T2TO+X9)A(U3(4ZE/O.O.&GV|\$=;1UXX_M=
T5<=>F19E6U;B15UM4ZG.;Y5A G'7B<+Z-QM.O""-&C_*VG6WYHO1 MZ)*H2G13HW*?
Y/L5+^_EAI+6+2L_Y5_IC^YFI_H3PIY==U_IT>^/C*QTA M/_*9G.?IQ)QU'DLT:0L; M.W<"/#2%#E>V2AS=RO*C+^*?
IC0/UIQYL_OE'RTM!;#""^<@R_Z2;MI^0A_5 M_ZZ?9\$7OY'!%X8=I/D!WS\$?DY%1(LF5>_!9)'>2@6:43##;IL&UYXSEV0"
MAB"19/0*7)?;JL9?I^_>O?S^Z^JAN%G50OT;F@>7F7JM%#;H?EK<5^LJZ0 M8@'I^O'VO?K**KNHA"-ZT(I#&NM.X\$
00YQF0P0?K7*#N5KHXL/9NJFD'L M;ZKA&W:O2=>27IN I3*S#ZV;K6Z+HJXXLL-O";0&9Q0(7PX9I+!POV!?
1.3031-8U80 M>O#FH>;|+;1DQOBOH?;GLN\H*O;IDI; RU7;F;H+S* K3UHQ%DGZ%# MMC9AZ88S-
TV;1@4I0D%/+5.8\$9A;G!4>A!|>)|@F45Q\$@@>TTPN%(L-&Z< M8A'S50&'K7TVN?EN6SE&V#R\$JM_8?Y1*K1
M1.9VS=FU_1/@%*JL;O&SKE|J#&U&T8^NG=4V5Z"/4;_N_/_S=;UW1%5I/F9X*%H1?BG.<"DT:0G;49QWZ2>0GU)
<|C4"N1_N(3JV^? M%+1S44"9IHBPNFB4;0+>HC?/NK#10;_F96_+<@SKNZG/B&8MS(2;7IYT
M2;S@::>0*AL86F/AW;TD>*@5=//_7L/>|@:%0IUM57(I1;WGJ;R#E_I=6;4E(^&%5W08G5W MS90BJ4TD+/14N2SVI-
W)S;'GC<(R#; (= ^A/K_X8#G4(5 MF19V;3NAJU%6O>5C^A MKEIMRP; ;>1N3I>4A* M'TH5L_4C2'SH/M.G;&ZJA?
LVY/L?0TU*J98.N1?G0F; "/V\$S;S< MW'(E |^7YIU.Y!*V4?WLO>FR|WDPZ_014^+U/8LVA8Q=K"ISY;D.6)K5 M?
O^QF#BVZ8J6SM/Z*;L&I3C\$WAW;^JAV;Q^_Y\$^Z;MG_(C@H5FTE;KFZ9 M3C;=N7|DTNEYOA%I3%;N(TPY3\$);TT-
9>)H&3S/2S M*"H(X|Z2|_18%YUZ;R16@|V-/S/L/F7;.&.&@F?1@?;4B@O;^XM-W/O MS5-
0CAM0GG5*5HWT;WJH>R22RJ0;_2-IORJYIM2R(5_XC"E+;21C");I'JO
M%@24AYED2)BGQF;R>C5C:QY%VV/A"K5;H'8;1E!FA_H_@V+T50AG0G'2D;O MDHN%XAJA04"3A|>?6;6-P!
|KNMEK;TKY50KN3HE2A;_SLC%3Y^_V)M;6F8 MGX=(H_+^L_NKQ45;?
YYWW4705.A'ND2#>;\$G7*=AF1U'6PU&SG5Z5/^0<IOW(SM6Y!2"IB4 H<)>W&@MKI(OTO&\$LLT302/MHR3PY&
(E|W3O;I;PEE;1M^|K/ON|2E;G#BM4+4=^;A<#T3LJI=A(?YYN9G% MYI?)PK(IY/OX*TENAL'Z2Y;'D7F*;PI3V?
6^04IF%@.?'X"W)7I(KFN07I^ M^X.W&O;D\$0; MFD@3-?+=+3HDW!&J%"E.)X\$@04IF\$(KK_+D@K.YD4-P^G|CX-
VFY3K=VJ5 MI>;!XC2))(>YHD^Y/O\$?*)>=BG7L|XXB5^#;JOIR\ M5IMB%D.3|H7A=EF M9P10J\$W&V. #54I"
<#6N?_Q>8>1GP1V&K|V%.6|V#MA7SUI06/H@8=1/5? MG/KAJ&O?
H|X#GOWL@3;J+!%|3Q5V4)"OVM*+MOIG4+ZCQC;^UY#QI.P3HZ M*3CYD.7%-KI48;UK;S:PX77M"
|X|O9&*)8|C3"UJ?|V(DHQ9E=>#)DQ'S MN4=BM#KK|D1MZESDFC92Q+N3OBO4TK>^#(L.S--="818 +R\$F'+
I29@1U MJ6V0KJP7VTO@'UUN;WK|TTLIE;MM;25TZLZESDQ<%> K%6E)Z6<*B""!!"8R-M)A%88HTO^\$M S4I
;#;R4|NA.R;VZK/6; "4C-!&CJ|KSL4#=#&*)3-1 MX1H;M2N_UXSHO/XP2!?!?C+L;8=.@DXEO5<^>KV0) VS+YQP@.)B4
M8;YIE'@>D4+^FDI-DGLI-^\$*L;95TWVY0NUDI+8<;G8'C5|_5YVOT2_RN9;
M*=#OFF_4;NS"JH@)^P*WPDJ\$COR*";3GQ@TY\$|J4?LB.V;L|D? C3R1X|?@
MR>;HGF^KB1M3^H3GGL2Y5WX6>>=C9RG+(PRF_IYD@L=99)HTFB\|L9G0
MD)'F!2Q>V;^GARV10336D;PH&3P*+OE@V;"LIT M%R.U81^_C96>3/;8\$;RS2_I2ER'.O#C'62AR0F62169S#
<=>3;TNZY%ROQ# MP'JP U(RVO+>8(N/LEF\$+ZH>@T3/^&8".8I#4X1+^/FI3Q*^E!OO\$0L8EU M>\$;ZO>PD-
W2OT\$H"2OD&!6;FS!\$%G/#=4KU)M!?'%Y)XB/;X*PN>@ZBM#;MK=;SL;^PCH^L|JH?%W+MZ9%|*G7&W
#&>15^XJY3EFD?8LR|;E^L;?I MHBBD;N@10Q2"TW5(P_M9^U; T=U|KCI>^TZRM4ZRC4ZW;H81FFP;UZH;!*?
M;UU@5*M_GQ6KM3V9MMBX;:256%#|WD12<&SG^;HYQ@DL<19CFW<;1<7UA(MC^8"-*!
@H>IG=|=EXFISA+V.FDC9S/=G5AZ;!W?;(-ZW%RAGCCW&+I"6Y;< M680+Y.'(D%#D1_6_M4TQSJIM+^#E.)0^O%TN?
9\$&<"I8S\$UH3BQ-3JM5;T7;9WNA@_R%@C00X; MH\$G\$X|+04|T<9Y'IG|@7)IQ%GHQ%30G;\$Q=.*0IXD;/86!;
MFL|RHL; "/U""^5+M#NITXX;#6YSP*5X4)DR;6|5S'N)1R<|H_|HO>^|MHAK)395/H|W>R63=|S2K-
5YP8KU;X\$VMWFW|6@ZZ|XV^11MNW;=W|4 MV_XFM6|G4Q@;_VUD_4\$+7_!@K"Z)VU;9;8KU#&@_ =O5)2AID
?;D);\$*+^%3S&GDBX3)(8_996GZKVUIQH;6U^+T7(PR#T\$XG3E\$28>_3'6>#E. KSB\$)=ZL<^2+<-
M;S^Y^GM)\$X5T^D_KI-O.<7E5K)HERL;U26+T.<3N0_2S%|J0A|3P4"JOH|/SPX&\$3YI|>#^KZL MOT^>OW_095
%7Q^I@&J6G=@0.QJ|>H1Y;D=IR)CU6%I#68X\$|L+\$>A*M0"4X04AOD4A?EW+9E-IN0B(3WF2QSBE+%|W
MM=)0B+TH;G@L2"02JHE;?L;.*KRMZ;4L9>+U_3Q9F+H4U0ICB=V2V!>|M|^UM&E_9;/7=@>YE.N4_?
OEN7WW<3%4;2\$Y1C/P| (M)IG<;_25GLI31+L;|*JV8Q)XA-G7K?ME?1;IFF_@S|;H&7H'IN;UUA M?KE>>|%/B|W|;T
MOB1\$&.91R#\$/O-3CC;4&TVG7*WL9K^|O;3YU_>7Y0IX@;BL|H9;|3J#&> MC=7F@-!GU;_V6F% FFG#9L59OG"|"I
|^4X?_MJVOZUR(XNN0.^4@Y8E|O|M=R?^SNZ((4T-VO7V.=X;"ZT0ZA8_81V4MPQ-8GG;"|39Y/P

S:/S2.5D#416L51*Y+J:/E9 M/J@OXC=-2^7XH+6^V5U.:PE 5909X)H@/CTO.16-\$)AD1(G:U10XG:J14
MES3RWM%M>U?SWM\$31+KN #-+(CH=A=@.W->T4ZFU4VCMQF:J9A\$V15VR%GFIX-0YIP&F/JL:SS3FB4
M)#@?Nj8>856.7G,+FICYS7F=YRPP1.MG/@K&_PC0C/S:2X\$PG.#&SIH9P MI^+=!\$EC.Y.U^!\$V*RJ.P;A.4.T-
W/(A.0-+IOY5^HKE97=|WQB^R;U9S6.U0M?WNE/.(.C=T@|+|8-C#PMT0."H'0=F%.->7G"-_P
MX2T% H//VFEW;Z1N53Z*:KYZE)/%JT_*JXH=5M440495*(0,7ZN8D)&1Z M7TUPEHU_6C)MO.E56^V-%VW%?
&&*BC^76PN M!:- NNGM4W3=^RTAM-OGDE,1.E?TB.<#4^T@\$7ZU\$8^H9T\$Z4^UC^C.KIUF(CMO^H_E'+YE#JL10?
I5YY9P@6?A+3-"\$>IC)/H(UH%0"GPL-Z_!6//!"I"J_-M.\$UFZMUYJZI"D:78EL|
(QTP|X<,TH|K=1ECIO&Q)NP_U?Z:!/;GM-#:)T MU7;J-)Y.U-CUJ1C7M&6JHOFF2ZB/;^\$&22@%R@F(H_UO:
<<9S1*^<)HR M2D+E6GN<@9)49PA-K*M6=210_O:J;R64\$9)J0

FHBR0PU-0(!<)9 . MD9DWI30"IBCA-/8V-7TIA -|7W2M37XN_O5N#K"&=>GJBY!^/1MM/9RI
M1HKT8IVTKMT5>E>6S:J\$5F)@&&N">X+ + "\$RK)-2Y-6?+0HV MZJ>AOAZU+-#C_/_^<:F/25NUOBGO'RKY3:
HJXDGJR>CWAD-9UUU14+|^E & M6*AI\$JNMD^&, ^13GE"-9QG.?AR!/%T)8EWNL8*Z'6:/&-108Q>V@FILMNU.
M)3F8(3-4VBO-RD_NXUT;(;BZ>P A/>_5! NA'-U>8+^F"1'-^W@"_A9M19MC:4\$^XSG13NK;=#H #69%)G@
MNC^&\$A*7RC#|S<=>F\$09XT(\$*6AHC0L1_1D\$YVQ0H(4S8E|B|.PLR+S@L;0>9#(Z1*^<>4E\$2<@C3_/&E(15
MIDF>Q.P/((@CY.<6)4W#""YY@FO@8B,U-DMX*J?16!EO=2M4V;TSW?+M-2NW.5A:FY<-%:Q?
H>H#WG35,'+;|=DMY=UBBRM|#\$6FW;J_!1<|B^MA.;3L\$Z%|TH%SO|YJ=25M GH#ML/5C?_47;OEX
NAXJ=3+TV9/FF|B7H|MSLA4VSK)FEB3/0(5A9Z^O;9.RCP(OY?2)E(Z9N3,I^R*8-96R)OT'S*7L^4NF7*PAF63
M2CW9^U/>M9XOIY5GL_!SPN2D.;)RDF(@TP)7F(0_6I2^B?Y).1510^*50@;T1G;_16X(KI0^HJ "#1.2
9H5;)1YY@XH=89AJ#&O.3\$LOEX.E^|^10ZVA^I2)C6KHM/MON5IO9*O4.!&9INON8^O M#Z>OS""04Y1F:<1
->X)HY:R15<&=G(R4V@Z&&J;_7|MPHL"1|FN2RPH_.*%P..H Y?&CA^W#8#_|"FO|WU0|Z|75V^4_UTT^X|+
M+V,RP0&57'=&%9CE(<59S#,6<)9PDL Z:8S2M-B7@5ORIG6\$BKW;FP7+DJH0_MXTIGJGC+LH!W1B-
A>G:7+>A8@L<_!6^GT+PFUY-OF&BT#|G|SAEB=I>:'MZ,V\$?YR8-WTIGI?_2.^E>|M#|L>F>)*?
|KS@:JNT^!>76CB|JEC18_MH T-G70XT(93|4|EO=-L<=,4%IM#%>JOS|^J\$Y>"_@?9S|.806>;@U|<|M/^7:>VB+
(G=?UC1>9#*%<1)2KB5O|O177BG;P82+...E-O9D*B\$VLY?UK MK8/3 N%2.LR..(S(8?P%|7.2.G6@R:Z^K;41JWNRV
>BC+;).>|6.JR-MX->|S3<5L_^W% M^|SP6@8>EB*\$ESH)AFI(\$AYX?I9QP+J/<X.3.KIH1WB284GGT+D?DG1\$Z:6&
(YV# M/#_4Z>PKES6T_%I>|W|!%I7Y;NF^_HM8(RJ?N+<2Y#9#3!-(-
MY#CVJ:2A%_MYDMJUMCOA/WELWA*JB|U<|^9E97L^SG5|6;KFOZIOI9&@S2R#
M<^%>U@RS*=&.&GK=\$JU^N107<#TF.NO.F!_9..Z1:43Z1;IE0H1RKF:W; M?OE?5!S2-9:XOKN|?
J+.%\$M)3|_P2\$|L+BE+5&AK4\$M3^%K2#_FGDXI&(|P M53_13UY|UL>T EYN.VX-
P|Z@FHH>=>N>G^(+CCWOO#CU_6C_FU:#=0 MSS+D^R5>|L&_|716&.'4&%*=O.EPT&(Z N;B-0SSFB>_3.N?
8!AX_9^>/_M(8N!;KSO^Z2%;V3^O_UFBH>+Y;ZK>=|JL.D;NM^F=!*ZU/;\$S7#FY2DF M@?
XI#%..H#4Gf;.E+>OK4A|J|H0_MFDW8PE(\$S(U#JLX8DEJ(YC\$ILEW\$ZC.C=IEWO;KS(12)%R92XBB.-.;
M)0)3VQS=>C>ICU>|6XFXZ3STYNOL6A<|GDUT2LAF MYF@:T<|LT<@LHBT005E\$DPI@&A# M.G.'3A^^(PP<&A"
(X:"AH17@P5?KXO^V M\$M7R^:X7V)EG0LXN,+&JYLN7UH^Z^_SCIOY\$8>|W@HY@0R3+;=;DN@D9J?9
MCE%|H5F^9^55G^|Y&@?5#M/&X8KVZ^JA>%/4_&MO+|6|LFEW1%>ZA-SZ'5AB
M8F7H|>|M>Z1)+OZL9*HY:=-1*5YD*NZ&VX);(\$T)DQ+70D#9@>0@3A!^O M 5HKU1Q:=S;E_#75T^3Q^T;BS?
K#LA?U1+7/XIZ(0..0%..%|HN|HN_ MB!Q'&|1%F=|A%|H6_#%(A|K|W|_RNDR:++2.6%(@%?) 9FYR?"ABGJ86-Q
M\$|16?<3/07+81?R(O.P|O_!|/5!_RS%U|L^|;IU#U:>N^+15AG&_|B4F M<SF+FR3SD(X%)X|C%Q?N-
B|H9/_Z>|G_PO)OR%M??|R64 ML2 E&:XHS(S)(PCS)CGX_609HYI1(SEA:K^E2CWVY M6^A1O)C@>8@)#R-
D)282B(P37*1)E\$>I9*NA?|V95A+XD(D&V\$^4;E;E;M\$6_U|_6OT^735_5|_K3W*9\$M13M8;SF%QV_@G_?@I,
3W8C/TDS&_ME.5RH9012_5>:O^I7RTE^4+O^ZG%.9HB3W98IS4.JYZ7Z.;Q8)G&:OY%2F
MOC).KZ4'&)?HM=:3)HSY|TT\$MBPCKH6 TO;R0P?DX.%X4H>7L9L VQ_M9A^M5)OQS&5@P^L;
G^HW62^EQZ+6&RFB-64P6!;W&>(>L;S77>BLZTK4 MO3I8G8Y=\$"\$3EM,\$YSPB*B8Df;
<*>3|TCY41|@RA.+U@WGZ|E|5R_NVK"E M?H7VRI U""+WN<9^9N7^0^NZO>5MCA=|U^+FZ|V.S+RWO4?
'EWW'GL> MIL1"%HMK9;6%MMQM/I^-(GCA&.6^P\$F\$8|QBTB&J;|I&G|Q|OM&U|^5H8_MRIC20HJF28>HQ16O8LP
<|Q5_8^|=9U@>2H>J=3I^4#SO1.5YI^H4Y^V^C M(>IP>|SQ4DA=MN/!9%PI57ZX_?S@O.S9>;KPMNTYUV<=1R@5XH'
M|T@:=@Z(!)*<2048I8X(O&M!_BMRZS5(+WYDU@F|_FMQ)O^M^B8\$7_6GXL M5|>R "A+??
1HT2=D<|&|S:3#8#XIGS%R8_IPIPC%ZPVZAW=PK5JH08M1NO9T*(H@ M^K.<8AKF*DRD<G9Q8>
(3;SG&|*H3IMZCLZ@U.SV;E>R M@*FWM1C NI4)/D<|^2^I6?>H\$|^|V|L.W;* 4M5UKJS?UXT^KPW%2SR<1KI
M0H02\$SC..9AZ;OBN-0B_!2)M!;>^+Z@):2+GG/!SK/C>(WTTI+5#_E|_#=#M#@_,"*|P)UAWI5W_E6=7I^*1#
|3GUB&WKVJIXHKH7UW5=RZ;^>:ST;?LB3,+< MSQ^"R3);F^4*E0\$&"9ISSW4NHG%#1%|@R=B?>_574DKU";
|K00K6GA61X MFG\$Y=|A|ABU1=|:04S.FM;>|C)STHJ,=-;X|80.3|VAC7Q^BZJ; M|@NYC^|^L2;|^FL2ZHYT.UY0!|H
7-\$X@-X@C+P<C^#;ROD|D@G (>W M.LXCLK^3<6+>6|DG=U=|HCX%+*=U_2)7L|+ZY6X%O?%JDT:Q5^
M^T_ W(1M;N UTFL;2^C0PY3J5<):FH>01E7\$&:QOI1;J|&|1#M/B.H M1D)C
'BCTE'8AEF>YR('IGH|^E=HS4\$KIGT>T)D)A|E;=&A7&5|SHO.F?4&" M.KIPMZV.OU;\$_1^?|
#8U|_DDUP&FO+|^s|J9L@TXISG%)181SD<8B9EIGMI M\$F<>R^L>H#7;/GZ%.N)7J^6/|AQ&!*7F45P) 28&1C
A%ACP%\$1TH_1&E6 M33>?^C>|J_8#W+9W>S:50\$@8R|P.NQ3'S=#K@F%&1XX^3B-\$XC)0W_IWD
MTQC",OAP)935&8?V#(=3 EJ" MI95RDW\$1DL5AKAQOSK)8|UGBR@>7NC&LSTB@G/\$HBR#YW-|.\$^=S=:5RTIV-
M9&55E=;(>#;J>0=?22@EBW@%UN|VH**YV%)JBLA_#7S4D244>|U3_%THX
M^4\$Z|B7)9;|M?)=5^VW;XV |RWPOE0%?V_-Z/F8L(5_7_6^C"GUHWZ(M;I
+W>M_V7<9XA8CBGK3H.6<763^_V^+Q|US|3;OOK7_MLZS^4!HE\$QW0
MOU|O99ULRTZB^&O^ODCS^A3<3(6:9|@DB&J8D#M_@38WJEJ=A;^K|78_9 M_|F^?>
Z72R|7_1Q&&v7DS(.;WN8B|Y0ZMV3NZFKS/=(JP.\$F%R332F^S* MT7.O?|U;1>";|H80*S|K75;X(N^TH?|%EG<5??
A6<+I<^R\$|3V062X;9 METH&83CE NN+&O)SS-(QX;L;H9I#*Q;>P3|#IOP(9-G'.L%0RMLK(W(C.;?G
M\$+C|PW30>Y8#GJ22RGJ=XKA-O?U==T3:A%*GB9AZF\$_91\$F&4|PBZ;(YW&D MMA=.4B|^U5>?
I33Q^K.AB_1G@N|Y|GOG:6OF?CL1%P^|JNJR1X^|(YG,DT MALS5 *S.=;=MC0&|VBTN@+MM>)KX50^WH618-7?
YG|7|3^KD07N!1*2(L M_!QH6&"^&%F&=YD.A\$4D*KIN?S.QDJH0W;X|7Z&.-E+\$D:8.O6-4E##
M>NL/C#|M41N0A;=7D0>?ME|GNMTA*Y\$#1%V|V3ZK8S MZ40|X-|2LWSUGN|K8H5+QZ6LWS
M^HO0B<0#HC331U<|^NCG'E61#VJZZ?U?R<3CX_^E|L M X|W.JE=Z-MM57UYXC=U
QM>;UJ>-1N;K;TXG>J#ZEO66%OLCJ>|2 M:6|MN&D."6\$|&^4/S#-(+N>#A"\$JK|^Y 6?+*(V ZB>1OAZ%|Y-OUGTV
MWQ4UO.MGR_6|>A\$*;\$RW\$S04QMMAF^9Y)/|HUF>H0S&ET@KE)*I=>7WL5PIR7H|>|_BN;^M6I
MLLIET3Z_Z?8->199%PYSH&<92'.299%"DO.F\$X3Z^>.\$?Q5X.;(GYWAB M,I^C?IN+M|LB>;
(C^@X\$VJ+8/Y=X6A|V>0|)&@#9=VW^N;"3_JE.(L#_E? M.

C\$^77!_IO\$44UT_|V@TF @XZOY"-L&%IX0083!O#V>E"8/#IAG_7^|C6MLBE
MS_KAZZI2WXJN8GA.N+<9IARDF*B=>)G_4|PZD7ZYDZE!(FE%X.4L3ZW|7 MC;=Z-KYZ<,*>?^P+)^E|:JH0?UXC?
%&W10fZ700K5+01@XV^GXW#N;9 MO*^*7_X4R|XLOV>RT-K59^|
(KIM|D#;C@Q|J0POE^ET"\$&1HH.E^R^!P.JOSQI6*SI8;/

MP>AGA,1^8UL)1LW*TS5ABWD>QGH8=G=0,4Z^%16\$11EG,>YS\$#Y6T/"4RL M1.LIK'44H(4.Y(PV)POP0?
3H(T)5IOF-771*(7+\$H73<R)5)1PLW,IPFEP MO^4^9YZ^O^\$WW OV)VZEK'ZIRD>,B0(#2TRM3!UEI\$FCO:5Q?"
(1&.!^*.MT-5;0#X!%,###!A>#Z\X6C1N ZP?C)H,;75=XI;MK68 #P(21A)I091@ M(D?IXPRI(DXC8(LSB.?
0S;Z>6GSH^UO&^W %L^L^W^A4P\72F>1JH6D(MCC:T@5GK9Y09BFG.6<0+HYF1?Z1NS=-7 0HJ-2.(
MISEKY:*BYI0T7(\$4T@C89HJ6L1P92WI8IVR*.,IGJE.?CI^BDF=/"GV" G MV!#0CM3=B.2L1@ BA\$3
'K7ONIQIWIUP5+.N60.)PG,/\$EDCJG(M65(U2;L M2O8SX\1,?^&)-JIMH9NF!2 G:Z&/V%L<^4U
R+595>G_&+"O/:A6:OO>NS M?ZK;N OETIDN-&/116K!==MY^@/\$A\$X%.A M7#S)BI7PP1S^Y" #?
L#Y1R_ EOA5.W4LL_ :H,@BSZ>Q! F.=,HOCV&4ZZ\ M>65> \$R9%"13B=TDD\LS=MDXDPWM*21FYDFXD@/0--
FX(+Q)N>0.9IQ\$1528 PPK32#D%"; 2H1V<4VO.>@=G 3A^9RA1^&JUP;PI2ELUZ7L M<I/Z;IU
LH%5T7"YJ4L VZB\QP;Z+)O:H7^6O=2M^J:2JD<56=0#XPU343 MS02J" T1NIT4:*KX">3C VC-0C
MZ3CB!E@JHC/URVY\$2T9F(X%)*R!P^6C*!K-"KO99//Z&^Z/1UEAU# #ML
MV4G"55.H(5Y6T79B>H@93E.C.GX;K9Z3O=@OI3_NFOJ85;>5^6SW5C7CI
MC^;Y^GLEZE^J52/>KVZKZF5L&3=FL# \$GLK2)*VPIV\14^H.^1\$Q:HW3!#M MLMBVCNT;+;=V\$H&/=K7?LHV^?
J-4OL%TO@:NA*.;6^ K. H0(JE;3^/ M<1=HEH"9LMF 10;JS(H?/U:3 M1S9E#2.B\UZNA(-.H^PN+Y*^<)1&?IST%B,R=
38 ?IT" WK)3IX^RN:'U M^5MZ4NSXO7S;I54;N5=L;(KON=L;*12QR^GG\$ MHPF7
<0\$P%F8V"QL*2.Z'D6XDJH9=9A65C"1+H0LI # HPPUBS^B59DAY*#^A MG11W3\$U2564O\$TB1?IQ7P*Y+F>S">?
O:#\$ "OJ?:"CKODNO9@X3\$ M1H0*#>O"8TRRC&#*0HH3D3(GDXC%GLV)U&EJQPO?W!95VCAOY K* K431^ M+"DS-
T^4 KUXHH@6E \$K18TSI=ML*L(PO*90WX,9^YH/ CU9YVW^:9B> M/I3E4D;JF2;\$ GR^/"P?
-99\$4IZ7ONBA)X;C,41,3#J7 :4)"S(*\$9#G M,J>1R=XY3FKB'71^W7\$T9JZF:(B&I86=T*.*P9I&/^150(8AUF77IP\$S"
MY*YX1?^V(G,9P^OLFZ^4Y>"JM@3)8818C98YD8Z@:1 S&ETXJ;I+=O^K
MNGZ;YL+O2GR7,63"HM%,2ILU8GMU#IBWG*#=#NR@'3\VU;I X8UG(:;3&R\ M044V0:F?M\I=MI1.Z>&=
MMI+=;"K^"/L_/P2GO/K*W_B;G!X_T=6Z7Z&6I#M^43D M2\$U/TYA51P=A'BKH\,7-\$JEM?
S_F_NRWKB59,WW^15\FCD74#;X)+<>X *R M9^<;8UL:67T:%^>AD!OEZE.JTB5+LC6?
C^Y5+%47#*22;J!FU9)C.6JHB, MC(SXXE14?WJ>7C^V>Y9N0+H#A2&XBL/8%UG*4>#)W16SA"/B^@*1T*,9=K,
M^J"\$ "C%F?;A:K55)\$S "1=U)>>O5K5 LOZ&I+;PUQ!:/A^1R.Z(7;O!1 M^5EM8H0.TEL> E1_ \$Z\$3ZT7#8&93E>
JFYM5D&\$ Y^Y&0H\Q#.*\$8I'6.4 M\N04Y=81G<M+?6/K?< IG/N=< OQYJ0IQ>3RJ\$1^L8W70- T1,4?@XS');5S
A!UES. M\(>%C' D4?PMS6)+AH^PQ3O AP&O@U)ZUR=5D9=51"1+U>"I59R02/@X0"S^9>5W M@!+!Q2B-
62;R\$137ZMZ;8C(S Z)@MM,YR\I)23E.@KN#,9!13?7!A5L0<.J>OY M?^XMIN\$A+PN_G08DKX6-
YWP7^\$>LD8AY\UC#C> @/^WRR|=OE_OZHD-TBB,":(1;#.'0 M2^5N2\$,DPB3V7\$Y9ZE%0PK>/TMQ6VR(%S.
IVZD8SN6M#8J"%Z@+@S^2."6(K MD=M+9ID\IBX9VG3D07QI5@9?SN1L9K^W^F"/3!SN M(@)LM M1?
%7XSN>J1^"GJH84+4PCI
(PYM2<.15KAU&P1;L7^*16;YH10.S7"Y9TI^RLTC3C'(;\$4"@8%H3^SN2B(HY/Q49JK.S7BM+U-N950FS6_M;,&
(M&%/8 H\$6ET%;5-!#66T%2C M,;WCUOA.2T+O. | O|<;OGGS;D07>KI5U@;F^RVR)%V%&4D>>T)LI"KI" M72Y
|KZ%3C^65O1=-;(GO *XL)QA&Y72.:?0W6O.&4L'9D;/ZP 7IV MJO^IDNV?
R6;S>D06 />BA^X*LCL;PN6K;>ZU%T;0%\$)9AR A2HA^B8XB^Z4D<5'G'>O2 B3@7ZF4W1JU
MR\I)3Q.89M0M6C,T2O1+8@NFDS LB!EO0*>093U/VEF>4W/ MXRDV="NN^CZ^I^INYG+*M.JU%12O=ORA26M,@?
U<\$; 87T.^G?NVTV3EW< M+!%FO,L^M9S".^M:IA+.6IXAMF9E99174+E4 ML;M>2CC@*#,>MP#T@N=
JR^072@SY/* YE;L^F_H_9^U=L#2C)T;T,KOS;9 M\$? 4PW0=0%,,@T*:9ABZ%UTRP3
HUIOPO"SN""9I;W^MY=-;IV40M7.&* UZABK_I(=>W;AVOXU15L7"O(1%G5JN MDI\$7@5-
S+T8^Z+M=|P7L5CX=-).=EQ\$T138X#3/I4X#BU_75L^P0)3B) MD2= CIW(9RX#=-;#&9C9=OV*
<\$BIU195ZN=H^94(VI^&4.>N4ALB_2V&2AG^T^I^TUC%LH;Z&SL6>ZY(D\$8@&5+H@P;T02Y^M^4)XE...1>03^S!7#
I3I"LO&.\$K4WIT@HVW/S9IF\OYS(GW4V;U;B M-I ENW *V" _G.ZK^+(H7;5L^DZ@G3I061W8^ICYKI<*)-
PPOB'+DJC M#\$ (9H0GOB""I-H^I?IT9I2)2.HY,0YLN+|3 +X|+^= TIB, M)X#V\J #SC(" P|ET#5%E
M@GSHN;M2R5U4I+IY1*F_@V<5R%N.BM9,3&D;7OJH4LK!/?\$L^/5SKD^Z M1+I>U9K9@Q0R1 M^Z\$Z/M=IB.W)JK
MZ.OB=L)2AF.M\AT3@A>?I%B-2=JDUW7#I.1!TAV^LS!TPS1^L,8X0 31%5V MU:=A\$G*/AD\$4@.9;C%&<_ZA6TG?
4)UGE/*2W8G^VQUT !UV,ZE#/#5G5#(A\$ MUE)*VI?7YIU^W^(4#%U1;8W#&*6W1%P,7?/IF1HOSAA J=R+IGXH;
I7L2Q MQ^2#R^YD+51AK .ENSTO4I^37*HZ#.1^0&X<2Q AAR%*4^\$AIE+&OT (MF">#^ @S_F9V"%6QI0E7;HL;F:
<1;A11^:3#@\$ Y;Z#F: ^4+/"I-I%FS M(+&BK\$Y9;3.Q) #2(T5U3FDU^PU,U?WMIV. UOO-I?G|@Z5W&T(K?RXLO-
MXRA;BS;T.M+)=(-ZU2TUO X3>L3-N7/SA MJC&JZ>ZIS?E8C(N9 GIR>1HU15U?K^*3>F3%W#1TDRO!&4T#>7@1
M(SK;PR95%GR2^NXUHZBBNG\7HO?U M;E;>P6ZRO^I>O97JZ.M?OY"?@SY-Z+HSEF#-
SJ%\$Q^/4#:@245%2NFG)HK M1DU>|H!&MSW"KG5"3,;?1(=Y;J(C M;%0ZX/VBCRMIV13;TZ"\$AR(A" 6
MYR7S";2WN>#| '\$+PHSL?EN(VT/X52\$Q;Z\$281@1^8+;ZC3Y87;(RIHEK% M@QR4;M*,T=.5%YAOVBE0UVS1I@?
AOG2?Y,FO(Z1KC3D; M(C^SP354G5S:051%T?E>BFK2(I@G,Z AT(+L M9MU_73JPU. W(M@-U ?N\NU\HUP?I^G-
L.V;%60>"4^#A59_7EEKJG M"\$>2+ #KABP&5:19Y6IN# T!3.C^J=@M+UQ;##25^MR16^Z!Y *I-M?E?C(" M^4.QH2<
^%1^ZF>@?U= ND@G | BOP!F!69H*8 @EJ=%,PZSJ/5MAF(> M(E;. 4XIU84\$^DMFE^15=%IV^02!3F7;12G)\$38H>
2M;SG-T9N0%CR0K1^FE*475K1E0O>S^IG(JS+EYO/EWTZEU/R!94S>|JDDY MWVWECZR^CKI=-;LM?
K 8ZTY3Z71%Z&(A(HTM""*41C\$AD#=#JDC"/"8CXH^E(RI8&N^TF^52?6Y&7 M8^ZL7D=,=KKGV4)8I0T
MM+X#;CP;@NMPW>#|C+@A@L^W^L(E,D)F+DT3 MISVDP ZVC6H^VNL5C^0P7R\3J#KGV?;"I6|XIR+
V EG>"A.W7+^*!\$DS M1#SU)XCCZS;%3"KLL03;E 2<)YG\$343T6B8P=CA&8VC(JTTZ^M^E7(ZIQ"
MF+*C!3CB&21UG7Y (UE3+OF M>^ \$HPE(MCB(M<IS >B;YB2IC:P2)K"!2?;*. \$;S!=-N@M%9= MM^I9D>T_%
ST52IX>O^),%6D15J75>)8|K^8Q\$B\$PD0H,++ L(C M\$FH=)?7(S>PERKOJG62@OKUF)0M.5O, J\$=(5IRP7I"O#I@_&
&\$26^NN\$H M);1656-6K&OZ98^5I6H+.EC;H^D 42^GG+@J+HX^1R;=AYZU+3T9^I\$AUT%
MG+!+0)0%B2>JIXGB.2,09\MR,BX!1DN(8,FI09^60P<&GJF2K'5)#%H-TM; M2^,4I&F,?\$&DXI\$(QE&!
<@+8^S)%,O%ZRR0E0#9D5IGR=K0_%,L%FI!!O/-)C+!CP!="31VJKGZ)?#L&GV9^D% MNV6I1#AMD^UPA0Z-
=^0V?J)J)M;=#V1%#H%BLTS^O2UJH_# \$+UUD8 -G5FM^L M0;Y.YVAA+%AK^CP^B;6WJ;3FX0^O^A&#?CY_D.
(= RW?;3I^+; T25G M;(QJHJC%&0!+=+^A%)9R0S =E"0)SWW\6>S7C\KM,IGJ*WU1^E23 G= M\$;>T
W;2VNK4EM;==^?6_E DWVJIMR1S>VN*!& +FE16M;^N&X<<^8B0B.! =2H^3 MFA 2IYY+L;TE MF#NOH"#S^GH-
B6V7V@^1?)^J>PTEH!;@ZIP+SX;XA;/LO9FM^Y;A M.BJE17FVRO_+?5!&;FRS46@;C:(L1CPC,F/A9HQ
MD_G(SZB+B4<|D8)ZSGKHS&QS#56G1=;HZQ/37JH@7A8>9G(C=X9QR1RM)F MV\$=ET?UO1-2W6H8XX9A#,8^J%
E\$9#B/L<@E+ E1"1^D-(T 7^ |Z_7OL>7) U5\,4V# +P M?>4I GGI?GQI?
151\$JMMIVH^B;A;N)7G3H1)Z>JXA60L-QU^+^>BWW-MAZ#8>RZOS5I%PAR\$H4I\W/T2^7BV/
MJ3^7DU4;D;NL;#=#717MN^1^*G#=#/W" >7&3W^Q_YHSU6?+;I8^IKJMU>I_ M%G?9ABGJ_N(OUIEU^YR_-VRI-Z-04
M58M9^>#/=;%L+ZMGNA4KNCU>55;2FP\ AUN;OY^>G149>ZX&125)&D49110S M@C_-D3"
*,D2#L>3XF7^L\$FQON8;J051T7;J@M.SY8>AAW35.F D9;^ M8 :=G.<23&CA;"VV<_ FN1CG39L=SU@
KE65#8^7B^HA=E.N(H8)3E*\$ RJM MAO ?A3SA).N^R_O5-C:(FEZJ^H+5\$808C2MB?JF:@NB19/DS HVWI3B|_ M,D45-
K;H^Y)S M&>"S4^#&V+RON!T)Z+.@A;V_XA^G2;B/Q09;ZU?O+R
M^8H4/SYM=C_+OB#^IM9;I40+S.Y^IHC"ZUMF;E="9Y9;2DU^KB_01\$8^C M.\$F9W#\$Q1I2Z_0H%\$3%)5_NF>
YU);8FWG^K2+>\$UY/"_8O^6OHUAV2IXO M;7UX5^>8MUYRWM922BY-YA^>M#U7-&

L_51P3S8>WU*9C.Z+O3YE1O6ZPM/M/P?Vl,@.R#U=Y*4FON
MFYS?J+10(1@IS,BEB5/TD=E4:QU3\$'N*8^0BI/D<)*0<\$\$.I+&2\$":V.&Z Q=[ZVINI49*NT74E8/QO1
MIYWQ(0%F8\$Q+BXH!S%B\$!&J8J^-1?+6(P(U4YJY9OA%/N MARAR5=5R(CR4AKZ?/)\D-.F8&Z8N?)
<IHS.S"=;?;Q\$W>)?L?GXG+6/09;T5WBJ,*&J)EZ&,1H" M7DQ1XN\$0D=2G-
OPX+K,")FQ3669?T?HJK#^P5&TG9NM9JW%L)YTT_@3I3?2* MY, %
I=H!L).E+CR:KO@178)5@06F/GPV8/Z+7(URIE&NWC3JDLWEHYK% ML4HH"S*UA1+AA@C|<@NEF+N(\$,QIFD8:HZ
1HWV\$9C;AIA342M1JA_7FXWA_M90\$\$U^J5%26"LO-4">E".TC%&:OCIR4X\$CRB;Q#%L%HS_99D-(S@05H61
M)ZJSI"RIE,&H')P4"F%B6HHY>,HN&6/"OHTI1AWW#_%N"ZD M6QH\$>;CO3=4@0"*_#3?/^V/RCE<I?
2#8f-0.1GT\$"L'81PQ3#P4B4SZPY#Z M* E9BKP4"Q*Q!&,2Y ML#6SIVR8=\$C%9364I^V1 I^:GPJL?3!Z#F4Y=4-
M(IW&DL/JIP&>^EQ#^I0P!SGVN+^E6D#4/#NY M9-JI?BIK6,K&E7+6LOI!%D#CHV:X2/3<|OO_*D
S/N^Z1AUU^J@J^!5!?:M/H=8N7":7-/J_KS2I/WIC;J4&(S)K+WSO)FU8.WB(4Z8P*MS5):P8.EYW" M-
9^<SR9X\$4C*"?U*(U^?7EIR5C^-/B7-;\$.GDM^DF^O&FOOJ;A! MK8*\$HFFB0BF1C"LAORE*LIFH6"Q.F"G?
2">Q)#,SOYFAGIXL;R;)T\$+NR MTF5S9 *<|I V&6C?"RRF6? %0LFIUO#VW^HOH1&URT>2G57A44"%MO_06^
MP8JV!%U,3&-GZ1L,*KKN,JPLRZ!>R3U,5N>OBW\7G+(5,3N!>.Y<*&J#8 M(^P;|&C&|Q;U/0.8VHN"\$E2-
40|DXW%680#8AGU"?4LN5@KT;:(I>Z@D2?- M"VIN1;I>|8!>BU#GO4-(Q)T\$/R3I05FVZ&"&A7;=
HSJ=3F=,7%"VTZI>HJL^E^MT! OA2T0 _DC;K)R8*!.*ACQC%;7IQ;R,IR+!&\$N<@3H6HD"%UIH0A@>,D
M|5A&11R"D")@I&LYEFE;IJB2|Z?FJJ%JOG1R6S-4;EEVZR(U7&Q#T;KS+ZPH1>OAJ+ MZ_0;.*
TDR9LZ=JZ1G4U9J\$&4N7T8481#(C9H1NXE;!NW)7F#SL!. M%>D9|32))_3L-1!KIUGMJ&@V^!Y8
MF_<X^Z1N0W_NLT\$;+NS4+4"MK6 MGC6"/-I#WA\$*X*9CC\$/MPXJK47O)*(:@9_R4+P-/I)2S5_>/#U^W3
M^FL)Q_YI_W71Z|HMS7_T|HLLH^E\$M%<_W7Y6= _#EBN4+|TT>X_@XVGV MZ3+#;Q(7..2H*LWT%E_E-2^L_
_G=Y(?Y2*J_984S3X;P2B;CHB3!W:.(JY D6I MDU@<8^*%OD\$0YVS9:+I&CQQO75\$@ZLG=HGR?
VVV&W6G%38>0>6#8|T%CXD
MO:AA(9U;1VLOZPJ(VIP"RL.G<|M;O!K)C.\$\$_/S^4=KNA#:59|4R%OR^=J"SO.Z_RRWE;UNH;)/_+KCHK4W=HVGC8>
\$I*%" |AH^%D_ \ZKNO2+&I M_J7=6\$D3\$GH>C%R14P1C|F'2""PW_3C(I74QU&,@9|5-4F#0G&SL>MEANJY
MJ#|LUPT+#CGP)Y'KJM6S93|+,H"YN"EGLJ2Y88+6|PMW|42OL/Y|^+2T0K""IC.|I")9B) FJ3_%/I9I5L97%O, MW?
+=8RMKWT!AV7O)OXAGF?J!ZW^CL&F2^U<.+A^G<4WAR^47\$#6-\$>_-'=N|#,MMIN9I;\$!S*OYDCRNZW8/1>G
MTR,@^I/#6AD_4EM1""#M;@+T-EZ5%:CHW7_JHN=K\$<%:Q^LQO|VW9/6TB^M|W?
LSQ^IC7R_J%)JX^GW(LBC!)&9?P;)Y*#B9NB2(OA24C|6@_B7_""X<
M#%#C7S9O>JN^%AO_J^Q0WK_ "IN^0!>KMO3:U_I/OM^UF^X>5-Z\$=26SM!&/
MDEMT;185_NV&K/T>S/B+_5.^<G:|BG^@,|8(GPN\$8T59!0_1)>*/_KE_69_M^7VZ^JF7?C;S=W|W|WKB_ S|W|H9YQ-
G;VYX|H|AE_ICV@;UAMV|W4|I M6=F^NEH(T*BYC&W;,, C_7;CRKOGC?|<&GJ7>7Z?V|WH%|*|K=G_@8K
MHHZBBKSVC81S+;+|5;=KNJ^CSWBC|>TR6??O^A;9;55\$LGE&LV+D8H^B ML\$CM""D28."T"3=BLO_WYRY4VFS:
|D3_*H53J7>=RJ_MHD+LZ@122V+>R75*Q(Z7RYOJ4>D4Y*4J?KLC|6)K/R_."^U;/?U^+M7"
|TX_6+>)R_EH7JY\$\$.2"H@C|<+45Q2J8|?@I%|+!CJ6(LS%:I M^=SB0^TR_/MO?G3V4
|^\$Z8R18Y;JE4\$^L^OIV@&PCJ^1)=I#0&M43;OGP;5L_1;Y>)"K?BTRD>>)"UXT1#>S^I1H56*QP+
+;BT(4BI0BS#;_M\$H_\$R*=N%CA4A|36&.A&2-;C.EZ|FH@N0)R;:|F+2\$O=>DYF1A7;Q!UJ M5-
K_#EB#ET;:10^R!;\$(-!VDO|Z2|9_)9O.J MOG;#+WVZWXYZ7+G|>_T5*N9XI/N>'HT;ZA,T;D
M8N>'89':9XN1)|V^A:M=L;)|F3HL7T6*|RIIR%+N2IV7N""I2HP>(N|SC'
MH9|\$(88<(TY6G|G|%"U5ZUZ0#;22|50)>CNSL6@PXYVJ|@G9VT@|<^>TYZN
MO>BVURG6V|V^LR&#%#%#SU^<C;K)K?9+<^>U#IF>MXF>OP)R6B=2;J2S3_4\$ M9K)Z9:-
V^NV5OQ|F+;+2;|3^<^>|2A;C4D)=#F9G^M&|4^"B+*L+#17V4IE&(L%)**B?<|S105E8&X#/+C#\$OW-J_A RM<^W>;
M4XU;|P38-T;T1H^DV+&VG8;|*+|KBERGF^1N08^&IZO_KY|GUZED>;?I ME4\$|M_8("I+I^*18B2+;
H(E&\$4TIX3\$19=0V:FHTPI MOV_91<"3|&Z^*16;#G6@#R6O(F.A07=2 %;SU&9!7IT#?JIS;VF!%7LZ> M^4"*?
OP*MW4XVY|M9%F4R(KK_7BX"&?)2\$B&<_HOH0%,4|@\$.N!<0S%;S M<%!<
#F9V(6VPRX8C!7);37&Z<\$JN+E3;7,684W*F(*?9YKDL;|_N;M^V;2L M5|B84;
@!>CXX%FU3?_QFK%X^4.P%M%*(BZWBCNO3?7\$4J)Y^S%'H0H8Q M\$7DMJT);_ "KD+X|;
(\$)3XA""L91XG""XIBFF+_*I@%AZ^G;8T^B(R M<^APP_0_TG4PG#X_S|I#)NA+EA=F@L_8@#Z))DT".%MT|6\$?<
6)US0/H M?=>_*M8>W|_6V^9N+JQ_&AEG7+@VO_OAW61)7EJS2" T#SE>2_RGV3LF%1I1>|C|83L7U!K?G&O_*FM|
MN6U|1OP|B)HDSFID4*GN1U0_99_VVWSY|J5.5.G^T7"O)ARA^|B>+
M28A8X#;.&\$F9IS6:S3IG_N;8R."F@9=4Z|Z\$5KLF"5Y|7TZ>EF;=|S%#%9
M4K=Y^X@MU=CN\$IG_U_LTDMA29V^OB34",?|M-MM5K?R"/Y\$?BM_OLUW_)GM MB|;5G=&9B|GE(4I\$CO)\$ I^-'
E2=K\$02|A\$, \$+&.PQRE-/>E>D7;4;2= MAGAY(-7/6|WKJIA|V55_L5#|3_>NMJIBK% M^L_S_7?HN5BI6S|.(P#SR&&?
<0<8,8I0^0<8\$C^M8J,Q0C,|EXIT4UWG M^(@I%77|VXE:98U?4=A2_#UO,NRB M+^OY)AM(2|I6S;VI\$8H ?
HC5SC:5MSD6^VNGFWW#01PG2RTX?*+MA_!&YU/F\$7=-V)/UEO;FTJU^LSEQ5G">>2AQ_<X^DG&4K=R\$4|S*
(@8EF;M_5"0W\$UF9I-IB|HK77<I%MF;K?2|(\$0)>D^N-%AYG6N=3VP*T9+(4C_80
M633L^;T;70Y|O1LY|OZ^Y@&TCBQ'R^&I/MEZ@S%>HX15)&/#8D|I>O8B<MIBR>;>%?YS8^YS.K)IK&Z|
(:0%OJ<@4Z6"(X\$1^0*& "R#&SDSX<9;E42S MJM;I?S_X5K# RY|W|I M@M5A<-Z?
Y*1+@(|ML;WD_RJ^O|K8@^#S.OZ=<YK#R6| GAIP4E^% E+61RQ M^R|0 UV"CY|OILH.O.D8\$='@O|L; MY; ?
Q^Z5AL1+2<0(B^"L|L(>1YA_OH#"01<V VMNN|H) 2&G^LH^SR<_A31%WN(B) RE*>A2|Q(\$8U
M3&YF,U/\$D7SOT2F3@MIO.9JZTC,Y>OJ^&6\$IO^+L^H7SL=?35=IDYW^2O;J M^D^<
^OBCX<=BW^HGN^U!^V\$EAWSH27XV9 /O;?K/Z?8OWP0P^E_*@31|S MMV>U&=ID90_JT1HJ5#;CKECF|
<3C\$2(N\$=6P2|)(A|@GI^2-(ECT_X^HGZS_M3RAI+^MMTY1D@^?%A7T^M)CI-6FA4#|4#M+6^XLM%+9S_LO^K/4*
(CUO|D+S;C;>DLV;K;I&#GE^I MW|H|^N9MEZSH7|DI95_!AJ0W3@ECIS>;3+ODIXE_!C6GP6D
M/L;HTSB^GXRC;YBROE#L>74?'W4JC6|3;#74)59&PG;
H0#>T0D=EW\$/#=3&^T\$;Q_BTS;BNN_T6G#F#K3JSJ9|F\$T_&|A4?W%*SIP6;Z= MV#_G6WWK|NIPW-IG4Q_<
QAJ;H9C;666L1,SEE00X= V)8 M(C=\$YHGR /QRAGB_9QBC"8>2A).XP8QAZ) G" PMJHPM,ENVQ='E_9_M9Y5ZT/=<
:;<^K3@OB_X)HRGU78.J&80(KV3M9_M?^Z<4E6I5|AI^R@U7FG^AFVZWL+5=IW^G|?9_M=3I|FJK@DI7I?
=&F;T33*Q?%)>L>*4"QSA5)I;H-K*28_2^E+UDQ=2+R%AMDC53\$N^GE!P;_*U93T=HG@/<
|T6P;F%|S;_*U=N6|>O^9A%;PTMKCK2_IBS4 M#VAH8;J@2;|UP|H^*6|-UF_7DLC+58L) %QU<@Y ME|B16&Z
^4NXL3|+|IS&-;DC=&;>TU6OR^L;97T4/9CWZ-;|)P48"" M2L;(^Y?^HUXAHB;CB)LS#R/IA4F07M&
&3S;_2/3|H06:8QSP2O^N=MLR M G8^2C=>*R;^!P0ZS8\$/ M=AG2VVM?Y\$>?_?XC_X_*8;_>?_?U!+ P04_<
Q8_Y8|@82NU), MAE, %0^O;VPM,C R# V,S!>?)E+GAM;_V|69_9(F^MZ_(F = MUXM^<
|S M;=X^%MFS9%:_25D1-2I+^X0IQBDBF1(BOGUTS=R)AN#0=94 M6;O|O?_K1 M|QMB_3?_N_?_N7?
_A|_N>+C^I^>C6+EQFG|^EEY^67^<G M_YK_S;^Y^G_Z;|^+M)M%/(?I^W_V
M\$&VY)A*2(SY*3H^G5^L9K(C)_SO_U^|HSP|C^C(I/#KRE@)(N0DW.&BV17_M@T|&T|_I_ DC^7A.O-%ZN_ON?<
OBR77_UY^?_>^YQ|A/OGS;|^Z=4 M^SH3|MOO|CT?>_B|6WF7/NY|5O;|ZZ&&_I(@I+?OZ?O|H|^+_A2?CZ6+I
MI%L;C_ZV+UX;M9|N5U)^DZZ=>WRA_(!=?<^4CPC@1L_!_%NE/_SO/_VT M%L=I_H&D^J_W|X|MI4WZ=S29Q-
Q_ZYSB|^+E|X>=K^?MI>CU=CI=7;Z=% MH2MJD8/5B,NKK_#O?UJ+IY.X|S+W/(_ZG,AX|H9;T\$+^|MWO)H|PZ

MAT7Y6OG\7ZP&::05(UB^+&\$:8*U<*XGGLSBO2I-BFIF\^M_?.\$)JM/1PG&MHY6I#=#82X9DATBE;:%;14.L"UXOKKI-15.%LC*2L+MB\^GWWI&0?^N0BM^+2WDIRCZ9;B^LTNJ^%|F.V+";E%)BGF2"3%Q>,4 M0L=&JPPN,^LXZT3VW=GN4W7S6?S^-LGF".MN=Z.C^/CU1^_6;_5U<10 M(I.*C"? D.L\|SFD=VNM|&1NO=D2+3*LOEE# MXQ|/|HARDBOT&2/T*0RJX(FW&.!ATJH;8K=>O &>/L8 M.%V6C8#A? USZ.8XXN?H(7V?SY8@"-1FW^*%9\$3J*(C3@/H&-.GC#345(# M@XD/H1H?O=-Y-DO)#I/ 70Q-|+? |& "\$DAF40)D(1V30GJ# 18D!%6.T7ECF MZNP.#V8^"12R75!TDNC J%AF4& &\$ CMVB+ ?&2YD!=() 3(CI031SX1!(P M9;_1"/9NOL+ #&0!"@6H7!9TDV(3V\+YN AANOS-7) (0+NLI"(IJ4RD1B> M@0)B;/)BL2MJH& ^|>A +=.@HZ2+ ()+O\$6(\$ M&*.\$9ATP4H=,0%'A0S FT%P!"@^F/0@+IG4L=)'EP&|X>3DODGHS7D0 ^2OX M^;4'D),1.5M &%.)/A-? %2)A)PS".F5;U.PZZ9#X*\$;1<2523;B -YR0; M &0Q4L&QQ"&BYZL3AD69\$><0YU%XC),<9"%D%? _QP<0'8<*UBXD;|FP*\$NMH M>DA42UT1%>F/BS 1AHN#A5J.CXPPY M2(LN)OY|Y*7F%#BB.5L;B'S&@.C12"7,H64K*?>0LO|TOV&@(93D* <+KPDO MNVZ.OGIY7(7ZDX>7L\$|VAVJ>S;"14=\$JFYJ10'K9 BZPY C-F*Z@@"@ M6PKJ "(.0TC#"AH. (E91Z@M(>_E OA^ GGV73J2P)|Q(ED M;UDU)OX'QBA0E&)SI*5ML9>VGBPU#1?%*SFF;PLH5 IOWU@/%@|L/OT7RRLX)H6X+(AJEBZ2?_M: OUI3SI*2AEO",%E#J) %Y DH:*D@9(.16#V W)O|'@TG _L+;ADZ"% MASGX%=T<(^|H&^64(AG2HX/D/;<\$(\$);-"4B\$)TR+2&20EM@(0%3&3T\$KIF2WM-7#&0^K MFVHX=|E)A _K /8XAM.69XNO\$86 >L?8N?GL|X#Z9(*%3C#<\$6BT\$+ #>81"LDY#(M0)*RX^G%MED/PT# #27BY"(IN2 A|@>=G'\$GJN M.I#H8TZ,83D15VPI\$2CW@_*5?POEL?C4* M0+7WD1|JO- I<(^#"4#H4RT!">K%57>3'H8(O)K/09XNR"9P|.G"3R8O+A?C M*2P6(Z993)*#88M)?WAB+<4S1U?YA|J;.MD56Z- ^EA.&|^VWBZ(O P>L+ MF) CEO?+?79|>7E|.K*GUZ;#*41I*0.6;2-#(4L!>9&*4QVD@|I.Q=); M#-|%|VG&|H)M A^2OLIDGWNE^9LN9L-O M*G2V5)=SI99L,6FITE=+ST2;D@Y|Y. M;WGN)GU|GI<:84&#"120;/8>R20_2*LP+^99|T68;)<M7|RNRB?(.54>W;H\$?X|M+6(RL0K|Y8""5/>Z84N\$?(65! ;>UBI;CFLJ MLW0HS"7Q6OJ^_J=)+J@+O/-=T09XOE^|RA?L0@>J^E(PEE061PN'5J&G_3 MU=YXE1)S^<HG3H\$|0*#N4#>)RY.EV|#X\$#G>K'X,) E17(D9;FH#F;|0;) MB4L2XW#|4J2F^8B>9_%.6V|I- BMO23*K#XA.YV";U@'G_ M.9NFLW0QGJYN0)8\$WNL?7V&Z@)1)D5A@7"(E\$@|JB|=F*,\$^>?)N(:B#FE. MLE\$NH<|)IAXTTH#Y>?15"OW3|7(WN&"&=DL'17<\$9|MA@!!21*8%229;9%7& M^%<^VCO4C*#N;S>)X*ZRKH|L_3;#JIS|4U|CGW AGQO"=#B-O |9|44(I ME2E3RE785PI|"FAV\$C/C?<^H5- |L<#R*TI-(7S\$BA6@= M^<^Z#_19XN MD;W-ZL"X|7DV156W_OL?#BU_#T K|<P8+%\$HWO_5%>_T2? _TK+;+;#?2 M"NK<;\$<./2+)R98SC0Y|HJG0_P1*;<T\$N@? MCMUDWH"/=|AZ0"U:9L-X=9D9;I*XI1Q) :6LN5;&MD/D&I8N>J)|>>S5<9(W>)> @3H5I.H" MGBS@!G:OUWX^Q7U|0'FJW.A&XFH+%\$> (J_*|P08ECMK3>|3;2\$%.0^P|J M3@*+EH&ZFW0)V:JB/UD^R#>9A5;BV.7GA% ^X2HX%XZ@F.45)9\$R4^!+| M|L529RI_I&SXJ08<L;ZFCY">@<+ _FNWN=|0TW M4J-1Q91,(#13-9>HIU6CA-J.Z7ELK ;V^+S%#@=2^_ #5KZW.9Z55.#006A M *UMM+62|@E <49KC+D*T@>B=+4B\$5M+IV&<51| ZI6?;+E1.;>SBVD7E M0M@+O"Y.4:=!9"V59634"!K.D"VU*K|;=O@FFZ49>^L67#WZ<1MJK*%EIR&3*ED+&9\$+FGAJ;=)!;%|R.H0 MN@;JBM50A4YE=?S1RD+W?0P;Y?OEY YAO MD4SA1E|FS _|^M&N?CY/P"7LZOS>RBO |J>N|"&A1 |PODK\$1|>F#. M2%_1^U.J."^WG"YDUEW#BFW\$FZL|U|>?X|7J|9ER*1KU|DVKOTW6*\$C_ M^W)|%+6|G6.#|W(H18 M\$;1%Cl9727*WTOFW |3TCG|XL23|N%9QLD_0ISXQ>*FUVT1")._6.Z9D>T M">4TDCBP26B&"O|+(/SU;V-FO0/NOLTO|YZ|4+CB^!;*.L|=+F;8|O ^4 M=# H:5&RED2Y;E*!&426*.DJ+LC;O3;W ME)(DDB-2E|;H92@ZX#>\$|^6TMKU)Z=1^L=*XOV#MV;|BDJ; ",<6|SP\$S^_M.A.D+P')|H9|BOZC53>4AU- >WA6 &4YQUL"1^<(X&<="=7;W>Y6*!|KWE;H.0K%P|*ZIG21.TL=QJ0IWE MH*|R^M^5+*H|> (B)23;2TICRIE#RX084_Q4|01D)X;P% XGP#P. M8H>PU %;U|O-HQ""|)YIMVNNB|>|TC";2L8 :1^<(P^<63M;0C6R^H1SU9" MALUHUX=6=VD")GBL|HEX.DI-/3|^B%SN|_";|62|O|HOF@UG*1\$M;4!! M|4."U9G0P\$)DB47_L|8^ |R#F\$;35PTN?HF|Z)O;HEARA4N|E%F+%N M&0%1;#?.\$|D>@N"19952476WNINSC|CY Z)N9DV3; BP|S^K;7-1;?9 M53;CGHQ&DE(Y848X|OEPW.I3.;)|@H Y5)T=H5<>0-6R?G_HHJV)!L|U MGWA;W#. 'AK8|NP(5;@R;|J|9VR.U|J=;WD<<#IK?N/O4|<|IT&SBR_# O M? 8F65Q|F?EIZK01 _FM)A10;ZIR-%O%,M'(.?|DT#O3\$OU|HKP1-FFWKZ_R M:09G-STMN,15(OUJ0F_ MOPRFZ7OX|EDE+V*!C00=-TSD1 "L9Z1*L"XCHY;JS6PPCNH ?\$6|HJ*|@:RW:'KX?I+|1;|>9|H<=1V4G""FVID+QV MU=)N;H8D;|^|LAUD45#8#J+;9);K| Q5.6>|SFF|Y.3Y91-N=4Y+3IP M(Q*LE&*/&L^K;Z|;6D&3!UTO/#K;^|T-N SOP29WTDHU*DO>7(CK|Y8EB MR YEXS51PMML9 J.UMH|=A(S|&7;X JB+X|.# WZ;ILOA|XL5L|H|+TF(M1TP%#QB),O.B\$Q|H6\$&1<#GX)2B**7;YU5;R!@VO|P3;KJ*NP'\$W\$|7.OI MZAK /EHPA9L\$B: (-98S8B&6)2E0XGIA;J?;9^7Z*ADTW|X2CBDH %)S"AX MF42EDJ |Y41B.\$MAY(+P\$&- (IO36|NW_G+AU|99H|DZ'87=0 K@U6;F|X*|D9GR@_B*RFDIP23_ MIN=EGWX%87DG5ZJT=%X(O|*O|>_HC21X"D2EE^V+ +=/26^G|GOJ;<80|L* M&@#2*N=^=RW<+0VB)CV2FF*375;Y2|J6G&3>H/4)54 MT0*HMKM _=PIUP%)|4E(;(2-(|O|T70/P")GJ\$*1 <_GB*|J>7|JXA554P# M2+LCM5'(F04@>24D721.E:1N*DT.@A.IM|CS|YL"?WSYW5/DK8#?CD=QH6 M/^Z%'1# <<779/Y6G.1P(C^&\$)DI%+ #)|YKE|7NHV?8|_QG05(U=31@|A|O M:8N2;J2)4F>BULL;2'CN2/R1GV_* 88!U MHC+;PM4/W|7YV+H_XR25'ONG\$513<X>RRI4_J4W3XOH)G33AK"G\$^E=QH0|SV0*/W@GG* M>_V*W+H<#|SDY+|>\$=-X#X.XMXM7)'-M|FKHXKF^A9@0U|B;L_7@*Z?HY M0L8+R|N|5S>05Y';? +\$6X<*>|&2PN\$08Z)Q9%1+O7\$0P)OC;|OT3=70 M36;.@61E|38 R3L<-0 6@>=E'6|^&D%.622F;\$"QXH1)IX|Z)CZD8|A2C(?QU M5% #2>NG0L|1LM9G '?\$@RIM1TI|Z4CX13-IT6O_S#5/=W MUAL?H5?|HB;|53NS^S+%;S47?M;NZ|NO."7-@Q%:(&I@|7QF;7T=&';*|J\$S M8|KESD_0Z?A0S*GU|NLBRL@&-#R<+ (B+@9*4L*U9 S;+|J6G08GL3'8;.4 ME/8QBFG_1HMW&A1-#)Y;2U@RI485;|^_A&CLC%9).O=K5_UZ;Y8;|<5L)6 M)T6TB*F|H=<_I;# L+!22*SI>A5L(R|#(8P/CANOG.5|_OVLXSH>I4533| MC\$.J30?3SL=C-J^Y=7|7X>A|OEBW? BKIX =S'B#4'EI8%R5AY7/V^%*7Q-Y6!9W\$Y K;::XE M8"0DK7|E*@NE*@>&<6# Z&|O? *<&9TL(N*1X*J8-#%);"(= (S1X)DIE31L@0?|?6Q?N|Z| MIOP#X(R;H>W3P|434_P.16F&|FV|+!|U%;'K)'JW|A%S;|H|L#7|VE- 8)"^55#_PJ_BPX02?7 -A70Y).XGB9 8 MNM.AD. COX7\$LTQ*1%|JU^MV2@9N;|F;|B|JHJ|0W4K0#8R1Q/<5="JW\$1 MZS0MWL|C1?K4^WRB.C(E?L\$4GC"A.OHY+4DS@M+1+ L&J;IKY;|DIUP+VO M6P|S;|@>."L ?"G<%Z29I^K|^|>_5C^>%S55PR'EE,3)+&2-6X?#K0.L M)3Y|'CR"=MY6Q01V2@;NK|T;3BNHJP&CNRH0*|5 *+FU)#?|I8RD9)2S)(AO M,1%L;6GTJ5%_0I M;XC-N?>2_"_68B@U?@\$@BIOLEAE|E4R|H|H.L|&|@?>&LPI4FM#5C_ OYQ= M_PZ|?7LS@.)|Q|A4BL|D4)\$7)1"8=P'EE ALK;1B<1=|YC=0^"P;.;^4/(D M&&N|K&4|>OT08VD<815PW LOG^;STE=^8D"@9@%4S26+V"?R|H|PR;|H/= MJ2H&6;EQIO6IUM?;%QI%S26EA- 4A2XL+1.O%DN2BNE;|"CG""VCK|*|*|TV MNS0%_LKL2MB>|ZJ-SV^1)ZK4_8I2WY9V+0&Q|H6XA\$T#YL5&A*I?2FV 2?7D1W;|YHV<"9T_*;N=W@|L.UN<_I9#&6@52(T18;=>3GA+^Y*4 X@Z0#& MUMI,CZ>RF3L^SU(Q64M=#A%|SLV^;6S^/2+1Q>7"|&4T?7>TB5=C2 "_ MK'?HT6H@|EL |E2@)&2KB\$|L44N0)J*KIX,\$Q|#59;UD_*P ?>Y+<4W\$. (^X MV FL^?#9)UE-84(-, MYLA51%FL#O-7_O\$6>8X|>.@N |&)*R*%<@1EYXA"OF6T\$&+U9ZF.'|8G-! MT.O#?>VD,0|7ZBA#UE%K2C*CI8%I>0?%6" Z |74@>>T|E9^.'7#YH|>9H| M*;W=8&=S@7.K(&.@GAK0Z)U;2J1W\$?<%*4LOF5S,^&MINS3H>"J;NOK|+%; M+76U\$.S<?WOBK;.(D0|QNB/6"."@.F2F2SBY@F MPYAJ*BX.5=120/8^@A?_S|&^WR?5\$&>6\$4H|"A77FXO/2;|HI 2%FB28^>M>O.5G<0T&8_TA.TZ*FDC_+B|3#;/1=UG"8-Z;Z0V)|M;>A2(2)'RZ^3XTHK MI!5"

I>+&XELIIX%DO6646M6:2M#"\$SG%LF"749W5Y&.5YR&"69H%I8)G-<
M4WU:MLQHPROPI-8N.XI:LI2O5TL+DM3M??Y\$|3+>>E,&Y8C78AV5)\$4!"/
M2BD29,OHP2GG.5*66)^&VE:BACT'SM#2=5=18Y:N+AM>9)J84T2HTJ+,&^\$< M1Q?4 #=12<^UKKVG|B!EV&/?
:W-J>|HDREWEOY?IXN|&0M: #&AA#?F3Q M0LNIC Y&&.6H9ZYVCG@G,<,6^@|L-
-5T@|S|AKD3UIF^&7U6I(C)H04.GL.MH@S*/P)#@RG,^&90PC.RMKYM)W\$#|MDV(HY.DJ:6U00,<(F&H4)IXGQFI
M*"L4CP=B)+,6-W^,K?LT7=C|H=GPH;<T|624/FZX,;&XF|G"V6BQ&R66_MEX31TEC;4\$F<
#3)1B60)@D|M;LS(*)EX!>|GMMZU=!(\KKA6^>^/NHK7UUO@|P32
MJ_ZSOTI3*4V(R/+X6|FSLKTE2BFM6=R|B|J7_O^ZHGA;EQ4AG2A/<0"0W MZ-
4ZZ@B/6>O@L^&=AUSKPP=!OU E,+=K#1PD*YV8|N.J2.DJ&*/ D49'1 MUI&K8C)'YC M?)B"<;0A=; ^X@K+
|K@&B^T<!"1C"RO^J|50=!K5_E*.REJ GF^BW 4 M+0NV/*QDE+D(DV6HMJ\$POLV>Z|7&R\$ J|XV+^L G
MUS|P=4W/X2B_Q^VT,%O^OU1K_.3L@&@_0FE&G\$=K*X53-/I#^YLZ2W8J+(M?3 T\$EG*9|V3CEB:M= 4<#N
RL#M@8VA7U|J<10(4WX\$IV808#S>E|J # M6Y;,% NN6>B'DG/P9:72+@M&Y5"O3F7.DLA"=+AD.:3;
|7|ZQVUO9 J-MX088)7;\$|>OIW;"QOS=5|SUSM=L:%N|X|=DNS|L=2|U5|;|<9Q_>+^|KP. MS"DXPTHA"1B|4)
<:H0Z4!"LDSZ 2%?5?CZ L.Z/EF|F^;QJ:|0@>*<\$KJ8, MJZ<7)?%6.Z*H-
>|@|EBIC>E|"HYM*L2%AZ_07ZRO:L(NVZH7TND%/IF7| MGOT8+T;|6:>3R40('E N"5
DP:)1|AYE9H,408%G&T&-8.D\$3>|36>Q-X"A M|SR|FEWX|7|D8TC:9DD82A\$AMG:7WID(EFF-?<
6U2YQVTH(CYCIKNB'/:. M4F|.G>.#7Z%BP#S\$3A'T?D# N5.A\$R.DT 9(TY9C,4|3|C2U';F'Q(O+&OJ
M*;W(HG2+D|F)REM'I2V\$|^&^%Z.ITT=LP\$UV*P>+&'6S"|"T&Z"6|,2S M|-8S\$|63FWO)6C8RYSUX5-/^@U
Z2,L41Z070OY=#P|7VRXD-IO+AP0XY(O MX2<0"PFW=18SB|2IS.I?<
F=M&R;|W,^N#IX&|T#-68R7%Y>3\$N*NBMR<A.P M;+|+3=80WJP8|4)X6KHK8Q.I2X84 />C|
MO6CE9+AI@WF8U8|+WN'B>8L +D:2)B.%/(IK|U+ETCPVA 5C.%H;E*M9|< M>TQ%(PTE*T9@|PFX
9OT^|SK<8;CXVPR>3.;?S-))*!(PN\$M&L-.Z@&&RX M|@HT,F>IO ^CZ?|5AKTD-A*JG8B)SLYUU-/ ^B|\$U.LBU?<
7RX72S|M|ZDC M TOY"2@|HBON|U(83'S'&L,Q\$AW;8,%F|Q'D?;T|U,1"++LCO6Y;:>9H|+&L
M1C*1%RIR|H5|F\$S0|Q.Y)U8HJCB+BN707ZF(K6W|3#U,=-,DNZ|3S;B M@%W+L.TXABVTL("U8(P%6E4
7|H6&40W2.@M:=-?^L|Z7)O8)O;%5>L7HV= MS6%|VUYB71-X|7GN9|N?%RI<|I6?YNL%7KS7-X+R/AO/OL?H|B|=3?<
QB|4XC^*.\$7QO&4/C#B5E?NRULE5H\$J(Z"4|54K-XBO|KOK;U&M,PSL^|W/PSOR I'WVKV7O|?<
725WD972"|"L*|USE|C9T;2CW MS=;P;&S>|H,5YZ*TS-BV+VWOE#27%MN2+&EOL(3GBA0 "/N/N|D%&
MTIN|HS@R|VY"J>Q&O4E*.VWC+4\$-S5-I3+M^%YPN@9N#|6<@*NBCG8"6F5%1B|B;^ZB|(-18.0?<
XE"KFE|J7LJM6R_B(H!2S|F<@4-0F|H;2" T&)|.H M(G9B04A_09F&+A@Y0@7 J+><
|ZP4|066X^@G|YGM_ZKW_1|0;|>@G<M,?N"KY|<@L+^3^6.T7.V7K&R;|UU>7|CYU2Q_&H| M5|Q-EV#VBJ8NF1><
(+A/7#D*E;U%"XJFW^?|1-5WN"4?2?71&5%VT/V45=HK TYR-Q_A0@;:*/&Y+_F MY2;X/A3,")E2X'RVIFL7;1T|NOR8-O;<
-0F6EY(2NPNPGENB?)"\$::=-,OG M*JH7,^XD9N|F'35P|*BU2Q7|5|S'7-
EVC.5U?'&Y*._EO.A)ZN*+S=O7XT6^/%|=-C_*C"W2H4-/T=HH3PV)9.CO ^NZ_GF1|A^|<
MBFDZD9=#NMF|ENHW*(1/|Y?3@ "H?1?H(RB'RLH.YDM&)|V|7INW6 MMK*OUX62EB?<
N.HG<=<=S001\$GD'<+4N?2Q<2RYV"V\$2M5#1 M|CWM|MR^J-K5J#RFH)*|*?/N.ZVP;H,U)76+%R7|YM%>?<
%2\$1\$2F"H^K.MP .UH*V4M*Y|NK>J'> R9/T-E*24NF"YF-Y;2-FDB-Z_>BG&Z=K-U?<
90:N.RF'9_O|+H8XPOCL+/"(|.Q.N2??>CD.<&@O.3|M(|<
1:>R/O|RSC|A|^/"O9;K^Z72\$F&16"IL10W"VETJ;DM"|.4%Y\$%9P4|+ MSVYZVCU|<
(LC^NG*BF@@.3.%|>GQ9 C(1|LBRB=R1*=-+DXH)8D|P|3-X ME22CM8 =M'2|KE!!O!5\$?R "LP*._GZ|+?|XN6;I(6-
4&Z&LMR3|K|2 M9 H= J&)|M\$%KKI57UCZUM1T|Z|I=RICIU^9-V"-|H|N=|HW>I7 D:R|D M-#*08-#:0L;% BIH4?<
VU@F-|+993D_6JU=;%|HU6?TA|H|LWXS^BU;^_H M?Y^=-|UZ58|L(A#)|9HNC=LBMU&|S:HZA?<
L^O/9A40D"XC|X?T,"XE.VM M9'Z|?"*7|*? " AEB)2"\$>|S|VLYV.P@JOHU=U(M;S/P97CXHJGE-#6S' MM^O6*?<
BB:O@P1&|J|09\$P4OBPA4HB7+4A22XJ7YEMBH"SO8B=3#|H\$N=-; M5(OQ|L^8Z1>B|YZW*9WEKR40K9DHB)2E#<
<=|&K; @^\$#2|H|\$KNU |U7Z M=+L.'L|PPB_&\$5? J 'DLMRYO6_3|6*^YA(LX2"883EXTC+%|!F%)O=K' M<
">2VFC9U#*\$8VFA^E-;JU;JX"J|TW7L5+;_5#CP9O|UDW(I|Z3O)O|>+ MDAD#9TT%\$:"%C(|KF&M?<
B7^6&H@75R_1Q..6 ^D+P/*7^>SR*ZZHVT4C<&W0 ME|S|)9G*UBZ(CY028PV X%|JX6-
O8'TL|PY4|QZ|E9V5\$3=4T%5C<7=2O8#| ^ MADK|H B)|@HJ^10(#^51#B8B"25N4@:|2I-IU-6|J3^2Q&%#@|X<
V*^>B6MU7 M2_!Z5QFG7|=K6RGQXUN1^&H%|H%92C)7*%CYE0F#J@BWO+(7& 8T=4^1NZG M>.<
<6P>="O\$6K59P|H8PN6|)3GOU%N"GNIM'R;|V9EJ|Q:MR>#?I71@RUS/+>+P%?*|GQIXI)N,D|B<"43|D|<
M|XG0Y+S|)F0MA:ONH 9T;K#++*,W7|TK3.G@|4|CCLJ;\$QFOA+^9RSRA:X@4+<
M|%>,L@E8\$KQV|XOME#2,XS|&|5L|+03>NVN;H-8K<=U|CV;KET3|J|H.HCG M2D;LX5QW3|0V)1TW<#;|:|5C<
D4A*D&?\$NE7X=\$#5D"3;6|OT|G+I.140O MUX-B)+%*VMV#E^,F?*Y63+%>E(O)*7&.*&^M|S|8*^E3P'MBCF'M5T|<
MN%Q*ZS-HNJD!_CO<@Q\$T7.GL|Z%W":|(ZAE_)&<
M07*#2UD|XMY+T.#PZ@D"NOZS|ZR4A#V@=(7LPOT;4;X/<A*Y)4C.MW8P/W M0+2B1@M&S0^U*RNVS|M)<
(3|GNBG|8X"#_24:00B=-,%|=H MU%D2Q .S)#J*|Q6U<|;78P<0.7YG0'PO';X0E::0MN6Y XW7|E=?1.1|H|<
MUAAA-O_1OJ/LF"S=KZD+3TTSSR LN9WOU@L|L|M|W34%O)^@^5U>|HW*.-7 ML.-0;274^?^X|)-<
QOD+WJEXW6;6&9 1NG>+9\$<4P6I>E%Z5"?|(W|H;+C6 MPZ6*SG0/7GC|O*AF|OVVA>E|W0*<
|I3>HA.T&G/T&G?&6DO@|5-G+?265" 0 M3;L6!2|HU80Q+>(E&A;0@Q\$?"LO*IGR!>SL?+ M|2Q>C5\$PXU!N|O|Q-
T^_3=OW:QD6;E>7;\$<.:^ET|1RK8@TU| G2N&>23E8 M;Q*OW|NV MG#^F&|C/&YE=G.ZY3WUN#9-
|PP5L6DLSM/V6W>VEES*:60C 5% MH@|8B*5 B=4B\$-SS.HOQ_VFJEK|!F<=C&-/T;RL|L"4/G'7,75FL^7<
MY:6E=7PE,\$3A6")6*5Z>6,*|HKR#|YT" T&8G*J_G7HLD<.VI^D%_A_TJ|@4D<
M7A)|K5C80#6V.@ZB|H|N1, \$H#>2WA|6Q\$ON29(BZ(R+2|7|Z5V\$3|PL5F M(CAU&MM)(PU ZR|HFW.@%Y7V;)V)E;<
|T\$|E@C)\$BFGEG&|?>UJ^P>4='(M&6PW|3ZLJ>LFZP;0LG5IW:9P+&=>JX|>:(5 *->)2"@4|B>="7V_&7.?
MHF@C@N|H|JAH|J+B=L:Q>5E:E"Y(>)FJ?7-T-8'GU M;?93?<
QD\$QJM7F_6ZZCIG70="6_VTV 0+|INCRZ|O-5X^P8_>S.89QJOO M7Q=E?QR?UDN1@82SPO#^YQIN8;-<
W\$T|S#2Z|90^2U+XSTSEL^9R*Z M M.#2P/OX+^MF0SK|H|W) #;Y?E;|O|H|6SIR^7BZ6?)A3#IK7|I:7EE2YNGR3A<
M43O'&>^ZM)72&,(9)D&4|H|HP|4WD1U*|(^2KYT)ZE9|A)7^@8"3H0|OBK%;2S>>E|NFI"-S*4 T-
O"IT|T.O^O4'C/E@\$75YJX#+5OEG5 MG>H&|79?(#O%LZZG|08POL.JD)+W"" ICSL24;MNO1(P5#%\$ W_*8.10::U<
MSTF)"8<D)6K70EE9Z.V|FNJ?Y2R#>"LRF)TFB*2.,QKF8JDX#L\$15BDD|J ME6|MA-U>@@Y"H_Y#A6;U%-<
=O*S(@QY|SPZ'MS7|>2"TM)E\$ 53QD(4P MM0N8MA+28|KW-\$4? J&C|I|QX=9ZX-F8V-LN^TK&D)TCP5_HMSO*<
(|2<Q8|MD|E*SE/MA-(3)|T\$*|D=E="@0=J.P.|+).*9I>;&A+X-COBL.0GE6J56 MR6L*SX.EMH02)W4?|J6C9-
NB|G|>^7X|6X#-.E-INV8;K4^3D)7Z4_Q>7<
MB \$4%@N.)XNB+TUO%YX"C|I6QH|V?@B&.@25*|9T\$"*95|>84^&B|5X)X M|U|A70<
ML|L(L0=5#;BQ+>+;VW*H7V|V|O=OXRCCGS*H:(B0XD)U8;LS:M03!#H C, M:6N9/2A>PUGN8<
W_>HNSO02T4G/8A|YGM14P-(K@ "\$+FRHX|L"\$)IC%:8.F&PYRCIU"TBX|A4%11L;|4AX2*LNO|19_T)C#)J#P15"<
M;_>ET4ZKB?|:9DJ=84YRNV|K6T#| GLV|H|EN#4HRD|W +&>9D#5UU^4|2I M#;|D=R.JL|I%<
<:V(L+RT|DT?"5Z6/1EK|A-)AW_W^PY3;|B3O|Z4?)S4AE;R M;Z|&@>DL:62K(CY|02VQW<"3\$H%.G*<
|HW+604K^|=4P|P<|?E(J0VHY%5W MQ?G5Z;/GD<:@NM|E\$BV#(#))2US)!?2|L59E;|4%WO=ZWDSXEK5F|<:OMV<

MOF%N.M57^(D2"IA HL).--BF NTOI/B-#)%"%\$12"%I(!,.'Y?#F?=[70NH@)?IR M-LO!6T!*/E)J#:2MM\2OJRA\$@.0:1Y5*
(X8NG037QZ%12EGVTG.4L1>UZ@1VD MM'^5I#=
(OZ8R&L54^7\$.L%E@2H2*\$8HG)B:%DN*^&.#1#+/8481WWM T XG MB6HC/=E)I0? Z70I#
BLU0L7^:s (XUM0Y?R^/J;PTI2(BM\N0S Z=7+U M=AHWS?*\$X**#)2\$)7_0:4!Q(L1L4B96HX),8>7D?<+<+<
(X7.VAYX.FHU+;+ MT82., P X., (8;J.R4M(IXP"%PEPC#.1F\$A-U892ZB%9+SAS!Y&{V\$#+L MOM8G8F)=FB,?
(0XAY5&UD@O-Q3H.JZJR(.FE0B=%R==?DL"\$ (1YBS)*
MCFP=!) *ITPO;%=DC2NH)=VB8?/HRFP/!/@KB;UHT(6;7A@W@CHH_88CE*1= M)"XECV\$!PA^L%8P?
9DV>F&C8!B\I0J6F@(<&R!F?7 [YTVOR&6>P^.#G_L-X M\$<=30WB7_)W\I 1C1&2!D\16KQ"BL##X9_2DI
PD#Y3Z@_#R1%\$#7D#L\$3*5 MQ3PT:CYU^4!7 # MFI^*G7K"2TCXD+10A(E+K1((3;(N-Y(O&L5?V9A
MILXS;#UTGP:FGGC;#+ ?W=Q?IYJB670HF=7310F#2@_15/+N%7!5"U>HZGI^FMU.< M&L;+CWX)GHHKXN/I6W,?
#PI0_D7:IA^Q:I7BV-O>5:FUO(IYFZ'9;+1D#
MU!;\$ (%2'50S/3CSBB3'(CKB2AJHW>UK'S=H;N;L<16"U@NSJ;HW=B'1635 MH6BCE01^>J,
_)0L^G\^J_E#LRFBY=/GL4\$CN3 *I&.6*M#TLX-\$X;V2H M781X WC+ZYN?OS/ M^AF50P8H9I+@B:
(^X^:.\$H^U^P=1EDC>'Q>V.P";ST=MH3,NUO>8_XV09VF M3ON8*"D/>8G\$9P5A!\$N^#642.-@HM?
M^W!XFEA(C#A?RK5+O^I3,I=2_Q-Z+X1G_Q5LXBQP67*=HI%%PB0TKSE@)
M2ACBF5^E&M!ASD&2Z(*ER0>)'O.S@\$NT<(OY++A.T4A+X.K@ MIFP ""=8Y9_MXGE(1/*Q1%MQ8D))0:8!
(Z2@)RB%\$S6D0K.%+4U.XS MNY^B/IXAK87%:GIK (5;3H>S!E?7EY1V4V78Q1KYNC D;6!KT.&:@@.%&I
M;+9QFJ%GA")DC+K@3<+J/81P@ED-N*Y#HJ7OC7< (BW+X
MJ;QRSYZ6L%05IWO!%1%OP*%J6MIT.7X/J.OHM3786UYN-Y4T*OYPVDAE MRTN(Y:B*/N4>
I9N@%61T5>"LLBR'KK!_R;U;S37@?IPBBR;4U M8<=D"++WM.XV6OYZA5RL1CYC M@4I98H1-N
M@DD10S.0S#F%8'64>UNK=K.8!TAIQ6ITPTO>3<%FHF115^LGEW.T)6%%(B
M2FE;I<)\$KQ*Q&=P6@0M/*M!7+>+EF/Y/H#3@>)-X6<->?<" I.OI9!AW+ MQ<:W/P)PIO9O/O?IX^+
<+3I+,\$HA^B(MB6DRY0A4IDG*BKF!\$?2M>V"!)Y M.)%MB;S3 J!2&{(5YZB3P"B% *?WU_1Z^M'S)"^3XD.I0ITJ=-
UNIPLV\$89TQ:5IOMZA_G^.\$H11S ""U_L ?E">XFB MC.Q@Y""1".1KE4FRN.K1B-
M_(1TT72N8Z.K:6;R;FHSNXUGF.8 M;IA**&IE!IJ.SSCDNCR#DUPOCOA>L_C;EZVO=LEX.-S)T9=X'%9@F!
MODZQEF392'3C5-#H\$J(+N Z#08V;)'IR5@JB#H=UC#ILOE9.S(DZW9ZTKB;@ MIDS+_9QJB/I &T5BC,@&U4.
IGSA2QJG:2?I5>ATW@_&Q0(U91W8!Q@YPI MM5Y+!*AV>C25#@15P5(\$&*N<->!)W?<
FY#IV%KL.=#I0#^L/ZG0!')K#\$ M2%FN96D@ (3B)I!\$Q22FX_+^A I=>>PZ".HEFW92!7X%87G=;W26R!ZI*1W
M#U8EMWP@K962Q*OO;W*\$-RE")11&Y3X1!\$XBD=%F!U)EFQD12ED!_8V M2KK;E+^133ZLXP%J=*2<&I
(C#A<9L1%P*A">"^5<3;)^>JCI@8V@?NK/?' M9J2;J!MP>|-IN7;.%X>?TL3V;9^>*!5!;7R@%@J(AEFN-GUCT
MWVOJMH^I.LL^CV(5RZ"7KHQ-UGE;IE9^CDI>2.W%&Q17=Z9OLM60A22* M^ (0BP1_*J_66\$P61LJ2Y.BD_Y-
M6PN9.*V.A!LBW@Y^YKKAP"AOM_3+ M2I&)=2%BS!;#4)P0H.OOV..F3OI_0@?9;."?J7Y"\$5@5QW4D0!/@&Z
M!^P)0:0M790@("S??+6TB@=F/(R*&38 TL)=T\$W.#.+GOOM^FC1PSDD:I MB(32W3U;((%I30(S7FBC-
7NXAU0.A=^A&8.6TN>4KKNE<\$A M<9%P2Q2EHX;J: #*7)4DLA<%T\$0X (*E:/A\$16X);IK(NHD4?A%XMKK
MONEN8IRV NVMR^W5.PZ).XISK<5\$YV;09>NO?>C-LC"5(-5V@Y8F+MP MMS+D.\$B%0YQ&!;"K#^
S;ELZ/VE9_W3Y.)2X!%(@?7R<*MO383%;^DGU MG>>V;IA GMK8TL2NO!H9<IE K.O "MRJH4"IH>N5/4!4?LI&OI\$-
_H* & M&C\$SMO)ZZ>?SJI)I;U2IC@("=009C3*2CA=ZOXT89IZ)1.S#NK7)NRF9_A4 M7^VH_6*.RBA
4!<B^ENFG&42UA#)3V)HS")Z.(IX3:E2FX"RN?85WVUT M#)^OZPE G87> ""NVV&^&4_I,++V6*YN!73;X_2 J5;>I
H_>*/P\$#3Y" M(R;F0\$U*6<3ZO=>(&KXQ%IO-JEF.AK UUU9C;SP\$;G6)#KM2S"@B">1\$L_9
MSBYIPT5?JG./WPBL&=#+20&P!(H?DZ1WHV39^&S;+IO.ZP32DS7L LZ9! M*XO.(K=\$6E?NYP A(?\$?9!
<&I6#4_0T9<V L^TK3JNLD09"N/?+S!2!5)6 MRHO9?#HCN!>8IOLIZIT)P>#U\$N=W%LUO<*M"@L@NU+^?
NHN4+D_ \$tJ
M2^WXC>2KL1<0 WP^& 8SQ+0>_05!7KJ(WQ:N/5V >0)Z=P=QFI.X/4@JLHNVMMHMB8/U<\$S3UDZOR2BG&
(2_P=W^K MX7<'G201&%WWNG>_6WJ?EWSLX_OYY7!A6(YOEC)E=8?IFE.HH;O! M.G%=M J V
&6V0+)=IXW;>GY05-Z>Y1!F\$=-EDP)J9PA;+*!SLU%!I MB1XTP2%J_2VH1BQ#;SA-SCH;
K7G*+3_9N_Z;FIACR\$ "W.EK2X7S1MZ>W5 M)7R>O?Y1J<\$Y;:9_X%D.VN97L_SW/G2_!#*T@6T=00<(L)&88
<_W23!9Y'#24?_8_7L 4GBY MZ_*3TYX\$R;JWH(M>V(%E.*G&X+?7GPMY2+(P/K%XC)^VVDS@2*IA)5
MG23;3@16T!7;^Q!^FTJM?6TC_I38N4X^N&P!RFQJ557TS)JZ%1@!@N."S "MWR_!QNI4LI ME#;(7*GP^ZB^+
M#S#;"NBE"7+OPY9/P.ZOJ5T!W6YV:0P0Y=E?ID08KHJHW.K8R.I0")L;LNHLC8?#>M;Q7W MI!#>AU;^?GRY9?
I^8?I8OH7CXOW^7%Q3IOM5A.(X?)FICL.LD3/XZKZ&S MHV<;TE;I;9!?\$UH/9"
[*X^/0MOEPL*VEWZZ!#>G8*G&2.(8.?FKKZ60= MI;OGI+^!#1**E#_Y=44!_X!72"KG8(9.@LW=^75V?2?
YVE12*R@JFWC M#>89'E;V!HB@%>7TI(X<_!P>;PI.MJFS3^.#W*/L=< XN0_SLM9>IJ> MGTW3!-OBV6J
("3)VUCZ1^GWUDI80^E1)>09UNZ!(Z4^T-GXZIS?&GIZ MK&T8C9/ITEG<
VE+IC@^:OE5KPC'_CK&IA7@.GOLPWF%.:IQGB;<>*G"W> MYPT;I_*P3=L5\$;R9.=LVSN@TY2=A#ES?%\$ZF=YH>
IYMKP=FDE:A09Q-MT^+5"HA9Q*)OVL;0.CNHJ8F!4O2I6TN+J/WRR_PU4KCXD-Y;ICY;5D^
M_HXF">QL5Y.2D^PLBM&HJS#_8Y=8Z>*JH@H!H!OXU8.C78/R/XXSV*.S MIR!S"Z-#)WHWU-
IE7XIVG5%MW*+UNJ=O)R!@DF\$>0 ACJ?_D^XC G?^?
MI^!U6.IS'D<@!VTSEH>O3A3.HNCQ87D/3(#Y+_/9Y=>W MB!5E18WN&W0V=Q>>DCDZL/?
IPJ*6K;D(UOSE=7WLD.W1_M53ER1PI746.ETIAKS;G)RHN"=D.I3;>5W0?_!MO)IMW#GHX35@BFI
(6Z0=TYG"-0;K8U;<\$-7B=S^5X M>?47/IE**)O3_V^P?#N-LXM*.22#)ABNTT@U M7>|66W;.:I1D|DO3>R8Z2.-
Y8Y.\$/ FMJB?@KGF^17:4?L=I^FXI^W2D
M)I;Y*LWTGI>WIOG.\$C5+26NCA3>T^O:A\N)G!;+Y85CHWCWJ0.EM*9STI MH*\$5^<
BR=-V\$!CRH&J)ED9^T4S>.; VOC75^!38Q^DR99260<*T"57C!F M>N.XOYLMIM5KG?(DZ_VO#U)B*PFLO>(9W-
MYX^EW77Y;!SQ(72TEH/!)9>@. MM<6A*AO54MBV!025TL)HSU".2%7^55L!L#":2@EK(AV0PN!RZUPJ>3W&MO?
IH*0?S@/DYRKHJ^/8>E7>4HDP3+5V?07=%PVA+V"19R5V!4GOI^ M("6VE Y7&2#
ITM!7.CRSTGYMUON:AT /S7Z09M*1=RL;"&WM;FB^F+5Z6 M^T35ZHJWC'G0G8"6LB)!"&?
P^H+VU_U2@6VCWF0ZEI*@SPAG%9?SCHN?I M_A B/#WOZ16"J3-4>8W@_(KO\$JPGN5B<4C")RV_6P=LGIFAM-?
EVA35U'W#:Y?QB MFMY_'D53=T?<;A&=F!T.=CWO).OW6!:-*H_M9HOZ;MK_7<:=A=Q*5MUAV0Z?#KO?
4!06DTIAA=O^U+W!2>;GM&W>P^X@' MJ^X J;2P!8OT4V&SL;.(TH;MIGV8_H*R_3+_YXLQ_WPQID0ISGKIXY>?
6#2GE!<'W088/E@5;17* TH:U4# MIL(O8'4S'*.+C?SFI2=#>.%U!>+HCL?_%7Y;_7+4?3I&'BI^6PI=7LPH^G
ME77>"XF#+_I8@IGV8;-IKBZ^3V17 IR4Z;>I7YI!FO)3T+JGD\$AT*MV
M9T>*N@XK&@I^XK30_*%*!_YU^6BTIG'S_U HNGYQMD+?FB;INF MBXY0YU*?00/UC;D6OCU0^XMJ;
IW;9I/KLX_0:RCW>(86%GW5;5KWI;K!T^O@P=C_I3PPI7(>.@U5WF!;+<Y M.UV.48!2YSZ-
I^=W?;*JM3A!HE2D'.H&Q6J^&=+4G3?^D0/ZO/N!Q7!|=W!VCKGT=;OU72+>3SS"6+S/ MG^<^!56G\$&L/C.MH>-
!A*%&.IBG4*B!D2FV!)@_#'^G!V&I%)9_R!N M!VA!BOX/%\$HP0PL%8^7DZ T;!8!6K2!L2NM?
E!AISL/K.X_3TA\$B&OU7; MA!V#M8;>=O.GM;.\$T8P!5=H!>M7I8P@O>&&ZQZ!O1#N\$T0#1G#S_+Z;N
M+;PSY&"5FJ>PL<";4IMUP#" &\$H140X<.3A#H1/ML88IY-
&\$KEI^#J>UU35@P&'.QT^15;I=&\$HEY=K@FKH**H88!%CY%.0!E MT(L:IM1ZG)^??/C2>XP^!2%I97-^X^<

L/H/P(2Y+/9X"OO MFAZ.@W>S4?TX^_Y4CS;2X5OX^_B=#DTPVZ>|0|>*O9|>O9&CXIUZNW_2&AI8FET,S)?
M,7\$R,C0N:1M4\$!A0#% @ ,6/^6 YW(YO5| "6D. !\$ M (!A4 !O;VPM,C R # V,S N:1M4\$!A0#% @ ,6/^6/?S
M5D%2" D4T !\$ (!O@!% !O;VPM,C R # V,S N>^D M4\$!A0#% @ ,6/^6*N? *GZ%0 #LX !4 (!PH; M !O;VPM,C R #
V,S;?8V%L+GAM;%!+0(4 O0 (#%C_EAQMXXHX8;D M \$Y 5 " 6P@0!P;VH+3(P,C0P,C,P7VIE9BYX;6O0 M2P\$"% ,4 "
O8 Y8O:(O5Z8)!K/@ % ' .0\$ M<&JO;"TR,#(T,#8S,%IG,2YJ<&=02Ps"% ,4 " O8 Y8U5D50ZNO "! M! 4 %0 @ '7=@\$
<&JO;"TR,#(T,#8S,%IL86(N>&UL4\$! M A0#% @ ,6/^6#X&\$KM23 (90# !4 (!M0<" !O I;VPM,C R # V,S;!
<)>E+GAM;%!+08 "@ * (! Z5 (! end XML 49 pool-20240630_htm.xml IDEA: XBRL DOCUMENT 0000945841 2024-
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gaap:AdditionalPaidInCapitalMember 2023-03-31 0000945841 us-gaap:RetainedEarningsMember 2023-03-31
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0000945841 us-gaap:CommonStockMember 2023-04-01 2023-06-30 0000945841 us-
gaap:AdditionalPaidInCapitalMember 2023-04-01 2023-06-30 0000945841 us-
gaap:AccumulatedOtherComprehensiveIncomeMember 2023-04-01 2023-06-30 0000945841 us-
gaap:CommonStockMember 2023-06-30 0000945841 us-gaap:AdditionalPaidInCapitalMember 2023-06-30
0000945841 us-gaap:RetainedEarningsMember 2023-06-30 0000945841 us-
gaap:AccumulatedOtherComprehensiveIncomeMember 2023-06-30 0000945841 us-
gaap:AccumulatedTranslationAdjustmentMember 2024-06-30 0000945841 us-
gaap:AccumulatedTranslationAdjustmentMember 2023-06-30 0000945841 us-
gaap:AccumulatedTranslationAdjustmentMember 2023-12-31 0000945841 us-
gaap:AccumulatedNetGainLossFromDesignatedOrQualifyingCashFlowHedgesMember 2024-06-30 0000945841 us-
gaap:AccumulatedNetGainLossFromDesignatedOrQualifyingCashFlowHedgesMember 2023-06-30 0000945841 us-
gaap:AccumulatedNetGainLossFromDesignatedOrQualifyingCashFlowHedgesMember 2023-12-31 0000945841
stpr:GA pool:SwimlineDistributorsInc.Member 2024-05-01 2024-05-31 0000945841 stpr:MS
pool:ShorelinePoolDistributionMember 2024-01-01 2024-01-31 0000945841 country:PT
pool:A.C.SolucosParaPiscinasLda.Member 2023-12-01 2023-12-31 0000945841 stpr:AL
pool:PioneerPoolProductsInc.Member 2023-06-01 2023-06-30 0000945841 stpr:ND
pool:RecreationSupplyCompanyMember 2023-05-01 2023-05-31 0000945841 stpr:AZ
pool:ProWaterIrrigationLandscapeSupplyInc.Member 2023-03-01 2023-03-31 0000945841 us-
gaap:FairValueInputsLevel2Member 2024-06-30 0000945841 us-gaap:FairValueInputsLevel2Member 2023-06-30
0000945841 us-gaap:FairValueInputsLevel1Member 2024-06-30 0000945841 us-
gaap:FairValueInputsLevel1Member 2023-06-30 0000945841 pool:InterestRateSwap1Member 2024-01-01 2024-06-
30 0000945841 pool:InterestRateSwap1Member 2020-02-05 0000945841 pool:InterestRateSwap2Member 2024-01-
01 2024-06-30 0000945841 pool:InterestRateSwap2Member 2020-03-09 0000945841
pool:ForwardStartingInterestRateSwapMember 2024-01-01 2024-06-30 0000945841
pool:ForwardStartingInterestRateSwapMember 2020-03-09 0000945841 us-gaap:LineOfCreditMember 2024-06-30
0000945841 us-gaap:LineOfCreditMember 2023-06-30 0000945841 pool:TermLoanUnderCreditFacilityMember
2024-06-30 0000945841 pool:TermLoanUnderCreditFacilityMember 2023-06-30 0000945841
pool:TermFacilityMember 2024-06-30 0000945841 pool:TermFacilityMember 2023-06-30 0000945841 us-
gaap:SecuredDebtMember 2024-06-30 0000945841 us-gaap:SecuredDebtMember 2023-06-30 shares iso4217:USD
iso4217:USD shares pool:numberOfReportingUnits pure 0000945841 --12-31 2024 Q2 false 10-Q true 2024-06-30
false POOL CORPORATION DE 0-26640 36-3943363 109 Northpark Boulevard, Covington, LA 70433-5001 (985) 892-
5521 Common Stock, par value \$0.001 per share POOL NASDAQ Yes Yes Large Accelerated Filer false false false
38257928 1769784000 1857363000 2890594000 3064138000 1239643000 1289580000 2021894000 2126599000
530141000 567783000 868700000 937539000 258660000 240774000 488499000 464758000 271481000 327009000
380201000 472781000 14044000 16892000 27463000 32728000 257437000 310117000 352738000 440053000
65058000 77987000 81531000 106260000 60000 120000 117000 156000 192439000 232250000 271324000
333949000 5.02 5.95 7.07 8.55 4.99 5.91 7.03 8.48 38124000 38837000 38164000 38857000 38325000 39115000
38399000 39155000 1.20 1.10 2.30 2.10 192439000 232250000 271324000 333949000 4684000 2801000 8352000
5271000 459000 1166000 284000 104000 1376000 3497000 850000 313000 6060000 6298000 7502000
4958000 186379000 238548000 263822000 338907000 96894000 53225000 66540000 169849000 203459000
145723000 407680000 427491000 197187000 1295600000 1392886000 1365466000 35789000 19994000 40444000
2005812000 2097055000 1815360000 241871000 209541000 223929000 699686000 699918000 700078000
294684000 302444000 298282000 1399000 1278000 1305000 313840000 279468000 305688000 83622000
90875000 83426000 3640914000 3680579000 3428068000 515645000 485100000 508672000 152978000

170658000 134676000 44726000 36219000 38203000 94024000 79763000 89215000 807373000 771740000
770766000 675955000 58151000 67421000 1071827000 1148367000 1015117000 44135000 39236000 40028000
226315000 204553000 221949000 2217245000 2222047000 2115281000 0.001 0.001 0.001 100000000 100000000
100000000 38289105 39048604 38354829 38000 39000 38000 626347000 593081000 606177000 798204000
854559000 699990000 920000 10853000 6582000 1423669000 1458532000 1312787000 3640914000 3680579000
3428068000 271324000 333949000 17591000 15292000 4201000 4237000 10344000 9996000 117000 156000
1246000 3563000 232647000 276945000 66975000 201380000 38231000 4423000 6166000 76140000 8720000
13744000 172102000 376777000 4435000 11500000 34928000 30191000 1018000 169000 38345000 41860000
756300000 698795000 830400000 1001399000 467000000 388900000 324000000 240200000 12500000 47313000
8085000 17859000 1562000 19182000 0 551000 9826000 7309000 88287000 82018000 84496000 50742000
-100034000 -328542000 -3369000 1259000 30354000 7634000 66540000 45591000 96894000 53225000 38355000
38000 606177000 699990000 6582000 1312787000 0 0 0 78885000 0 78885000 0 0 0 3668000 3668000 742000
0 0 0 2226000 2226000 41000 0 16304000 0 16304000 0 0 5328000 0 5328000 148000 0 8773000 0 8773000
0 0 0 42343000 0 42343000 38462000 38000 620278000 720228000 5140000 1345684000 0 0 0 192439000 0
192439000 0 0 0 4684000 4684000 459000 0 0 0 1376000 1376000 181000 0 0 68519000 0 68519000 0 0
5016000 0 0 5016000 8000 0 1053000 0 0 1053000 0 0 45944000 0 45944000 38289000 38000 626347000
798204000 920000 1423669000 39069000 39000 575776000 653484000 5895000 1235194000 0 0 0 101699000 0
101699000 0 0 0 2469000 2469000 1269000 0 0 0 3809000 3809000 144000 0 0 50549000 0 50549000 0 0
4923000 0 0 4923000 108000 0 5896000 0 0 5896000 0 0 39073000 0 39073000 39033000 39000 586595000
665561000 4555000 1256750000 0 0 232250000 0 232250000 0 0 2801000 2801000 1166000 0 0 0 3497000
3497000 0 0 0 0 0 0 0 5073000 0 5073000 16000 0 1413000 0 0 1413000 0 0 42945000 0 42945000 0 0
307000 0 307000 39049000 39000 593081000 854559000 10853000 1458532000 Summary of Significant

Accounting Policies<div style="text-align:justify">Pool Corporation (the Company, which may also be referred to as we, us or our)</div><div style="text-align:justify">
</div><div style="text-align:justify">The interim Consolidated Financial Statements include all normal and recurring adjustments that are necessary for a fair presentation of our financial position and operating results. All significant intercompany accounts and intercompany transactions have been eliminated.</div><div style="text-align:justify">
</div><div style="text-align:justify">A description of our significant accounting policies is included in our 2023 Annual Report on Form 10-K. You should read the interim Consolidated Financial Statements in conjunction with the Consolidated Financial Statements and accompanying notes in our 2023 Annual Report on Form 10-K. The results for our three and six-month periods ended June 30, 2024, are not necessarily indicative of the expected results for our fiscal year ending December 31, 2024. </div><div style="text-align:justify">
</div><div style="text-align:justify">Income Taxes</div><div style="text-align:justify">
</div><div style="text-align:justify">We reduce federal and state income taxes payable by the tax benefits associated with the exercise of nonqualified stock options and the lapse of restrictions on restricted stock awards. To the extent realized tax deductions exceed the amount of previously recognized deferred tax benefits related to share-based compensation, we record an excess tax benefit. We record all excess tax benefits as a component of income tax benefit or expense on the Consolidated Statements of Income in the period in which stock options are exercised or restrictions on restricted stock awards lapse. We recorded excess tax benefits of \$0.4 million in the second quarter of 2024 compared to \$0.6 million in the second quarter of 2023 and \$7.8 million in the six months ended June 30, 2024, compared to \$5.4 million in the six months ended June 30, 2023.</div><div style="text-align:justify">
</div><div style="text-align:justify">Retained Earnings</div><div style="text-align:justify">
</div><div style="text-align:justify">We account for the retirement of repurchased shares as a reduction of Retained Earnings. As of June 30, 2024, the Retained Earnings on our Consolidated Balance Sheets reflects cumulative net income, the cumulative impact of adjustments for changes in accounting pronouncements, share retirements since the inception of our share repurchase programs of \$2.5 billion and cumulative dividends of \$1.2 billion.</div><div style="text-align:justify">
</div><div style="text-align:justify">Accumulated Other Comprehensive (Loss) Income</div><div style="text-align:justify">
</div><div style="margin-bottom:6pt">The table below presents the components of our Accumulated other comprehensive (loss) income

																June 30,								
																December 31,								
																2024								
													2023			2023								
													Foreign currency translation adjustments			\$(
													(21,051)			(14,338)								
													\$			(12,699)								
													(12,699)			(12,699)								
													Unrealized gains on interest rate swaps, net of tax			20,131								
													25,191			19,281								
													Accumulated other comprehensive (loss) income			\$(
													(920)			10,853								
													10,853			10,853								

bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">6,582 </td><td style="background-color:#cfe2f3;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,582 </td></tr></table></div><div style="margin-bottom:9pt">Recent Accounting Pronouncements Pending Adoption</div><div>The following table summarizes recent accounting pronouncements that we plan to adopt in future periods.</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:18.401%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.401%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.403%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Standard</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Description</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Effective Date</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Effect on Financial Statements and Other Significant Matters</td></tr><tr><td colspan="3" style="border-left:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Accounting Standards Update (ASU) 2023-09,Income Taxes (Topic 740): Improvements to Income Tax Disclosures</td><td colspan="3" style="border-left:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-09,Income Taxes—Improvements to Income Tax Disclosures, which will require enhancements and further transparency to various income tax disclosures, most notably the tax rate reconciliation and income taxes paid.</td><td colspan="3" style="border-left:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Annual periods beginning after December 15, 2024 on a prospective basis. Retrospective application for all periods presented is permitted. Early adoption is also permitted.</td><td colspan="3" style="border-left:1pt solid #000;border-right:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">We are currently evaluating the effect this standard will have on our disclosures.</td></tr><tr><td colspan="3" style="border-left:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">ASU 2023-07,Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures</td><td colspan="3" style="border-left:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">In November 2023, the FASB issued ASU 2023-07,Segment Reporting—Improvements to Reportable Segment Disclosures,whichintends to improve reportable segment disclosures by requiring enhanced disclosures about significant segment expenses, enhance interim disclosure requirements, refine situations in which an entity can disclose multiple segment measures of profit or loss and provide advanced segment disclosure requirements for entities with a single reportable segment, as well as other disclosure requirements.</td><td colspan="3" style="border-left:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">Annual periods beginning after December 15, 2023 on a retrospective basis for all periods presented. Early adoption is permitted.</td><td colspan="3" style="border-left:1pt solid #000;border-right:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top">ASU 2023-06,Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative</td><td colspan="3" style="border-bottom:1pt solid #000;border-left:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

In October 2023, the FASB issued ASU 2023-06, *Disclosure Improvements – Codification Amendments in Response to the SEC’s Disclosure Update and Simplification Initiative*, which will impact various disclosure areas, including the statement of cash flows, accounting changes and error corrections, earnings per share, debt, equity, derivatives and transfers of financial assets.

The amendments in ASU 2023-06 will be effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited.

We are currently evaluating the effect this standard will have on our disclosures.

Pool Corporation (the *Company*) *Company* which may also be referred to as *we*, *us* or *our* prepared the unaudited interim Consolidated Financial Statements following U.S. generally accepted accounting principles (GAAP) and the requirements of the Securities and Exchange Commission (SEC) for interim financial information. As permitted under those rules, we have condensed or omitted certain footnotes and other financial information required for complete financial statements.

The interim Consolidated Financial Statements include all normal and recurring adjustments that are necessary for a fair presentation of our financial position and operating results. All significant intercompany accounts and intercompany transactions have been eliminated. We reduce federal and state income taxes payable by the tax benefits associated with the exercise of nonqualified stock options and the lapse of restrictions on restricted stock awards. To the extent realized tax deductions exceed the amount of previously recognized deferred tax benefits related to share-based compensation, we record an excess tax benefit. We record all excess tax benefits as a component of income tax benefit or expense on the Consolidated Statements of Income in the period in which stock options are exercised or restrictions on restricted stock awards lapse.

Retained earnings, 250000000 120000000

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The table below presents the components of our Accumulated other comprehensive (loss) income balance (in thousands):

			June 30,						December 31,		
			2024			2023			2023		
			\$			(21,051)					
			\$								

(14,338)

Unrealized gains on interest rate swaps, net of tax

20,131

25,191

19,281

Accumulated other comprehensive (loss) income

10,853

6,582

Recent Accounting Pronouncements Pending Adoption

	2023	2022	2021	2020	2019	2018	2017
Standard							
Description							
Effective Date							
Effect on Financial Statements and Other Significant Matters							

Accounting Standards Update (ASU) 2023-09, Income Taxes (Topic 740); Improvements to Income Tax Disclosures

In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-09,

Income Taxes (Topic 740): Improvements to Income Tax Disclosures

In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-09, ***Income Taxes—Improvements to Income Tax Disclosures***, which will require enhancements and further transparency to various income tax disclosures, most notably the tax rate reconciliation and income taxes paid.

Annual periods beginning after December 15, 2024 on a prospective basis. Retrospective application for all periods presented is permitted. Early adoption is also permitted.

We are currently evaluating the effect this standard will have on our disclosures.

ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued ASU 2023-07, ***Segment Reporting—Improvements to Reportable Segment Disclosures***, which ***intends to improve reportable segment disclosures by requiring enhanced disclosures about significant segment expenses, enhance interim disclosure requirements, refine situations in which an entity can disclose multiple segment measures of profit or loss and provide advanced segment disclosure requirements for entities with a single reportable segment, as well as other disclosure requirements.***

Annual periods beginning after December 15, 2023 on a retrospective basis for all periods presented. Early adoption is permitted.

ASU 2023-06, Disclosure Improvements: Codification Amendments in Response to the SEC’s Disclosure Update and Simplification Initiative

In October 2023, the FASB issued ASU 2023-06, ***Disclosure Improvements—Codification Amendments in Response to the SEC’s Disclosure Update and Simplification Initiative***, which will impact various disclosure areas, including the statement of cash flows, accounting changes and error corrections, earnings per share, debt, equity, derivatives and transfers of financial assets.

The amendments in ASU 2023-06 will be effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited.

We are currently evaluating the effect this standard will have on our disclosures.

Earnings Per Share

We calculate basic and diluted earnings per share using the two-class method. Earnings per share under the two-class method is calculated using net income attributable to common stockholders, which is net income reduced by the earnings allocated to participating securities. Our participating securities include share-based payment awards that contain a non-forfeitable right to receive dividends and are considered to participate in undistributed earnings with common shareholders. Participating securities excluded from weighted average common shares outstanding were 208,000 for the three months ended June 30, 2024 and 205,000 for the three months ended June 30, 2023, and 206,000 for the six months ended June 30, 2024 and 209,000 for the six months ended June 30, 2023.

The table below presents the computation of earnings per share, including the reconciliation of basic and diluted weighted average shares outstanding (in thousands, except per

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Since these options have exercise prices that are higher than the average market prices of our common stock, including them in the calculation would have an anti-dilutive effect on earnings per share.

	2020	2021	2022	2023	2024
Three Months Ended	208000000	205000000	206000000	209000000	
June 30,					
Six Months Ended					
June 30,					
2024					
2023					
Net income					
\$	192,439				
\$					
\$	232,250				
\$					
\$	271,324				

Derivative																				
Effective Date																				
Termination Date																				
Notional Amount (in millions)																				
Fixed Interest Rate																				
Forward-starting interest rate swap																				
March 9, 2020																				
February 28, 2025																				
February 26, 2027																				
\$150.0																				
0.7630%																				

Failure of any of our swap counterparties would result in the loss of any potential benefit to us under our swap agreements. In this case, we would still be obligated to pay the variable interest payments underlying our debt agreements. Additionally, failure of our swap counterparties would not eliminate our obligation to continue to make payments under our existing swap agreements if we were in a net pay position.

Our interest rate swap contracts and forward-starting interest rate swap contract are subject to master netting arrangements. According to our accounting policy, we do not offset the fair values of assets with the fair values of liabilities related to these contracts.

Other

Our deferred compensation plan asset represents investments in securities (primarily mutual funds) traded in an active market (Level 1 inputs) held for the benefit of certain employees as part of our deferred compensation plan. We record an equal and offsetting deferred compensation plan liability, which represents our obligation to participating employees. Changes in the fair value of the plan asset and liability are reflected in Selling and administrative expenses on the Consolidated Statements of Income.

The carrying values of cash and cash equivalents, receivables, accounts payable and accrued liabilities approximate fair value due to the short maturity of those instruments. The carrying value of our long-term debt approximates its fair value. Our determination of the estimated fair value reflects a discounted cash flow model using our estimates, including assumptions related to borrowing rates (Level 3 inputs).

The table below presents our assets and liabilities measured and recorded at fair value on a recurring basis (in thousands):

2023

Variable rate debt		
Short-term borrowings		
7,053		
Current portion of long-term debt		
Australian credit facility		
12,673		Current portion of term loans under credit facility
25,000		25,000
Short-term borrowings and current portion of long-term debt		
44,726		
Long-term portion		

Total debt </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,116,553</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,184,586 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 7053000 0 12673000 11219000 25000000 25000000 44726000 36219000 178400000 217106000 450000000 475000000 109938000 109938000 334700000 348200000 1211000 1877000 1071827000 1148367000 1116553000 1184586000 -400000 -600000 false false false false"