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STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549 FORM 10-Q(Mark One) â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended June 29, 2024OR â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934Commission file number: 001-39898Driven Brands Holdings Inc.(Exact name of Registrant as specified in its charter) Delaware(State or other jurisdiction of incorporation or organization) 47-3595252(I.R.S. Employer Identification No.) 440 South Church Street, Suite 700Charlotte, North Carolina(Address of principal executive offices) 28202(Zip Code) Registrantâ€™s telephone number, including area code: (704) 377-8855Title of each classCommon Stock, $0.01 par value Trading SymbolDRVN Name of each exchange on which registeredThe Nasdaq Global Select MarketIndicate by check mark whether the registrant (1) has 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 the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Large accelerated filer â˜’ Non-accelerated filer â˜ Accelerated filer â˜ Small reporting company â˜ Emerging growth company â˜ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act â˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes â˜ No â˜’As of AugustÂ 5, 2024, the Registrant had 164,081,878 shares of Common Stock outstanding.Driven Brands Holdings Inc.Table of ContentsPagePART I. FINANCIAL INFORMATIONItem 1. Financial Statements (Unaudited)3Â Â Â Â Â Consolidated Statements of Operations3Â Â Â Â Â Consolidated Statements of Comprehensive Income (Loss)4Â Â Â Â Â Consolidated Balance Sheets5Â Â Â Â Â Consolidated Statements of Shareholdersâ€™ Equity6Â Â Â Â Â Consolidated Statements of Cash Flows8Â Â Â Â Â Notes to the Consolidated Financial Statements10Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations21Item 3. Quantitative and Qualitative Disclosures About Market Risk44Item 4. Controls and Procedures45PART II. OTHER INFORMATIONItem 1. Legal Proceedings46Item 1A. Risk Factors46Item 2. Unregistered Sales of Equity Securities and Use of Proceeds46Item 3. Defaults Upon Senior Securities46Item 5. Other Information46Item 6. Exhibits47Signatures48Forward-Looking StatementsThis Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are generally identified by the use of forward-looking terminology, including the terms â€œanticipate,â€ â€œbelieve,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œlikely,â€ â€œmay,â€ â€œplan,â€ â€œpossible,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œtarget,â€ â€œwill,â€ â€œwouldâ€ and, in each case, their negative or other various or comparable terminology. All statements other than statements of historical facts contained in this Quarterly Report, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, trends, plans, objectives of management, impact of accounting standards and guidance, impairments, and expected market growth are forward-looking statements. In particular, forward-looking statements include, among other things, statements relating to: (i) our strategy, outlook, and growth prospects; (ii) our operational and financial targets and dividend policy; (iii) general economic trends and trends in the industry and markets; (iv) the risks and costs associated with the integration of, and or ability to integrate, our stores and business units successfully; (v) the proper application of generally accepted accounting principles, which are highly complex and involve many subjective assumptions, estimates, and judgments; and (vi) the competitive environment in which we operate. Forward-looking statements are not based on historical facts but instead represent our current expectations and assumptions regarding our business, the economy, and other future conditions, and involve known and unknown risks, uncertainties, and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. It is not possible to predict or identify all such risks. These risks include, but are not limited to, the risk factors that are described under the section titled â€œRisk Factorsâ€ in our Annual Report on Form 10-K for the fiscal year ended DecemberÂ 30, 2023 as well as in our other filings with the Securities and Exchange Commission, which are available on its website at www.sec.gov. Given these uncertainties, you should not place undue reliance on these forward-looking statements.Forward-looking statements represent our estimates and assumptions only as of the date on which they are made, and we undertake no obligation to update or review publicly any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required

by law.2Part I. Financial InformationItem 1. Financial Statements (Unaudited) DRIVEN BRANDS HOLDINGS INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)Three Months EndedSix Months Ended(in thousands, except per share amounts)June 29, 2024July 1, 2023June 29, 2024July 01, 2023Net revenue:Franchise royalties and fees$50,029Â $49,805Â $95,074Â $93,320Â Company-operated store sales394,681Â 394,578Â 769,137Â 770,644Â Independently-operated store sales60,280Â 61,533Â 113,327Â 114,065Â Advertising contributions24,911Â 24,749Â 48,981Â 46,426Â Supply and other revenue81,665Â 76,186Â 157,273Â 144,863Â Total net revenue611,566Â 606,851Â 1,183,792Â 1,169,318Â Operating Expenses:Company-operated store expenses254,174Â 257,040Â 496,227Â 500,449Â Independently-operated store expenses31,956Â 31,958Â 61,311Â 61,322Â Advertising expenses24,911Â 24,749Â 48,981Â 46,426Â Supply and other expenses40,554Â 42,106Â 76,770Â 79,372Â Selling, general, and administrative expenses121,123Â 96,815Â 237,525Â 209,143Â Acquisition related costs271Â 3,750Â 2,065Â 5,597Â Store opening costs940Â 1,377Â 2,203Â 2,402Â Depreciation and amortization44,633Â 45,419Â 87,862Â 83,617Â Asset impairment charges and lease terminations12,497Â 6,044Â 31,823Â 6,211Â Total operating expenses531,059Â 509,258Â 1,044,767Â 994,539Â Operating income 80,507Â 97,593Â 139,025Â 174,779Â Other expenses, net:Interest expense, net31,796Â 40,871Â 75,568Â 79,012Â Foreign currency transaction loss (gain), net681Â (1,302)5,002Â (2,977)Other expense, net32,477Â 39,569Â 80,570Â 76,035Â Income before taxes48,030Â 58,024Â 58,455Â 98,744Â Income tax expense 17,871Â 20,275Â 24,035Â 31,246Â Net income$30,159Â $37,749Â $34,420Â $67,498Â Earnings per share:Basic$0.18Â $0.23Â $0.21Â $0.41Â Diluted$0.18Â $0.22Â $0.21Â $0.40Â Weighted average shares outstandingBasic159,795Â 162,911Â 159,713Â 162,848Â Diluted160,765Â 166,888Â 160,683Â 166,882Â The accompanying notes are an integral part of these unaudited consolidated financial statements.3DRIVEN BRANDS HOLDINGS INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)Three Months EndedSix Months Ended(in thousands)June 29, 2024July 1, 2023June 29, 2024July 1, 2023Net income$30,159Â $37,749Â $34,420Â $67,498Â Other comprehensive income:Foreign currency translation adjustments(2,676)6,165Â (18,583)17,516Â Unrealized (loss) gain from cash flow hedges, net of tax expense (benefit) of $7, ($19), $22, ($21), respectively(865)222Â (1,482)22Â Actuarial (loss) gain of defined pension plan, net of tax expense of $0(2)(4)(10)12Â Other comprehensive (loss) income, net(3,543)6,383Â (20,075)17,550Â Total comprehensive income 26,616Â 44,132Â 14,345Â 85,048Â Comprehensive income attributable to non-controlling interestsâ€”Â 14Â â€”Â 13Â Comprehensive income attributable to Driven Brands Holdings Inc.$26,616Â $44,118Â $14,345Â $85,035Â The accompanying notes are an integral part of these unaudited consolidated financial statements.4DRIVEN BRANDS HOLDINGS INC. AND SUBSIDIARIESCONSOLIDATED BALANCE SHEETS (Unaudited)(in thousands, except share and per share amounts)June 29, 2024December 30, 2023AssetsCurrent assets:Cash and cash equivalents$148,814Â $176,522Â Restricted cash4,414Â 657Â Accounts and notes receivable, net195,327Â 151,259Â Inventory70,527Â 83,171Â Prepaid and other assets44,426Â 46,714Â Income tax receivable13,893Â 15,928Â Assets held for sale237,183Â 301,229Â Advertising fund assets, restricted43,039Â 45,627Â Total current assets757,623Â 821,107Â Other assets103,746Â 56,565Â Property and equipment, net1,422,961Â 1,438,496Â Operating lease right-of-use assets1,378,264Â 1,389,316Â Deferred commissions6,740Â 6,312Â Intangibles, net721,691Â 739,402Â Goodwill1,431,555Â 1,455,946Â Deferred tax assets3,627Â 3,660Â Total assets$5,826,207Â $5,910,804Â Liabilities and shareholders' equityCurrent liabilities:Accounts payable$72,118Â $67,526Â Accrued expenses and other liabilities236,586Â 242,171Â Income tax payable2,053Â 5,404Â Current portion of long-term debt33,332Â 32,673Â Income tax receivable liabilityâ€”Â 56,001Â Advertising fund liabilities15,115Â 23,392Â Total current liabilities359,204Â 427,167Â Long-term debt2,855,823Â 2,910,812Â Deferred tax liabilities157,271Â 154,742Â Operating lease liabilities1,317,342Â 1,332,519Â Income tax receivable liability133,623Â 117,915Â Deferred revenue31,472Â 30,507Â Long-term accrued expenses and other liabilities28,682Â 30,419Â Total liabilities4,883,417Â 5,004,081Â Commitments and contingencies (Note 12)Preferred Stock $0.01 par value; 100,000,000 shares authorized; none issued or outstandingâ€”Â â€”Â Common stock, $0.01 par value, 900,000,000 shares authorized: and 164,082,430 and 163,965,231 shares outstanding; respectively1,641Â 1,640Â Additional paid-in capital1,674,766Â 1,652,401Â Accumulated deficit(675,667)(710,087)Accumulated other comprehensive loss(57,950)(37,875)Total shareholdersâ€™ equity attributable to Driven Brands Holdings Inc.942,790Â 906,079Â Non-controlling interestsâ€”Â 644Â Total shareholders' equity942,790Â 906,723Â Total liabilities and shareholders' equity$5,826,207Â $5,910,804Â The accompanying notes are an integral part of these unaudited consolidated financial statements.5DRIVEN BRANDS HOLDINGS INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITY (Unaudited)Three Months EndedJune 29, 2024July 1, 2023(in thousands, except share amounts)SharesAmountSharesAmountPreferred stock, $0.01 par value per shareâ€”Â $â€”Â â€”Â $â€”Â Common stock, $0.01 par value per shareBalance at beginning of period164,079,581Â $1,641Â 167,560,449Â $1,675Â Shares issued for exercise/vesting of share-based compensation awards2,849Â â€”Â 48,259Â 1Â Forfeiture of restricted stock awardsâ€”Â â€”Â (242,147)(2)Balance at end of period164,082,430Â $1,641Â 167,366,561Â $1,674Â Additional paid-in capitalBalance at beginning of period$1,664,764Â $1,633,460Â Share-based compensation expense10,982Â 4,485Â Tax obligations for share-based compensation(980)â€”Â Balance at end of period$1,674,766Â $1,637,945Â (Accumulated deficit) retained earningsBalance at beginning of period$(705,826)$114,544Â Net income 30,159Â 37,749Â Balance at end of period$(675,667)$152,293Â Accumulated other comprehensive lossBalance at beginning of period$(54,407)$(51,267)Other comprehensive (loss) income(3,543)6,369Â Balance at end of period$(57,950)$(44,898)Non-controlling interestsBalance at beginning of period$644Â $630Â Other comprehensive incomeâ€”Â 14Â Acquisition of non-controlling interest(644)â€”Â Balance at end of period$â€”Â $644Â Total shareholdersâ€™ equity$942,790Â $1,747,658Â The accompanying notes are an integral part of these unaudited consolidated financial statements.6DRIVEN BRANDS HOLDINGS INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITY (Unaudited)Six Months EndedJune 29, 2024July 1, 2023(in thousands, except share amounts)SharesAmountSharesAmountPreferred stock, $0.01 par value per shareâ€”Â $â€”Â â€”Â $â€”Â Common stock, $0.01 par value per shareBalance at beginning of period163,965,231Â $1,640Â 167,404,047Â $1,674Â Stock issued relating to Employee Stock Purchase Plan43,764Â â€”Â 26,358Â â€”Â Shares issued for exercise/vesting of share-based compensation awards173,021Â 2Â 178,303Â 2Â Forfeiture of restricted stock awards(99,586)(1)(242,147)(2)Balance at end of period164,082,430Â $1,641Â 167,366,561Â $1,674Â Additional paid-in capitalBalance at beginning of period$1,652,401Â $1,628,904Â Share-based compensation expense22,843Â 7,049Â Exercise of stock optionsâ€”Â 1,500Â Stock issued relating to Employee Stock Purchase Plan502Â 612Â Tax obligations for share-based compensation(980)(120)Balance at end of period$1,674,766Â $1,637,945Â (Accumulated deficit) retained earningsBalance at beginning of period$(710,087)$84,795Â Net Income34,420Â 67,498Â Balance at end of period$(675,667)$152,293Â Accumulated other comprehensive lossBalance at beginning of period$(37,875)$(62,435)Other comprehensive (loss) income(20,075)17,537Â Balance at end of period$(57,950)$(44,898)Non-controlling interestsBalance at beginning of period$644Â $631Â Other comprehensive incomeâ€”Â 13Â Acquisition of non-controlling interest(644)â€”Â Balance at end of period$â€”Â $644Â Total shareholdersâ€™ equity$942,790Â $1,747,658Â The accompanying notes are an integral part of these unaudited consolidated financial statements.7DRIVEN BRANDS HOLDINGS INC. AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)Six Months Ended(in thousands)June 29, 2024July 1, 2023Net income$34,420Â $67,498Â Adjustments to reconcile net income to net cash provided by operating activities:Depreciation and amortization87,862Â 83,617Â Share-based compensation expense22,843Â 7,049Â Loss (gain) on foreign denominated transactions9,923Â (1,723)Gain on foreign currency derivatives(4,921)(1,254)Gain on sale and disposal of businesses, fixed assets, and sale leaseback transactions(16,359) (12,230)Reclassification of interest rate hedge to income(1,044)(1,039)Bad debt expense1,738Â 602Â Asset impairment charges and lease terminations31,823Â 6,211Â Amortization of deferred financing costs and bond discounts4,933Â 4,343Â Amortization of cloud computing2,414Â â€”Â Provision for deferred income taxes5,036Â 18,812Â Other, net7,322Â 9,641Â Changes in assets and liabilities, net of acquisitions:Accounts and notes receivable, net(47,245)(30,373)Inventory11,310Â (11,108)Prepaid and other assets7,986Â (7,894)Advertising fund assets and liabilities, restricted(12,220)(8,768)Other assets(47,699)(25,456)Deferred commissions(428)330Â Deferred revenue971Â 1,585Â Accounts payable3,968Â 16,231Â Accrued expenses and other liabilities8,022Â (1,171)Income tax receivable(3,431)(320)Cash provided by operating activities107,224Â 114,583Â Cash flows from investing activities:Capital expenditures(155,920) (320,071)Cash used in business acquisitions, net of cash acquired(2,759)(44,868)Proceeds from sale leaseback transactions11,808Â 143,622Â Proceeds from sale or disposal of businesses and fixed assets112,845Â 217Â Cash used in investing activities(34,026)(221,100)Cash flows from financing activities:Payment of debt extinguishment and issuance costs(871)â€”Â Repayment of long-term debt(34,005)(13,961)Proceeds from revolving lines of credit and short-term debt46,000Â 230,000Â Repayment of revolving lines of credit and short-term debt(71,000) (120,000)Repayment of principal portion of finance lease liability(2,199)(1,889)Payment of Tax Receivable Agreement(38,362)â€”Â Acquisition of non-controlling interest(644)â€”Â Purchase of common stock(2)(716)Tax obligations for share-based compensation(980)â€”Â Stock option exercisesâ€”Â 1,758Â Other, netâ€”Â (64)Cash (used in) provided by financing activities(102,063)95,128Â Effect of exchange rate changes on cash(1,615)2,087Â Net change in cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted(30,480)(9,302)Cash and cash equivalents, beginning of period176,522Â 227,110Â 8Cash included in advertising fund assets, restricted, beginning of period38,537Â 32,871Â Restricted cash, beginning of period657Â 792Â Cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted, beginning of period215,716Â 260,773Â Cash and cash equivalents, end of period148,814Â 212,123Â Cash included in advertising fund assets, restricted, end of period32,008Â 38,691Â Restricted cash, end of period4,414Â 657Â Cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted, end of period$185,236Â $251,471Â Supplemental cash flow disclosures - non-cash items: Capital expenditures included in accrued expenses and other liabilities$17,891Â $43,191Â Deferred consideration included in accrued expenses and other liabilities1,948Â 16,129Â Supplemental cash flow disclosures - cash paid for: Interest$72,561Â $78,955Â Income taxes20,338Â 13,614Â The accompanying notes are an integral part of these unaudited consolidated financial statements.9DRIVEN BRANDS HOLDINGS INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) Note 1â€”Description of BusinessDescription of BusinessDriven Brands Holdings Inc. together with its subsidiaries (collectively, the â€œCompanyâ€) is a Delaware corporation and is the parent holding company of Driven Brands, Inc. and Shine Holdco (UK) Limited (collectively, â€œDriven Brandsâ€). Driven Brands is the largest automotive services company in North America with a growing and highly-franchised base of more than 5,000 franchised, independently-operated, and company-operated locations across 49 U.S. states and 13 other countries. The Company has a portfolio of highly recognized brands, including Take 5 Oil ChangeÂ®, Take 5 Car WashÂ®, Meineke Car Care CentersÂ®, MAACOÂ®, CARSTARÂ®, Auto Glass NowÂ®, and 1-800-Radiator & A/CÂ® that compete in the automotive services industry. Tax Receivable AgreementThe Company expects to be able to utilize certain tax benefits which are related to periods prior to the effective date of the Companyâ€™s IPO and are attributed to current and former shareholders. The Company previously entered into a Tax Receivable Agreement which provides our pre-IPO shareholders with the right to receive payment of 85% of the amount of cash savings, if any, in U.S. and Canadian federal, state, local, and provincial income tax that the Company will actually realize or divests. The Tax Receivable Agreement was effective as of the date of the Companyâ€™s IPO. The Company recorded a current tax receivable liability of $56 million as of DecemberÂ 30, 2023 and a non-current tax receivable liability of $134Â million and $118 million as of JuneÂ 29, 2024 and DecemberÂ 30, 2023, respectively, on the consolidated balance sheets. We made payments of approximately $38Â million under the Tax Receivable Agreement in 2024 and no additional payments are planned within the next 12 months. Note 2â€” Summary of Significant Accounting PoliciesFiscal YearThe Company operates and reports financial information on a 52- or 53-week year with the fiscal year ending on the last Saturday in December and fiscal quarters ending on the 13th Saturday of each quarter (or 14th Saturday when applicable with respect to the fourth fiscal quarter). The three and six months ended JuneÂ 29, 2024 and JulyÂ 1, 2023 each consisted of 13 weeks and 26 weeks, respectively. The Car Wash segment is consolidated based on a calendar month end.Basis of PresentationThe unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (â€œSECâ€). In the opinion of management, the unaudited interim financial data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results of operations, balance sheet, cash flows, and shareholdersâ€™/membersâ€™ equity for the interim periods presented. The adjustments include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended DecemberÂ 30, 2023. Certain information and note disclosures normally included in the unaudited financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The results of operations for the three and six months ended JuneÂ 29, 2024 may not be indicative of the results to be expected for any other interim period or the year ending DecemberÂ 28, 2024.The six months ended JuneÂ 29, 2024 includes an adjustment to the unaudited consolidated balance sheet and consolidated statement of operations that originated in the prior year. The adjustment decreased both current assets and selling, general, and administrative expenses by $3.7Â million. The Company evaluated the materiality of the adjustment on prior period financial statements, recorded the adjustment in the current period, and concluded the effect of the adjustment was immaterial to both the current and prior financial statements.Use of EstimatesÂ Â Â Â The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and the related notes to the consolidated financial 10statements. Significant items that are subject to estimates and assumptions include, but are not limited to, valuation of intangible assets and goodwill; income taxes; allowances for credit losses; valuation of derivatives; self-insurance claims; and share-based compensation. Management evaluates its estimates on an ongoing basis and may employ outside experts to assist in its evaluations. Changes in such estimates, based on historical experience, current conditions, and various other additional information, may affect amounts reported in future periods. Actual results could differ due to uncertainty inherent in the nature of these estimates.Fair Value of Financial InstrumentsFinancial assets and liabilities are categorized, based on the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to the quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. Observable market data, when available, is required to be used in making fair value measurements. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; orLevel 3: Unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.Financial assets and liabilities measured at fair value on a recurring basis as of JuneÂ 29, 2024 and DecemberÂ 30, 2023 are summarized as follows:Items Measured at Fair Value at JuneÂ 29, 2024(in thousands)Level 1Level 2TotalDerivative assets, recorded in other assets$â€”Â $2,562Â $2,562Â Derivative liabilities, recorded in accrued expenses and other liabilitiesâ€”Â 150Â 150Â Items Measured at Fair Value at DecemberÂ 30, 2023(in thousands)Level 1Level 2TotalDerivative assets, recorded in other assets$â€”Â $285Â $285Â Derivative liabilities, recorded in accrued expenses and other liabilitiesâ€”Â 493Â 493Â The carrying value and estimated fair value of total long-term debt were as follows:June 29, 2024December 30, 2023(in thousands)Carrying valueEstimated fair valueCarrying valueEstimated fair valueLong-term debt$2,919,641Â $2,781,613Â $2,977,996Â $2,800,011Â Recently Issued Accounting Standards In November 2023, the FASB issued ASU 2023-07, Improvements to Reportable Segment Disclosures. The standard enhances segment disclosure requirements of significant segment expenses that are regularly provided to the chief operating decision maker (â€œCODMâ€) to assist in understanding how segment expenses and operating results are evaluated. The new standard does not change the definition or aggregation of operating segments. The standard also expands the interim disclosure requirements on a retrospective basis. This ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.In December 2023, the FASB issued ASU 2023-09, Improvements to Income Tax Disclosures. This ASU improves the transparency of income tax disclosures, including consistent categories and greater disaggregation of information in the tax rate 11 reconciliation as well as disaggregation of income taxes paid by jurisdiction. This ASU is effective for annual periods beginning after December 15, 2024, with early adoption permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.Note 3â€”Acquisitions and DivestituresThe Company strategically acquires companies and

assets to increase its footprint and offer products and services that diversify its existing offerings, primarily through asset purchase agreements. These acquisitions are accounted for as business combinations using the acquisition method, whereby the purchase price is allocated to the assets acquired and liabilities assumed, based on their fair values as of the date of the acquisition with the remaining amount recorded in goodwill.2024 AcquisitionsThe Company completed one acquisition within the Maintenance segment and one acquisition in the international car wash business within the Car Wash segment during the six months ended JuneÂ 29, 2024, representing two sites and one site, respectively, for an aggregate cash consideration, net of cash acquired and liabilities assumed, of less than $2Â million.2023 AcquisitionsThe Company completed three acquisitions within the Maintenance segment during the six months ended July 1, 2023, representing three sites. The aggregate cash consideration for these acquisitions, net of cash acquired and liabilities assumed, was approximately $6 million.The Company completed two acquisitions within the Car Wash segment during the six months ended July 1, 2023, representing three sites. The aggregate cash consideration for these acquisitions, net of cash acquired and liabilities assumed, was approximately $15Â million. The Company completed two acquisitions in the Paint, Collision & Glass segment during the six months ended July 1, 2023, representing two sites. The aggregate cash consideration for these acquisitions, net of cash acquired and liabilities assumed, was approximately $6 million.The Company estimated the fair value of acquired assets and liabilities as of the date of acquisition based on information currently available. As the Company finalizes the fair value of assets acquired and liabilities assumed, additional purchase price adjustments may be recorded during the measurement period. The provisional amounts for assets acquired and liabilities assumed for the 2023 acquisitions are as follows:2023 Maintenance Segment(in thousands)MaintenanceAssets:Operating lease right-of-use assets$658Â Property and equipment, net3,705Â Assets acquired4,363Â Liabilities:Accrued expenses and other liabilities20Â Operating lease liabilities641Â Total liabilities assumed661Â Cash consideration, net of cash acquired5,862Â Deferred consideration285Â Total consideration, net of cash acquired$6,147Â Goodwill$2,445Â 12 2023 Car Wash Segment(in thousands)Car WashAssets:Property and equipment, net$11,052Â Assets acquired11,052Â Total consideration, net of cash acquired$15,000Â Goodwill$3,948Â 2023 Paint, Collision & Glass Segment(in thousands)Paint, Collision & GlassAssets:Inventory$35Â Property and equipment, net667Â Assets acquired702Â Cash consideration, net of cash acquired4,947Â Deferred consideration695Â Total Consideration, net of cash acquired$5,642Â Goodwill$4,940Â Goodwill represents the excess of the consideration paid over the fair value of net assets acquired and includes the expected benefit of synergies within the existing segments and intangible assets that do not qualify for separate recognition. Goodwill, which was allocated to the Maintenance, Car Wash, and Paint, Collision & Glass segments, is substantially all deductible for income tax purposes.Deferred Consideration and Transaction CostsDeferred consideration is typically paid six months to one-year after the acquisition closing date once all conditions under the purchase agreement have been satisfied. The Company had $2Â million and $16Â million of deferred consideration related to acquisitions as of JuneÂ 29, 2024 and JulyÂ 1, 2023, respectively. The Company paid $2 million and $20Â million of deferred consideration related to prior acquisitions during the six months ended JuneÂ 29, 2024 and JulyÂ 1, 2023, respectively. Deferred consideration is recorded within investing activities at the time of payment.The Company incurred less than $1 million of transaction costs during each of the three and six months ended JuneÂ 29, 2024 and JulyÂ 1, 2023. DivestituresDuring the six months ended JuneÂ 29, 2024, the Company sold nine company-operated stores within the Paint, Collision, & Glass segment to a franchisee at a purchase price of $18Â million. The Company sold certain store assets as well as allocated $9Â million of Paint, Collision & Glass goodwill based on the fair value of the segment at the time of sale, resulting in a gain of $6Â million on the sale of businesses within selling, general, and administrative expenses on the unaudited consolidated statement of operations during the six months ended JuneÂ 29, 2024. Note 4â€” Revenue from Contracts with CustomersThe Company records contract assets for the incremental costs of obtaining a contract with a customer if it expects the benefit of those costs to be longer than one year and if such costs are material. Commission expenses, a primary cost associated with the sale of franchise licenses, are amortized to selling, general, and administrative expenses in the unaudited consolidated statements of operations ratably over the life of the associated franchise agreement.Capitalized costs to obtain a contract as of JuneÂ 29, 2024 and DecemberÂ 30, 2023 were $7 million and $6 million, respectively, and are presented within deferred commissions on the consolidated balance sheets. The Company recognized less than $1Â million of costs during the three and six months ended months ended JuneÂ 29, 2024 and JulyÂ 1, 2023, respectively, that were recorded as a contract asset at the beginning of the periods. 13 Contract liabilities consist primarily of deferred franchise fees and deferred development fees. The Company had contract liabilities of $31Â million as of JuneÂ 29, 2024 and DecemberÂ 30, 2023, which are presented within deferred revenue on the consolidated balance sheets. The Company recognized less than $1 million and $1 million of revenue relating to contract liabilities during the three months ended JuneÂ 29, 2024 and JulyÂ 1, 2023, respectively. The Company recognized $1 million and $2 million of revenue relating to contract liabilities during the six months ended June 29, 2024 and JulyÂ 1, 2023, respectively.Note 5â€”Segment InformationThe Companyâ€™s worldwide operations are comprised of the following reportable segments: Maintenance, Car Wash, Paint, Collision & Glass, and Platform Services.In addition to the reportable segments, the Companyâ€™s consolidated financial results include â€œCorporate and Otherâ€ activity. Corporate and Other incurs costs related to the advertising revenues and expenses and shared service costs, which are related to finance, IT, human resources, legal, supply chain, and other support services. Corporate and Other activity includes the adjustments necessary to eliminate certain intercompany transactions, namely sales by the Platform Services segment to the Paint, Collision & Glass and Maintenance segments. Segment results for the three and six months ended JuneÂ 29, 2024 and JulyÂ 1, 2023 are as follows:Three Months Ended June 29, 2024(in thousands)MaintenanceCar WashPaint, Collision & GlassPlatform ServicesCorporate and OtherTotalFranchise royalties and fees$16,764Â $â€”Â $24,475Â $8,790Â $â€”Â $50,029Â Company-operated store sales230,80995,211Â 67,523Â 1,138Â â€”Â 394,681Â Independently-operated store salesâ€”Â 60,280Â â€”Â â€”Â â€”Â 60,280Â Advertising fund contributionsâ€”Â â€”Â â€”Â â€”Â 24,911Â 24,911Â Supply and other revenue30,350Â 1,412Â 20,027Â 51,314Â (21,438)81,665Â Total revenue$277,923Â $156,903Â $112,025Â $61,242Â $3,473Â $611,566Â Segment Adjusted EBITDA$102,935Â $33,772Â $35,172Â $25,311Â $(44,032)$153,158Â Three Months Ended July 1, 2023(in thousands)MaintenanceCar WashPaint, Collision & GlassPlatform ServicesCorporate and OtherTotalFranchise royalties and fees$14,215Â $â€”Â $26,530Â $9,060Â $â€”Â $49,805Â Company-operated store sales205,673Â 101,615Â 86,110Â 1,180Â â€”Â 394,578Â Independently-operated store salesâ€”Â 61,533Â â€”Â â€”Â â€”Â 61,533Â Advertising fund contributionsâ€”Â â€”Â â€”Â â€”Â 24,749Â 24,749Â Supply and other revenue22,439Â 1,607Â 20,518Â 47,098Â (15,476)76,186Â Total revenue$242,327Â $164,755Â $133,158Â $57,338Â $9,273Â $606,851Â Segment Adjusted EBITDA$84,812Â $39,761Â $41,057Â $22,519Â $(40,402)$147,747Â 14 Six Months Ended June 29, 2024(in thousands)MaintenanceCar WashPaint, Collision & GlassPlatform ServicesCorporate and OtherTotalFranchise royalties and fees$31,218Â $â€”Â $49,107Â $14,749Â $â€”Â $95,074Â Company-operated store sales451,680Â 185,438Â 130,032Â 1,987Â â€”Â 769,137Â Independently-operated store salesâ€”Â 113,327Â â€”Â â€”Â â€”Â 113,327Â Advertising fund contributionsâ€”Â â€”Â â€”Â â€”Â 48,981Â 48,981Â Supply and other revenue56,738Â 2,860Â 39,274Â 98,331Â (39,930)157,273Â Total net revenue$539,636Â $301,625Â $218,413Â $115,067Â $9,051Â $1,183,792Â Segment Adjusted EBITDA$194,371Â $62,906Â $65,992Â $45,182Â $(83,012)$285,439Â Six Months Ended July 1, 2023(in thousands)MaintenanceCar WashPaint, Collision & GlassPlatform ServicesCorporate and OtherTotalFranchise royalties and fees$26,658Â $â€”Â $50,828Â $15,834Â $â€”Â $93,320Â Company-operated store sales400,933Â 204,061Â 163,589Â 2,061Â â€”Â 770,644Â Independently-operated store salesâ€”Â 114,065Â â€”Â â€”Â â€”Â 114,065Â Advertising fund contributionsâ€”Â â€”Â â€”Â â€”Â 46,426Â 46,426Â Supply and other revenue42,404Â 3,609Â 39,544Â 91,476Â (32,170)144,863Â Total net revenue$469,995Â $321,735Â $253,961Â $109,371Â $14,256Â $1,169,318Â Segment Adjusted EBITDA$157,045Â $80,809Â $76,507Â $39,527Â $(81,653)$272,235Â The reconciliations of Income before taxes to Segment Adjusted EBITDA for the three and six months ended JuneÂ 29, 2024 and JulyÂ 1, 2023 are as follows: Three Months EndedSix Months Ended(in thousands)June 29, 2024July 1, 2023June 29, 2024July 1, 2023Income before taxes$48,030Â $58,024Â $58,455Â $98,744Â Depreciation and amortization44,633Â 45,419Â 87,862Â 83,617Â Interest expense, net31,796Â 40,871Â 75,568Â 79,012Â Acquisition related costs(a)271Â 3,750Â 2,065Â 5,597Â Non-core items and project costs, net(b)5,126Â 2,803Â 9,837Â 4,627Â Store opening costs940Â 1,377Â 2,203Â 2,402Â Cloud computing amortization(c)1,069Â â€”Â 2,414Â â€”Â Share-based compensation expense(d)10,982Â 4,485Â 22,843Â 7,049Â Foreign currency transaction loss (gain), net(e)681Â (1,302)5,002Â (2,977)Asset sale leaseback (gain) loss, impairment and closed store expenses(f)9,630Â (7,680)19,190Â (5,836)Segment Adjusted EBITDA$153,158Â $147,747Â $285,439Â $272,235Â (a) Â Â Â Â Consists of acquisition costs as reflected within the unaudited consolidated statements of operations, including legal, consulting and other fees, and expenses incurred in connection with acquisitions completed during the applicable period, as well as inventory rationalization expenses incurred in connection with acquisitions. We expect to incur similar costs in connection with other acquisitions in the future and, under GAAP, such costs relating to acquisitions are expensed as incurred.(b) Â Â Â Â Consists of discrete items and project costs, including third party consulting and professional fees associated with strategic transformation initiatives as well as non-recurring payroll-related costs.15 (c) Includes non-cash amortization expenses relating cloud computing arrangements. (d) Â Â Â Â Represents non-cash share-based compensation expense.(e)Â Â Â Â Represents foreign currency transaction (gains) losses, net that primarily related to the remeasurement of our intercompany loans as well as gains and losses on cross currency swaps and forward contracts.(f) Â Â Â Â Relates to (gains) losses, net on sale leasebacks, impairment of certain fixed assets and operating lease right-of-use assets related to closed and underperforming locations, assets held for sale, and lease exit costs and other costs associated with stores that were closed prior to the respective lease termination dates. Refer to Note 6 for additional information.Note 6â€” Assets Held For SaleU.S. Car Wash During 2023, management performed a strategic review of the U.S. car wash operations, which included, but was not limited to, an evaluation of the following: store performance, the competitive landscape, revenue and expense optimization opportunities, and capital requirements. As a result of this strategic review, management approved the closure of 29 stores, halted the opening of new company-operated stores, and began marketing property and equipment for sale that will not be utilized by the Company. These actions resulted in the transfer of assets from property and equipment to assets held for sale during the third quarter of 2023. The changes in assets held for sale were as follows:(in thousands)Balance at DecemberÂ 30, 2023$301,229Â Additions58,562Â Impairments(29,765)Sales and disposals(92,843)Balance at JuneÂ 29, 2024$237,183Â During the six months ending JuneÂ 29, 2024, management continued to enhance properties included within held for sale resulting in an increase to assets held for sale of $59Â million. Management evaluated the fair value for all assets included within assets held for sale, which resulted in an impairment of $12 million and $30 million for the three and six months ended JuneÂ 29, 2024, respectively. In addition, during the six months ended JuneÂ 29, 2024, the Company sold 30 locations resulting in a net gain of $5 million and $11 million for the three and six months ended JuneÂ 29, 2024, respectively. The Company will continue to evaluate the fair value of assets held for sale, which may result in additional impairments based on unfavorable market conditions or other economic factors in the future.16 Note 7 â€” Long-Term DebtThe Companyâ€™s long-term debt obligations consist of the following: (in thousands)June 29, 2024December 30, 2023Series 2018-1 Securitization Senior Notes, Class A-2$257,813Â $259,188Â Series 2019-1 Securitization Senior Notes, Class A-2283,500Â 285,000Â Series 2019-2 Securitization Senior Notes, Class A-2261,938Â 263,313Â Series 2020-1 Securitization Senior Notes, Class A-2167,956Â 168,875Â Series 2020-2 Securitization Senior Notes, Class A-2434,250Â 436,500Â Series 2021-1 Securitization Senior Notes, Class A-2437,625Â 439,875Â Series 2022-1 Securitization Senior Notes, Class A-2358,613Â 360,438Â Term Loan Facility468,750Â 491,250Â Revolving Credit Facility223,000Â 248,000Â Other debt (a)26,196Â 25,557Â Total debt2,919,641Â 2,977,996Â Less: unamortized debt issuance costs(30,486)(34,511)Less: current portion of long-term debt(33,332)(32,673)Total long-term debt, net$2,855,823Â $2,910,812Â (a) Consists primarily of finance lease obligations. Series 2019-3 Variable Funding Securitization Senior NotesIn December 2019, Driven Brands Funding, LLC (the â€œIssuerâ€) issued Series 2019-3 Variable Funding Senior Notes, Class A-1 (the â€œ2019 VFNâ€) in the revolving amount of $115Â million. The 2019 VFN have a final legal maturity date in January 2050. The commitment under the 2019 VFN was set to expire in July 2022, with the option of three one-year extensions. In July 2023, the Company exercised the second of three one-year extension options. The 2019 VFN are secured by substantially all assets of the Issuer and are guaranteed by the Issuer and each of its respective subsidiaries. As of July 1, 2023, borrowings incur interest at the Base Rate plus an applicable margin or Secured Overnight Financing Rate (â€œSOFRâ€) plus an applicable term adjustment. No amounts were outstanding under the 2019 VFN as of JuneÂ 29, 2024 and no borrowings or repayments were made during the six months ended June 29, 2024. As of JuneÂ 29, 2024, there were $25 million of outstanding letters of credit which reduced the borrowing availability under the 2019 VFN. In July 2024, the 2019 VFN was refinanced with the 2024 VFN described below.2022-1 Securitization Senior NotesIn conjunction with the issuance of the 2022-1 Senior Notes, Driven Brands Funding, LLC and Driven Brands Canada Funding Corporation (together â€œthe Co-Issuersâ€) also issued Series 2022-1 Class A-1 in the amount of $135Â million, which can be accessed at the Co-Issuersâ€™ option if certain conditions are met. 2024-1 Securitization Senior NotesIn July 2024, the Co-Issuers issued $275Â million of 2024-1 Securitization Senior Notes (the â€œ2024-1 Senior Notesâ€) bearing a fixed interest rate of 6.372% per annum. The 2024-1 Senior Notes have a final legal maturity date in October 2054 and an anticipated repayment date in October 2031. The 2024-1 Senior Notes are secured by substantially all assets of the Co-Issuers and are guaranteed by the Co-Issuers and each of their respective subsidiaries. Proceeds from the 2024-1 Senior Notes were primarily used to repay the Companyâ€™s 2018-1 Senior Notes. Series 2024-1 Variable Funding Securitization Senior NotesIn July 2024, the Co-Issuers issued Series 2024-1 Variable Funding Senior Notes, Class A-1 (the â€œ2024 VFNâ€) in the revolving amount of $400Â million. The 2024 VFN have a final legal maturity date in October 2054. The commitment under the 2024 VFN is set to expire in October 2029, with the option of two one-year extensions. The 2024 VFN are secured by substantially all assets of the Co-Issuers and are guaranteed by the Co-Issuers and each of their respective subsidiaries. Borrowings incur interest at the Base Rate plus an applicable margin or SOFR plus an applicable margin. As of AugustÂ 8, 2024, there were no amounts outstanding under the 2024 VFN and $26Â million of outstanding letters of credit which reduced the borrowing availability under the 2024 VFN.17 Driven Holdings Revolving Credit FacilityIn May 2021, Driven Holdings, LLC, (the â€œBorrowerâ€) a Delaware limited liability company and indirect wholly-owned subsidiary of Driven Brands Holdings Inc., entered into a credit agreement to secure a revolving line of credit with a group of financial institutions (the â€œRevolving Credit Facilityâ€), which provides for an aggregate amount of up to $300Â million, and has a maturity date in May 2026 (the â€œCredit Agreementâ€). On June 2, 2023, the Credit Agreement was amended pursuant to which as of July 1, 2023, borrowings will incur interest at the Base Rate plus an applicable margin or SOFR plus an applicable term adjustment. The Revolving Credit Facility also includes periodic commitment fees based on the available unused balance and a quarterly administrative fee. There was $223 million outstanding on the Revolving Credit Facility as of JuneÂ 29, 2024 with $46Â million of borrowings and $71Â million of repayments made during the six months ended June 29, 2024.The Companyâ€™s debt agreements are subject to certain quantitative and qualitative covenants. As of JuneÂ 29, 2024, the Company and its subsidiaries were in material compliance with such covenants.Note 8 â€” LeasesDuring the six months ended June 29, 2024, the Company sold eight maintenance properties in various locations throughout the U.S. for a total of $11 million. During the six months ended July 1, 2023, the Company sold four maintenance and 33 car wash properties in various locations throughout the U.S. for a total of $144 million. Concurrently with the closing of these sales, the Company entered into various operating lease agreements pursuant to which the Company leased back the properties. These lease agreements each have an initial term of 18 to 20 years. The Company does not include option periods in its determination of the lease term unless renewals are deemed reasonably certain to be exercised. The Company recorded an operating lease right-of-use asset and operating lease liability of $8 million and $8 million, respectively, as of JuneÂ 29, 2024, and $112 million and $112 million, respectively, as of JulyÂ 1, 2023 related to these lease arrangements. The Company recorded gains of $3 million for the three and six months ended JuneÂ 29, 2024, and $22 million and $25 million for the three and six months ended JulyÂ 1, 2023, respectively. Supplemental cash flow information related to the Companyâ€™s lease arrangements for the six months ended June 29, 2024 and JulyÂ 1, 2023, respectively, was as follows:Six Months Ended(in thousands)June 29, 2024July 1, 2023Cash paid for amounts included in the measurement of lease liabilities:Operating cash flows used in operating leases$84,415Â $67,107Â Operating cash flows used in finance leases101Â 810Â Financing cash flows used in finance leases197Â 953Â Note 9 â€” Share-based Compensation The Company granted new awards during the three months ended June 29, 2024, consisting of 19,207 restricted stock units (â€œRSUsâ€) and 19,214 performance stock units (â€œPSUsâ€). The Company granted new awards during the six months ended June 29, 2024 including 951,530 RSUs and 1,075,784 PSUs.Awards are eligible to vest provided that the employee remains in continuous service on each vesting date. The RSUs vest ratably each year on the anniversary date generally over a two- or three-year period. The PSUs vest after a three-year performance period. The number of PSUs that vest is contingent on the Company achieving certain performance goals, one being a performance condition and the other being a market condition. The number of PSU shares that vest may range from 0% to 200% of the original grant, based upon the level of performance. Certain awards are considered probable of meeting vesting requirements, and therefore, the Company has started recognizing expense. For both RSUs and PSUs, if the granteeâ€™s continuous

service terminates for any reason, the grantee shall forfeit all right, title, and interest in any unvested units as of the termination date. The fair value of the total RSUs, performance-based PSUs, and market-based PSUs granted during the three months ended June 29, 2024 were less than $1Â million each. The fair value of the total RSUs, performance-based PSUs, and market-based PSUs granted during the six months ended June 29, 2024 were $13 million, $9 million, and $8 million, respectively. The Company based the fair value of the RSUs and performance-based PSUs on the Companyâ€™s stock price on the grant date.18 The range of assumptions used for issued PSUs with a market condition valued using the Monte Carlo model were as follows:Six Months EndedJune 29, 2024July 1, 2023Annual dividend yieldâ€”%â€”%Expected term (years)2.6 - 2.82.6 - 2.8Risk-free interest rate4.48% - 4.65%3.65% - 4.51%Expected volatility49.2% - 51.1%37.9% - 38.8%Correlation to the index peer group 46.9% - 49.2%60.2% - 60.3%The Company recorded $11 million and $23 million of share-based compensation expense during the three and six months ended JuneÂ 29, 2024, respectively, and $4 million and $7 million during the six months ended JulyÂ 1, 2023, respectively, within selling, general, and administrative expenses on the unaudited consolidated statements of operations. The increase in share-based compensation expense primarily relates to the modification of pre-IPO awards in the fourth quarter of 2023.Note 10â€”Earnings Per Share The Company calculates basic and diluted earnings per share using the two-class method. The following table sets forth the computation of basic and diluted earnings per share attributable to common shareholders: Three Months EndedSix Months Ended(in thousands, except per share amounts)June 29, 2024July 1, 2023June 29, 2024July 1, 2023Basic earnings per share:Net income $30,159Â $37,749Â $34,420Â $67,498Â Less: Net income attributable to participating securities, basic638Â 794Â 729Â 1,420Â Net income after participating securities, basic29,521Â 36,955Â 33,691Â 66,078Â Weighted-average common shares outstanding159,795Â 162,911Â 159,713Â 162,848Â Basic earnings per share$0.18Â $0.23Â $0.21Â $0.41Â Three Months EndedSix Months Ended(in thousands, except per share amounts)June 29, 2024July 1, 2023June 29, 2024July 1, 2023Diluted earnings per share: Net income $30,159Â $37,749Â $34,420Â $67,498Â Less: Net income attributable to participating securities, diluted 120Â 708Â 138Â 1,267Â Net income after participating securities, diluted$30,039Â $37,041Â $34,282Â $66,231Â Weighted-average common shares outstanding159,795Â 162,911Â 159,713Â 162,848Â Dilutive effect of share-based awards970Â 3,977Â 970Â 4,034Â Weighted-average common shares outstanding, as adjusted160,765Â 166,888Â 160,683Â 166,882Â Diluted earnings per share$0.18Â $0.22Â $0.21Â $0.40Â Basic earnings per share is computed by dividing net income by the weighted-average number of common shares outstanding for the period. In addition, the Companyâ€™s participating securities are related to certain restricted stock awards issued to Section 16 officers which include non-forfeitable dividend rights. The Company had performance awards that are contingent on performance conditions which have not yet been met and therefore were excluded from the computation of weighted average shares of 1,805,754 shares for the three and six months ended JuneÂ 29, 2024 and 4,881,630 shares for the three and six months ended JulyÂ 1, 2023.19 The following securities were not included in the computation of diluted shares outstanding because the effect would be antidilutive: Three Months EndedSix Months EndedNumber of securities (in thousands)June 29, 2024July 1, 2023June 29, 2024July 1, 2023Restricted stock units1,124Â â€”Â 440Â â€”Â Stock Options1,740Â 1,703Â 1,740Â 1,703Â Total2,864Â 1,703Â 2,180Â 1,703Â Note 11â€”Income TaxesThe Companyâ€™s tax provision is comprised of the most recent estimated annual effective tax rate applied to year-to-date ordinary income before taxes. The tax impacts of unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, are recorded discretely in the interim period in which they occur.Income tax expense was $18 million for the three months ended June 29, 2024 compared to $20 million for the three months ended July 1, 2023. The effective income tax rate for the three months ended June 29, 2024 was 37.2% compared to 34.9% for the three months ended July 1, 2023. The net decrease in income tax expense and increase in effective tax rate for the three months ended June 29, 2024 was primarily driven by the asset impairment charges and non-deductible share-based compensation expense. Income tax expense was $24 million for the six months ended June 29, 2024 compared to an income tax expense of $31 million for the six months ended July 1, 2023. The effective tax rate for the six months ended June 29, 2024 was 41.1% compared to 31.6% for the six months ended July 1, 2023. The net decrease in income tax expense and increase in effective tax rate for the six months ended June 29, 2024 was primarily driven by asset impairment charges and non-deductible share-based compensation expense.Note 12â€”Commitments and ContingenciesWe are subject to various lawsuits, administrative proceedings, audits, and claims. Some of these lawsuits purport to be class actions and/or seek substantial damages. We are required to record an accrual for litigation loss contingencies that are both probable and reasonably estimable. Management regularly assesses our insurance deductibles, analyzes litigation information with our attorneys, and evaluates our loss experience in connection with pending legal proceedings. We record our best estimate of a loss when the loss is considered probable and the amount of such loss can be reasonably estimated. When a loss is probable and there is a range of estimated loss with no best estimate within the range, we record the minimum estimated liability related to the lawsuit or claim. As additional information becomes available, we reassess the potential liability and revise our accruals, if necessary. Legal fees and expenses associated with the defense of all of our litigation are expensed as such fees and expenses are incurred. Because of uncertainties related to the resolution of lawsuits and claims, the ultimate outcome may differ materially from our estimates. Genesee County Employeesâ€™ Retirement System v. Driven Brands Holdings Inc., et al. â€“ On December 22, 2023, Genesee County Employeesâ€™ Retirement System filed a putative class action lawsuit in the U.S. District Court for the Western District of North Carolina (the â€œCourtâ€) against the Company as well as a current and a former Company executive (the â€œIndividual Defendantsâ€) alleging violations of Section 10(b) and Rule 10b-5 of the Exchange Act by the Company, as well as violations of Section 20(a) of the Exchange Act by the Individual Defendants. Genesee County Employeesâ€™ Retirement System, Oakland County Employeesâ€™ Retirement System, and Oakland County Voluntary Employeesâ€™ Beneficiary Association (collectively the â€œMichigan Fundsâ€) moved for appointment as lead plaintiffs and for Bernstein Litowitz Berger & Grossmann LLP to be appointed as lead counsel for the purported class. The Michigan Funds purport to represent a class of stockholders who purchased Company shares between October 27, 2021 and August 1, 2023. On March 5, 2024, the Michigan Funds filed a notice of unopposed motion asking the Court to grant their prior motion to appoint them as lead plaintiffs. On May 31, 2024, the Court granted the Michigan Fundsâ€™ motion. The Company disputes the allegations of wrongdoing and intends to vigorously defend against the action. No assessment as to the likelihood or range of any potential adverse outcome has been made as of the date of this filing.Other than the matter described above, as of JuneÂ 29, 2024, there are no current proceedings or litigation matters involving the Company or its property that we believe would have a material adverse effect on our consolidated financial position or cash flows, although they could have a material adverse effect on our operating results for a particular reporting period.20 MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSThe following discussion and analysis for Driven Brands Holdings Inc. and Subsidiaries (â€œDriven Brands,â€ â€œthe Company,â€ â€œwe,â€ â€œus,â€ or â€œourâ€) should be read in conjunction with our consolidated financial statements and the related notes to our consolidated financial statements included elsewhere in this quarterly report. We operate on a 52 or 53-week fiscal year, which ends on the last Saturday in December. The three months ended JuneÂ 29, 2024 and JulyÂ 1, 2023 were both 13 weeks periods. The six months ended JuneÂ 29, 2024 and JulyÂ 1, 2023 were both 26 week periods.Overview Driven Brands is the largest automotive services company in North America with a growing and highly-franchised base of more than 5,000 locations across 49 U.S. states and 13 other countries. Our scaled, diversified platform fulfills an extensive range of core retail and commercial automotive needs, including paint, collision, glass, and repair services, as well as a variety of high-frequency services, such as oil changes and car washes. We have continued to grow our base of consistent recurring revenue by adding new franchised and company-operated stores and same store sales growth. Driven Brands generated net revenue of approximately $612 million and $1.2 billion during the three and six months ended JuneÂ 29, 2024, respectively, an increase of 1% compared to the prior year comparative periods, and system-wide sales of approximately $1.7 billion and $3.3 billion during the three and six months ended JuneÂ 29, 2024, respectively, an increase of 1% and 3% from the prior year comparative periods. Although we have continued to experience total Company same store sales growth for 14 consecutive quarters through our diversified customer base and service offerings, we have experienced and expect to continue experiencing softening demand across several of our segments, primarily as a result of inflationary pressures, increased competition, industry dynamics, and negative weather patterns. Q2 2024 Three Months Ended Highlights and Key Performance Indicators(as compared to same period in the prior year, unless otherwise noted)â€¢Net revenue increased 1% to $612 million, driven by higher product and service revenue due to an increase in system-wide sales and net new store growth.â€¢Consolidated same store sales increased less than 1%. â€¢The Company added 45 net new stores during the quarter.â€¢Net Income decreased $8 million to $30 million or $0.18 per diluted share, primarily relating to increased payroll and employee benefit costs, impairment charges, and reduced gains recognized relating to decreased sale leaseback activity in the current period, partially offset by lower interest expense and income tax expense.â€¢Adjusted Net Income (non-GAAP) increased 27% to $58 million or $0.35 per diluted share. The increase was primarily due to margin improvements across the Maintenance, Paint, Collision & Glass, and Platform Services segments as well as decreased interest expense.â€¢Adjusted EBITDA (non-GAAP) increased 4% to $152 million. The increase was primarily due to margin improvements across the Maintenance, Paint, Collision & Glass, and Platform Services segments.Q2 2024 Six Months Ended Highlights and Key Performance Indicators(as compared to same period in the prior year, unless otherwise noted)â€¢Net revenue increased 1% to $1,184 million, driven by higher product and service revenue due to an increase in system-wide sales and net new store growth.â€¢Consolidated same store sales increased less than 1%. â€¢The Company added 65 net new stores during the first six months of 2024.â€¢Net Income decreased $33 million to $34 million or $0.21 per diluted share, primarily relating to impairment charges, increased employee related benefit costs, including share-based compensation expense, and lower operating margins within the Car Wash segment, partially offset by lower income tax expense and improved operating margins within the Maintenance, Platform Services, and Paint, Collision & Glass segments.â€¢Adjusted Net Income (non-GAAP) increased 13% to $96 million or $0.59 per diluted share. The increase was primarily due to margin improvements within our Maintenance, Platform Services, and Paint, Collision & Glass segments as well as 21decreased interest expense, partially offset by increased depreciation expense and reduced margins within the Car Wash segment.â€¢Adjusted EBITDA (non-GAAP) increased 5% to $283Â million. The increase was primarily due to improved margins within our Maintenance, Platform Services, and Paint, Collision & Glass segments, partially offset by reduced margins within the Car Wash segment.Key Performance Indicators Key measures that we use in assessing our business and evaluating our segments include the following: System-wide sales. System-wide sales represent the total of net sales for our franchised, independently-operated, and company-operated stores.Â This measure allows management to better assess the total size and health of each segment, our overall store performance, and the strength of our market position relative to competitors. Sales at franchised stores are not included as revenue in our results from operations, but rather, we include franchise royalties and fees that are derived from sales at franchised stores. Store count. Store count reflects the number of franchised, independently-operated, and company-operated stores open at the end of the reporting period. Management reviews the number of new, closed, acquired, and divested stores to assess net unit growth and drivers of trends in system-wide sales, franchise royalties and fees revenue, company-operated store sales, and independently-operated store sales. Same store sales. SameÂ storeÂ salesÂ reflectÂ theÂ changeÂ inÂ salesÂ year-over-year forÂ theÂ sameÂ storeÂ base. We define the same store base to include all franchised, independently-operated, and company-operated stores open for comparable weeks during the given fiscal period in both the current and prior year, which may be different from how others define similar terms. This measure highlights the performance of existing stores, while excluding the impact of new store openings and closures and acquisitions and divestitures. Segment Adjusted EBITDA. We define Segment Adjusted EBITDA as earnings before interest expense, net, income tax expense, and depreciation and amortization, with further adjustments for acquisition-related costs, equity compensation, loss on debt extinguishment, foreign currency transaction related gains or losses, store opening costs, cloud computing amortization, and certain non-recurring and non-core, infrequent or unusual charges. Segment Adjusted EBITDA is a supplemental measure of operating performance of our segments and may not be comparable to similar measures reported by other companies. Segment Adjusted EBITDA is a performance metric utilized by our Chief Operating Decision Maker to allocate resources to and assess performance of our segments. Refer to Note 5 in our consolidated financial statements for a reconciliation of income before taxes to Segment Adjusted EBITDA for the three and six months ended JuneÂ 29, 2024 and JulyÂ 1, 2023. 22 The following table sets forth our key performance indicators for the three and six months ended JuneÂ 29, 2024 and JulyÂ 1, 2023:Three Months EndedSix Months Ended(in thousands, except store count or as otherwise noted)June 29, 2024July 1, 2023June 29, 2024July 1, 2023System-Wide SalesSystem-Wide Sales by Segment:Maintenance$535,372Â $484,624Â $1,035,104Â $926,567Â Car Wash155,491Â 163,148Â 298,765Â 318,126Â Paint, Collision & Glass862,156Â 892,530Â 1,744,280Â 1,708,572Â Platform Services115,787Â 118,728Â 193,788Â 208,712Â Â Â Â Â Â Â Total$1,668,806Â $1,659,030Â $3,271,937Â $3,161,977Â System-Wide Sales by Business Model:Franchised Stores$1,213,845Â $1,202,919Â $2,389,473Â $2,277,268Â Company-Operated Stores394,681Â 394,578Â 769,137Â 770,644Â Independently-Operated Stores60,280Â 61,533Â 113,327Â 114,065Â Â Â Â Â Â Â Total $1,668,806Â $1,659,030Â $3,271,937Â $3,161,977Â Store CountStore Count by Segment:Maintenance1,853Â 1,694Â 1,853Â 1,694Â Car Wash1,108Â 1,131Â 1,108Â 1,131Â Paint, Collision & Glass1,887Â 1,905Â 1,887Â 1,905Â Platform Services205Â 208Â 205Â 208Â Â Â Â Â Â Â Total5,053Â 4,938Â 5,053Â 4,938Â Store Count by Business Model:Franchised Stores3,035Â 2,948Â 3,035Â 2,948Â Company-Operated Stores1,298Â 1,274Â 1,298Â 1,274Â Independently-Operated Stores720Â 716Â 720Â 716Â Â Â Â Â Â Â Total5,053Â 4,938Â 5,053Â 4,938Â Same Store Sales %Maintenance4.3Â %10.2Â %4.5Â %11.6Â %Car Wash(4.1Â %)(4.0%)(5.7Â %)(7.7Â %)Paint, Collision & Glass(0.5Â %)12.2Â %0.4Â %15.8Â %Â Total consolidated0.5Â %7.6Â %0.6Â %9.7Â %Segment Adjusted EBITDAMaintenance$102,935Â $84,812Â $194,371Â $157,045Â Car Wash33,772Â 39,761Â 62,906Â 80,809Â Paint, Collision & Glass35,172Â 41,057Â 65,992Â 76,507Â Platform Services25,311Â 22,519Â 45,182Â 39,527Â Adjusted EBITDA as a percentage of net revenue by segmentMaintenance37.0Â %35.0Â %36.0Â %33.4Â %Car Wash21.5Â %24.1Â %20.9Â %25.1Â %Paint, Collision & Glass31.4Â %30.8Â %30.2Â %30.1Â %Platform Services41.3Â %39.3Â %39.3Â %36.1Â %Total consolidated24.9Â %24.1Â %23.9Â %23.1Â %23Reconciliation of Non-GAAP Financial InformationTo supplement our consolidated financial statements prepared and presented in accordance with GAAP, we use certain non-GAAP financial measures throughout this quarterly report, as described further below, to provide investors with additional useful information about our financial performance, to enhance the overall understanding of our past performance and future prospects and to allow for greater transparency with respect to important metrics used by our management for financial and operational decision-making. Non-GAAP financial measures have limitations in their usefulness to investors because they have no standardized meaning prescribed by GAAP and are not prepared under any comprehensive set of accounting rules or principles. In addition, non-GAAP financial measures may be calculated differently from, and therefore may not be directly comparable to, similarly titled measures used by other companies. As a result, non-GAAP financial measures should be viewed as supplementing, and not as an alternative or substitute for, our consolidated financial statements prepared and presented in accordance with GAAP.Adjusted Net Income/Adjusted Earnings per Share. We define Adjusted Net Income as net income calculated in accordance with GAAP, adjusted for acquisition-related costs, equity compensation, loss on debt extinguishment, cloud computing amortization, and certain non-recurring, non-core, infrequent or unusual charges, amortization related to acquired intangible assets, and the tax effect of the adjustments. Adjusted Earnings Per Share is calculated by dividing Adjusted Net Income by the weighted average shares outstanding. Management believes this non-GAAP financial measure is useful because it is a key measure used by our management team to evaluate our operating performance, generate future operating plans, and make strategic decisions.24The following table provides a reconciliation of Net Income to Adjusted Net Income and Adjusted Earnings per Share:Adjusted Net Income /Adjusted Earnings per ShareThree Months EndedSix Months Ended(in thousands, except per share data)June 29, 2024July 1, 2023June 29, 2024July 1, 2023Net income $30,159Â $37,749Â $34,420Â $67,498Â Acquisition related costs(a)271Â 3,750Â 2,065Â 5,597Â Non-core items and project costs, net(b)5,126Â 2,803Â 9,837Â 4,627Â Cloud computing amortization(c)1,069Â â€”Â 2,414Â â€”Â Share-based compensation expense(d)10,982Â 4,485Â 22,843Â 7,049Â Foreign currency transaction loss (gain), net(e)681Â (1,302)5,002Â (2,977)Asset sale leaseback (gain) loss, impairment and closed store expenses(f)9,630Â (7,680)19,190Â (5,836)Amortization related to acquired intangible assets(g)6,528Â 8,276Â 13,548Â 14,312Â Valuation allowance for deferred tax asset(h)121Â â€”Â 1,255Â â€”Â Adjusted net income before tax impact of adjustments64,567Â 48,081Â 110,574Â 90,270Â Tax impact of adjustments(i)(6,558)(2,378)(14,443)(5,463)Adjusted net income$58,009Â $45,703Â $96,131Â $84,807Â Earnings per shareBasic$0.18Â $0.23Â $0.21Â $0.41Â Diluted$0.18Â $0.22Â $0.21Â $0.40Â Adjusted earnings per shareBasic$0.36Â $0.27Â $0.59Â $0.51Â Diluted$0.35Â $0.27Â $0.59Â $0.50Â Weighted average shares outstandingBasic159,795Â 162,911Â 159,713Â 162,848Â Diluted160,765Â 166,888Â 160,683Â 166,882Â Adjusted EBITDA. We define Adjusted EBITDA as earnings before interest expense, net, income tax expense, and depreciation and amortization, with further adjustments for acquisition-related costs, equity compensation, loss on debt extinguishment, cloud computing amortization, and certain non-recurring, non-core, infrequent or unusual charges. Adjusted EBITDA may not be comparable to similarly titled metrics of other companies due to differences in methods of

calculation. Management believes this non-GAAP financial measure is useful because it is a key measure used by our management team to evaluate our operating performance, generate future operating plans, and make strategic decisions. 25The following table provides a reconciliation of Net Income to Adjusted EBITDA:Adjusted EBITDA Three Months EndedSix Months EndedJune 29, 2024July 1, 2023June 29, 2024July 1, 2023Net income $30,159Â $37,749Â $34,420Â $67,498Â Income tax expense 17,871Â 20,275Â 24,035Â 31,246Â Interest expense, net31,796Â 40,871Â 75,568Â 79,012Â Depreciation and amortization44,633Â 45,419Â 87,862Â 83,617Â EBITDA124,459Â 144,314Â 221,885Â 261,373Â Acquisition related costs(a)271Â 3,750Â 2,065Â 5,597Â Non-core items and project costs, net(b)5,126Â 2,803Â 9,837Â 4,627Â Cloud computing amortization(c)1,069Â â€”Â 2,414Â â€”Â Share-based compensation expense(d)10,982Â 4,485Â 22,843Â 7,049Â Foreign currency transaction loss (gain), net(e)681Â (1,302)5,002Â (2,977)Asset sale leaseback (gain) loss, impairment and closed store expenses(f)9,630Â (7,680)19,190Â (5,836)Adjusted EBITDA$152,218Â $146,370Â $283,236Â $269,833Â (a) Consists of acquisition costs as reflected within the unaudited consolidated statements of operations, including legal, consulting and other fees, and expenses incurred in connection with acquisitions completed during the applicable period, as well as inventory rationalization expenses incurred in connection with acquisitions. We expect to incur similar costs in connection with other acquisitions in the future and, under GAAP, such costs relating to acquisitions are expensed as incurred and not capitalized.(b) Â Â Â Â Consists of discrete items and project costs, including third party consulting and professional fees associated with strategic transformation initiatives as well as non-recurring payroll-related costs. (c) Includes non-cash amortization expenses relating to cloud computing arrangements. (d) Â Â Â Â Represents non-cash share-based compensation expense.(e)Â Â Â Â Represents foreign currency transaction (gains) losses, net that primarily related to the remeasurement of our intercompany loans as well as gains and losses on cross currency swaps and forward contracts.(f) Â Â Â Â Relates to (gains) losses, net on sale leasebacks, impairment of certain fixed assets and operating lease right-of-use assets related to closed and underperforming locations, assets held for sale, and lease exit costs and other costs associated with stores that were closed prior to the respective lease termination dates. (g)Â Â Â Â Consists of amortization related to acquired intangible assets as reflected within depreciation and amortization in the unaudited consolidated statement of operations. (h)Â Â Â Â Represents valuation allowances on income tax carryforwards in certain domestic jurisdictions that are not more likely than not to be realized.(i) Â Â Â Â Represents the tax impact of adjustments associated with the reconciling items between net income and Adjusted Net Income, excluding the provision for uncertain tax positions and valuation allowance for certain deferred tax assets. To determine the tax impact of the deductible reconciling items, we utilized statutory income tax rates ranging from 9% to 36% depending upon the tax attributes of each adjustment and the applicable jurisdiction.26Results of Operations for the Three Months Ended JuneÂ 29, 2024 Compared to the Three Months Ended JulyÂ 1, 2023Net IncomeWe recognized net income of $30 million, or $0.18 per diluted share, for the three months ended June 29, 2024 compared to $38 million, or $0.22 per diluted share, for the three months ended July 1, 2023. The decrease of approximately $8 million was primarily due to the following:â€¢non-cash impairment charges of $12 million relating to assets held for sale in the current period compared to $6 million in the prior year period, primarily related to certain property and equipment and operating lease right-of-use assets at closed and underperforming locations;â€¢a gain primarily relating assets held for sale and sale leaseback transactions of approximately $3 million during the three months ended June 29, 2024 compared to a gain of $14 million during the three months ended July 1, 2023 primarily relating to sale leaseback transactions;â€¢increased payroll and employee benefit costs, including $6 million of additional share-based compensation expense primarily relating to the modification of pre-IPO awards in the fourth quarter of 2023; andâ€¢decreased operating margins within the Car Wash segment. These decreases were partially offset by:â€¢decreased interest expense of $9 million, primarily due to reduced interest associated with the Tax Receivable Agreement and interest income; â€¢a decrease in tax expense of $2 million; and â€¢positive same store sales and margin improvements, primarily within the Maintenance segment, and net new store openings that occurred in the prior 12 months.Adjusted Net IncomeAdjusted net income was $58 million, or $0.35 per diluted share, for the three months ended June 29, 2024 compared to $46 million, or $0.27 per diluted share, for the three months ended July 1, 2023. This increase of $12 million was primarily due to the following:â€¢decreased interest expense of $9 million, primarily due to reduced interest associated with the Tax Receivable Agreement and interest income; andâ€¢positive same store sales and margin improvements, primarily within the Maintenance segment, and net new store openings that occurred in the prior 12 months.The increases were partially offset by:â€¢increased payroll and employee benefit costs; andâ€¢decreased operating margins within the Car Wash segment. Adjusted EBITDAAdjusted EBITDA was $152 million for the three months ended June 29, 2024 compared to $146 million for the three months ended July 1, 2023. The increase of $6 million in Adjusted EBITDA was primarily due to:â€¢positive same store sales and margin improvements, primarily within the Maintenance segment, and net new store openings that occurred in the prior 12 months.The increase was partially offset by:â€¢increased payroll and employee benefit costs; andâ€¢decreased operating margins within the Car Wash segments.27To facilitate the review of our results of operations, the following tables set forth our financial results for the periods indicated. All information is derived from the unaudited Consolidated Statements of Operations. Certain percentages presented in this section have been rounded, therefore, totals may not equal the sum of the line items in the tables below.Net RevenueThree Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesFranchise royalties and fees$50,029Â 8.1Â %$49,805Â 8.2Â %Company-operated store sales394,681Â 64.5Â %394,578Â 65.0Â %Independently-operated store sales60,280Â 9.9Â %61,533Â 10.1Â %Advertising fund contributions24,911Â 4.1Â %24,749Â 4.1Â %Supply and other revenue81,665Â 13.4Â %76,186Â 12.6Â %Â Â Â Â Total net revenue$611,566Â 100.0Â %$606,851Â 100.0Â %Franchise Royalties and FeesFranchise royalties and fees remained flat primarily due to increased franchise royalty and fees revenue within the Maintenance segment as a result of a $26 million, or 9%, increase in franchised system-wide sales from same store sales growth and 93 net new franchise stores, offset by decreased franchise and royalty fees revenue within the Paint, Collision & Glass segment due to a $12 million, or 1%, decrease in franchise system-wide sales.Company-operated Store SalesCompany-operated store sales remained flat primarily due to an increase of $25 million within the Maintenance segment, offset by decreases of $19 million and $6 million related to the Paint, Collision & Glass and Car Wash segments, respectively. The sales increase in the Maintenance segment was primarily due to same store sales growth and 66 net new company-operated stores. The sales decrease in the Paint, Collision & Glass segment was primarily associated with the sale of nine company-operated stores to a franchisee in the current year as well as decreased same store sales due to reduced volume within the U.S. glass business. The decrease in Car Wash sales is primarily due to the net reduction of 27 company-operated stores during the prior 12 months and a decrease in same store sales primarily relating to lower volume. In total, the Company added 24 company-operated stores year-over-year.Independently-operated Store SalesIndependently-operated store sales (comprised entirely of sales from the international car wash locations) decreased by $1 million, or 2%, primarily due to decreased volume and unfavorable impacts from foreign exchange.Advertising Fund ContributionsAdvertising fund contributions increased by less than 1%, primarily due to an increase in franchise system-wide sales of approximately 1%, from same store sales growth and net franchise store growth. Our franchise agreements typically require the franchisee to pay continuing advertising fund fees based on a percentage of franchisee gross sales.Supply and Other RevenueSupply and other revenue increased $5 million, or 7%, primarily from growth in product and service revenue within the Maintenance and Platform Services segments as a result of an increase in system-wide sales and net store growth.28Operating ExpensesThree Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesCompany-operated store expenses$254,174Â 41.6Â %$257,040Â 42.4Â %Independently-operated store expenses31,956Â 5.2Â %31,958Â 5.3Â %Advertising fund expenses24,911Â 4.1Â %24,749Â 4.1Â %Supply and other expenses40,554Â 6.6Â %42,106Â 6.9Â %Selling, general, and administrative expenses121,123Â 19.8Â %96,815Â 16.0Â %Acquisition related costs271Â â€”Â %3,750Â 0.6Â %Store opening costs940Â 0.2Â %1,377Â 0.2Â %Depreciation and amortization44,633Â 7.3Â %45,419Â 7.5Â %Asset impairment charges and lease terminations12,497Â 2.0Â %6,044Â 1.0Â %Â Â Â Â Total operating expenses$531,059Â 86.8Â %$509,258Â 83.9Â %Company-operated Store ExpensesCompany-operated store expenses decreased $3 million, or 1%, primarily due to decreased company-operated store sales resulting in reduced variable costs, partially offset by increased rent expense at properties converted to leases through sale leasebacks that occurred during the prior 12 months.Independently-operated Store ExpensesIndependently-operated store expenses, which are entirely related to the Car Wash segment, remained flat due to reduced variable costs associated with the decrease in volume and a favorable impact from foreign exchange offset by increased rent and property charges.Advertising Fund Expenses Advertising fund expenses increased less than 1%, which is commensurate to the increase in advertising fund contributions during the period. Advertising fund expenses generally trend consistent with advertising fund contributions.Supply and Other Expenses Supply and other expenses decreased $2 million, or 4%, due to inventory and payroll cost savings in the current period.Selling, General and Administrative Expenses Selling, general and administrative expenses increased $24 million, or 25%, primarily due to the reduction in gains recognized in the current period compared to the prior period. The Company recognized a gain relating to assets held for sale and sale leaseback transactions of approximately $3 million during the three months ended June 29, 2024 compared to a gain of $14 million during the three months ended July 1, 2023, primarily relating to sale leaseback transactions. In addition, payroll and employee benefit costs, including $6 million of additional share-based compensation expense primarily relating to the modification of pre-IPO awards in the fourth quarter of 2023, increased in the current period.Acquisition Related CostsAcquisition related costs decreased $3 million, or 93%, primarily due to decreased acquisition activity in the current period.Store Opening CostsStore opening costs decreased by less than $1 million, primarily associated with Take 5 Oil Change (â€œTake 5 Oil) new store openings in the current period compared with store opening costs associated with our U.S. glass business in the prior period.29Depreciation and Amortization Depreciation and amortization expense decreased $1 million, or 2%, due to finite-lived intangible assets that fully amortized during the prior 12 months.Asset Impairment Charges and Lease TerminationsAsset impairment charges and lease terminations increased $6 million for the three months ended June 29, 2024 compared to the three months ended July 1, 2023. During the three months ended June 29, 2024, the Company recorded impairment charges primarily related to assets held for sale. For more information, refer to Note 6 in our consolidated financial statements included within this Form 10-Q. During the three months ended July 1, 2023, asset impairment charges primarily related to certain property and equipment and operating lease right-of-use assets at closed and underperforming locations.Interest Expense, NetThree Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesInterest expense, net$31,796Â 5.2Â %$40,871Â 6.7Â %Interest expense, net decreased $9 million, or 22%, primarily due to reduced interest expense associated with the Tax Receivable Agreement and interest income in the current period.Foreign Currency Transaction Loss (Gain), NetThree Months EndedJune 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesForeign currency transaction loss (gain), net$681Â 0.1Â %$(1,302)(0.2Â %)The foreign currency transaction loss for the three months ended June 29, 2024 was primarily comprised of transaction losses in our foreign operations of $2 million, partially offset by a gain of less than $2 million on foreign currency hedges. The foreign currency transaction gain for the three months ended July 1, 2023 was comprised of transaction gains in our foreign operations of $2 million, partially offset by a loss of less than $1 million on foreign currency hedges.Income Tax ExpenseThree Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesIncome tax expense $17,871Â 2.9Â %$20,275Â 3.3Â %Income tax expense was $18 million for the three months ended June 29, 2024 compared to $20 million for the three months ended July 1, 2023. The effective income tax rate for the three months ended June 29, 2024 was 37.2% compared to 34.9% for the three months ended July 1, 2023. The net decrease in income tax expense and increase in effective tax rate for the three months ended June 29, 2024 was primarily driven by asset impairment charges and non-deductible share-based compensation expense.30Results of Operations for the Six Months Ended JuneÂ 29, 2024 Compared to the Six Months Ended JulyÂ 1, 2023Net IncomeWe recognized net income of $34 million, or $0.21 per diluted share, for the six months ended June 29, 2024, compared to $67 million, or $0.40 per diluted share, for the six months ended July 1, 2023. The decrease of approximately $33 million was primarily due to the following:â€¢non-cash impairment charges of $32 million, primarily relating to assets held for sale in the current period compared to $6 million in the prior year period primarily related to certain property and equipment and operating lease right-of-use assets at closed and underperforming locations;â€¢increased payroll and employee benefit costs, including $16 million of additional share-based compensation expense primarily relating to the modification of pre-IPO awards in the fourth quarter of 2023;â€¢unfavorable impact from foreign exchange of $8 million; â€¢increased marketing expenditures;â€¢increased depreciation and amortization expenses of $4 million relating to capital expenditures and new store openings that occurred in the prior 12 months; andâ€¢decreased operating margins within the Car Wash segment. These decreases were partially offset by:â€¢decreased tax expense of $7 million;â€¢a gain primarily relating to the sale of a business, assets held for sale, and favorable lease terminations of approximately $16 million during the six months ended June 29, 2024 compared to a gain relating to sale leaseback transactions of $12 million during the six months ended July 1, 2023;â€¢decreased interest expense, net, of $3 million, primarily due to reduced interest associated with the Tax Receivable Agreement and interest income; andâ€¢positive same store sales, primarily within the Maintenance segment, and net new store openings that occurred in the prior 12 months.Adjusted Net IncomeAdjusted net income was $96 million for the six months ended June 29, 2024 compared to $85 million for the six months ended July 1, 2023. This increase of $11 million was primarily due to the following:â€¢decreased tax expense of $7 million;â€¢decreased interest expense, net, of $3 million, primarily due to reduced interest associated with the Tax Receivable Agreement and interest income; andâ€¢positive same store sales, primarily within the Maintenance segment, and net new store openings that occurred in the prior 12 months.The increases were partially offset by:â€¢increased payroll and employee benefit costs and marketing expenditures; andâ€¢decreased operating margins within the Car Wash segment.Adjusted EBITDAAdjusted EBITDA was $283 million for the six months ended June 29, 2024 compared to $270 million for the six months ended July 1, 2023. The increase of $13 million was primarily due to:â€¢positive same store sales, primarily within the Maintenance segment, and net new store openings that occurred in the prior 12 months.The increase was partially offset by:â€¢increased payroll and employee benefit costs and marketing expenditures; andâ€¢decreased operating margins within the Car Wash segment.31To facilitate the review of our results of operations, the following tables set forth our financial results for the periods indicated. All information is derived from the consolidated statements of operations. Certain percentages presented have been rounded to the nearest number, therefore, totals may not equal the sum of the line items in the tables below.Net RevenueSix Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesFranchise royalties and fees$95,074Â 8.0Â %$93,320Â 7.9Â %Company-operated store sales769,137Â 65.0Â %770,644Â 65.9Â %Independently-operated store sales113,327Â 9.6Â %114,065Â 9.8Â %Advertising fund contributions48,981Â 4.1Â %46,426Â 4.0Â %Supply and other revenue157,273Â 13.3Â %144,863Â 12.4Â %Â Â Â Â Total net revenue$1,183,792Â 100.0Â %$1,169,318Â 100.0Â %Franchise Royalties and FeesFranchise royalties and fees increased $2 million, or 2%, primarily due to same store sales growth and a net increase of 87 franchised stores, partially offset by a decrease in average royalty rates primarily within the Paint, Collision & Glass segment. Franchised system-wide sales increased $112 million, or 5%. Company-Operated Store SalesCompany-operated store sales decreased $2 million, or less than 1%, of which approximately $34 million and $19 million related to a decrease in the Paint, Collision & Glass and Car Wash segments, respectively, partially offset by an increase of $51 million in the Maintenance segment. The sales decrease in the Paint, Collision & Glass segment was primarily driven by revenue associated with the sale of nine company-operated stores to a franchisee in the current period as well as decreased volume within the U.S. glass business. The decrease in Car Wash sales is primarily due to the net reduction of 27 company-operated stores during the prior 12 months and a decrease in same store sales primarily relating to lower volume. The sales increase in the Maintenance segment was primarily due to same store sales growth and 66 net new company-operated stores. In aggregate, the Company added a net 24 company-operated stores year-over-year.Independently-Operated Store SalesIndependently-operated store sales (comprised entirely of sales from the international car wash locations) decreased $1 million, or less than 1%, primarily due to a decrease in same store sales due to lower volume, partially offset by a favorable impact from foreign exchange.Advertising Fund ContributionsAdvertising fund contributions increased by $3 million, or 6%, primarily due to an increase in franchise system-wide sales of approximately $112 million, or 5%, from same store sales growth and an additional 87 net new franchise stores. Our franchise agreements typically require the franchisee to pay continuing advertising fund fees based on a percentage of the franchiseeâ€™s gross sales.Supply and Other RevenueSupply and other revenue increased $12 million, or 9%, primarily due to growth in product and service revenue within the Maintenance and Platform Services segments as a result of an increase in system-wide sales and net store growth.32Operating ExpensesSix Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesCompany-operated store expenses$496,227Â 41.9Â %$500,449Â 42.8Â %Independently-operated store expenses61,311Â 5.2Â %61,322Â 5.2Â %Advertising fund expenses48,981Â 4.1Â %46,426Â 4.0Â %Supply and other expenses76,770Â 6.5Â %79,372Â 6.8Â %Selling, general, and administrative expenses237,525Â 20.1Â %209,143Â 17.9Â %Acquisition related costs2,065Â 0.2Â %5,597Â 0.5Â %Store opening costs2,203Â 0.2Â %2,402Â 0.2Â %Depreciation and amortization87,862Â 7.4Â %83,617Â 7.2Â %Asset impairment charges and lease terminations31,823Â 2.7Â %6,211Â 0.5Â %Â Â Â Â Total operating expenses$1,044,767Â 88.3Â %$994,539Â 85.1Â %Company-Operated Store ExpensesCompany-operated store expenses decreased $4 million, or 1%, primarily due to the decreased company-operated store sales resulting in reduced variable costs and margin improvements primarily within the Maintenance segment, partially offset by increased rent expense at properties converted to leases through sale leasebacks that occurred during the prior 12 months.Independently-Operated Store

ExpensesIndependently-operated store expenses, which are entirely related to the Car Wash segment, remained flat due to reduced variable costs associated with the decrease in volume offset by increased rent and property charges.Advertising Fund Expenses Advertising fund expenses increased $3 million, or 6%, which is commensurate with the increase to advertising fund contributions during the period. Advertising fund expenses generally trend consistent with advertising fund contributions. Supply and Other Expenses Supply and other expenses decreased $3 million, or 3%, due to decreased product and payroll costs associated with supply and other revenue.Selling, General, and Administrative Expenses Selling, general, and administrative expenses increased $28 million, or 14%, primarily due to payroll and employee benefit costs, including $16 million of additional share-based compensation expense primarily relating to the modification of pre-IPO awards in the fourth quarter of 2023 as well as increased marketing expenditures. These expenses were partially offset by a gain primarily relating to the sale of a business, assets held for sale, and favorable lease terminations of approximately $16 million during the six months ended June 29, 2024 compared to a gain relating to sale leaseback transactions of $12 million during the six months ended July 1, 2023. Acquisition Related CostsAcquisition related costs decreased $4 million, or 63%, due to decreased acquisition activity in the current year compared to the prior year.Store Opening CostsStore opening costs remained flat primarily as the Company continues to open Take 5 Oil company-operated stores as well as brand conversions of previously acquired locations.Depreciation and Amortization Depreciation and amortization expense increased $4 million, or 5%, due to additional fixed assets, primarily related to Take 5 Oil site development.33Asset Impairment Charges and Lease TerminationsAsset impairment charges and lease terminations increased by $26 million for the six months ended June 29, 2024 compared to the six months ended July 1, 2023. During the six months ended June 29, 2024, impairment charges primarily related to assets held for sale. For more information, refer to Note 6 in our consolidated financial statements included within this Form 10-Q. During the six months ended July 1, 2023, impairment charges primarily related to certain property and equipment and operating lease right-of-use assets at closed and underperforming locations.Interest Expense, NetSix Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesInterest expense, net$75,568Â 6.4Â %$79,012Â 6.8Â %Interest expense, net decreased $3 million, or 4%, primarily due to reduced interest expense associated with the Tax Receivable Agreement and interest income.Foreign Currency Transaction Loss (Gain), NetSix Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesForeign currency transaction loss (gain), net$5,002Â 0.4Â %$(2,977)(0.3Â %)The foreign currency transaction loss for the six months ended June 29, 2024 was primarily comprised of transaction losses in our foreign operations of $10 million, partially offset by a gain on foreign currency hedges of $5 million. The foreign currency transaction gain for the six months ended July 1, 2023 was primarily comprised of transaction gains of $2 million as well as a gain on foreign currency hedges of $1 million.Income Tax Expense Six Months Ended(in thousands)June 29, 2024% of Net RevenuesJuly 1, 2023% of Net RevenuesIncome tax expense$24,035Â 2.0Â %$31,246Â 2.7Â %Income tax expense was $24 million for the six months ended June 29, 2024 compared to an income tax expense of $31 million for the six months ended July 1, 2023. The effective tax rate for the six months ended June 29, 2024 was 41.1% compared to 31.6% for the six months ended July 1, 2023. The net decrease in income tax expense and increase in effective tax rate for the six months ended June 29, 2024 was primarily driven by asset impairment charges and non-deductible share-based compensation expense.34Segment Results of Operations for the Three Months Ended JuneÂ 29, 2024 Compared to the Three Months Ended JulyÂ 1, 2023We assess the performance of our segments based on Segment Adjusted EBITDA, which is defined as earnings before interest expense, net, income tax expense, and depreciation and amortization, with further adjustments for acquisition-related costs, store opening and closure costs, straight-line rent, equity compensation, loss on debt extinguishment, cloud computing amortization, and certain non-recurring, non-core, infrequent or unusual charges. In addition, shared services costs are not allocated to these segments and are included in Corporate and Other. Segment Adjusted EBITDA is a supplemental measure of the operating performance of our segments and may not be comparable to similar measures reported by other companies.MaintenanceThree Months Ended20242023(in thousands, unless otherwise noted)June 29, 2024July 1, 2023% Net Revenue For Segment% Net Revenue For SegmentFranchise royalties and fees$16,764Â $14,215Â 6.0Â %5.9Â %Company-operated store sales230,809Â 205,673Â 83.1Â %84.8Â %Supply and other revenue30,350Â 22,439Â 10.9Â %9.3Â %Â Â Â Â Â Total revenue$277,923Â $242,327Â 100.0Â %100.0Â %Segment Adjusted EBITDA$102,935Â $84,812Â 37.0Â %35.0Â %System-Wide SalesChangeFranchised stores$304,563Â $278,951Â $25,612Â 9.2Â %Company-operated stores230,809Â 205,673Â 25,136Â 12.2Â %Â Â Â Â Â Total System-Wide Sales$535,372Â $484,624Â $50,748Â 10.5Â %Store Count (in whole numbers)ChangeFranchised stores1,177Â 1,084Â 93Â 8.6Â %Company-operated stores676Â 610Â 66Â 10.8Â %Â Â Â Â Â Total Store Count1,853Â 1,694Â 159Â 9.4Â %Same Store Sales %4.3Â %10.2Â %Maintenance revenue increased $36 million, or 15%, for the three months ended June 29, 2024, as compared to the three months ended July 1, 2023. Company-operated store sales increased by $25 million, or 12%, primarily due to same store sales growth and 66 net new company-operated stores. Supply and other revenue increased by $8 million, or 35%, primarily due to higher system-wide sales from franchised stores. Franchise royalties and fees increased by $3 million, or 18%, primarily due to a $26 million, or 9%, increase in franchised system-wide sales from same store sales growth and 93 net new franchised stores. Maintenance Segment Adjusted EBITDA increased $18 million, or 21%, primarily due to revenue growth, cost management, and operational leverage. 35Car WashThree Months Ended20242023(in thousands, unless otherwise noted)June 29, 2024July 1, 2023% Net Revenue For Segment% Net Revenue For SegmentCompany-operated store sales$95,211Â $101,615Â 60.7Â %61.7Â %Independently-operated store sales60,280Â 61,533Â 38.4Â %37.3Â %Supply and other revenue1,412Â 1,607Â 0.9Â %1.0Â %Â Â Â Â Â Total revenue$156,903Â $164,755Â 100.0Â %100.0Â %Segment Adjusted EBITDA$33,772Â $39,761Â 21.5Â %24.1Â %System-Wide SalesChangeCompany-operated stores$95,211Â $101,615Â $(6,404)(6.3Â %)Independently-operated stores60,280Â 61,533Â (1,253)(2.0Â %)Â Â Â Â Â Total System-Wide Sales$155,491Â $163,148Â $(7,657)(4.7Â %)Store Count (in whole numbers)ChangeCompany-operated stores388Â 415Â (27)(6.5Â %)Independently-operated stores720Â 716Â 4Â 0.6Â %Â Â Â Â Â Total Store Count1,108Â 1,131Â (23)(2.0Â %)Same Store Sales %(4.1Â %)(4.0Â %)Car Wash Segment revenue decreased by $8 million, or 5%, driven by a $6 million decrease in company-operated store sales from the net reduction of 27 company-operated stores during the prior 12 months and a decrease in same store sales primarily relating to lower volume within our retail customers as a result of unfavorable weather conditions. Independently-operated store sales decreased $1 million due to a decrease in volume for independently-operated stores and an unfavorable impact from foreign exchange.Car Wash is comprised of car wash sites throughout the U.S., Europe, and Australia with varying geographical, economical, and political factors, which could impact the results of the business. Our U.S. Car Wash locations have experienced softening demand, increased competitive pressures, and negative weather patterns, which have contributed to negative same store sales and could result in future asset impairment charges.Car Wash Segment Adjusted EBITDA decreased by $6 million, or 15%, primarily driven by decreased same store sales within company-operated stores and increased costs relating to marketing expenditures and rent associated with sale leaseback transactions during the prior 12 months.36Paint, CollisionÂ & Glass Three Months Ended20242023(in thousands, unless otherwise noted)June 29, 2024July 1, 2023% Net Revenue For Segment% Net Revenue For SegmentFranchise royalties and fees$24,475Â $26,530Â 21.8Â %19.9Â %Company-operated store sales67,523Â 86,110Â 60.3Â %64.7Â %Supply and other revenue20,027Â 20,518Â 17.9Â %15.4Â %Â Â Â Â Â Total revenue$112,025Â $133,158Â 100.0Â %100.0Â %Segment Adjusted EBITDA$35,172Â $41,057Â 31.4Â %30.8Â %System-Wide SalesChangeFranchised stores$794,633Â $806,420Â $(11,787)(1.5Â %)Company-operated stores67,523Â 86,110Â (18,587)(21.6Â %)Â Â Â Â Â Total System-Wide Sales$862,156Â $892,530Â $(30,374)(3.4Â %)Store Count (in whole numbers)ChangeFranchised stores1,654Â 1,657Â (3)(0.2Â %)Company-operated stores233Â 248Â (15)(6.0Â %)Â Â Â Â Â Total Store Count1,887Â 1,905Â (18)(0.9Â %)Same Store Sales %(0.5Â %)12.2Â %Paint, CollisionÂ & Glass revenue decreased $21 million, or 16%, for the three months ended June 29, 2024, as compared to the three months ended July 1, 2023. Company-operated store sales decreased $19 million, or 22%, driven by revenue associated with the sale of nine company-operated stores to a franchisee in the current year as well as decreased same store sales due to reduced volume within the U.S. glass business. Franchise royalties and fees decreased $2 million, or 8%, primarily due to a $12 million, or 1%, decrease in franchise system-wide sales and a net decrease of 3 franchise stores, offset by positive franchise same store sales. Paint, Collision & Glass Segment Adjusted EBITDA decreased $6 million, or 14%, primarily due to decreased volume associated with company-operated stores as well as the Adjusted EBITDA associated with the nine company-operated stores sold to a franchisee in the current year, partially offset by an improvement in operating margin. 37Platform ServicesThree Months Ended20242023(in thousands, unless otherwise noted)June 29, 2024July 1, 2023% Net Revenue For Segment% Net Revenue For SegmentFranchise royalties and fees$8,790Â $9,060Â 14.4Â %15.8Â %Company-operated store sales1,138Â 1,180Â 1.9Â %2.1Â %Supply and other revenue51,314Â 47,098Â 83.7Â %82.1Â %Â Â Â Â Â Total revenue$61,242Â $57,338Â 100.0Â %100.0Â %Segment Adjusted EBITDA$25,311Â $22,519Â 41.3Â %39.3Â %System-Wide SalesChangeFranchised stores$114,649Â $117,548Â $(2,899)(2.5Â %)Company-operated stores1,138Â 1,180Â (42)(3.6Â %)Â Â Â Â Â Total System-Wide Sales$115,787Â $118,728Â $(2,941)(2.5Â %)Store Count (in whole numbers)ChangeFranchised stores204Â 207Â (3)(1.4Â %)Company-operated stores1Â 1Â â€”Â Â Â Â Â Total Store Count205Â 208Â (3)(1.4Â %)Platform Services revenue increased $4 million, or 7%, primarily due to an increase in total Company system-wide sales of $10 million, or 1%, which resulted in increased product purchases by franchisees and company-operated stores as well as increased training memberships in the current period.Platform Services Segment Adjusted EBITDA increased $3 million, or 12%, primarily driven by revenue growth, cost management, and operational leverage.38Segment Results of Operations for the Six Months Ended JuneÂ 29, 2024 Compared to the Six Months Ended JulyÂ 1, 2023We assess the performance of our segments based on Segment Adjusted EBITDA, which is defined as earnings before interest expense, net, income tax expense, and depreciation and amortization, with further adjustments for acquisition-related costs, store opening and closure costs, equity compensation, loss on debt extinguishment, cloud computing amortization, and certain non-recurring, non-core, infrequent or unusual charges. Shared services costs are not allocated to these segments and are included in Corporate and Other. Segment Adjusted EBITDA may not be comparable to similarly titled metrics of other companies due to differences in methods of calculation.MaintenanceSix Months Ended20242023(in thousands, unless otherwise noted)June 29, 2024July 1, 2023% Net Revenue For Segment% Net Revenue For SegmentFranchise royalties and fees$31,218Â $26,658Â 5.8Â %5.7Â %Company-operated store sales451,680Â 400,933Â 83.7Â %85.3Â %Supply and other revenue56,738Â 42,404Â 10.5Â %9.0Â %Â Â Â Â Â Total net revenue$539,636Â $469,995Â 100.0Â %100.0Â %Segment Adjusted EBITDA$194,371Â $157,045Â 36.0Â %33.4Â %System-Wide SalesChangeFranchised stores$583,424Â $525,634Â $57,790Â 11.0Â %Company-operated stores451,680Â 400,933Â 50,747Â 12.7Â %Â Â Â Â Â Total System-Wide Sales$1,035,104Â $926,567Â $108,537Â 11.7Â %Store Count (in whole numbers)ChangeFranchised stores1,177Â 1,084Â 93Â 8.6Â %Company-operated stores676Â 610Â 66Â 10.8Â %Â Â Â Â Â Total Store Count1,853Â 1,694Â 159Â 9.4Â %Same Store Sales %4.5Â %11.6Â %Maintenance net revenue increased $70 million, or 15%, driven primarily by a $51 million increase in company-operated store sales from same store sales growth and 66 net new company-operated stores. Supply and other revenue increased by $14 million, or 34%, primarily due to higher system-wide sales. Franchise royalties and fees increased by $5 million, or 17%, primarily due to a $58 million, or 11%, increase in franchised system-wide sales from same store sales growth and 93 net new franchise stores. Maintenance Segment Adjusted EBITDA increased $37 million, or 24%, primarily due to revenue growth, cost management, and operational leverage.39Car WashSix Months Ended20242023(in thousands, unless otherwise noted)June 29, 2024July 1, 2023% Net Revenue For Segment% Net Revenue For SegmentCompany-operated store sales$185,438Â $204,061Â 61.5Â %63.4Â %Independently-operated store sales113,327Â 114,065Â 37.6Â %35.5Â %Supply and other revenue2,860Â 3,609Â 0.9Â %1.1Â %Â Â Â Â Â Total net revenue$301,625Â $321,735Â 100.0Â %100.0Â %Segment Adjusted EBITDA$62,906Â $80,809Â 20.9Â %25.1Â %System-Wide SalesChangeCompany-operated stores$185,438Â $204,061Â $(18,623)(9.1Â %)Independently-operated stores113,327Â 114,065Â (738)(0.6Â %)Â Â Â Â Â Total System-Wide Sales$298,765Â $318,126Â $(19,361)(6.1Â %)Store Count (in whole numbers)ChangeCompany-operated stores388Â 415Â (27)(6.5Â %)Independently-operated stores720Â 716Â 4Â 0.6Â %Â Â Â Â Â Total Store Count1,108Â 1,131Â (23)(2.0Â %)Same Store Sales %(5.7Â %)(7.7Â %)Car Wash segment net revenue decreased $20 million, or 6%, driven primarily by a $19 million, or 9%, decrease in company-operated store sales from the net reduction of 27 company-operated stores during the prior 12 months and a decrease in same store sales primarily relating to lower volume. Independently-operated store sales decreased $1 million due to a decrease in same store sales for independently-operated stores. Car Wash is comprised of car wash sites throughout the U.S., Europe, and Australia with varying geographical, economical, and political factors, which could impact the results of the business. Our U.S. Car Wash locations have experienced softening demand, increased competitive pressures, and negative weather patterns, which have contributed to negative same store sales and could result in future asset impairment charges.Car Wash Segment Adjusted EBITDA decreased by $18 million, or 22%, primarily driven by decreased same store sales within company-operated stores and increased costs relating to marketing expenditures and rent associated with sale leaseback transactions during the prior 12 months.40Paint, CollisionÂ & Glass Six Months Ended20242023(in thousands, unless otherwise noted)June 29, 2024July 1, 2023% Net Revenue For Segment% Net Revenue For SegmentFranchise royalties and fees$49,107Â $50,828Â 22.5Â %20.0Â %Company-operated store sales130,032Â 163,589Â 59.5Â %64.4Â %Supply and other revenue39,274Â 39,544Â 18.0Â %15.6Â %Â Â Â Â Â Total net revenue$218,413Â $253,961Â 100.0Â %100.0Â %Segment Adjusted EBITDA$65,992Â $76,507Â 30.2Â %30.1Â %System-Wide SalesChangeFranchised stores$1,614,248Â $1,544,983Â $69,265Â 4.5Â %Company-operated stores130,032Â 163,589Â (33,557)(20.5Â %)Â Â Â Â Â Total System-Wide Sales$1,744,280Â $1,708,572Â $35,708Â 2.1Â %Store Count (in whole numbers)ChangeFranchised stores1,654Â 1,657Â (3)(0.2Â %)Company-operated stores233Â 248Â (15)(6.0Â %)Â Â Â Â Â Total Store Count1,887Â 1,905Â (18)(0.9Â %)Same Store Sales %0.4Â %15.8Â %Paint, CollisionÂ & Glass net revenue decreased $36 million, or 14%, for the six months ended June 29, 2024, as compared to the six months ended July 1, 2023. Company-operated store sales decreased $34 million, or 21%, primarily driven by revenue associated with the sale of nine company-operated stores to a franchisee in the current period as well as decreased same store sales due to reduced volume within the U.S. glass business. Franchise royalties and fees decreased $2 million, or 3%, primarily due to a decrease in average royalty rates, partially offset by a $69 million, or 4%, increase in franchise system-wide sales generated by same store sales growth.Paint, Collision & Glass Segment Adjusted EBITDA decreased $11 million, or 14%, primarily due to decreased volume associated with company-operated stores as well as the Adjusted EBITDA associated with the nine company-operated stores sold to a franchisee in the current year, partially offset by an improvement in operating margin.41Platform ServicesSix Months Ended20242023(in thousands, unless otherwise noted)June 29, 2024July 1, 2023% Net Revenue For Segment% Net Revenue For SegmentFranchise royalties and fees$14,749Â $15,834Â 12.8Â %14.5Â %Company-operated store sales1,987Â 2,061Â 1.7Â %1.9Â %Supply and other revenue98,331Â 91,476Â 85.5Â %83.6Â %Â Â Â Â Â Total net revenue$115,067Â $109,371Â 100.0Â %100.0Â %Segment Adjusted EBITDA$45,182Â $39,527Â 39.3Â %36.1Â %System-Wide SalesChangeFranchised stores$191,801Â $206,651Â $(14,850)(7.2Â %)Company-operated stores1,987Â 2,061Â (74)(3.6Â %)Â Â Â Â Â Total System-Wide Sales$193,788Â $208,712Â $(14,924)(7.2Â %)Store Count (in whole numbers)ChangeFranchised stores204Â 207Â (3)(1.4Â %)Company-operated stores1Â 1Â â€”Â â€”Â Â Â Â Â Total Store Count205Â 208Â (3)(1.4Â %)Platform Services net revenue increased $6 million, or 5%, driven primarily by an increase in total Company system-wide sales of $3.3 billion in the current year compared to $3.2 billion in the prior year, which resulted in increased product purchases by franchisees and company-operated stores.Platform Services Segment Adjusted EBITDA increased $6 million, or 14%, primarily driven by a combination of revenue growth and cost management.42Financial Condition, Liquidity and Capital Resources Sources of Liquidity and Capital Resources Cash flow from operations, supplemented with our long-term borrowings and revolving credit facilities, have been sufficient to fund our operations while allowing us to make strategic investments to grow our business. We believe that our sources of liquidity and capital resources will be adequate to fund our operations, acquisitions, company-operated store development, other general corporate needs, and the additional expenses we expect to incur for at least the next twelve months. We expect to continue to have access to the capital markets at acceptable terms. However, this could be adversely affected by many factors including macroeconomic factors, a downgrade of our credit rating, or a deterioration of certain financial ratios. Driven Brands Funding, LLC (the â€œIssuerâ€), a wholly-owned subsidiary of the Company, and Driven Brands Canada Funding Corporation (along with the Issuer, the â€œCo-Issuersâ€) are subject to certain quantitative covenants related to debt service coverage and leverage ratios in connection with our securitization senior notes. Our Term Loan Facility and Revolving Credit Facility also have certain qualitative covenants. As of JuneÂ 29, 2024, the Co-Issuers and Driven Holdings were in material compliance with all such covenants under their respective credit agreements. At JuneÂ 29, 2024, the Company had total liquidity of $316 million, which included $149 million in cash and cash equivalents and $90 million and $77 million of undrawn capacity on its 2019 VFN and Revolving Credit Facility, respectively. This does not include the additional $135 million Series 2022-1 Class A-1 Notes that expand our variable funding note borrowing capacity when the company elects to exercise it, assuming certain conditions continue to be met. On July 29, 2024, the Company issued $275 million of 2024-1 Senior Notes as well as replaced the 2019 VFN with a $400 million 2024 VFN. Proceeds from the 2024-1 Senior Notes were primarily used to repay the Companyâ€™s 2018-1 Senior Notes. See Note 7 to our consolidated financial statements for additional information

regarding the Companyâ€™s debt. The following table illustrates the main components of our cash flows for the six months ended June 29, 2024 and JulyÂ 1, 2023: Six Months Ended(in thousands)June 29, 2024July 1, 2023Net cash provided by operating activities$107,224Â $114,583Â Net cash used in investing activities(34,026)(221,100)Net cash (used in) provided by financing activities(102,063)95,128Â Effect of exchange rate changes on cash(1,615)2,087Â Net change in cash, cash equivalents, restricted cash, and restricted cash included in advertising fund assets$(30,480)$(9,302)Operating ActivitiesNet cash provided by operating activities was $107 million for the six months ended June 29, 2024 compared to $115 million for the six months ended July 1, 2023. The decrease was primarily due to costs associated with improvements to our IT infrastructure, including the ERP implementation, offset by continued net working capital improvements during the six months ended June 29, 2024.Investing ActivitiesNet cash used in investing activities was $34 million for the six months ended June 29, 2024 compared to $221 million for the six months ended July 1, 2023. The decrease was due to a $164 million decrease in capital expenditures, proceeds from the sale or disposal of businesses and fixed assets of $113 million, primarily consisting of the sale of nine company-operated collision stores to a franchisee for $18Â million and the sale of assets held for sale of $95Â million, as well as a $42 million decrease in net cash paid for acquisitions, partially offset by a $132 million decrease in proceeds from sale leaseback transactions.Financing Activities Net cash used in financing activities was $102 million for the six months ended June 29, 2024 primarily related to a Tax Receivable Agreement payment of $38 million, repayments of long-term debt, including finance leases of $36 million, and net repayments on the Revolving Credit facility of $25 million. Net cash provided by financing activities was $95 million for the six months ended July 1, 2023 primarily related to net debt borrowings on the Revolving Credit Facility of $110 million, partially offset by repayments of long-term debt, including finance leases of $16 million. See Note 7 to our consolidated financial statements for additional information regarding the Companyâ€™s debt. 43Tax Receivable AgreementWe expect to be able to utilize certain tax benefits which are related to periods prior to the effective date of the Companyâ€™s initial public offering, which we therefore attribute to our existing shareholders. We expect that these tax benefits (i.e., the Pre-IPO and IPO-Related Tax Benefits) will reduce the amount of tax that we and our subsidiaries would otherwise be required to pay in the future. We have entered into a Tax Receivable Agreement which provides our Pre-IPO shareholders with the right to receive payment by us of 85% of the amount of cash savings, if any, in U.S. and Canadian federal, state, local, and provincial income tax that we and our subsidiaries actually realize as a result of the utilization of the Pre-IPO and IPO-Related Tax Benefits or divests. The Company recorded a current tax receivable liability of $56 million as of DecemberÂ 30, 2023 and a non-current tax receivable liability of $134Â million and $118 million as of JuneÂ 29, 2024 and DecemberÂ 30, 2023, respectively, on the consolidated balance sheets. We made payments of approximately $38Â million under the Tax Receivable Agreement in 2024 and no additional payments are planned within the next 12 months. For purposes of the Tax Receivable Agreement, cash savings in income tax will be computed by reference to the reduction in the liability for income taxes resulting from the utilization of the Pre-IPO and IPO-Related Tax Benefits. The term of the Tax Receivable Agreement commenced upon the effective date of the Companyâ€™s initial public offering and will continue until the Pre-IPO and IPO-Related Tax Benefits have been utilized, accelerated, or expired. Because we are a holding company with no operations of our own, our ability to make payments under the Tax Receivable Agreement is dependent on the ability of our subsidiaries to make distributions to us. The securitized debt facility may restrict the ability of our subsidiaries to make distributions to us, which could affect our ability to make payments under the Tax Receivable Agreement. To the extent that we are unable to make payments under the Tax Receivable Agreement because of restrictions under our outstanding indebtedness, such payments will be deferred and will generally accrue interest. As of July 1, 2023, interest accrues at the Base Rate plus an applicable margin or SOFR plus an applicable term adjustment plus 1.0%. To the extent that we are unable to make payments under the Tax Receivable Agreement for any other reason, such payments will generally accrue interest at a rate of SOFR plus an applicable term adjustment plus 5.0% per annum until paid. Critical Accounting Policies and Estimates Our significant accounting policies are more fully described in Note 2 of the consolidated financial statements presented in our Form 10-K for the year ended December 30, 2023. There have been no material changes to our critical accounting policies from those disclosed in our Form 10-K for the year ended December 30, 2023. Application of New Accounting Standards See Note 2 of the consolidated unaudited financial statements for a discussion of recently issued accounting standards applicable to the Company.Item 3. Quantitative and Qualitative Disclosures About Market Risk Refer to the Companyâ€™s annual report for the year ended DecemberÂ 30, 2023 for a complete discussion of the Companyâ€™s market risk. There have been no material changes in the Companyâ€™s market risk from those disclosed in the Companyâ€™s Form 10-K for the year ended DecemberÂ 30, 2023. 44Item 4. Controls and ProceduresEvaluation of Disclosure Controls and ProceduresOur management, with the participation of our CEO and Principal Financial Officer (â€œPFOâ€), has evaluated the design effectiveness of our disclosure controls and procedures (as defined in Rules 13a- 15(e) and 15d- 15(e) under the Exchange Act), as of JuneÂ 29, 2024. The term â€œdisclosure controls and procedures,â€ means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commissionâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the companyâ€™s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on evaluation of the design of our disclosure controls and procedures as of JuneÂ 29, 2024, our CEO and PFO have concluded that as of such date, our disclosure controls and procedures were designed effectively and will provide a reasonable level of assurance.Changes in Internal Control over Financial ReportingThere were no changes in our internal control over financial reporting that occurred during the most recently completed quarter ended JuneÂ 29, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.45Part II.Â Â Â Â Other InformationItem 1.Â Â Â Â Legal ProceedingsInformation relating to this item is included within Note 12 of our financial statements included elsewhere within this Form 10-Q.Item 1A. Risk FactorsFor a discussion of risk factors that could adversely affect our results of operations, financial condition, business reputation or business prospects, we refer you to Part I, Item 1A "Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended DecemberÂ 30, 2023.Item 2. Unregistered Sales of Equity Securities and Use of ProceedsNone.Item 3. Defaults Upon Senior SecuritiesNone.Item 5. Other Information(c) Trading PlansDuring the three months ended JuneÂ 29, 2024, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements (in each case, as defined in Item 408(a) of Regulation S-K).46Item 6. Exhibits.Exhibit NumberExhibit Description10.1Amended and Restated Stockholders Agreement, dated as of June 5, 2024, by and among the Company and Principal Stockholders (incorporated by reference to the Company's Current Report on Form 8-K, filed June 7, 2024).10.2â€ Transition Agreement, effective as of May 1, 2024, by and between Driven Brands Holdings Inc. and Gary W. Ferrera (incorporated by reference to the Company's Current Report on Form 8-K, filed May 2, 2024).10.3â€ Amended and Restated Driven Brands Holdings Inc. 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit B of the Company's Proxy Statement on Schedule 13A, filed March 27, 2024).31.1*Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 200231.2*Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 200232.1*Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002 and 18 U.S.C. Section 135032.2*Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002 and 18 U.S.C. Section 1350101.INS*XBRL Instance Document101.SCH*XBRL Schema Document101.CAL*XBRL Calculation Linkbase Document101.DEF*XBRL Definition Linkbase Document101.LAB*XBRL Label Linkbase Document101.PRE*XBRL Presentation Linkbase Document104Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)*Filed herewith.â€ Indicates management contract or compensatory plan.47SIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Date: AugustÂ 8, 2024DRIVEN BRANDS HOLDINGS INC.By:/s/ Jonathan FitzpatrickName:Jonathan FitzpatrickTitle:President and Chief Executive OfficerBy:/s/ Michael BelandName:Michael Beland Title:Senior Vice President, Chief Accounting Officer and Principal Financial Officer48 EX-31.1 2 exhibit311-q22024ceo302cer.htm EX-31.1 DocumentExhibit 31.1Certification Pursuant to Section 302 of the Sarbanes Oxley Act of 2002I, Jonathan Fitzpatrick, certify that:(1)I have reviewed this Quarterly Report on Form 10-Q of Driven Brands Holdings Inc. (the â€œRegistrantâ€);(2)Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;(3)Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;(4)The Registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the Registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the Registrantâ€™s internal control over financial reporting that occurred during the Registrantâ€™s most recent fiscal quarter (the Registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrantâ€™s internal control over financial reporting; and(5)The Registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrantâ€™s auditors and the audit committee of the Registrantâ€™s board of directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrantâ€™s internal control over financial reporting.Dated: AugustÂ 8, 2024/s/ Jonathan FitzpatrickJonathan FitzpatrickPresident and Chief Executive Officer EX-31.2 3 exhibit312-q22024pfo302cer.htm EX-31.2 DocumentExhibit 31.2Certification Pursuant to Section 302 of the Sarbanes Oxley Act of 2002I, Michael Beland, certify that:(1)I have reviewed this Quarterly Report on Form 10-Q of Driven Brands Holdings Inc. (the â€œRegistrantâ€);(2)Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;(3)Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;(4)The Registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the Registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the Registrantâ€™s internal control over financial reporting that occurred during the Registrantâ€™s most recent fiscal quarter (the Registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrantâ€™s internal control over financial reporting; and(5)The Registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrantâ€™s auditors and the audit committee of the Registrantâ€™s board of directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrantâ€™s internal control over financial reporting.Dated: AugustÂ 8, 2024/s/ Michael BelandMichael BelandSenior Vice President, Chief Accounting Officer and Principal Financial Officer EX-32.1 4 exhibit321-q22024ceo906cer.htm EX-32.1 DocumentExhibit 32.1Certification Pursuant to 18 U.S.C. Section 1350As Adopted Pursuant to Section 906of the Sarbanes-Oxley Act of 2002In connection with the Quarterly Report of Driven Brands Holdings Inc. (the â€œCompanyâ€) for the quarter ended JuneÂ 29, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Jonathan Fitzpatrick, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Â§906 of the Sarbanes Oxley Act of 2002, that:1.The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Â Â Â Â Exchange Act of 1934, as amended; and 2. The information contained in the Report fairly presents, in all material respects, the financial Â Â Â Â condition and results of operations of the Company.Dated: AugustÂ 8, 2024/s/ Jonathan FitzpatrickJonathan FitzpatrickPresident and Chief Executive Officer EX-32.2 5 exhibit322-q22024pfo906cer.htm EX-32.2 DocumentExhibit 32.2Certification Pursuant to 18 U.S.C. Section 1350As Adopted Pursuant to Section 906of the Sarbanes-Oxley Act of 2002In connection with the Quarterly Report of Driven Brands Holdings Inc. (the â€œCompanyâ€) for the quarter ended JuneÂ 29, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Michael Beland, Senior Vice President, Chief Accounting Officer and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Â§906 of the Sarbanes Oxley Act of 2002, that:1.The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Â Â Â Â Exchange Act of 1934, as amended; and 2. The information contained in the Report fairly presents, in all material respects, the financial Â Â Â Â condition and results of operations of the Company.Dated: AugustÂ 8, 2024/s/ Michael BelandMichael BelandSenior Vice President, Chief Accounting Officer and Principal Financial Officer EX-101.SCH 6 drvn-20240629.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONSOLIDATED BALANCE SHEETS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - CONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITY (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952157 - Statement - CONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITY (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952158 - Statement - CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Description of Business link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Acquisitions and Divestitures link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Revenue from Contracts with Customers link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Segment Information link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Assets Held For Sale link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Long-Term Debt link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Share-based Compensation link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Earnings Per Share link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink

9952170 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Acquisitions and Divestitures (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Segment Information (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Assets Held For Sale (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Long-Term Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Share-based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Earnings Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Description of Business (Details) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Summary of Significant Accounting Policies - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Summary of Significant Accounting Policies - Schedule of Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Summary of Significant Accounting Policies - Schedule of Carrying Value and Estimated Fair Value of Total Long-Term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Acquisitions and Divestitures - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Acquisitions and Divestitures - Schedule of Estimated Purchase Price Allocation (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Revenue from Contracts with Customers (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Segment Information - Schedule of Segment Results (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Segment Information - Schedule of Reconciliation of Segment Adjusted EBITDA to Income Before Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Assets Held For Sale - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Assets Held For Sale - Schedule of Assets Held-for-Sale (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Long-Term Debt - Schedule of Long-term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Long-Term Debt - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Leases - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Leases - Cash Flows Related to Lease Arrangements (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Share-based Compensation - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Share-based Compensation - Schedule of Valuation Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Earnings Per Share - Schedule of Basic and Diluted Loss Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Earnings Per Share - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Earnings Per Share - Schedule of Antidilutive Shares (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 drvn-20240629_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 8 drvn-20240629_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 9 drvn-20240629_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Income tax receivable liability Income tax receivable liability, noncurrent Income Tax Receivable Liability, Noncurrent Income Tax Receivable Liability, Noncurrent Adjustments to reconcile net income to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Statistical Measurement [Domain] Statistical Measurement [Domain] Repayment of long-term debt Repayments of Long-Term Debt Schedule of Cash Flow Related to Lease Arrangements Lease, Cost [Table Text Block] Cover [Abstract] Net change in cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Series 2024-2 Variable Funding Senior Notes, Class A-1 Series 2024-2 Variable Funding Senior Notes, Class A-1 [Member] Series 2024-2 Variable Funding Senior Notes, Class A-1 Trading Symbol Trading Symbol Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] Total comprehensive income Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Derivative asset Derivative Asset, Subject to Master Netting Arrangement, before Offset Non-NEOs Non-NEOs [Member] Schedule of Basic and Diluted Earnings (Loss) Per Share Attributable to Common Shareholders Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Award vesting period (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Schedule of Assets Held-for-Sale Disclosure of Long-Lived Assets Held-for-Sale [Table Text Block] Pay vs Performance Disclosure [Line Items] Series 2021-1 Securitization Senior Notes, Class A-2 Series 2021-1 Securitization Senior Notes, Class A-2 [Member] Series 2021-1 Securitization Senior Notes, Class A-2 Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Unrealized (loss) gain from cash flow hedges, tax (benefit) expense Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification, Tax Gain on foreign currency derivatives Increase (Decrease) in Derivative Assets and Liabilities Description of Business Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Series 2019-3 Variable Funding Senior Notes, Class A-1 Series 2019-3 Variable Funding Senior Notes, Class A-1 [Member] Series 2019-3 Variable Funding Senior Notes, Class A-1 Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Stock option exercises Proceeds from Stock Options Exercised Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Leases Lessee, Operating Leases [Text Block] Common stock, shares outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Common Stock, Shares, Outstanding Series 2024-1 2.791% Fixed Rate Senior Secured Notes, Class A-2 Series 2024-1 2.791% Fixed Rate Senior Secured Notes, Class A-2 [Member] Series 2024-1 2.791% Fixed Rate Senior Secured Notes, Class A-2 Operating lease liabilities Operating Lease, Liability, Noncurrent Revenue from Contract with Customer [Abstract] Entity Tax Identification Number Entity Tax Identification Number Leases [Abstract] Leases [Abstract] Schedule of Long-Term Debt Obligations Schedule of Long-Term Debt Instruments [Table Text Block] Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Business Acquisition Business Acquisitions [Member] Business Acquisitions Deferred commissions Capitalized Contract Cost, Net, Noncurrent Operating Segments Operating Segments [Member] Cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Sale Leaseback Transaction, Description [Axis] Sale Leaseback Transaction, Description [Axis] Income tax payable Taxes Payable, Current Term Loan Facility Secured Debt [Member] Prepaid and other assets Prepaid Expense, Current Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Paint, Collision & Glass Paint, Collision And Glass Acquisition [Member] Paint, Collision And Glass Acquisition Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Operating lease right-of-use assets Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Operating Lease, Right-Of-Use Assets Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Operating Lease, Right-Of-Use Assets Insider Trading Policies and Procedures [Line Items] Revision of Prior Period, Adjustment Revision of Prior Period, Adjustment [Member] Use of Estimates Use of Estimates, Policy [Policy Text Block] Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Diluted earnings per share: Earnings Per Share, Diluted [Abstract] Disposal Group Classification [Axis] Disposal Group Classification [Axis] Number of states in which entity operates Number of States in which Entity Operates Payment of Tax Receivable Agreement Payment Of Tax Receivable Agreement Payment Of Tax Receivable Agreement Accounts and notes receivable, net Increase (Decrease) in Accounts and Notes Receivable Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Platform Services Platform Services Segment [Member] Platform Services Segment Company Selected Measure Amount Company Selected Measure Amount Reclassification of interest rate hedge to income Interest Rate Cash Flow Hedge Gain (Loss) Reclassified to Earnings, Net Tabular List, Table Tabular List [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Additions Disposal Group, Including Discontinued Operation Additions Disposal Group, Including Discontinued Operation Additions 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] Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Stock issued relating to Employee Stock Purchase Plan (in shares) Stock Issued During Period, Shares, Employee Stock Purchase Plans Antidilutive securities (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount March 2021 Operating Lease Agreements March 2021 Operating Lease Agreements [Member] March 2021 Operating Lease Agreements Credit Facility [Domain] Credit Facility [Domain] Cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted, beginning of period Cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted, end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Store opening costs Store opening costs Pre-Opening Costs Shares issued for exercise/vesting of share-based compensation awards Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Exercised And Vested In Period, Values Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Exercised And Vested In Period, Values Acquisition of non-controlling interest Payment For Acquisition Of Non-Controlling Interest Payment For Acquisition Of Non-Controlling Interest Current assets: Assets, Current [Abstract] Goodwill Goodwill Goodwill Consolidation Items [Axis] Consolidation Items [Axis] Tax obligations for share-based compensation Payment, Tax Withholding, Share-Based Payment Arrangement Other comprehensive income: Other Comprehensive Income (Loss), Net of Tax [Abstract] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Stock Options Share-Based Payment Arrangement, Option [Member] Goodwill [Roll Forward] Goodwill [Roll Forward] Other, net Proceeds from (Payments for) Other Financing Activities Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive income attributable to Driven Brands Holdings Inc. Comprehensive Income (Loss), Net of Tax, Attributable to Parent Preferred stock, shares outstanding (in shares) Preferred stock (in shares) Preferred Stock, Shares Outstanding Security Exchange Name Security Exchange Name Award Type [Axis] Award Type [Axis] Number of maintenance sites Number Of Maintenance Sites Number Of Maintenance Sites Basic earnings per share: Earnings Per Share, Basic [Abstract] Accrued expenses and other liabilities Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Accrued Expenses And Other Liabilities Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Accrued Expenses And Other Liabilities Long-term accrued expenses and other liabilities Other Accrued Liabilities, Noncurrent Property and equipment, net Property, Plant and Equipment, Net Assets Held For Sale Asset Impairment Charges [Text Block] Total liabilities Liabilities Non-controlling interests Equity, Attributable to Noncontrolling Interest 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] Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Less: Net income attributable to participating securities, diluted Undistributed Earnings (Loss) Allocated to Participating Securities, Diluted Goodwill and Intangible Assets Disclosure [Abstract] Total Shareholder Return Amount Total Shareholder Return Amount Other assets Other Assets [Member] Entity [Domain] Entity [Domain] Less: Net income attributable to participating securities, basic Undistributed Earnings (Loss) Allocated to Participating Securities, Basic Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Aggregate principal amount Line of Credit Facility, Maximum Borrowing Capacity Income before taxes Income (Loss), Including Portion Attributable to Noncontrolling Interest, before Tax Repayment of principal portion of finance lease liability Repayments of Debt and Lease Obligation Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Initial payment Income Taxes Receivable, Initial Payment Income Taxes Receivable, Initial Payment Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Other assets Other Assets Common stock, shares authorized (in shares) Common Stock, Shares Authorized Cash used in business acquisitions, net of cash acquired Cash used in business acquisitions, net of cash acquired Cash consideration, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Diluted (in shares) Weighted-average common shares outstanding, as adjusted (in shares) Weighted Average Number of Shares Outstanding, Diluted Deferred commissions Increase (Decrease) Capitalized Contract Cost, Net Increase (Decrease) Capitalized Contract Cost, Net MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total shareholdersâ€™ equity attributable to Driven Brands Holdings Inc. Equity, Attributable to Parent Contract assets Contract With Customer, Assets, Revenue Recognized Contract With Customer, Assets, Revenue Recognized Advertising fund liabilities Advertising Fund Liability, Current Advertising Fund Liability, Current 2022 and 2021 Acquisitions 2022 and 2021 Acquisitions [Member] 2022 and 2021 Acquisitions Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Interest expense, net Interest expense, net Interest Expense, Nonoperating Payment of contingent consideration related to acquisitions Payment for Contingent Consideration Liability, Financing Activities Outstanding letters of credit Letters of Credit Outstanding, Amount Selling, general, and administrative expenses Selling, general, and administrative expenses Selling, General and Administrative Expense Fair Value, Recurring Fair Value, Recurring [Member] Series 2021-1 Variable Funding Senior Notes, Class A-1 Series 2021-1 Variable Funding Senior Notes, Class A-1 [Member] Series 2021-1 Variable Funding Senior Notes, Class A-1 Number of stores sold Number Of Stores Sold Number Of Stores Sold Impairments Impairments Disposal Group, Including Discontinued Operation Impairments Disposal Group, Including Discontinued Operation Impairments Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Total long-term debt, net Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus Acquisition related costs Acquisition related costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Dilutive effect of share-based awards (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Acquisitions and Divestitures Mergers, Acquisitions and Dispositions Disclosures [Text Block] Assets Assets [Abstract] Other comprehensive (loss) income, net Other comprehensive (loss) income Other Comprehensive Income (Loss), Net of Tax Annual dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document Type Document Type Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Schedule of Segment Results Schedule of Segment Reporting Information, by Segment [Table Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Actuarial (loss) gain of defined pension plan, tax expense Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, Tax Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Maximum Maximum [Member] Preferred stock Preferred Stock, Value, Outstanding Contract liabilities Contract with Customer, Liability Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Net revenue: Revenues [Abstract] Fair Value of Financial Instruments Fair Value Measurement, Policy [Policy Text Block] Capitalized costs to obtain a contract Capitalized Contract Cost, Gross Current Fiscal Year End Date Current Fiscal Year End Date Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Award Type [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Shares issued for exercise/vesting of share-based compensation awards (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Exercised And Vested In Period Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Exercised And Vested In Period Schedule of Antidilutive Shares Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure

Compensation Actually Paid vs. Company Selected Measure [Text Block] Revision of Prior Period [Axis] Revision of Prior Period [Axis] Deferred tax assets Deferred Income Tax Assets, Net Non-PEO NEO Non-PEO NEO [Member] Assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Goodwill Disposal Group, Including Discontinued Operation, Goodwill Accrued expenses and other liabilities Accrued Liabilities and Other Liabilities Additional paid-in capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Maintenance 2023 Maintenance Acquisitions [Member] 2023 Maintenance Acquisitions Subsequent Event Type [Domain] Subsequent Event Type [Domain] Amortization of cloud computing Cloud computing amortization Capitalized Computer Software, Amortization Recently Issued Accounting Standards New Accounting Pronouncements, Policy [Policy Text Block] Diluted (in dollars per share) Diluted earnings per share (in dollars per share) Earnings Per Share, Diluted Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Award vesting rights (as a percent) Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Correlation to the index peer group Share-Based Compensation Arrangement By Share-Based Payment Award, Fair Value Assumptions, Correlation Rate Share-Based Compensation Arrangement By Share-Based Payment Award, Fair Value Assumptions, Correlation Rate Income taxes Income Taxes Paid Preferred stock, shares issued (in shares) Preferred Stock, Shares Issued Foreign currency transaction loss (gain), net Gain (Loss), Foreign Currency Transaction, before Tax Accrued expenses and other liabilities Increase (Decrease) in Other Accounts Payable and Accrued Liabilities Statement of Financial Position [Abstract] Discontinued Operations, Held-for-Sale or Disposed of by Sale Discontinued Operations, Held-for-Sale or Disposed of by Sale [Member] Number of paint, collision and glass sites Number Of Paint, Collision And Glass Sites Number Of Paint, Collision And Glass Sites Cash paid for amounts included in the measurement of lease liabilities: Cash Flow, Lessee [Abstract] Cash Flow, Lessee Grant-date fair value of PSUs granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Net income Net income Net income Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Franchise royalties and fees Franchise royalties and fees Franchise And Royalty [Member] Franchise And Royalty Net gain on sale Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal Proceeds from sale or disposal of businesses and fixed assets Proceeds from Sale of Property, Plant, and Equipment Inventory Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Inventory Revolving Credit Facility Driven Holdings Revolving Line Of Credit [Member] Driven Holdings Revolving Line Of Credit Income tax expense Income Tax Expense (Benefit) Other expenses, net: Nonoperating Income (Expense) [Abstract] Interest rate (as a percent) Debt Instrument, Interest Rate, Stated Percentage Corporate and Other Segment Reporting, Reconciling Item, Corporate Nonsegment [Member] Supplemental cash flow disclosures - cash paid for: Supplemental Cash Flow Information [Abstract] Net income after participating securities, diluted Net Income (Loss) Available to Common Stockholders, Diluted Total net revenue Total net revenue Revenue from Contract with Customer, Excluding Assessed Tax Other expense, net Nonoperating Income (Expense) Statement of Comprehensive Income [Abstract] Forfeiture of restricted stock awards Stock Issued During Period, Value, Restricted Stock Award, Forfeitures Effective income tax rate Effective Income Tax Rate Reconciliation, Percent 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] Total liabilities and shareholders' equity Liabilities and Equity 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 and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Commitments and Contingencies Disclosure [Abstract] Legal Entity [Axis] Legal Entity [Axis] Disposal Group, Disposed of by Sale, Not Discontinued Operations Disposal Group, Disposed of by Sale, Not Discontinued Operations [Member] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Performance awards contingent on performance conditions which have not been met yet (in shares) Weighted Average Number of Shares, Contingently Issuable Tax obligations for share-based compensation Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Accumulated other comprehensive loss AOCI Attributable to Parent [Member] Expected term (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Inventory Inventory, Net Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Schedule of Equity Method Investments [Line Items] Schedule of Equity Method Investments [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Assets held for sale Beginning balance Ending balance Disposal Group, Including Discontinued Operation, Assets, Current Schedule of Reconciliation of Segment Adjusted EBITDA to income Before Taxes Reconciliation of Operating Profit (Loss) from Segments to Consolidated [Table Text Block] Segment Adjusted EBITDA Adjusted Earnings Before Interest, Tax, Depreciation, And Amortization Adjusted Earnings Before Interest, Tax, Depreciation, And Amortization Total consideration Disposal Group, Including Discontinued Operation, Consideration Operating Expenses: Operating Expenses [Abstract] Restricted stock award, market-based PSUs Restricted Stock Award, Market-Based PSUs [Member] Restricted Stock Award, Market-Based PSUs Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Total consideration, net of cash acquired Business Combination, Consideration Transferred Car Wash Car Wash Car Wash Segment [Member] Car Wash Segment Liabilities and shareholders' equity Liabilities and Equity [Abstract] Number of locations franchised, independently-operated, and company-operated Number Of Locations Franchised, Independently-Operated, And Company-Operated Number Of Locations Franchised, Independently-Operated, And Company-Operated Share-based compensation expense Employee Benefits and Share-Based Compensation Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Series 2018-1 Securitization Senior Notes, Class A-2 Series 2018-1 Securitization Senior Notes, Class A-2 [Member] Series 2018-1 Securitization Senior Notes, Class A-2 Series 2019-2 Securitization Senior Notes, Class A-2 Series 2019-2 Securitization Senior Notes, Class A-2 [Member] Series 2019-2 Securitization Senior Notes, Class A-2 Estimated fair value Estimate of Fair Value Measurement [Member] Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Deferred revenue Contract with Customer, Liability, Noncurrent Income tax receivable Increase (Decrease) in Income Taxes Receivable Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Bad debt expense Accounts Receivable, Credit Loss Expense (Reversal) Segments [Axis] Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Non-core items and project costs, net Non-Core Items And Project Costs, Net Non-Core Items And Project Costs, Net Total debt Total debt Long-Term Debt, Gross Exercise Price Award Exercise Price Series 2022-1 Securitization Senior Notes, Class A-2 Series 2022-1 Securitization Senior Notes, Class A-2 [Member] Series 2022-1 Securitization Senior Notes, Class A-2 Earnings Per Share Earnings Per Share [Text Block] Performance stock units Performance Stock Units [Member] Performance Stock Units Arrangement Duration Trading Arrangement Duration Stock issued relating to Employee Stock Purchase Plan Stock Issued During Period, Value, Employee Stock Purchase Plan Subsequent Event Subsequent Event [Member] Schedule of Valuation Assumptions Schedule of Share-Based Payment Award, Employee Stock Purchase Plan, Valuation Assumptions [Table Text Block] Leases Lessee, Finance Leases [Text Block] Exercise of stock options Stock Issued During Period, Value, Stock Options Exercised Restricted cash Restricted Cash and Cash Equivalents, Current Supply and other revenue Supply and other revenue Supply And Other [Member] Supply And Other Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Segments [Domain] Segments [Domain] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] All Individuals All Individuals [Member] PEO PEO [Member] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Asset impairment charges and lease terminations Asset Impairment Charges, Excluding Trade Names Asset Impairment Charges, Excluding Trade Names Statement of Stockholders' Equity [Abstract] Intangibles, net Intangible Assets, Net (Excluding Goodwill) Number cash wash properties sold Number Of Properties Sold Number Of Properties Sold Advertising fund assets, restricted Advertising Fund Asset, Current Advertising Fund Asset, Current Operating expenses Operating Costs and Expenses Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Liabilities: Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities [Abstract] Borrowings or repayments of debt Proceeds from (Repayments of) Lines of Credit Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total liabilities assumed Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities Total operating expenses Operating Expenses Deferred tax liabilities Deferred Income Tax Liabilities, Net Equity Method Investment [Table] Equity Method Investment [Table] Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Advertising fund assets and liabilities, restricted Increase (Decrease) In Advertising Funds Assets And Liabilities, Restricted Increase (Decrease) In Advertising Funds Assets And Liabilities, Restricted Deferred consideration included in accrued expenses and other liabilities Business Combination, Contingent Consideration, Deferred Consideration Included In Accruals Business Combination, Contingent Consideration, Deferred Consideration Included In Accruals Other assets Increase (Decrease) in Other Operating Assets Changes in assets and liabilities, net of acquisitions: Increase (Decrease) in Operating Capital [Abstract] 2024 Acquisitions 2024 Acquisitions [Member] 2024 Acquisitions PEO Total Compensation Amount PEO Total Compensation Amount Derivative liabilities, recorded in accrued expenses and other liabilities Derivative Liability, Subject to Master Netting Arrangement, before Offset Actuarial (loss) gain of defined pension plan, net of tax expense of $0 Other Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, after Tax Forfeiture of restricted stock awards (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Forfeited Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Common stock Common Stock [Member] Measure: Measure [Axis] Car Wash 2023 Car Wash Acquisitions [Member] 2023 Car Wash Acquisitions Preferred stock, shares authorized (in shares) Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Revolving Credit Facility Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Segment Reporting [Abstract] Entity Central Index Key Entity Central Index Key CARSTAR Franchise CARSTAR Franchise [Member] CARSTAR Franchise Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Extension period (in years) Debt Instrument, Extension Period Debt Instrument, Extension Period Advertising contributions Advertising fund contributions Advertising [Member] 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] Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Segment Information Segment Reporting Disclosure [Text Block] Current portion of long-term debt Less: current portion of long-term debt Long-Term Debt, Current Maturities Purchase of common stock Payments for Repurchase of Other Equity Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Share-based compensation expense APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Loss (gain) on foreign denominated transactions Gain (Loss), Foreign Currency Transaction, Before Tax, Excluding Derivative Assets And Liabilities Gain (Loss), Foreign Currency Transaction, Before Tax, Excluding Derivative Assets And Liabilities Entity Shell Company Entity Shell Company Measurement Basis [Axis] Measurement Basis [Axis] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Measurement Frequency [Domain] Measurement Frequency [Domain] Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Comprehensive income attributable to non-controlling interests Comprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest Consolidation Items [Domain] Consolidation Items [Domain] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Restricted stock award, performance based PSUs Restricted Stock Award, Performance Based PSUs [Member] Restricted Stock Award, Performance Based PSUs Sales and disposals Disposal Group, Including Discontinued Operation Sales Disposal Group, Including Discontinued Operation Sales Number of countries across Europe in which entity operates Number of Countries in which Entity Operates Consideration liability Business Combination, Contingent Consideration, Liability Interest Interest Paid, Excluding Capitalized Interest, Operating Activities Disposal Group Classification [Domain] Disposal Group Classification [Domain] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Capital expenditures Payments to Acquire Productive Assets Level 1 Fair Value, Inputs, Level 1 [Member] Foreign currency translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Number of location Number Of Location Number Of Location Gain on sale and disposal of businesses, fixed assets, and sale leaseback transactions Gain (Loss) on Disposition of Assets Total current assets Current assets Assets, Current Statement of Cash Flows [Abstract] Senior notes Senior Notes [Member] Supplemental cash flow disclosures - non-cash items: Noncash Investing and Financing Items [Abstract] Number of stores closed Number Of Stores Closed Number Of Stores Closed Revision of Prior Period [Domain] Revision of Prior Period [Domain] Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Long-term debt Long-Term Debt, Excluding Current Maturities Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Company-operated store sales Company-operated store sales Company-Operated Store Sales [Member] Company-Operated Store Sales Subsequent Event Type [Axis] Subsequent Event Type [Axis] Income Taxes Income Tax Disclosure [Text Block] Earnings per share: Earnings Per Share [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Inventory Increase (Decrease) in Inventories Provision for deferred income taxes Deferred Income Taxes and Tax Credits Accrued expenses and other liabilities Other Noncurrent Liabilities [Member] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Operating lease liability Operating Lease, Liability Cash (used in) provided by financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Performance Shares Performance Shares [Member] Credit Facility [Axis] Credit Facility [Axis] Amendment Flag Amendment Flag Long-term debt Long-Term Debt, Fair Value Carrying value Reported Value Measurement [Member] Income tax receivable liability Income tax receivable liability, current Income Tax Receivable Liability, Current Income Tax Receivable Liability, Current Entity Registrant Name Entity Registrant Name Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation and amortization Depreciation, Depletion and Amortization Asset sale leaseback (gain) loss, impairment and closed store expenses Asset Sale Leaseback Gain Loss, Impairment And Closed Store Expenses Asset Sale Leaseback Gain Loss, Impairment And Closed Store Expenses Fair Value as of Grant Date Award Grant Date Fair Value Asset impairment charges and lease terminations Asset Impairment Charges And Lease Terminations Asset Impairment Charges And Lease Terminations Less: unamortized debt issuance costs Debt Issuance Costs, Net Level 2 Fair Value, Inputs, Level 2 [Member] Long-Term Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt issued Debt Instrument, Face Amount Proceeds from revolving lines of credit and short-term debt Proceeds from Short-Term Debt Entity Address, Postal Zip Code Entity Address, Postal Zip Code Maintenance Maintenance Maintenance Segment [Member] Maintenance Segment Restatement Determination Date: Restatement Determination Date [Axis] Other debt Notes Payable, Other Payables [Member] Title of 12(b) Security Title of 12(b) Security Common stock, $0.01 par value, 900,000,000 shares authorized: and 164,082,430 and 163,965,231 shares outstanding; respectively Common Stock, Value, Issued Fiscal Year Fiscal Period, Policy [Policy Text Block] Operating cash flows used in finance leases Finance Lease, Interest Payment on Liability Share-Based Payment Arrangement [Abstract] Independently-operated store sales Independently-operated store sales Independently-Operated Store Sales [Member] Independently-Operated Store Sales Acquisition of non-controlling interest Stock Issued During Period, Value, Acquisitions Cash and cash equivalents Cash and cash equivalents, beginning of period Cash and cash equivalents, end of period Cash and Cash Equivalents, at Carrying Value Payment of debt extinguishment and issuance costs Payment For Debt Extinguishment And Debt Issuance Costs Payment For Debt Extinguishment And Debt Issuance Costs Income before taxes Income (Loss) Attributable to Parent, before Tax 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] Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards

Granted in Covered Year that are Outstanding and Unvested [Member] Operating lease liabilities Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Operating Lease, Liabilities Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Operating Lease, Liabilities Preferred Stock $0.01 par value; 100,000,000 shares authorized; none issued or outstanding Preferred Stock, Value, Issued Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Fair Value Measurement [Domain] Fair Value Measurement [Domain] Basic (in dollars per share) Basic earnings per share (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Operating cash flows used in operating leases Operating Lease, Payments Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Deferred consideration payment period Business Combination, Contingent Consideration, Liability, Payment Period Business Combination, Contingent Consideration, Liability, Payment Period Foreign currency transaction loss (gain), net Realized Gain (Loss), Foreign Currency Transaction, before Tax Financing cash flows used in finance leases Finance Lease, Principal Payments Capital expenditures included in accrued expenses and other liabilities Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Net income after participating securities, basic Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current Total 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] Total assets Assets Outstanding debt Long-Term Line of Credit Number of operating leases (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Income tax receivable Income Taxes Receivable, Current Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies (Note 12) Commitments and Contingencies Proceeds from sale leaseback transactions Proceeds From Sale-Leaseback Transactions Proceeds From Sale-Leaseback Transactions Termination Date Trading Arrangement Termination Date Repayment of revolving lines of credit and short-term debt Repayment of revolving lines of credit and short-term debt Repayments of Short-Term Debt Share-based Compensation Share-Based Payment Arrangement [Text Block] Assets: Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets [Abstract] Entity Address, City or Town Entity Address, City or Town Debt Instrument [Axis] Debt Instrument [Axis] Schedule of Carrying Value and Estimated Fair Value of Total Long-Term Debt Schedule of Carrying Values and Estimated Fair Values of Debt Instruments [Table Text Block] Cash included in advertising fund assets, restricted, beginning of period Cash included in advertising fund assets, restricted, end of period Cash Included In Advertising Funds, Restricted Cash And Restricted Cash Equivalents Cash Included In Advertising Funds, Restricted Cash And Restricted Cash Equivalents Net income Loss) Net Income (Loss) Attributable to Parent Share-based compensation expense Share-Based Payment Arrangement, Expense Trading Arrangement: Trading Arrangement [Axis] Deferred consideration Business Consideration, Deferred Consideration Business Combination, Deferred Consideration Schedule of Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis Fair Value, by Balance Sheet Grouping [Table Text Block] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Business Acquisition [Axis] Business Acquisition [Axis] Income taxes receivable (as a percent) Income Taxes Receivable, Percentage Income Taxes Receivable, Percentage Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Series 2020-1 Securitization Senior Notes, Class A-2 Series 2020-1 Securitization Senior Notes, Class A-2 [Member] Series 2020-1 Securitization Senior Notes, Class A-2 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 Unrealized (loss) gain from cash flow hedges, net of tax expense (benefit) of $7, ($19), $22, ($21), respectively Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax Revenue from Contracts with Customers Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Non-controlling interests Noncontrolling Interest [Member] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Weighted average shares outstanding Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Entity Address, Address Line Two Entity Address, Address Line Two Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Effect of exchange rate changes on cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Lease term (in years) Lessee, Operating Lease, Term of Contract Name Forgone Recovery, Individual Name Document Period End Date Document Type Document Period End Date Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered Flag] Paint, Collision & Glass Paint, Collision And Glass Segment [Member] Paint, Collision And Glass Segment Insider Trading Arrangements [Line Items] Pre-IPO Stockholders Pre-IPO Stockholders [Member] Pre-IPO Stockholders Segment Reconciling Items Segment Reporting, Reconciling Item, Excluding Corporate Nonsegment [Member] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Series 2019-1 Securitization Senior Notes, Class A-2 Series 2019-1 Securitization Senior Notes, Class A-2 [Member] Series 2019-1 Securitization Senior Notes, Class A-2 PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Schedule of Estimated Purchase Price Allocation Schedule of Business Acquisitions, by Acquisition [Table Text Block] Revenue recognized (less than) Contract with Customer, Liability, Revenue Recognized Number of car wash sites Number Of Car Wash Sites Number Of Car Wash Sites Adjustment to Compensation: Adjustment to Compensation [Axis] Subsidiary or Equity Method Investee, Sale of Stock, Type [Table] Subsidiary or Equity Method Investee, Sale of Stock, Type [Table] Sale Leaseback Transaction, Name [Domain] Sale Leaseback Transaction, Name [Domain] Accounts and notes receivable, net Accounts and Financing Receivable, after Allowance for Credit Loss, Current Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status (Accumulated deficit) retained earnings Retained Earnings [Member] Restricted cash, beginning of period Restricted cash, end of period Restricted Cash and Cash Equivalents Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Series 2020-2 Securitization Senior Notes, Class A-2 Series 2020-2 Securitization Senior Notes, Class A-2 [Member] Series 2020-2 Securitization Senior Notes, Class A-2 Related Party [Axis] Related and Nonrelated Parties [Axis] Basic (in shares) Weighted-average common shares outstanding (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Subsidiary, Sale of Stock [Line Items] Subsidiary, Sale of Stock [Line Items] Total shareholders' equity Beginning balance Ending balance Equity, Including Portion Attributable to Noncontrolling Interest Restricted stock units Restricted Stock Units (RSUs) [Member] Amortization of deferred financing costs and bond discounts Amortization of Debt Issuance Costs and Discounts Property and equipment, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment Number of extension options Debt Instrument, Number Of Extension Options Debt Instrument, Number Of Extension Options Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] 2023 Acquisitions 2023 Acquisitions [Member] 2023 Acquisitions Name Awards Close in Time to MNPI Disclosures, Individual Name Number of businesses acquired Number of Businesses Acquired Entity Filer Category Entity Filer Category Company Selected Measure Name Company Selected Measure Name EX-101.PRE 10 drvn-20240629_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 11 drvn-20240629_g1.jpg begin 644 drvn-20240629_g1.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ # _X0 Z17AI9@ 34T *@ @ U$0 $ M ! 0 %$1 0 ! 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MEQ9R!U]&'=3[$9!]C7VAX3\2V_C'PU9:I:G]Q> MQ"11W4GJI]P<@^XK^[O GQ"GGN6O+,=*^(PZ6KWG3V4GW<7[GU]UN[;/PWC MCA^.!Q*Q-!6IU.G:75>CW7S[&A1117[T?"A1110 4444
%%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% 'F_P"U5K?]D?""ZA!VMJ$\ M5L/SWG]$(_&OE>O>?VT];PNA::K=Y;EQ_P!\JO\ [/7@U?P']('-/K?%]2BG
MI1A"'X<[_&=C]XX!POLLIC/^=N7XV_0****_$S[0**** "BBB@#H/A5HO_"0 M_$G0[,KN26\C+@=T5@S?^.@UJH5\N_LE:)_:GQ86X(^73;628'W.(Q^CG\J^ MHJ_M[Z->5^PX?KXV2UJU6E_AA%)?
^3.1^*^(V*Y\PA17V8_BV_T2"BBBOZ*/ MST**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KG_(L_M\DK\3?\ 8*NO_1+UT%<_\6?^25^)O^P5=?\ HEZ /X(Z*** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH
*^Y_^"%?_68\2?\$E_VE(9+R:^U M;X1>+9T@\6:$K%A$#A1J%LF<"YB ^DJ;D/.QT^&** /[Y_OCC1_B;X*TCQ) MX?U*TUC0=?LH=1TZ_M9!)!>V\]"2.5&'!5D8,#Z&M6OQ%_X,V\ @I%-\5O@
MEXF_9Q\37\EQK/P]1M>\+M,Y9I-)EE5;BW&>T%Q(K#_9NL#A*_;@_ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@#\H/^#R3_E$AIO_
&4#2 \ MTFOJ_EBK^IW_(/)/^42&F_]E TO P!)KZOY8] "BBB@ HHHH **** /K_\ MX($?\IDOV>_^QKB_]%25_9[7$87_0(_P"4R7[/?_8UQ?\ HJ2O[/: "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** .(_:+UO^P_@[K#_/<(MLH]=[!3_..EJ^1J^B?VSM;^S^%-'T\'YKJZ M:<_2-
'N%]GE?M']N3? MR6GZ,**** !C[H**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KZ' M_8V\7M>^']2T61B6L9!<0@_W'X8#Z,,_\#KYXKTO]D[5SIWQ>AASQ?VTL!'K
M@>9_()7Z=X.9U/+>+L'.+TJ2]F_-3]U+_P "Y7ZI'S/&(RFLGO%_!]Z^U->LE_ZZ;HQ_ MX\!71Z3X@L-?B\RQOK.]C'5H)ED _%2:K Y]EF.?+@L13J/^[.,OR;)KX'$T M5>M3E'U37YHN4445ZQRA1110
4444 ?._P"TSX,\1>,_B8TECH^I75G:6T<$ MU;_,!F_P *^RJ* G_B'Z/V6YOF=?,\ M1BZBE5DY-)1LKO976R6B]#[W+^/L3A,-#4Z4;1277[_)GQK_PIKQ7_-"] MJW_@,W^%'"FO%?_$+VK?\
@,W^%?95%>/_ ,2QY/\ ]!E7[H?Y'7_Q$K&? M\^8_C_F?&O\ PIKQ7_T+VK?^ S?X4?\ "FO%?_0O:M_X#-_A7V511_Q+'D__M $&5?NA_D'_$2L9_SYC^/^9\:_\ \"FO%?_0O:M_X#-_A1_PIKQ7_-"]JW_@
M,W^%?95%'_$L>3_]!E7[H?Y!_P 1*QG_#YC^/\ F>._LF?#W4?",&M76J6- MQ8S7#111+-&48JNXL1GL21^5>Q445^Y\(<,8?A[*:64863E&G?5VNW*3DV[: M;O[CXG-LSJ9ABY8NJK.5M%LK)+]
HHHKZ4\T**** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HJKJ6NX.C M+NO+RUM5ZYFE6/\
F:P[OXT>$[)L/XATENW[NX63_P!!S7FXS.LOPCMBJ*? M^*48_FT=-'!XBK_"A*7HF_R.FHKBS^T/X,4X_MVW_P"_4G_Q-.A_:!\&SMM7 M7K4<9^977^:UY:XUX>;LL?1O_P!?8?\ R1T_V-F&_L)_^
R_R.RHK!T_XI>&_M)58+;Z]I$C'HOVM Q_G-;D$\=S$LD;K)&W(93D'\:]K*%9CA,4KX6K&-_NR4 MOR;..MAZM)VJQT%F6\UO2X)%ZHURF\?\ $Q_^A 5T.D>)=.U]=UAJ%E?*.IMYUD_I!)KH MP.?
Y9C7RX/$TZC_NSC+\FS.M@<315ZU.4?5-?FB[1117K'*%%%% !7/_ !9_ MY)7XF_[!5U_Z)>N@KG_BS_R2OQ-_V"KK_P!$O0!_!'1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%%
!1110!],?\ !'?]L6;]A'_@I/\ "7XC M-="UT>QUN+3]<9GVQG3+O_1KLL.AV12M(>-\:'@@$?VR5_ '7]O7_!*']H9 M_P!JO_@FS\$_'MQ.+K4-=\(V(U&4-N\R]AC%O=']/_7>*7CJ.E 'T%1110 44 M44
%%%% !1110 4444 %%%% !1110 445YY\=\1?B3X$\"Q[M#(HU[7;73VD'^PLKJ6)[!023P,F@#T.BOB_O) P#Y9!G MFS@O+R/@D??AA=>WKR.>A%6O"/\ P<$_L9>-KCRK/]H+P/"V[;F -QIZYQG[
MUQ$@Q[YQGCK0!]C45QOP@_:+^'W[0FEM?> ?'7@WQQ9(-S7'A_6K;4XE&<9+ M0NPZ\5V5 !1110 4444 %%%% !1110 4444 %%%%ZAJ-OI-E)!^- $U%>'_$# @IM^SC*GDC\1_'KX_Z//&,FWN?
&.GI<'ITB\W M>>HZ \'->5^)?^#@3]C/PF)OM7[0?@67R7\MOL;SWN3_ +/DQON'N,CWH ^Q M**^'_P#B)$_8E_Z+YX?_ /!3J?\ \C5H:'_P<0?L6^(7D6W_&@/",?E %OM M-O>6H.?0RPKNZ=LXH
^T**^= _!/_5R_9:^(Y>#_'NA_$/2_MWA_6M)URRR5^T:?=QW4602"-R$CJ M"/PH UJ*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HKA_C/^TW\-_P!G#3X[OXA?
$#P3X%M9ANCE\0ZY;:8D@Z?*9G7/3M7S MCXN_X."?V,O!-QY5Y^T%X'F;=MS8&XU!Z44V&9;B)9(V62.0!E93D,# MT(-.H **** "BBB@ HHHH **** "BBB@ HHJEXA\2:=X1T>?4=6O[+2]+SKO3 7M-
4LDR!NEM)E294W';OV;"> MC&O>*_'K_@]!_P &SFB6*R?&S]C6:^^$?QF*N=6LM&T6^:UT[6&4$LEKS_H MD[+PJH1_P!QD4.9!]_\& O_!8N?_@J'\ M6T'QU;IH_P ;OABZ6'BNQ,/V
M;^T%)9$ODAP/++,C)+& !'(IX5710 ?H)1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110!\T_MA:Y]O^(]K9JV5L+-P%%%% !1110 45H>$_#<_C#Q M)9:7;,BS7THB5GSM7/N_
MLE>*])A:2#^S]1"\[8)R\(^CA1^)KV,1X4<7T(.I/ 5++LE)_=%M_@<=/BK M*9RY8UX_/3\78\QHJQJ>EW.BW\EK>6\UK<0G:\4J%64^X-5Z^ J4Y4Y.$TTU MHT]&FNC1[T9*2YH[!1114%!1110
4444 %=A\ )S;_&+06'>X*_FC#^M!Z U])P;)K\"X[^VI?^EQ/.SBSP%>_\DO\ TEGV%111 M7^HA_,@4444 >+_M2?%G6/ ^MZ58Z/?-9.\#SS[45BX+;5^\#TVMT]:\K_X: M(\:?!VX_P"_4?\
\35S]IS7/[9^,6HJ#NCL4CME_!06_P#'F:O/Z_SU\2>/ M,YJ<3XWZGC*L*<:C@HQJ3C%-/^@[-/^@[48N3E.?O-)) MR;:BHI-MZ*_=I/\ )^F[/2OB=^T?H?P[M>2UB;^U-33@V\#?+&?\ ;?D#Z#)]A7A?
C7]HSQ1XS=U^W-IMJW2&SS%Q[M]X M_GCVKA2=VH]HH_0LGX/R_)2Y> M>?\ -+7[ELOS\QTLK32,[LS,QR68Y)--HHK\H;;U9]4%36-_/IETD]M--;S1 MG*R1.493[$GCM=>W:K8D@&;C[1$/
M7/1_H>??M7T1H.OV?B?28;[3[B.ZM;A=R2(<@_X$="#R#?PW7I?[-GQ:D\"> M+(]-NI3_ &3JD@C<,?E@E/"R#TSP#[<]J_I+PD\:L=A,93RC/JKJ4)M1C.3O M*#>BO)ZN%]'?
6.Z=E8 .N+.#:%6C+%X&/+..KBMI+K9='Z;^1]2T445_:A^, MA5'Q1K\7A7PY?:E.K-%8P/.RKU?:"<#W/3\:O5YW^U+KG]C_ ?O8PVU]0EB MME/U;>1^*H:\#BK-WE>38K,5O2ISDO51?
OF[([\KPGUK&4L.]I22?HWK^!S M7_#:.E_] 6__.J4?\ #:.E_P#0%O\ _OZE?/%%?PY_Q'SC/_H(C_X+A_\ M(G[;_])DW_/M_P#@4O\ ,^A_^&T=+_Z M_\ ]_4H_P"&T=+_ .@+?_\ ?U^ M>**/^(^<9_\
01' ,%P_P#D0_U$R;_GV_\ P*7^9]#_ /#:.E_] 6__.J M4?\ #:.E_P#0%O\ _OZE?/%%'_$?.,_^@B/_(+A_P#(A_])DW_/M_\ @4O\ MSZ'_.&T=+_Z M_ -
4I1^VCIA/(%U#_OZE?.];WPPT3_A(_B)HMEMW+-> M1[Q_L!@6_P#'0:ZLO\<.-\7BJ>$I8B/-4E&*_=PWDTE]GS,<1P3DM*E*K*F[M13?Q2Z*_<^T()&E@1F7RV902I/W3Z4V\G^S6DL@&?
+0MCUP,U)5/Q',UOX>O MY%^]';R,/J%-?WCB)NG1E/LF_N1^&TX\TTN[/D__ (:(\:?!VX_[)1__$T? M\-$>-/\ H.W'_?J/_P")KBZ*_P QO]=N(O\ H/K_/@VI_\ )']+?V+E_P#S
MXA_X!'([3_AHCQI_P!!VX_[)1__ !-' #'1'C3_H.W' 'ZC_P#B:XNBC_7?/ MB+_H/K_^#:G_,D']BY?_P ^(?\ @$?\CM/^&BG@_0=N/\ OU'_/$T?\-$ M>-/^@[-
/^@['[;"29VDFDMHV=V&"S%1DGZFKM1VL'V:U MCCSN\M0N<=<#%25_IUAH2A1C"6Z23^X_FBI).;:[A1116Q!C^/\ Q0O@OP7J M6J-M_P!#@9T!Z,_1!^+$#\:^6_\

M5=?^B7H _@CHHHH **** "BBB@ HHHH ^_\ _@UQ_P"4Z_P,_P"X_P#^H_J= M?U^U_(%_P:X_\IU_@9_W'_\ U']3K^OV@ HHHH ^%?\ @X#_ ."5FE?\%.OV M&]Z7*lLP3@2>4W\)S_'(?
V5_^"K/QV\%VL*VUA:>*9]2L8%7:MO:WP6^@C_N MK%:1 *ROU^HH_('_(@J?V6?^A^_:_\ M'FD?_*RC_B"I_99_Z'[]H#_P>:1 \K*_7ZB@#\@?^(*G]EG_*'[]H#_,'F MD?\ RLH_X@J?V6?^A^_:_\ ŸIˆ_P K*_7ZB@#YO_X)?_\ !+_P#_P2:^ 6 ML?#GX))Y_$EU;7-TEQ+;6UNR*T$$*",):QD H3DM\Q! 'T MA110 5\L_P#!8S_@I+I/_!+3]AGQ-\2+A;6\\2S8TCPKILS?+J&J3*WE!AU, M<:J\S@8RD3 $$BOJ:OY5?^M3;JO^7]JK_@U+\-=)O'D\' !"!M&$$?,5QJT MNV2^EQZH1%;@HUJY'#4 ?F3\2_B5KWQD^(>M^+/%.JWFN>)9\$E[+J.IZA=/ MOFO+B5R\DC'U+$GC@=L"L.B@ HHHH ****
"BBB@ K9^'WP[U_XM>-=-\-^ M%]%U7Q%X&UB86]CINFVKW5W>2'D+'&@+,< G '0$U]3_/!)?_@BU\6/^"MO MQ*>U\)VP\.^]G6+7O&.HP,;#3^C&&(#!N+G:01"A&-REVC5@U?U,?\$T/^M"/GP4_X)8> 5T_X=^'4N?$]W (M6\6:FJSZQJIX+ R8Q%%D#$,05/E!(9LL0 M#^2W]O/_ ()B_%3_ ()L0> X?BSI^FZ'KGC_ $R;5K;2(;P7-UIT,<@CVW!3 M,:R,3G:CO@8R0V5'SS7[??\ ![S_ ,G3_ +%2]_ 2L5^(- !1110 444 M4 %%%% 'Z??\&AW _"F2T7_L5=8_]%)7]7U?R@ \&AW _"F2T7_L5=8_]%)7 M]7U !1110!\ ?\'1W .*'CXY_]P# -2#3* _D"K^OW_@Z._Y04?'/ N ?^!I ME?R!4 %%%% !1110 4444 %?W^5_ '7]_E !1110!X___,%"O^3!/CC_ -D_ MU[_TW7%?POU_]-UQ7\,= !1110 4444 %%%% !7]W MG[)O)K'PS_[%32__22*OX0Z_N_9- Y-8^&?_8J:7_Z214 >@4444 ?D#_P M>K? \HLO / _95=._]-&L5_,#7]/W _>K?\HLO / _ &573O\ TT:Q7\P- !11 M10 4444 %%%% 'T__P $4 \ E+?^SE_V4#2/_2E* M=K^+_ ((I_P/#^6 \ M9R_[*!I' I2E?VNT %%%% 'Y0?\ !Y)_RB0TW_LH&E_^UD?]L5?U. \'DG_M "B0TW_LH&E_^UD?]\L5 !1110 444 %%%% 'U__P $"\ E,E^SW_V-<7_ M **DK^SVOXPO^"!' *9+]GO_ +&N+ T5)7]GM !1110 4444 %4/%/A;3/'/ MAG4-%UK3[+5M'U:VDL[ZRO(5FM[R&12KQ2(P*LC*2"I!!!(J_10!_+]_P7[_ M _#:G6_V'[[6/B[\#]/U'Q%\'9&>\U72(]UQ?>"P3DGN\UD,\2.\MŸ(9HTEBE4HZ.NY74\$$']#Z5^#7_ 78_P"5+.+Q1+K'Q=_9 7_D_?BP-BN? M,8T5M"*^]MO\K!1117]#ŸY^9C_7/^$;\#ZO?[MK6MI+(A_V@IX_BKOB:QJC M]JK6_P"R/A!=0@[6U"3*V'Y[S^B$?C7RO7\3_27S3VV>8;)Z4J=_1SD[_A& M+/V?PWPO)@:E=_:E;Y17^;84445_-Y^BA1110 4444 &XX%?<'A+1AX<\+: M;IX 'V*UC@./55 /\J^/?A;HG_"1_$?1+,KN6:\CWCU0,&;_,=!K[2K^NOH MPY7:ECLRDWW""?HG*7ŸQ/R?Q,Q7O4,.O.3^=DOR84445_5Q^5A1110 4444 M%%%% !1110 4444 ?,?[7FM?VC\4([56^73[-(R/1F)<_HR_E7E==+\8M<_X M2+XHZ[=;MRM=O&A]50[%_117-5_F)Q[FG]H\1XW&)W4JL[?X4VH_^2I']+9% MA?J^74:+W45?U:N_Q"BBBODCU@HHHH **** /=/V+-$W76N:DP^ZL=LA]

Y (C' H'ZUZ97^CO@_E?U#@_ TFM9 M1YW_-Q&ŸK\&D?SOQ=BO;YO6EV?+_P" JWYH**** _2SYL*^8OVOFW?%:/G[M MA$/I\SU].U\L_M7NK?&"X .=MM"#[';G^M?@WTC*G+PFEWJP7X2?Z'W7AY&^ M:W[0?ŸH\UHHHK^$#]R"BBB@ HHHH **** "BBB@ HHHH **** /3_P!E#P=_ MPD?Q*^W2)NM]'B,Y/;S&^5! Z$W _&OJ&O-2ŸX5 !O\ PC/PQCNŸV%W&L2&Y M;(Y"?=20?3 +?\#KTJO\ 1#P5X: L?A6@IJU2M^]E P!O6Y5\H*.G>Y_/O&>9 M?7,TGROW8>ZOEO\ C<****_6#Y4K:SJ::+I%U>2?ZNTA>9OHJDG^5?#EU M7,DTAW22L78^]D:^N/VAM;_ +#^#VM2;MK7$0ME']
[S&"D?]\D_E7R'7\:_ M2&N%Y€-6Q\TDON5__;@HHHK^83], M"BBB@ HHHH *V+'X=^(-4LX[BUT+6+BWF&Y)8K*1T<>H(7!K' W' K[@\):, M/#GA;3=/ ^Q6LO?^ M"^7_ .)H_P"%6>*/^A;U[_P7R_\ Q-?:5%' _!+%E?\ T&U/_ 8A_P 1+Q/_ M #YC][/BW_A5GBC_*%O7O\ P7R__$T?*L\4?\ 0MZ]_P"'^7_XFOM*BC_B M6+*_^@VI_P" Q#_B)>)_Y\Q^]GQ;_P *L\4?]"WKW_@OE_\B:/^%6>*/^A; MU[_P7R__!-?:5%'_$L65_\ 0;4_\!B'_$2\3_SYC][/BW_A5GBC_H6]>_\ M!?+_ /$T?*L\4?]"WKW_@OE_P#B:^TJ*/\ B6+*_P#H-J?^ Q#_ (B7B?\ MGS'[V?%O_"K/%'_0MZ]_X+Y?_B:^MOAGH)\,?#W1K%D,9="T MU6Z^);EQ]<*O\GKPFOX!?\ -/K?&%6DGI1A"" ^[G?XS:/WQ@/"^RRB,OYVY M?C;\D%%%%?BI]F%%%% !1110!:T32WUO6K.RC_UEY.D"_5F"C^=?<=O;I:6\ M<4:[8XU"*!V X%?)'[.^B?V[\8=%0KE+>1KECZ;%+# QX+^=?75?V5]&/*_9 MY9C,Q:_B3C!>D(W_;_,/(_' $K%:U_9WPNCM0WS:A>)&1ZJH M+G]57\Z^8Z_A[Z26:>WXCI8.+THTE?\ Q2;;_P#)>4 ;/#G"\F72K/>023GBT R M,#@C&02?ZLJ_F6_X/8=&A@_X*+_#'4%W ;+KX<06[@GŸ=L>IZ@RX'KF5L_A0 M!^-E%%% !1110 4444 %?7__0(_P"4R7[/?_8UQ?\ HJ2OD"OK_P#X($?\ MIDV> \ L:XO_14E']GM%%% !7XP_\ ![1_R8+*/\ LH" ^FZ\KGJ_&'- M /:/^3!?A1_V4!?_3=>4 ?S0T444 %%%% !1110 5]__P#!KC_RG7^!G_XN)I&DD<^[.S'\ M:_K8_P"#IKXPO\)/^"+'Q-A@$%-YXONM\/PMNP2);V*251ZŸ[H(9AC7O)/:ŌY M$: "BBB@ HHHH **** "OLC_((G?\$C/$7_ 5R_:J3PS#-=Z+\/_#"QW_C M#784!:QMF8A+>$L"OVF.0#Z<_9_P#V M??!G[+/P@T/P'_ [IOA?PGX=MQ;6.GV40CC0=6=CU>1VRSR,2SLS,Q))- M=E110! _# _P>\ \ )T_P/_[%2]_]*Q7X@U^WW_![S_R=/\#_ /L5+W_TK%?B M#0 4444 %%%% !1110!^GW_!H=_RF2T7_L5=8_\ 125_5]7\H/\ P:'?\IDM M%_[%76/_ $4E?U?4 %%%% 'P! P=''\ *^]2#3* D"K^OW_(.C MO^4%'QS_ .X!_P"!IIE?R!4 %%%% !1110 4444 %?W^5_ '7]_E !1110!X M_P#%^O^3!/CC_V3_7O_ $W7%?POU_?LF_P#)K'PS_P"Q4TO_-)(J_A#K^[S]DW_M)-8^&?_ &*FE_\ I)%0!Z!1110!^0/_ >K?\HLO / _&573O\ TT:Q7\P- M?T_?
\'JW_*++P#_V573O_31K%?S T %%%% !1110 4444 ?3_P#P13_Y2W_L MŸ?\ 90-(_P#2E*_M=K^*+_@BG_REO_9R_P"R@:1_Z4I7]KM !1110!^4'_!Y M)_RB0TW_ +*!I?\ Z37U?RQ5_4[_,'DG_*)#3? ^R@:7_P"DU]7\L5 !1110 M 4444 %%%% 'U_\$"/^4R7[/?_ &-<7_HJ2O[/:_C"_P"'!' *9+]GO_L: MXO\ T5)7]GM !1110 4444 %%%% !1110!^=_P#F6;_X-W_AA_P5/TB\\5:- M]D^'WQHAA_T?Q';0?Z-K)5<)#J,2C_BX 43+^]0!>751&?Y:_P!L[]B'XF_L M ?&V_P# 'Q4\+WOAO7K,EX'==]IJD&2%N;68?+-"V.&4\$%6"LK*/[I*\7 _ MI_X)_?"K_@HW\%+GP+\5O#-OKNEMNDL;Q#Y.H:-.1@7%I.!NBD&!GJK@;75U M)4@'\-=%??/_62_P"" /Q3_P"""4'B>XUR-+CQU\'KR?;I_BRSMR#8[FPMO M]$0S]GER0 _,4F1M8,6C3X&H **** "BBB@ HHHH **** /TR_X-D \ @KC- M_P $[_VQ8/_BS4S#\(_BS=0Z?JGGR8AT343\EKJ SPJ[B(I3P/+<.Q/DJ* _MK*K^ .O("/\ @W"_X*$7'_!0?_@F3X7U#7+PWGC;X>RGPAX@D=BTMU);QQF" MY;/),MN\)9NAD$OH0 #[THHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** /G\ ;,UO[5XRTK3PK_%A1117PQ[84444 %%%% !7VC\+-$_X1WX<:)9[= MK0V<9KCLQDME""?
JW*7Y1/RSQ,Q7NT,.N[D_E9+\V%%%%?UT?DP5Y_P#M M.:Y_8OP=U%0=LEZT=LOXL"W_ (ZK5Z!7B/[:6M^7HVAZ:#_KII+EAZ;%"C_T M-ORK\]\5LT_L_A+'UT[-TW!>M1J' MQ["V%]OFU"G _>O X#[WZ'S[1117^; M) 1H4444 %%%% !1110!]"?L7:'Y.@ZUJ3+ _,?$Z6RG_<4L?_0Q^5>V5PG[M-FA_V\'=*W+MDNP]R_ON8[?
_'0M=W7^E/A;E7]G<)X##6L_9J3]9WF_QD?S MCQ1BOK&:UZGJYK_P'W?T"BBBOOSP3PG]M/6L1Z#IRMŪ,MS(O_?*]?U>O!:]* M _:OUS^UOBY-"&W+IUM%;C'0$CS#_ .A_I7FM?YP^+V:?7^+\=53TC/D7_<-* M# _&+9_1/"6%]AE%"'=2^YQN'_?.ZO$XES3^SLIQ68?\^[M'R7+(TTC.Q+,Q))/"SB#C_;*@M_X\36[0!@45_JM@,'#"86GA:?PTXJ*](I)?D?R[B*T MJM6566\FW]
[N%%%%=9B%?*/[44JR&G5%7K'' 1^OE(?ZBOJZODCJI.<3_&S M7&'9H5Y]H8Q_2OYY^DM4MPQ0CWKQ_P#3=3_@'Z!X;QOF6 M_9/X5FU()CG[O38O)A)'_+1^I'T4$'_?%?6<"\.RSW/L+E M:7NSDN;R@O>F_P#P%.WG8\K/,P6!P-7%=8K3U>B_&Q]#6%C%IEC#;0((X;>- M8HU'1548_(5-117^G4(1A%1BK):)\TRDV[L****H1XW^V9K?V7P;I6G@X: M\NS*?=8UQ_-U *QG.O7OVQ]9^U^/["S4_+9V08^S.S9_15KR&O\._QNS3Z[MQCBVGI3Ÿ8+_MV*O_.3%]CE%+O*\G\V[?A8****)SZH**** "BBB M@#>^%NB?\)\1]$LRNY9KR/>/5 P9O\ QT&OM*OEW]DK1/[4^+"W!'RZ;:R3 M ^YQ&/T<_E7U%7]N 1KROV'#]?'26M6JTO.,(I+_,FWJC[MK*^ \5C<++#%1J1BI*]G>^Y]E45\:_P#"Y?%?_0PZM_X$M_C1_P +E\5_]##] MW_@2W^-?/_\ $SF3_P#0'5^^'^9W?\0UQG_/Z/X_Y'V517QK_P +E\5_]##] MW_@2W^-'_"Y?%?\ T,_K?^!+?XT?\3.9/_T!U?OA_F'_!#7&?\/ZX_P"1 M]E45\:_\+E\5_P#0PZM_X$M_C1_PN7Q7_P!##]W_ ($M_C1_Q,YD_P#T!U?O MA_F'_$<-9_S^C^/^1]E45XO^R9XBUKQ=/K5ŪJFIWU]#;K%%$LTI=0S;BQ&>X M 'YU[17[CP=Q-3XARFEF]&FZ<:G-92M>T9.-]--6G;R/B2R(?]DL=OZ8K{K_+GB -/[2SS%X^]U4J3DO1R=ON5C^G,IPO MU?!4J'\L4OG;7\0HHHKYT] **** "BBB@#V;]C+1/M/B[5M0(RMG:K'/8R-G M^49_.OHJO)?V.]$^P_#N\O67#7]XV#ZHB@#_ ,>+UZU7^B7@GE?U'@["%)KWJ MBE-]O2;7_DO*?SYQIBO;YO5:VC:/W)7_&X4445^K'RQ\]_MHZWYVNZ+IH/_ M ![P/P4?^@'\Z\3KO/VEM<_MOXQ:IM;='9[+9/;:HW#_OHM7!U_FOXJ M9I_:'%F/Q"=TJC@O2G:"_P#23^CN%\+]7RJA3_NI_P#@O7J?%%%%?GY[P444 M4 %%%% 'KG['6B?;?B#*?7S#*V-F0IJ'=@!_XZ&KZ4KQG]C+1/LWA'5M0(PUY M=+*"/<1KG^5_2]7\T/_!(/_R?W*/^R?K_P"G&\H _&&BBB@ HHHH **** "OK_X(Ş? M\IDOV>_^QKB_]%25\@5]?_\ ! C__)3)?L]_C7%_P"BI* /[/:*** "OQA_MX/:/^3!?A1_V4!?_ $W7E?L]7XP_\'M'_)@PH_[* O_*;KR@#^:&BBB@ H MHHH **** "OO_P#X-#SB[(ZC@GGL?ZP* "BBB@#^<'_@JŸ_Y.G^!__8J7O_I6 M*_$&OV^_X/>?^3I_@?\ ]BI>_P#I6*_$&@ HHHH **** "BBB@#]/O\ @'T._MY3):+_V*NL?^BDK^KZOY0?\ @'T._Y3):+_V*NL?^BDK^KZOY0?\ ^FZXK^&.O[G/^ M"A7_"8)\?LF_\ )K'PS_[%32__$DBH]HHHH_(' @]6_P"4 M67@'_LJNG?\ IHUBOYQ:-_I^_X/5O^467@'_LJNG?^FC6*_F!H **** "BBB@ M HHHH ^G_P#@BG_REO\ V MU_&%_P $"/\ E,E^SW_V-<7__**DK^SV@ HHHH QM2^(WA_1KZ2UO->T:UN8 M3AXIKV..1#C/*ELCBH/^%L^%?^AF\\ _@QA_P#BJ_D"_P"#D+_E-K\?/^PK M9?\ ILM*^(* /[W/^%L^%?\ H9O#_P#X,8?_(JC_A;/A7_H9O#_ /X,8?\ XJOX M(Z* /[W/^%L^%?\ H9O#_P#X,8?_(JC_A;/A7_H9O#_ /X,8?\ XJOX(Z* M/[Y]9T;0_B=X.NM/U"UTKQ%X?UJV>WN;:XBCN[_@<%71T8%)8@@@@@D&O MYYO^"_ :QS_""PUKXP?LRZ7>:EX9AWWFN^!(MT]UI* %GGT_)+RPC!)@. M9$ZIN7Y4_6[((#_P#*&W]GO_L58O\ T;)7V!0!_ '17[P_\'2G_!!"T^'D M6K?M-_!G1(K319_P >^'K&#:EG([.'JPH.%C9B!,B@!3^]Z-(5_!Z@ HHH MH **** "BBB@ K]D_P#@R[_:F;X:_MW^.OA7>71CT_XG>&OMMI&6_P!9J&G. M9$4#MFVFO&)'_/-!@]OQLKZ;_P"",7QZD_9I_P"'JWP%\7+/]F@M_&%EIUY+ MOVB.TO6^PW))]!!<29]1Z4 ?VPT444 %%%% !1110 4444 %%%% !1110 44 M444 %%%% !1110 4444 %1W5REG;232';$I=CZ #)J2N4^..M_\ "/\ PFUZ MXSM9K5H%/O)B,?\ H5>;G&81P& KXZ>U*$IOTC%Q#HP>'=>O"@MY-+[W8^0 M]9U-]:U>ZO)/]9=S/,WU9B3_ #JM117^5M2I*I-U)N[;NWYL_J*,5%*,=D%% M%%9E!1110 4444 >@?LQZ) ;7QBTYB-T=BDERWX*0O\ X\RU]85_P#[%NB> M9JVN:DR_ZF&.V0^NXEF_] 7\Z^@*.O;Z/.5_5>$HXAK6M4G(Y)]"_P#2/Q/P MGQ Q7MT(_BW_DF8-%%%?Q"?M04444 %%%% !3[>W> M[N(XHUW22,$#4N3P*977? ?0/^$D^+>AP;=R17 N7],1@OS]2H'XUZ62Y;/, M,PH8"GO5G&"_[>:7ZG-C,0L/AYUY;13?W*Y]<:#I2:#H=G8Q_P"KLX$@7Z*H M4?RJU117^J5&E"E3C2IJRBDDNR6B(Y>E)RD2W8445E>_=:_X1SP7JU_NVM9 MVDLJD?W@I(_7%9XO%0P]">(]? #!.3]$KLJC3E4FJ<=VTOO/C[XCZY_PDGC[6 M;[.Y;B\E9/\ *Q%3%5?BG)R?JW=_BS^I*-*-*G& ME':*27RT"BBBN4T"BBB@ HHH R:/J[]EW1/[&^#UBY7:]_+)A5F>"]$_P"$;\(:7I^,&SM8H3[E5 /ZYK3K_4CA/*_[-R7'8"UG3IPB_515 M_O=V'S?FN*^LXRK7_FDW\KZ?@%%%%?0'GA110 4444 %%%% !]7+VW > M&KD^WS:O/M*W_@/N_H%%%,N+A+2WDDJ]T>&%@ MKM$[9^/:Y9.*** "BBB M@ HHHH *L:3JMQH>JVMJ:2M!=6M_8?AU9V;MAKZ\7*]'T\Y;6U:<_61L?RC'YU^4^_F:4>#L6T]:BC!?]O22?_DO M,?4\&87V^,TD]HWE]R=OQL>,4445_G:?T&%%%% !1110 4444 ?3W[{VB?V; M\+&NBOS:C=R2@^JKA!^JM^=>I5SOPET3_A'?AGH=GC:T=G&SCT=AN;_QYC71 M5_IYP+E?]F\.X+!.6<*4+_XFDY?^3-G\T9YBOK.85JW1R=O2]E^_4445]8>4 M7-3PRY$ULYMWFUZ.T?\ MMT_=N!,JEA,O]K45I5'S?+[/ZOYA1117X>=?;!1110 4444 %>T?L9>'3<^)M M6U1E^6TMUMTS_>=]G'T"?^/5XO7U1^RMX9_L4^407KMEU29[HYZA?N+^BY_MX%%7[-X"Y)_:%U&K)7C0C*H_DN6/_DTD_D?\=8WV&4SBMYM17YO\$TBBBB MO] C\#"O._VI=<_L?X/WL8;:^H2Q6RGZMO(_%4>B5X7^VGKFVUT/35/WGDN M7'I@=!5_F]?G7BUFG]G\ (XZNGK*'(O^XC4/\ VZŸ]#PIA?;YM0AVE?_P'WOT/ M Z***_S]B#C_8# M_XZ#6'7IG M[)VB?VK\6XK@<KE=.MI9\]@2!&/\ T/\ 2OI^"LK_ +1S_!X&UU.K!/\ P\R< MOPN>;G6*<KX"M7_EB[>MM/Q/J2BBBO\ 4$_F4**** "BBB@ HHHH **** "BBB@ HHHH **** /VT_X,C-8A@_ ;M!^-&GL6^T77@ZVN$&_ D=ZBMS]94_6OZ2*_F<_X,FKV&/_@H1\4[=!$%Q+\/ M))$C)^9E74K$,0/0%U!_WA7],= !1110!_#_P "O/\ R=/\#_\L5+W_P!*MQ7X@U^WW_![S_P G3___L5+W_TK%?B#0 4444 %%%% !1110!^GW_!H=_RF2T7_+%76/\ T4E?U?5_M*#_P.:?\IDM%_P"Q5UC__%)7]7U !1110!\ ?\ !T=_R@H^.?\ W/_ %(_M,K^0*OZ_?^#H[_E:1\<_^X!_ZD&F5_(%0 4444 %%%% !1110 5_?Y?\=?W M^4 %%%% 'C___4*_P"3!/CC_P!D_P!>_P#3=<5_#*'7]SG_!0K_DP3XX_P#9 M/]>_]UQ?\,= !1110 4444 %%%% !7]WG]O_K M'PS_[%3DW_DUCX9_P#8J:7_.DD5'H%%%% 'Y_P#!ZM_RBR_P#95=._]-&L_#7]/W_!ZM_P HLO / 95=._\ 31K%?S T %%%% !1110 4444 ?3_/P1 M3_Y2W_LŸ?]E TC_TI?O[?:_BB_X(I\ *6_JG+_LH&D?^E*5_:[0 4444 ?E M!_P>2?\ *)#3?^R@:7_Z37U?RQ5_4[_P>2?\HD__P"R@:7_.DU]7\L5 !1 M110 4444 %%%% 'U_P#\$"/^4R7[/?\ V-<7_HJ2O[/:_C"_X($?\IDOV>_^ MQKB_]%25_9[0 4444 ?QQ?\ !R%_RFU^/G_85LO_$V6E?$%?;_____^Q5B_P#1LE?8%_%/Q#X>L/%V@7VDZI9VNI:7JEO) M:7EI.VNHQQG D-K*3T"P.:_/Y9.*** "BBB M@ HHHH *L:3JMQH>JVMJ:2M!=6M_8?AU9V:MAKZ\7*]'T\Y;6U:<_61L?RC'YU^4^_F:?4>%&87V^,TD]HWE]R=OQL>,4445_G:?T&%%%% !1110 4444 ?3W[{VB?V; M\+&NBOS:C=R2@^JKA!^JM^=>I5SOPET3_A'?AGH=GC:T=G&SCT=AN;_QYC71 M5_IYP+E?]F\.X+!.6<*4+_XFDY?^3-G\T9YBOK.85JW1R=O2]E^_4445]8>4 M7-3PRY$ULYMWFUZ.T?\ MMT_=N!,JEA,O]K45I5'S?+[/ZOYA1117X>=?;!1110 4444 %>T?L9>'3<^)M M6U1E^6TMUMTS_>=]G'T"?^/5XO7U1^RMX9_L4^407KMEU29[HYZA?N+^BY_MX%%7[-X"Y)_:%U&K)7C0C*H_DN6/_DTD_D?\=8WV&4SBMYM17YO\$TBBBB MO] C\#"O._VI=<_L?X/WL8;:^H2Q6RGZMO(_%4>B5X7^VGKFVUT/35/WGDN M7'I@=!5_F]?G7BUFG]G\ (XZNGK*'(O^XC4/\ VZŸ]#PIA?;YM0AVE?_P'WOT/ M Z***_S]B#C_8# M_XZ#6'7IG M[)VB?VK\6XK@<KE=.MI9\]@2!&/\ T/\ 2OI^"LK_ +1S_!X&UU.K!/\ P\R< MOPN>;G6*<KX"M7_EB[>MM/Q/J2BBBO\ 4$_F4**** "BBB@ HHHH **** /VT_X,C-8A@_ ;M!^-&GL6^T77@ZVN$&_ D=ZBMS]94_6OZ2*_F<_X,FKV&/_@H1\4[=!$%Q+\/ M))$C)^9E74K$,0/0%U!_WA7],= !1110!_#_P "O/\ R=/\#_\L5+W_P!*MQ7X@U^WW_![S_P G3___L5+W_TK%?B#0 4444 %%%% !1110!^GW_!H=_RF2T7_+%76/\ T4E?U?5_M*#_P.:?\IDM%_P"Q5UC__%)7]7U !1110!\ ?\ !T=_R@H^.?\ W/_ %(_M,K^0*OZ_?^#H[_E:1\<_^X!_ZD&F5_(%0 4444 %%%% !1110 5_?Y?\=?W M^4 %%%% 'C___4*_P"3!/CC_P!D_P!>_P#3=<5_#*'7]SG_!0K_DP3XX_P#9 M/]>_]UQ?\,= !1110 4444 %%%% !7]WG]O_K M'PS_[%3DW_DUCX9_P#8J:7_.DD5'H%%%% 'Y_P#!ZM_RBR_P#95=._]-&L_#7]/W_!ZM_P HLO / 95=._\ 31K%?S T %%%% !1110 4444 ?3_/P1 M3_Y2W_LŸ?]E TC_TI?O[?:_BB_X(I\ *6_JG+_LH&D?^E*5_:[0 4444 ?E M!_P>2?\ *)#3?^R@:7_Z37U?RQ5_4[_P>2?\HD__P"R@:7_.DU]7\L5 !1 M110 4444 %%%% 'U_P#\$"/^4R7[/?\ V-<7_HJ2O[/:_C"_X($?\IDOV>_^ MQKB_]%25_9[0 4444 ?QQ?\ !R%_RFU^/G_85LO_$V6E?$%?;_____^Q5B_P#1LE?8%_%/Q#X>L/%V@7VDZI9VNI:7JEO) M:7EI.VNHQQG D-K*3T"P.:_/Y9.*** "BBB M@ HHHH *L:3JMQH>JVMJ:2M!=6M_8?AU9V;MAKZ\7*]'T\Y;6U:<_61L?RC'YU^4^_F:4>#L6T]:BC!?]O22?_DO M,?4\&87V^,TD]HWE]R=OQL>,4445_G:?T&%%%% !1110 4444 ?3W[{VB?V; M\+&NBOS:C=R2@^JKA!^JM^=>I5SOPET3_A'?AGH=GC:T=G&SCT=AN;_QYC71 M5_IYP+E?]F\.X+!.6<*4+_XFDY?^3-G\T9YBOK.85JW1R=O2]E^_4445]8>4 M7-3PRY$ULYMWFUZ.T?\ MMT_=N!,JEA,O]K45I5'S?+[/ZOYA1117X>=?;!1110 4444 %>T?L9>'3<^)M M6U1E^6TMUMTS_>=]G'T"?^/5XO7U1^RMX9_L4^407KMEU29[HYZA?N+^BY_MX%%7[-X"Y)_:%U&K)7C0C*H_DN6/_DTD_D?\=8WV&4SBMYM17YO\$TBBBB MO] C\#"O._VI=<_L?X/WL8;:^H2Q6RGZMO(_%4>B5X7^VGKFVUT/35/WGDN M7'I@=!5_F]?G7BUFG]G\ (XZNGK*'(O^XC4/\ VZŸ]#PIA?;YM0AVE?_P'WOT/ M Z***_S]B#C_8# M_XZ#6'7IG M[)VB?VK\6XK@<KE=.MI9\]@2!&/\ T/\ 2OI^"LK_ +1S_!X&UU.K!/\ P\R< MOPN>;G6*<KX"M7_EB[>MM/Q/J2BBBO\ 4$_F4**** "BBB@ HHHH **** /VT_X,C-8A@_ ;M!^-&GL6^T77@ZVN$&_ D=ZBMS]94_6OZ2*_F<_X,FKV&/_@H1\4[=!$%Q+\/ M))$C)^9E74K$,0/0%U!_WA7],= !1110!_#_P "O/\ R=/\#_\L5+W_P!*MQ7X@U^WW_![S_P G3___L5+W_TK%?B#0 4444 %%%% !1110!^GW_!H=_RF2T7_+%76/\ T4E?U?5_M*#_P.:?\IDM%_P"Q5UC__%)7]7U !1110!\ ?\ !T=_R@H^.?\ W/_ %(_M,K^0*OZ_?^#H[_E:1\<_^X!_ZD&F5_(%0 4444 %%%% !1110 5_?Y?\=?W M^4 %%%% 'C___4*_P"3!/CC_P!D_P!>_P#3=<5_#*'7]SG_!0K_DP3XX_P#9 M/]>_]UQ?\,= !1110 4444 %%%% !7]WG]O_K M'PS_[%3DW_DUCX9_P#8J:7_.DD5'H%%%% 'Y_P#!ZM_RBR_P#95=._]-&L_#7]/W_!ZM_P HLO / 95=._\ 31K%?S T %%%% !1110 4444 ?3_/P1 M3_Y2W_LŸ?]E TC_TI?O[?:_BB_X(I\ *6_JG+_LH&D?^E*5_:[0 4444 ?E M!_P>2?\ *)#3?^R@:7_Z37U?RQ5_4[_P>2?\HD__P"R@:7_.DU]7\L5 !1 M110 4444 %%%% 'U_P#\$"/^4R7[/?\ V-<7_HJ2O[/:_C"_X($?\IDOV>_^ MQKB_]%25_9[0 4444 ?QQ?\ !R%_RFU^/G_85LO_$V6E?$%?;_____^Q5B_P#1LE?8%_%/Q#X>L/%V@7VDZI9VNI:7JEO) M:7EI.VNHQQG D-K*3T"P.:_/Y9.*** "BBB M@ HHHH *L:3JMQH>JVMJ:2M!=6M_8?AU9V:MAKZ\7*]'T\Y;6U:<_61L?RC'YU^4^_F:?4>%&87V^,TD]HWE]R=OQL>,4445_G:?T&%%%% !1110 4444 ?3W[{VB?V; M\+&NBOS:C=R2@^JKA!^JM^=>I5SOPET3_A'?AGH=GC:T=G&SCT=AN;_QYC71 M5_IYP+E?]F\.X+!.6<*4+_XFDY?^3-G\T9YBOK.85JW1R=O2]E^_4445]8>4 M7-3PRY$ULYMWFUZ.T?\ MMT_=N!,JEA,O]K45I5'S?+[/ZOYA1117X>=?;!1110 4444 %>T?L9>'3<^)M M6U1E^6TMUMTS_>=]G'T"?^/5XO7U1^RMX9_L4^407KMEU29[HYZA?N+^BY_MX%%7[-X"Y)_:%U&K)7C0C*H_DN6/_DTD_D?\=8WV&4SBMYM17YO\$TBBBB MO] C\#"O._VI=<_L?X/WL8;:^H2Q6RGZMO(_%4>B5X7^VGKFVUT/35/WGDN M7'I@=!5_F]?G7BUFG]G\ (XZNGK*'(O^XC4/\ VZŸ]#PIA?;YM0AVE?_P'WOT/ M Z***_S]B#C_8# M_XZ#6'7IG M[)VB?VK\6XK@<KE=.MI9\]@2!&/\ T/\ 2OI^"LK_ +1S_!X&UU.K!/\ P\R< MOPN>;G6*<KX"M7_EB[>MM/Q/J2BBBO\ 4$_F4**** "BBB@ HHHH **** /VT_X,C-8A@_ ;M!^-&GL6^T77@ZVN$&_ D=ZBMS]94_6OZ2*_F<_X,FKV&/_@H1\4[=!$%Q+\/ M))$C)^9E74K$,0/0%U!_WA7],= !1110!_#_P "O/\ R=/\#_\L5+W_P!*MQ7X@U^WW_![S_P G3___L5+W_TK%?B#0 4444 %%%% !1110!^GW_!H=_RF2T7_+%76/\ T4E?U?5_M*#_P.:?\IDM%_P"Q5UC__%)7]7U !1110!\ ?\ !T=_R@H^.?\ W/_ %(_M,K^0*OZ_?^#H[_E:1\<_^X!_ZD&F5_(%0 4444 %%%% !1110 5_?Y?\=?W M^4 %%%% 'C___4*_P"3!/CC_P!D_P!>_P#3=<5_#*'7]SG_!0K_DP3XX_P#9 M/]>_]UQ?\,= !1110 4444 %%%% !7]WG]O_K M'PS_[%3DW_DUCX9_P#8J:7_.DD5'H%%%% 'Y_P#!ZM_RBR_P#95=._]-&L_#7]/W_!ZM_P HLO / 95=._\ 31K%?S T %%%% !1110 4444 ?3_/P1 M3_Y2W_LŸ?]E TC_TI?O[?:_BB_X(I\ *6_JG+_LH&D?^E*5_:[0 4444 ?E M!_P>2?\ *)#3?^R@:7_Z37U?RQ5_4[_P>2?\HD__P"R@:7_.DU]7\L5 !1 M110 4444 %%%% 'U_P#\$"/^4R7[/?\ V-<7_HJ2O[/:_C"_X($?\IDOV>_^ MQKB_]%25_9[0 4444 ?QQ?\ !R%_RFU^/G_85LO_$V6E?$%?;_____^Q5B_P#1LE?8%_%/Q#X>L/%V@7VDZI9VNI:7JEO) M:7EI.VNHQQG D-K*3T"P.:_/Y9.*** "BBB M@ HHHH *L:3JMQH>JVMJ:2M!=6M_8?AU9V:MAKZ\7*]'T\Y;6U:<_61L?RC'YU^4^_F:?4>%&87V^,TD]HWE]R=OQL>,4445_G:?T&%%%% !1110 4444 ?3W[{VB?V; M\+&NBOS:C=R2@^JKA!^JM^=>I5SOPET3_A'?AGH=GC:T=G&SCT=AN;_QYC71 M5_IYP+E?]F\.X+!.6<*4+_XFDY?^3-G\T9YBOK.85JW1R=O2]E^_4445]8>4 M7-3PRY$ULYMWFUZ.T?\ MMT_=N!,JEA,O]K45I5'S?+[/ZOYA1117X>=?;!1110 4444 %>T?L9>'3<^)M M6U1E^6TMUMTS_>=]G'T"?^/5XO7U1^RMX9_L4^407KMEU29[HYZA?N+^BY_MX%%7[-X"Y)_:%U&K)7C0C*H_DN6/_DTD_D?\=8WV&4SBMYM17YO\$TBBBB MO] C\#"O._VI=<_L?X/WL8;:^H2Q6RGZMO(_%4>B5X7^VGKFVUT/35/WGDN M7'I@=!5_F]?G7BUFG]G\ (XZNGK*'(O^XC4/\ VZŸ]#PIA?;YM0AVE?_P'WOT/ M Z***_S]B#C_8# M_XZ#6'7IG M[)VB?VK\6XK@<KE=.MI9\]@2!&/\ T/\ 2OI^"LK_ +1S_!X&UU.K!/\ P\R< MOPN>;G6*<KX"M7_EB[>MM/Q/J2BBBO\ 4$_F4**** "BBB@ HHHH **** /VT_X,C-8A@_ ;M!^-&GL6^T77@ZVN$&_ D=ZBMS]94_6OZ2*_F<_X,FKV&/_@H1\4[=!$%Q+\/ M))$C)^9E74K$,0/0%U!_WA7],= !1110!_#_P "O/\ R=/\#_\L5+W_P!*MQ7X@U^WW_![S_P G3___L5+W_TK%?B#0 4444 %%%% !1110!^GW_!H=_RF2T7_+%76/\ T4E?U?5_M*#_P.:?\IDM%_P"Q5UC__%)7]7U !1110!\ ?\ !T=_R@H^.?\ W/_ %(_M,K^0*OZ_?^#H[_E:1\<_^X!_ZD&F5_(%0 4444 %%%% !1110 5_?Y?\=?W M^4 %%%% 'C___4*_P"3!/CC_P!D_P!>_P#3=<5_#*'7]SG_!0K_DP3XX_P#9 M/]>_]UQ?\,= !1110 4444 %%%% !7]WG]O_K M'PS_[%3DW_DUCX9_P#8J:7_.DD5'H%%%% 'Y_P#!ZM_RBR_P#95=._]-&L_#7]/W_!ZM_P HLO / 95=._

(WC.*/KLE[N'A*7_;TO<2^YR:]#X7Q!QWL;7W1C_P"W M'ZMX9X7^/B'Y17XM_H%%%%?R4?JP4444 %%%% !7TE^QQHGV+P#?WS##7UX5 M'NB* /\ QYFKYMK["^!&B?\ "/\
PCT*';M:2V%PWKF0F3G_ +ZK^@/HXY7] M8XGGBY+2C3DT_P"])J*_!R/@O$3%>SRQ4EO.27R5W^:1UU%%%?W0?B 5\G_M M.:Y_;/QBU%0=T=BD=LOX*"W_ (\S5]8,P123P!R2>U?
#_BW6CXC\5:EJ!)/V MVZDG&?1F)'\Z_FGZ36:>RR?"9>GK4J.7RA&WYS7W'Z1X;87FQE7$/[,;?.3_M . S/HHHK^+3]D"BBB@ HHHH *^B?V,-%^S^%-8U K\UU=+ ">XC7/\ .0_E
M7SM7UQ^SCHG]A_!W1U(Q)=(URWOO8E?_ !W;7[Q]'7*_K/%?UEK2C3G+YNT% M^$G]Q\+XA8KV>5^S_GDE\EK^B.XHHHK^\#\"BBB@ KG_BS_ ,DK\3?]@JZ_M]$O705S_ ,6?^25^)O\
L%77_HEZ /X(Z*** "BBB@ HHHH **** /O_ /X- MO=_\ A]9^UQ_T<;\8/_"FN?\ XJ@# M^UVL7XA?$CP]\)/!!]]XA\5:[H_AK0=,C,MWJ6J7D=G:6J#JSRR$*H]R:_BWO M?
^"T'[6NH6DD,G[1WQE5)5*L8_%5W&X!]&5PRGW!!KQ?XO?M%?$']H+4DO/' MWCKQEXXO(R62?7]:N=2D4GJ0TSL1G)_.@#]O&,]\5_4Q7\59 M:]J=QX;F&0/,:_M)K6!>?^GB6$^^,5_8S0 4444 ?
S@_\'O/_)T_P/\ ^Q4O M?_2L5^(-?KE_P>;_;!4M_&G_5(\,^'K659!X-\!6 K=+CF.YGNKRX(_P"_M,EN?Q-?D;0 4444 %%%% !1110!^GW_!H=_RF2T7 L5=8_\ 125_5]7\H/\ MP:'?\IDM%_[%76/_$4E?
U?4 %%%% 'P!_P='?\ *"CXY_\ <_]2#3*_D"K M^OW_(.CO^4%'QS_ .X!_P"I!IE?R!4 %%%% !1110 4444 %?W^5_'7]_E M !1110!X_P#\%"O^3!//_CC_V3_7O_$W7%?PQU_?LF_P#)K'PS_P"Q4TO^2
(J_A# MK^[S]DW_)-8^&?_&*FE_\ I)%0!Z!1110!^5G_>):)-JO_!(-;B-HU33 M?'&E7,H8G+*8[J+"\==TJGG' /T/\JU?UU_\'4_@H^+O^"(GQ6N%B\Z70;S1 M=211$9&&-5M86(_NX29R3V4-]:_D4H
**** "BBB@ HHHH]R_X)B^*8O__M 4E_9]UFX=H[;2_B3X=NIV5@O[M-3MV?DD#E01R<>M?W%5_GX3\37G@KQ3 MINLZ?)Y-_I-W%>VS_)+&X=#QZ,HK^\CX-_%#3?C?\
(?"OC31F\S1_%^CVFM MV+9W;H+F%)HSGO\ *XH Z2BBB@#\H/\ @\D_Y1(:;_V4#2__$FOJ_EBK^D+ M_@]M^/MIH7[*'P>^&*?*7"?VEXF\53^))(D?YUM[&UD@^<#^%GOQC/4Q'&=IQ_M-[0
4444 %%%% !1110!]?_! C_E,E^SW_-C7%_Z*DK^SVVOXPO^"!'_*9_*9 M+]GO_L:XO_Z7ZLT: %%%%% '\B'_=1Z(VD_P#!&/^"OBWS*57Q%X'TK45)0+N"R75MG/\7 N M1D^F.U?E70 4444 %%%%
!1110!_9U_P0 N([K_@C3^SVTVO>OT6H ***1W$:%F(55&&23T H _B$_X*Q?\ *4W]]I;_LJOBC M_P!.]U7S_7*^W%_ 5>?M2S_N68=SV?U/U-<'0 M4444 %%%% !1110!_7;;_;
,&K.@-HW_!#OX1SL^[^U+O7+H+H+MQY8&LWL6/?/E MYS_M5^A]?)O_!;!X/#V_ R%PK_?N&LQ)&Z$9D&E0O+L4,ZS(8?W[W%+ZRQA0W0TQ\K5J9 MK*@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@#E_C3K??\ MPCWPJUZZ!VM]D:)3Z-)^['ZL*^-Z^F/VP=;^P?#:WLU/SZA>*"/5$!8_^/;: M^9Z_AOZ2&&:?6.)*>#B]*-)7_,4FY/\ \EY3]M\.L+[/A[]I5GO.3^Y)&H[/+I5GO.3^Y)+[\A11 M17\]GWX4444
4444 %%%% !1110 4444 %%%% !117H/[.GPN M;XB>HYKB/=I>ED37&X?+*W\,?XD9/L#ZBO8X?R%/%9SF-'+&KU*DDEY=WY)>6 M*7$-*_M*NWY)G'F&F&.I8/#SQ 9^[%7_R7JWHCW/JG/P"?
GPVMO.CV7NI'[7."/F79JNN:DR_ZF*.V1O7<2S#_QQ?SK MZ KR[]D;1?[-^%1N67YM0NY)0?55P@_56_.O4:_T:\&\K^H\\X'#*#6LXN;\^> M3DO__"5I'\\\88KV^;UI=$^7_P !23_&X4445^G'S(4444 -
GF6W@>1ONQJ6 M./05\(U]RZ_/]FT*]DQN\N!VQZX4FOAJOY&^E%4O4RV'957]_L_\C]8\,H^[MB)?X/_;@HHHK^4#]4"BBB@ HHHH **** "BBB@";3[&75+^&U@0R37$BQ1J.
MK,QP!^9K[8\'^'(O"'A;3]+AQY=C L60,;R!RWXG)_&OFS]E;P;_ ,)-\38[MR1-UOH\9N6R.#(?E0?7)+#_JBVOQ1Z^0553S*A-_SQ_-'R'1117^8Y_2H4444 %%%% !7M7[&?B:&Q\0: MMI^&S]%-
>*U+97LVFW<=Q;RR03PL'CDC8JR$="".E M?5<$\33X>SO#YQ"/ [-NZVO&2<9*_>S=O.QY>=9:LPP53"-VYEOV:::_%'W7 M17ROI7[5GB_3;98Y+BSO-HP'GMQN_-2/UJOXB_:;\7>(;9H?
MT=C&XPWV2(1 ML?\ @1RP_ BOZ]J?20X75#VD*=9RM\/+%._F^>WSU]#\ECX=9FY\KE"W>[_* MUSUC]I;XTP^$]!FT/3Y@VK7R;)2A_P"/6,]F[=T,TP:?V MB7YG_0$?4BOLX#:,"O$?V/)L]-
O/$5Q'AKO_1K4G^X#EV_%@!_P$U[=7]X M_1]X5EE?#OU^LK5,4^?SY%I#[_>DO*2/PSC[-%B?T0U\JU[U^VGK>(="TU3]XRW+ MCZ85?YO7@M?P+](++/K?%]2BGI1A"X<[_&=OD?O'
.%]EE,9_SMR_3] HHH MK\1/M HHHH ****)M-L9-4U"WM8AF2XD6)!ZEC@?SK[EL;./3[*&WC&V.!% MC0>@ P*^1/@#HG]O_%_0X2,K#/\
:6]O+!WX@H8*+TI4DW_BG)M_^2J)^U>'&%%Y,!.L_M2_!)?JV%%%%?SH?H044 M44 %%%% #H(&N9TCC7=)(P50.Y/ K[DT'2ET+0[.QCQY=G D"X]%4*/Y5\@_ M!;1?1@^^N@VI7\07&L1,
MXVN=/M\6EN".N#)'*?\ @D%%]N6$2#PWXWTG46;RR MWE!H[FUW9_AYN0,G^]CN*_E5K^R^_M ^(I)A_ X(L?'3XHP)]QI)D6^O]IM ?9C7(V!S?UK)I9^!X J2JX8^%L]M) @M9(CNH9 ?9C7\;] !1110 4444 %%%%
&KX%\;:I\-?&&VC^(]#O M)=/UKP_?0:EI]U%^VN(9(DBD7W5U4CZ5 :[_P M_V(?PC6@4?5\$?<[0QMF '<M8Y!1J2B:H[Y% @HWX_ X*?Z'LD>'OB M1X6N(/-[+X)8:?[+D?^\
M#]C+'VWB7>5\$@=(=-O:_+R0[:;5#[@QP]*<\$!]QJ?>_3D;TK.;K-_S5?,:]%9Y<5)[3>FT?2(9Y1W(,KLVL!EF_RXRPKDPZ]XS]C6Z3TN:Y\W6W&]3^AW!Y4_T7(BDT8>5<5!2R?WBE8^ &+Y_(G
%#1[F15VF>3PAI(D<^I"VX7/T4#VKY5_;!_X*1:^'O]&!K M6PK\^+Y.^PGZ2ZL*Z$I4HS($?8M<&.N"?$.C>0+Z66]_;/ M9K+JN\$]'7MN^4]D4?V;H?IP/=8?*=+3TNK:_J+D&:^5XQ/#5%.4^MO\,'ZE?VR:,X5?YQOZX'<^J4+VZ;!/X3^
>]E9(%AM(&.2"T=O'$A2XD7>#H5X=(BK/Y"+_%Y3I"6]DQ<6\W_^* Y3P:1I+4TMH4;;CC5V7?G?D&CG2$?A+93?W'L]*4@&F=2.+)1(\:.=;D7DL5<5<S>_*=%>;B+U;N>G=:O?TL&+U;N6 ?'\?H*
M/CG__P%!7SW3_6/^TTH<SJ^+H=V@O2E^\>GWJ[GW4DP/Z3U^]G7&0S$=%**/@;@T(#?[@WA?/BPLI.!(<\:&ON8TY/L(1^F@G8W(;/69UDF*+SL*0-,CD(%[!WO[Q$3X*PKGFRWRZP7^.0D&/W&?6AI?WFTKJ[I&&8L-4A0#G
!)3]H;14A^T2KX'U'4HH\9+R6<1N MT &#\VZ 8]\=.M?Q2U_?1UBMM^G&I4$O1Q&B:0!-(B_?TA1*,T17,7H?/?[E?%EWR[@?5*&?6VK6*Z54RB5:?X.1FFZ9C<QZRDF*F9KK_RJPF6B*%<*_VCH@H^)<?%X:Y*0@?QD+>K;\TW0G(H<[R&O
MBB@ HHHH *_I@@_X_O[O\$@KQUY](AR*1@M8^B<O0]5IP&)X$(RK9$&$^PDK!4OF8MTO2"I&BKI]IK3*QHE([\H?.;!)'1KV0)HN0+^<H]"6^!TH6<*+BGQI?*EM\BS<$(@U6=)$PM$K:2NR9&TL3'\D2ED;A+
/:$\%_LL_"36?'Q\2:7X4\)Z! 9[W M4;2<,41%13>\45B(UUD?:3<9R1@?7"_&3Q:?*V;)U3Z@S1<+E60OQO>%*I%_@>$H\8YYX/;1Q8JT1S>L&V/:@J#XX9ZF?IB@W2!CU\[M6@2VQNN\J:)D0ZR:IHOQW%:LL7!4?T>$4+?X39NDT?;9
MC)-;V>[[WDPY\N+/<(JYH]B_P""_U_ <>5Y<O88@[>)2G2$9@CMX;NC7VV\G<@NM[\!!N^:5'TZMZ;2+&X$O(ZD]A^<HR>(M6J)E\G/2!2>E2T+X\V0NM^_/6E=^;LY;I^HPJ^<Y=X1R2*VOT^N_C)
[&N+_P!%%5_9[0 M444 %?/_ /!V9_RBSLO^R@Z+_P"B;VOH"OG_ /@[,_Y19V7_ 'Y"_@\8^9T@ ,2<0 ^B/PIE<?U#^/X0A7&,ZS&)6FDX@QY\^U&#Y.7<K1P[/Q38F4<BI<6T>T(/=?T02@Y6/<L)@9X?9<D/
!1110 4444 ?MA%/)1\UV5P_>)[<?7<K\[@8IR=ID=[<MW09A5FV@_?)H6<8CPKH0D=8@ZX?=:8EN<4H#^O.!H@ M9WB:NOFBQ6+XK+_>L=&F9WUQ44$\5;1.T81>KO!YO?CAA*CAF3*'?J:WQ*G<>)?P^,[G-(
>"M/\ #?Q+M+;1G+_P\0Q?:2J8)F>V[ML2 3!06T(@&@CNCSH9=#NC5&J/6=4G/C;%P>X+1*.+>%<4[J#7+T7>R8A_^&>!Y\7X4'3.GA)^$QW1V\PFS1^4,I<BJBEY%J]9JM@WRHXHHJL6MPK[/!7BBFS#<I6?B
X/B9IO# M2^*OQ#T'POH/H\#76L>)-&1M]+&L5&3+ M//*L4:CZLP'XUNL]\VK39P<WKKOU5)8D)&92-V<+P&J\P^;>;<'&;^U;U<V8M.GQ9^'9A$L6!N7-5QK\SW6)5V<>$(+P(<NCP')IOQL0J8(A-WN4
;_Q/HVGAN+6V>X('K(VW_VG7BU=U^TCK?\ ;?QBU8ALQVI2V3VV* W_ M (]NKA:_S4\4,T_M#ZE[/D$H[PMG4[QKYTJB8R3?DG4=<%_W!Y3VDA/T!^OT@(D?Z&%BDMJAM\CUVU*/7\;2$[/\MR>R^I=C%>AO+5&[Q*P$@G8+)0X,AX[I#1A
"BBB@ HHHH ***U/!/A2X\= M^,-*T6TQ]HU6[BM(\]-TCA1_.OSZ'$[V6E1;$TB>\/Y1!'6X9^@ZP4]0%A"/N.?L&1FZ*+?3@5U]V1N!3Z,RA6PYG?C8!0SB*$CMDA@V=R=[:;E1UG>1HTLC2E!F&IH?B
+*CLH]._4^W M85_>+^^'@:=?]2M=A/S_NN%D=0'U=S>;-R3^:8!>?>[_I!<M^N;V[,<O<OF#S[MF7_8I6Q8RX$2B<>JP]&(Z&9AX.U/OW?!@N=@@(M3@?R*IW=X(F1U/F*J>%P-GZN0.D=\$CK*T2!/I1KMS\A
MKT[]K76K*2 #6-5&T_/[6:HDGA)?@I[>O8.77K/ZMJ.<*Q[L)'K+9,!OYV#ASFZBGP=W+0E[I^O1.'H$:$O.8Z6$I5NJ(S?TR_BKE=[\2Z*@>PEB]\$16%SU,(D*WE:TKHGWT;T]3^&ZA>VEWFLXOO
MOZIPA2JM:UISG^/(OP@F?@_'N*]KF\H?R)1_"_ZA1117[8?%A1110 4444 % M%%% !1110 56UG4TT71[J\D_U=I"\S?15)/\JLUQ7[1&N?V%\'M:<-M>XC%L MH_O>8P4C_ODM^5>/Q!F
,NJY_4"TT04444@"BBB@ HHK0* MZ,WB0Q@;+)C'/^
MBH_(X5G1
...
(remaining lines illegible at this resolution)

J6L:YX+UG3["TA&9+JXEL9H MXXU_VF9@![FOY$/^'!'[9/\ T;W\0/\ P'B_^+K^SVB@#^,+_AP1^V3_-&] M_$#_,!XO_BZ/^'!'[9/_1O?Q_\!XO_(NO[/:* /XPO^'!'[9/_1O?Q_\ M!XO_(NC_AP1^V3_-
&]_$#_,!XO_BZ_L]HH_C"_X<$?MD_P#1O?Q_P# M>+_XNC_AP1^V3_T;W\0/_>+_P"+K^SVB@#^,+_AP1^V3_T;W\0/_>+_P"+ MK^PG]F_0+SPG^SOX"TO4K>2SU#3?#FGVEU!
(/FAECMHU=#[A@1^%=I10 444 M4 %%%% !7-_%SX/>%?CY\.]4\(^-O#NC^*O#.M1>1?:9JEJES;7*]1N1@1D$ M @CE2 000#7244 ?A+_P45_X,QO#_BZZO/$7[-/C!/"UQ(6D/A+Q1-+<:?W.
MVVO5#S1CC 699YN&^(/P=\9:?I=L3NUBPM/[M4TK Z$W=L9(DR.0KLK8SD @@?VRT4 ?P!T5_=7\7/V(/@O\ '^ZDN/'7PC^& M7C*XF8N\^M^%[*_E+'JV^6-FW>^^)-5M[#3K.ZU"^NG$<-O;1-
++,QZ!54$L?8"O[M1O#7_!#/]D#PG<-):_LZ_"V5F96(O-&2]7*Y(^6;>,<\C&#WSBO=OA'^S5\. M?V?[8P^_A_X)\$PLGEE- T.UTU2O'&(448X''M0!_*G_P $^_\ @U^_:<_; M;U6UO?$/AR;X,^"V*M-
K'BZUDM[R1#U^SZ>=L\C8((\SRHR.DF>*_H_X)?_ M /!(#X/?\$HOAJ^E?#W27OO$VIPK'K?BK4U235=7(P2A< "* , 5A3"C)WM MES]344 ?G%_P='?LI?$7]L?_ ()J6'A'X8>$=6\:>)
(_&FGZ@VGZ+_XNO[/:* /XPO\ AP1^V3_T M;W\0/_>+_XNC_AP1^V3_P!&]_$#_P !XO\ XNO[/:* /XPO^'!'[9/_ $;W M\0/_ 'B_P#BZ/\ AP1^V3_T;W\0/_ >+_XNO[/:* /XPO\ AP1^V3_T;W\0 M/_
>+_XNC_AP1^V3_P!&]_$#_P !XO\ XNO[/:* /Y7?^",W_!&;]J3X!_\ M!4?X)^,O&7P3\:>'_"_A_P 1QW>HZC=P1K#:1"-P78AR<9([=Z_JBHHH *** M* "BBB@ HHHH \J_:O\ V'OA'^W+X'7P[\6OA_X<\
<:9&&^S_P!H6_\ I-D6 M&&:WN$*S0,1QNB=3[U^1'[8__!E+X)\5R7FI_ OXH:MX1N6W21:'XJ@_M*Q+ M'HB7402:)!ZND[>]?N910!_('^TI_P &Q/[9'[-SW,W_ K'_A/M+MR1]N\' M7\>J"7']RV^2[.?
^N_/BOBOXI_/QU\#-2:S\;>"_%G@Z\5_*,&N:1<:?(' MQG;MF13G SBO[T*AU#3[?5K*2VNH(;JWF&V2*5 Z./0@\'\: /X":*_N5\>_M\$X_V>_BD\C^)/@7\'M>ED!!EO\
P;IUQ*,C&0[0E@<=P017FFM_\$)?V/?$ M%PLEQ^SO\,XV1=H%MI8M5(Z\K&5!/N1F@#^+6BO[//\ AP/^QK_T;W\/_P#P
M'E_^+KLO#7_!'W]E/PE=&>R_9Q^"8FRK!Y_!MA<&,J<@KYD3;3GNN#TH_B6 MLK*;4KN.WMX9;BXF8)''&A9W8] .2?85](L^?\$,]1O624_P)K]A/^"?_ /P0&_9F_P""=,UEJGA/P.GB3QG9$.GB
MGQ2ZZEJ<;CH\.56&W8<_-!&C8."37VA10 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%%% !1110 4444 %%%% !1110
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M;+UCWO[;'P9TVY:&X^+GPQMYDQNCD\4V*LN1D9!EST.:AUH+=K[ST*>29C4_MAX>;](2?Z'IU%>+7?_!1OX#V22,_Q<\!L(02WEZO%(3CT"D[OPSGM6-?_P#! M5;]GG3K9II/BIX;95P"
(O.E;_OE4)_2H>*HK>:^]'H4^#L_J?P\#6?I2F_\ MVT^@J*^9=2_X+'?LV:4BM+\3K-@QP/)TC4)C^(2 X_&L?4O^"WO[-MC*JQ>. MKR\5ADM#H&H +['?"I_(5#QV'7VX_>CNI^'7%=3X,LQ'_@FI^?
*?65%?&M]_MP7B_9YM+EHX]9\272C&)(M$E"G_OK:?TK(N?^#@?X"P7#HMOX[F53@2)I,6U M_<;I@?S J?[0PW\Z^\[J?A3QC/;+:WS@U^=C[AHKX'E_X.*O@FC,%\,?%%]N M0"--L0&_\G,_I6//_P
''/PQ6!S'X$\>/(%.Q6^R*K'L"?-.![X/T-1_:F%7 MVT=U/P8XVGMEU3Y\J_-H_1"BOS9NO^#D7P_P#!RO/):LMM\&8H9N-KR>*S(HYYRHLU)X]Q_2LJ]_X. M2_$4ELRV_P *M%BFXVM)K/<5+SG"?S?
@_\CLI_1[X\EO@DO6K M2_2;/UFHK\A;W_@Y \>R6K+;?#KPC#-QM>2ZN)%'/.5!4GCW']*RKS_@XU^+ M#VS"W\%?#R.;^%I(KR11]0)P3^8J?[;PO=_XS=D?F#67)_P '!/QX=&46@-21@,- M)ER/?
F:I_MS"^?W'9#Z-'&TO:GL,VQ/YDUFZA_P6'_:2U*X\V3X MG7RMC&(M+L(5_P"^5@_2I_U@P_\LOP_S.R'T5^*G\6(PZ_[>J/_-Q'] %% M?SW:G_P5@_:(U;R_-^*GB!?+SCR8X(_P#!3O\ : U"U:&3
MXL>+U5\9,=T(FX.>&4 C\#4_ZP4?Y7^'^9U0^BKQ"_CQ=%>G._\ VQ']$%%? MSG_\/%OCQ_T5SQ]_X.9O_BJRO^&YOC9_T6+XI_\ A5W_/\ ':7^L-+^1_@= M4/HHYR_BQU)>D9O]$?
TBT5_-7J'[7WQ:U:X\ZZ^*'Q$N9B,;Y?$EX[8^IDS5 M+4/VF?B1JT'E77Q \;W46=VR77;IUSZX+U/^L4/Y']YU1^B?F'VLPA_X!)_^ MW(_IAHK^9'_C;_HZY*[,VM:LS,]FNO_7C_P"
[(_J$;QSHJ,0=8TL$<$&[CX_6 MJNI?%'PSH\2R7GB+0;6-CM5IK^*,$^F2U?S"T5/^L3_Y]_C_, ZH_1,HW][M,W_X)7_RP_IN_P"%Y^"?^AP*_\ @V@_^+JC?_M._#72[EH;KXA>!>9<$QR
MZ]:HPSTX+YK^9^BE_K%/^1??_P WC]$[!7]][,9_^"TO_;V?TM?\-7?"W_HI M7@'_,*&T_\ CE9;_MQ_!6)V5OC!\+593@@^*[$'_O[7\W-%+_6*I_(OO-X M?10RS[6/J?*$5^K/Z1)/VZ?E&C,?C#\+
<*,G'BJQ)_(2UE_\/&/@/\ ]%<\ M_\ @XA_QK^<^BI_UAJ_R+\3:'T4%?\ OZ__,36;<_\%-OBEHY:,[24M+MU M/T98B#]0:_GUHJ?]8*_\J_'_#-H_15X<^UBZ_WTU_[8S^@;_A[S^SC_-%0 MTO\ \
;S_P",U!J/_!8O]FW2X!))\3K)E9MN(=*OYFS]$@)QQUZ5^ %%'^L& M(_E7X_YFL?HK<,7UQ.(_\"I__*S]\O\ A]3^S+_T4K_RWM5_^1J/^'U/[,O_ M $4K_P M[5?_)&K\#:*G_6#$=H_<_\
,U_XE7X4_P"@C$?^!TO_)2?O-J7 M_!;W]FVQE58O'5Y>*PR6AT#4 %]COA4_D*K?\/R_!V2_M[$]E]S_,RE]%WA M%._M:_\ X'#_ .5G[D?\/Z_V?/\ H(^*O_!R!_P"@CXJ_\ M $4K_P M[5?_)&K\#:*G_6#$=H_<_\
AO12_M[$^7W?\$U_XEAX/_FK?^!Q@?^O@'^O#_^DP1>I\P%?Q_P5:_&_N7[>VRM]LK_P#RC,Y9_P"\'/Q_P"?/\ H_\ O^'^O<^VQO3>+^Y9^3RMH2E"'^..8\ZJH!9*-/\$M5'X_P!$"?/4>L_\ZL[^C_\ /)/_\ R3G\9Y/W/P?Y
%,/\ \?K\2Z*/ M[=Q7E[=?2^1YN=E]5W_\ 3W\<]"?<T ? ID#D-T@;^L;8?1@%ZM\K;/7[!U^;_"Z[;$?4)UO7:E,_ Y^8QH^DR?_C/_ (^3+=_/G'W^A/_ ?\ 0"KTBX#!S)MV<$XC[1)Y5M M"Q.F^-?H6\+_\ A%,P\J<HW[4)_X4B_=_VU!0^,''?9]/M5H8[^/BC_T"-^_V#V#XM9^/]D#1W]$D3Z)O+4/_\T=PF<O@5O_ _\-H[?_ M`*"H%_X#6IK.O8/G9'9DU_Q-_^E>W)>-##/Y![9(H\\C3Z0A+^?.8E$A\
Q^OQ+HH_MW%>7MU]+Y'FYV7U7?_]5]\]X,3#X^5"\'>H^?OKD=@>J@8DP_^,EBNG?!_ (R^=>^A($KU'?^X^_\ \^8>#V\]<)$_X_XYP:?_ +>_#^L^S^M$M_LE@'_P"%YLO0GX9:>U>:'_>Q]+^>]_'
'Z_$NBC^W<5Y?<'_!+/P;_T]_\ !G_VI^VG_$09\!_^"J_!^?]<_X> ^Q_^Q_^Q_X;?Q_^]-K^>SBB1A4_G>2__?$/_%RFS\]_O.5S@__ -G?>_L>=^R^Y^)>I<*Y:I\?^O;_W_D'_X%)_[S_H_X,\1^)_!B
++;C!FT=3O^FR1O MUQ7X@T4?V[BO+[A2^C+P:U9>V7_<1?\ R)^Y'_#^O]GS_H(^*O\ P2O_(T? MVZ_V?/^@CXJ_P#!K_P#!*_\ C7X;T4_[>Q/E]W_!^0]L_:?\ H_]!VH?\ @5)\ \ G4%\ @YT5^/UK\J*_[SQ]5D-/:NM5_Y>?^'%4^\ _$Z^:N[^M_?"?^!'Q_H'K
MW_!#_B6'@_\ 9J_\#C_ (\'^A_W^O>\ ]>ZQ^(_^G?T^V[?Q_RXM@4O\7WO7+-Y_Q_K^O_H^[^_\7Y^_O,^_-_^?@#_ -7%_WP8/\ _<_J_^^]4/Y-^^,_WY__P#/\ ^_H?\ ^_>X__L3_P2:^?/\ ^5G3Y>6^F-^?^'^*#_HX/_?_O\ _@7H^?^'M_^1^_\
LTWEOYDGQ"FM&SCRY?#^I%A[_"V[#]:_!.BC M^W\3V7W/_,F7T6^$FK*MB%_V_3_6DS]\O^'U/[,O_12O_+>U7_P"\ RWM5_P"%9__X%U_^-#_P"0/CCB^U\7^V_O_\ 0KH:_G?_?^F_[^_F'^_H?\)"_Y^?/J_!!$*#C_0ZZ?_N_T_Z_'^?\ ]\^*^9)>^]^/Y^_?+/^N>_
H(Q'_@=+_P"4G] D M'_!7_P#9ON($D7XH:_VG?^/&<O_^V^>C^>$:^_Y_^_>/__<[_^__V__]^_1_^?^_9_%+_.O^X_$U_%B/^_A^_[?_?^_'^_]<%^?U_>=_G^_;>_:_^^_/^_^$>^/^[^_^,_^)5^%/
O&,_A5S_(>D?L^?]%6*_\ ?U__(FOYXZ*/]8*_P#** MOQ_S,Y?15X=O[N+K_?3_/D$?T06?!3W]G^^N5B3XL>$59^ADN3&OXLP 'X MFM#_(>,? ?_**YX!_\'$/^-?SGT57^L%;^^?_??>%+Z;<<S^5F/C/__?__%_ _ ^_>_>_]_X^_9^:+]_'?=__O/O^^4:^_
B8R^BGD5_=QE;[H/\ ]M1_ M1I:_\%#O@3>7"Q)\7?AZK.< OKD$:_BS, /Q-:/_ W-\$_^BQ?"S_PJ[#_X M[7\W5%/_ %AJ_P B_$QE]%')V_=QU7_P&#_R/Z3+#]M7X-ZK<>3:_%KX[K_ _C_ _:_ %/_T?^F/P_$_?O^ /_ %_ /S_/_/F__^?^\ J
M&=D7BBQ=L?02U>_X:N^%O_12O /_(4-I_\ '*FEHI_ZQ5/Y/\ 8>YK/_P#'?T9^3\M W,*G_@$7Z^J_Z9_ >__Z4*?^AO\ <_*7_X?@_P H?_^% _;\ P\FM__ /^<\ :O\ ^\ /_#_+_ _C_B_^_ ^<_<?^_+/^_%?_]__:_^_O:_'-)^^
PE]$W!W]W,96_Z]K_Y,_J MOB'X?O(M$EAUS1Y8I!N5TO8V5AZ@@U8LO%FEZG=+#;:EI]Q-)G;''<([-@9. #GH,U_+ MO15?ZQ/_)_X)_>C^<^BCX7M+?#^GEJ+@_S/_/\ 6<'^' _^_ _^? ^?_ \^ _? ^_^_]_/ _ /_ _ %_ ?_ _ __ _>/?
M9VQQW#JJY.3@ XZG-/\ UB_Z=_C_, YY?1+DE[N:_\ E"W_+F9_4117\P- MA\2O$6EW*S6NOZU;S+D"2*^E1AGKR&S6A_PO/QM_T.'BK_P;3_\ Q=5_K%'^ M3\?^
<\OHFXF_NYE'_P4U_[D9_3=17\T<'[4OQ.M8$CC^(WCR..0J(NOW:J MH' 'F< 5=TS]LOXP:*KBS^*WQ)M!)@L(?$U['NQTSB2J_UBA_(_O.67T3\Q MM[N80_\ )+]6?TGT5_-%_P_"$!_^<_^@^)? _C!S_'^+_;^*^D?@_3_%'/[?_>Q=_:'_'^;_' _'>_;[/^N^ ^_ ^M5^
$YF3H)/$][(OXJTA!_$5H?\ M#Q;X\?\ 17/'W_@YF_\ BJK_%AI?R/#FE]%+.4_=QU+[IK]&?T845_/&O_ M 5&_:"50/\ A:WBKCCF9#_[+6A8_P#!6O\ :+TZV6*/XI:VRKG!EMK:5O\ MOIHB?
UJO]8*/K_#_,Y)?15X<F2_:CM[N+H??47_MC/Z#_#**_/3/3/^"R7[2FD:FE[^FF^+_<?3[+8+:F6_\%@_V[K7 _G_#ZC^_J? R_-_W+_V'_:K[HZ-__4<9/'U\W^N_[^H*_?_UVE_?NG@7_ %KV_
MGT6Z5PW9_=_P3EG]&#B^.TZ#])R_6FC]QJ*_$V\/\ X.#?CQH7,!S&@<QG_ ;X>%@(6.D0)@6\@G"(@]G\[2:=E[,B\=+@XQ-">JRP2=Z:</,"<@*>D<_B7W/%?,B*8/@@3<=.J#SP\J\K]>\-LE
(Q6LO\ P^/%W_W%5?VSA/YOP?^1QS^C[QY';!)^E6C^M1'ZF45^8\?_!R_.!_ MY_H?^G/AV?_ 8^^?/_Y[0_<?R/%G/!]1_(RR?>_?4<[_-Y\>?-7_0Y>_!!_H?_>2/]>3>\:">./F?_%?_D_T/P_>Q8>B_[_/>4Z:@G<*J><;/^X/;I=LU4(
(**_/6V_X.-OA2UP@F\$_$*.(GYV2.S9E'L#.,_3(MK6LO^#B3X(_TZ_#CG2QB,_'_>^P'_<ZXVP-5V@CX,WH_T>S,JH[?P^<P^\]+SOH\^%_)\,T'G0\I^[8Q>%<7F"<[?M\+<^/X_+_*^H_+@1_M+\+_O\(_B+_G5;>>_$
MS^;KWB"SVXP9M$G._P"FP-^N*I9AAG]M?><-3PJXPA\66UOE3D_R3/L:BOE' M3?\ @MO^S5?1,TOC^XLV4X"S>']1);W&R!A^9K8LO^"PO[-U_;+-'\3]/56S M@2:9?1MP<TX_>CAJ>'?
%5/X\LQ"_P"X-3_Y$^EJ*\"MO^"I M/[/=TL97XG:&FNEAC^+WP\5GS@R:[;Q+ MP,\LS #\36BQ-%[27WHX*G".>T_XF"K+UIS7_MI[%17FNF_MG?!_679;/XK_M
UNF0980^)[*0J/?$M;&F_M$_#_%B!I;/QUX-NHU;:7AUJVD4'KC(?KR/S MJE5@]FOO//J9+F%/^)0FO6,E^AV5%9%G\0-!U&.-K?6](G6;!C:.\C8/GIC! MYS[5KUI=/8X:E.<':::]4%%%%!F%%%% !1110
4444 %%%% !1110 4444 % M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%%% !1110 4444 %%%% !1110 4444
%%5=3UNST54-Y>6MH),A3-*L>['7& M37*ZG^TA\.]%\O[9X]\%VGF9V>=K=M'OQC.,OSC(_.IE**W9U4,%B*W\&G*7 MHF_R.THKR'5?^"@/P-T=5,WQ>^&[[\X\CQ#:S]/78YQU[]:Y74_^"L7[.VDL
M@E^*>@MYF2/)BN)L?79&7Y7CRZO=V<^3H&H#9C'7? O7VSTKE=3_."?P"L/+\IO&E[MNSGR=' V8QUWR+U]L]*QEF&&6\U]Y[5#POXOJ_#EE?YTYQ_]*2/MJBOS]U7_M
(.,/@_!M^Q^$/B1<X\3F3_.1[5E+/<*N_P!QZU'Z,_&<_B5*/K4_RBS]Q**_!74_M^"VO[2FH.#'\0+>S7;@K#H&G8;WR\#'/T-(?_M#XD^/K[S\> M9]H\077EK:"3(4S2K'NQUQDU_,7JGQ)\1:Y(7O=?
UJ\9EV%I[Z60E?3ECQSTK%K- M\1=J?X_\ ]:C]$N6]7-/NH_JZJ_(_I7XV+H2.U]XV\(V:QML8SZQ;QA6 MZ8.7'/M7.ZK^VVX^VY\&=#:1;WX0[B3+:1!_'!V #9@M#)/N"_ZX!*)*MG;%X _3$W2&=Y=#X>X3,<>)K+%S ,9^[YFX^P R:_FWH
M3Z07WGJT?HGY>OXN83?I"*_.3/Z)M3_X*8?\ '2?'+!'KCC4TXL^"V\S./)OQ C&.NS M..O?K7 ZG_P4DG_V@_'K,TLD]&.QQL;!G;<C3)M:3)G].>M7K.-G'R%"4TAY.C*S\O.&#6PO.JOBAI["-MI\G3;Z M)3G].>M7K.7+.:@G]<3H_[_!<M7/L]8#78!4L<A]:-_<?;4*6OM&Y$Y[_>I?-E*N-T[!D8YZ>K\+^IDZ\(F->D-KB
J;K7]C^'WC2XSG?YTUM#MZ8QAVSW]/QK\?Z*AYYBGU7W'J4? MHW\$P^*E.7K4E^EC]7M3_P"#D_1XEF^Q_"34@34K@J3Y7G>($AWC/&[%NVWCL,_\ MUK!U+_@Y\V9DUW#FX>Y0_Q>U8?!S9^G*G!UM}$!>#M'TX/^3SQ#+M!%QL#8>/VTQY^ZS
MUK!U+_@Y3U"5U^Q_!^S@7'S";Q,TQ)]B+5X&W/'IC^E M8.I?<%QAE=?2L?_<"OP=:-E%"0*_\Z\[@/1Z_'8H*3*W^_9I7IM7N3'/'@*FZ'0/L+U9*4B_7R2<?+^3/(4PJ<^+@8BZF'1(E:<*)_JA<2S'$_GM9C/.UMDQ
YR9]QZC_P<$_'B^$WEVO@.S\PDJ8=)E/E>R[YFZ=/FS6#J?\ P7:_M:(O_"_*\0:!9;>E2*>#J?PY;1^ M<(O\TSZIO_\ @M;^TM>RR,OQ%2WCDX\N+0-,PG'8FW+?K6!J'_!6?]HK4X/+
MD^*6N*N=V8H+:%OS2('\,U\ZT5#QF(>\W][/2I>'_"]+^EN'7I1_\ R)[A MJ7_!2GE%_:_!S3+.!=M-'U(O_L!J5Z^S^8ZBKHX24W_"P?ASRUTE&?>I$X/I.V:&K.LDOQ:\;*RKMQ@#6VZ'HE61MYQ:;Q_G'>Q6>\,\4_%EA;D4TP!B#\^4@+[>2E_^8;J=2_
[/1I<+Y-2_AX2E'TIP7Z':ZE^TG\1M9 M15O/'WC6Z5#E1-KES(%/MEZQM0^)OB35[CSKOQ!KEU+C;OEOI7;'IDM6'16; MG)[L]&GEV$I_PZ45Z12_0=+,T\K22,SR.2S,QR6)ZDFFT45)V!1110 4444
M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !4UCJ%QI=RLUK/-;S+D M!XG*,,]>1S4-% FDU9G0:9\6/%6BJXL_$OB"T$F"PAU&:/=CIG#5M6'[4'Q,
MTJW2&U^(GCJVBCY1(M>ND5><\ 2<<\UPM%4JDELSBJ9;@ZG\2E%^L4_T/6;' M]O3XX:=F_\ !3+X_:2C+%\6/&3!CD^= M?&8_@7!Q^%>%T5HL156TG][/.J<*Y)4_B8R.D_6G!_H?2&G?\%=?=?
VCM*$/E_% M'5F\D@KYUE:39QS\V^$[O^!9S6]IO_!;;]I6QE9I?']O>*PP%F\/Z< ON-D" MG\S7RC15K&8A;3?WL\ZKX>\+5?XF6X=_]P:?Y\I]DZ?_,%X/VAK.W\N36O# MEVV<^9+HD(;Z?
+M'Z5T.G_\ !PK\<+-,5UKPI=L%49DS=+JX>R32_AW=KC'ERZ5>;6\)^#JGQ9;1^4$ORL?H-IW_!QG_7(H"+OP;\.9I-W#0V][M$H'I@W#<]><_A71:?_P,(^#EFHIF)]B5;'Y&OS7HK19IB MU]M_@>;6\$>!ZGQ9?
#Y.:_*2/U$TW_@Y6NHH&%Y\&[>>3=PT/BDQ*!Z8-HW/ M7G/X5T6G?\')?)?AV6=1>?"K6H(\:_)FBM%G&+7VOP7^1YE; MZ/O-<]]L$X^E6K^LVC]A-@_X.X_"U(/BUF;5-OQ-I).Y8(>VQI*ZVR$$H-_X
M'_@=?2LLNA?$JS51D--I=H0WL-ETQ_,5^*]%6*'6MU-?N6N9@_#VK+UM.7[*E,S*I>>9%>W$FLC?Y#<[/Q2RMX7@+@\<=-1:5"^V2S8*A?OLX8*WR3?UU<Y/N.3X1DZN^></$KF;QG:M%"M6/A#
<8$WA_43O^FR!OUQ7X+T5HL^Q*Z+[G_F>76^B/BM0^O=?M0\/G'ZTV?T M%Z5_P5N_9SE/N-'B"/<IK(4>P!M-?>+1/Y=B&\M2[7QX:5^(#@.<"#:EO-MH@K3X0!N%^>#ZG*>D$1L+PX_3!I"!(MH@R2%>JR(C%3*4/ 0?
<.1@>YXK^=.BM%Q!6Z7X7Z_YGD5OHE\)2_AUZR_[?@U]W4_%'[3%O8>Y+$R7*K\=MOF+3+6)8>#S+]/=[GT+)>-Q/'9AN48=*7-TN0H+>/%>0Q5H!
($D3AU..O(XJ:OY:[:YDLYTEADDBEC.Y71BK*?4$5N:;\6O%6C(R MV?B;Q!:*YRPAU&:,,??#5HN(EUI_C_P#RZWT2ZB_A9FGZT;?E59_3Q17\UVF M_MC?%W1G9>J$>T9QAC#XEO8RP]\25TND?
\%(/CUHC1F'XM^.G\M-@^T:K M)<9'3GS"V3[G)K1<0T^L^L&>16^BCV_X*SLB_X^>.^_^BB?"[L?7T[FOLV^>^<.5V[=M'@X'K_P:=ZM'H'P'D/V,=2U(PT7^_M9^2I37>0^C:ZC?SAJX9VH%2C/H+B+,VW6U1Q?I*?_2%(Y*]])>1-H0:G1C1#Z=9_PS
M/[I\N)>/ISSUK5<08?JG^'^9Y-;Z+/%4?X>(H2_[>J)_^F[?B?O%17XA:;_P M7]^+T$E[I@0&5/+LQ?^=6]/@3V,W.7I+O=@MZK=XA/,7AK4*A0CCBP#T@?\'ECA9B(\\J_7(BAO-.Z?5FJ*YQ
X.5(7VKJ'P=ECPGS26_BE6E^LTS]1Z*_-_1_P#@Y!\'SF/^T/A/AS MXLM&-B58NPR['3[.2-#Z96Z MW'_OFM8YIA7M-'CU_!2>C>73^3C+_TF3/O>BOF? 1?P>]]6[[Y^I?_?.%.I;LJJ;6*_A.'=WG8O6XKZ.U=G?\$[0T>
MW@D_:=%D;R_8^67Z^V>M=5HO_!J/6\$[+G1+$1*41[GG6AI+:/0Y<>AGM-?>CQ1X(%6BJ^\R:\EY+>TX(3OV*\\.8.DO9@%L"+0[45L"0;\>VDI^!SL+]1T]#JV<#"J\#+0+EHA+Z,1NV\M/I:#6,Y?JO>MS
2/M,S6V,>OF*N/QQFNKT3]M_X,^(PGV+XL_#>X>0%A&/$EF),#KE#)N'XB MM(XBD]I+[T>-B.%<[H?QL'5CZTYK\T>HT5S&C?&WP9XC\O\ L_Q=X8O_ #%W
M)]GU2"7>/4;6.1726US'>6Z2PR)+%(-R.C;E8>H(ZUJI)['C5L-6HNU6+CZI MK\Q]%%%,Q"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **_O7O^"T'[26O, MV?B,UG&Q#".UT73XMN!CAO(W<]<%C_*N+UO_
(*6?'SQ!G[1\6O&T>0P_P!& MU!K7KU_U>W\/3MBO!EQ!0Z1?X?YG]/8?Z*W$DOX^*H1]'4E_[9$_HHHK^:;7 MOVKOBEXI#?VI\2O'^I;L!OM7B&[FW8Z9W2'I7'ZWXIU3Q+)OU+4K_4'+%RUS M?
>L9<11Z0_'_@'O8?Z)N*E*2DY5Y_!C;_3T>-I[C&#0ZM)"=+#GJ%+EKG4X8@%'4_,PX]ZY#7?7VY/@OX:WB]^+/PWA>/&Z/\ X2.T:09Z M?()"WZ5_-U16_-[G@_/J78_W"Z)&#8TAP\V%HGY_T%7DBC\/J^M_,Y9L
8K/\ M5/#0IR M?R]Z_!NBLI#<08CI%?C_F>YA_HK8>JVX^TU0RAW_I^NK5FX<1$!DEP]1HZH8L%M_B?X:^9"!5_32:L'>E.*@5A,M$X:>GT@4ES!\A>.O8^SE/VPXE=H7%*M?'KK5+6@!JU_[5(;@
M8Y)VRR8.>W/UK\=Z*REF=9=$ZZ!8'#2_Z!5/D(!OB;?/3\GZ7[**?^(0N6_ M2'JX\Z0XBD=)VM!7IK(H_=G)9=M>Z>=$'[P9J1\O@*>P=ZC>6RQ\:>U2!>YQ6J@>_?
Y'N8?P#X$I;8%-^=2J_P<[?@VM?%\% M?QDO_RV7>32*W>W/S_^"0;Y?6)3C9!04>C>/L8*>Q?XH\R5K_R>P<K[1#<E@_M7F<_^8SCH3%O#)^]V!^X>WA_":/9V,HX:-EO/!LGB2P
M:4ULNI^(S6L;$$);:+I\>W'HP@W?FU;^]GMX?@3AA/_\:U5JL+I;H/1?HH_ M#W=+6%'_(!.=X-'-6\1<W1O%HWNA8^KJ9U*CR4>=O(+7E"/SC*8V:7WH[0GT5M,FBZJ?7OW3$S__IL
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110
4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 M%%%% !5C3M5NM'G,EI1T5I&M-;-_>>7B,BRVO_&P].7K"+_-
'T1I/_!67]HK16)A^*>O/ MN(;]_#;W'3_KI&WY=ZZ[1?\ @N%^TCI3@@S^-=/U+#[L7.@V*@C^[^[B3C]?> MODFBM8XS$$+:;^]GB8CP]X6K_ ,7+[A4[_'\MS[BT3_@X(^/M%/M%MX#
MU/:23]ITF5=_L?+F3I[8KKM$_P"#CGXP:;\=O@I'S"+G)@B3[TTOUR$ MQ6(A89N7WV5%]EBV+!Y[_N[H[]J_/R3O:<U01,KU2[21IY=]FL$3<_*Z3!.,?V]8M_"K6J)L]V>U]$^%*"@K$6X[Y$#??#X!YF]QN+X5)Y25_XGZQ#K2@%+4=$-:PQ!<_3
['0O^"C_P%\1,JV_Q_ Z5JL=KR! MG_EJ5X]^G;K7\Z5%:QX0K+=P;]7\$;KJ1/1F:_+_JZ?X=<H!!Z58:^69;8SO/Q;_;X.B9@B$0@2*I>A6;>7T3U!^P6_[]%%':2_S/A/CD? (;5.KU.%.YI,QMFI[:&G0_Y:8Q[
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Cover Page - shares	6 Months Ended	
	Jun. 29, 2024	Aug. 05, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Jun. 29, 2024	
Document Transition Report	false	

Entity File Number	001-39898
Entity Registrant Name	Driven Brands Holdings Inc.
Entity Incorporation, State or Country Code	DE
Entity Tax Identification Number	47-3595252
Entity Address, Address Line One	440 South Church Street
Entity Address, Address Line Two	Suite 700
Entity Address, City or Town	Charlotte
Entity Address, State or Province	NC
Entity Address, Postal Zip Code	28202
City Area Code	704
Local Phone Number	377-8855
Title of 12(b) Security	Common Stock, $0.01 par value
Trading Symbol	DRVN
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	164,081,878
Entity Central Index Key	0001804745
Amendment Flag	false
Document Fiscal Year Focus	2024
Document Fiscal Period Focus	Q2
Current Fiscal Year End Date	--12-28

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CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) - USD ($) shares in Thousands, $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 29, 2024	Jul. 01, 2023	Jun. 29, 2024	Jul. 01, 2023
Net revenue:				
Total net revenue	$ 611,566	$ 606,851	$ 1,183,792	$ 1,169,318
Operating Expenses:				
Selling, general, and administrative expenses	121,123	96,815	237,525	209,143
Acquisition related costs	271	3,750	2,065	5,597
Store opening costs	940	1,377	2,203	2,402
Depreciation and amortization	44,633	45,419	87,862	83,617
Asset impairment charges and lease terminations	12,497	6,044	31,823	6,211
Total operating expenses	531,059	509,258	1,044,767	994,539
Operating income	80,507	97,593	139,025	174,779
Other expenses, net:				
Interest expense, net	31,796	40,871	75,568	79,012
Foreign currency transaction loss (gain), net	681	(1,302)	5,002	(2,977)
Other expense, net	32,477	39,569	80,570	76,035
Income before taxes	48,030	58,024	58,455	98,744
Income tax expense	17,871	20,275	24,035	31,246
Net income	$ 30,159	$ 37,749	$ 34,420	$ 67,498
Earnings per share:				
Basic (in dollars per share)	$ 0.18	$ 0.23	$ 0.21	$ 0.41
Diluted (in dollars per share)	$ 0.18	$ 0.22	$ 0.21	$ 0.40
Weighted average shares outstanding				
Basic (in shares)	159,795	162,911	159,713	162,848
Diluted (in shares)	160,765	166,888	160,683	166,882
Franchise royalties and fees				
Net revenue:				
Total net revenue	$ 50,029	$ 49,805	$ 95,074	$ 93,320
Company-operated store sales				
Net revenue:				
Total net revenue	394,681	394,578	769,137	770,644
Operating Expenses:				
Operating expenses	254,174	257,040	496,227	500,449
Independently-operated store sales				
Net revenue:				
Total net revenue	60,280	61,533	113,327	114,065
Operating Expenses:				
Operating expenses	31,956	31,958	61,311	61,322
Advertising contributions				
Net revenue:				
Total net revenue	24,911	24,749	48,981	46,426
Operating Expenses:				
Operating expenses	24,911	24,749	48,981	46,426
Supply and other revenue				
Net revenue:				
Total net revenue	81,665	76,186	157,273	144,863
Operating Expenses:				
Operating expenses	$ 40,554	$ 42,106	$ 76,770	$ 79,372

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 29, 2024	Jul. 01, 2023	Jun. 29, 2024	Jul. 01, 2023
Statement of Comprehensive Income [Abstract]				
Net income	$ 30,159	$ 37,749	$ 34,420	$ 67,498
Other comprehensive income:				
Foreign currency translation adjustments	(2,676)	6,165	(18,583)	17,516
Unrealized (loss) gain from cash flow hedges, net of tax expense (benefit) of $7, ($19), $22, ($21), respectively	(865)	222	(1,482)	22
Actuarial (loss) gain of defined pension plan, net of tax expense of $0	(2)	(4)	(10)	12
Other comprehensive (loss) income, net	(3,543)	6,383	(20,075)	17,550
Total comprehensive income	26,616	44,132	14,345	85,048
Comprehensive income attributable to non-controlling interests	0	14	0	13
Comprehensive income attributable to Driven Brands Holdings Inc.	$ 26,616	$ 44,118	$ 14,345	$ 85,035

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE	3 Months Ended	6 Months Ended

INCOME (LOSS) (Unaudited) (Parenthetical) - USD ($) $ in Thousands	Jun. 29, 2024	Jul. 01, 2023	Jun. 29, 2024	Jul. 01, 2023
Statement of Comprehensive Income [Abstract]				
Unrealized (loss) gain from cash flow hedges, tax (benefit) expense	$ 7	$ (19)	$ 22	$ (21)
Actuarial (loss) gain of defined pension plan, tax expense	$ 0	$ 0	$ 0	$ 0

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CONSOLIDATED BALANCE SHEETS (Unaudited) - USD ($) $ in Thousands	Jun. 29, 2024	Dec. 30, 2023
Current assets:		
Cash and cash equivalents	$ 148,814	$ 176,522
Restricted cash	4,414	657
Accounts and notes receivable, net	195,327	151,259
Inventory	70,527	83,171
Prepaid and other assets	44,426	46,714
Income tax receivable	13,893	15,928
Assets held for sale	237,183	301,229
Advertising fund assets, restricted	43,039	45,627
Total current assets	757,623	821,107
Other assets	103,746	56,565
Property and equipment, net	1,422,961	1,438,496
Operating lease right-of-use assets	1,378,264	1,389,316
Deferred commissions	6,740	6,312
Intangibles, net	721,691	739,402
Goodwill	1,431,555	1,455,946
Deferred tax assets	3,627	3,660
Total assets	5,826,207	5,910,804
Current liabilities:		
Accounts payable	72,118	67,526
Accrued expenses and other liabilities	236,586	242,171
Income tax payable	2,053	5,404
Current portion of long-term debt	33,332	32,673
Income tax receivable liability	0	56,001
Advertising fund liabilities	15,115	23,392
Total current liabilities	359,204	427,167
Long-term debt	2,855,823	2,910,812
Deferred tax liabilities	157,271	154,742
Operating lease liabilities	1,317,342	1,332,519
Income tax receivable liability	133,623	117,915
Deferred revenue	31,472	30,507
Long-term accrued expenses and other liabilities	28,682	30,419
Total liabilities	4,883,417	5,004,081
Commitments and contingencies (Note 12)		
Preferred Stock $0.01 par value; 100,000,000 shares authorized; none issued or outstanding	0	0
Common stock, $0.01 par value, 900,000,000 shares authorized; and 164,082,430 and 163,965,231 shares outstanding; respectively	1,641	1,640
Additional paid-in capital	1,674,766	1,652,401
Accumulated deficit	(675,667)	(710,087)
Accumulated other comprehensive loss	(57,950)	(37,875)
Total shareholders’ equity attributable to Driven Brands Holdings Inc.	942,790	906,079
Non-controlling interests	0	644
Total shareholders' equity	942,790	906,723
Total liabilities and shareholders' equity	$ 5,826,207	$ 5,910,804

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CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical) - $ / shares	Jun. 29, 2024	Dec. 30, 2023
Statement of Financial Position [Abstract]		
Preferred stock, par value (in dollars per share)	$ 0.01	$ 0.01
Preferred stock, shares authorized (in shares)	100,000,000	100,000,000
Preferred stock, shares issued (in shares)	0	0
Preferred stock, shares outstanding (in shares)	0	0
Common stock, par value (in dollars per share)	$ 0.01	$ 0.01
Common stock, shares authorized (in shares)	900,000,000	900,000,000
Common stock, shares outstanding (in shares)	164,082,430	163,965,231

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CONSOLIDATED STATEMENTS OF SHAREHOLDERS’ EQUITY (Unaudited) - USD ($) $ in Thousands	Total	Common stock	Additional paid-in capital	(Accumulated deficit) retained earnings	Accumulated other comprehensive loss	Non-controlling interests
Beginning balance (in shares) at Dec. 31, 2022		167,404,047				
Beginning balance at Dec. 31, 2022		$ 1,674	$ 1,628,904	$ 84,795	$ (62,435)	$ 631
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock issued relating to Employee Stock Purchase Plan (in shares)		26,358				
Stock issued relating to Employee Stock Purchase Plan			612			
Shares issued for exercise/vesting of share-based compensation awards (in shares)		178,303				
Shares issued for exercise/vesting of share-based compensation awards		$ 2				
Forfeiture of restricted stock awards (in shares)		(242,147)				
Forfeiture of restricted stock awards		$ (2)				
Share-based compensation expense			7,049			
Exercise of stock options			1,500			
Tax obligations for share-based compensation			(120)			
Net income	$ 67,498			67,498		
Other comprehensive (loss) income	17,550				17,537	13
Ending balance (in shares) at Jul. 01, 2023		167,366,561				
Ending balance at Jul. 01, 2023	1,747,658	$ 1,674	1,637,945	152,293	(44,898)	644
Beginning balance (in shares) at Apr. 01, 2023		167,560,449				
Beginning balance at Apr. 01, 2023		$ 1,675	1,633,460	114,544	(51,267)	630
Increase (Decrease) in Stockholders' Equity [Roll Forward]						

Shares issued for exercise/vesting of share-based compensation awards (in shares)		48,259				
Shares issued for exercise/vesting of share-based compensation awards		$ 1				
Forfeiture of restricted stock awards (in shares)		(242,147)				
Forfeiture of restricted stock awards		$ (2)				
Share-based compensation expense			4,485			
Net income	37,749			37,749		
Other comprehensive (loss) income	6,383				6,369	14
Ending balance (in shares) at Jul. 01, 2023		167,366,561				
Ending balance at Jul. 01, 2023	$ 1,747,658	$ 1,674	1,637,945	152,293	(44,898)	644
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Preferred stock (in shares)	0					
Preferred stock	$ 0					
Preferred stock (in shares)	0					
Beginning balance (in shares) at Dec. 30, 2023	163,965,231	163,965,231				
Beginning balance at Dec. 30, 2023	$ 906,723	$ 1,640	1,652,401	(710,087)	(37,875)	644
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock issued relating to Employee Stock Purchase Plan (in shares)		43,764				
Stock issued relating to Employee Stock Purchase Plan			502			
Shares issued for exercise/vesting of share-based compensation awards (in shares)		173,021				
Shares issued for exercise/vesting of share-based compensation awards		$ 2				
Forfeiture of restricted stock awards (in shares)		(99,586)				
Forfeiture of restricted stock awards		$ (1)				
Share-based compensation expense			22,843			
Tax obligations for share-based compensation			(980)			
Net income	34,420			34,420		
Other comprehensive (loss) income	$ (20,075)				(20,075)	
Acquisition of non-controlling interest						(644)
Ending balance (in shares) at Jun. 29, 2024	164,082,430	164,082,430				
Ending balance at Jun. 29, 2024	$ 942,790	$ 1,641	1,674,766	(675,667)	(57,950)	0
Beginning balance (in shares) at Mar. 30, 2024		164,079,581				
Beginning balance at Mar. 30, 2024		$ 1,641	1,664,764	(705,826)	(54,407)	644
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Shares issued for exercise/vesting of share-based compensation awards (in shares)		2,849				
Share-based compensation expense			10,982			
Tax obligations for share-based compensation			(980)			
Net income	30,159			30,159		
Other comprehensive (loss) income	$ (3,543)				(3,543)	
Acquisition of non-controlling interest						(644)
Ending balance (in shares) at Jun. 29, 2024	164,082,430	164,082,430				
Ending balance at Jun. 29, 2024	$ 942,790	$ 1,641	$ 1,674,766	$ (675,667)	$ (57,950)	$ 0
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Preferred stock (in shares)	0					
Preferred stock	$ 0					

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CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited) (Parenthetical) - $ / shares	**Jun. 29, 2024**	**Dec. 30, 2023**	**Jul. 01, 2023**
Statement of Stockholders' Equity [Abstract]			
Preferred stock, par value (in dollars per share)	$ 0.01	$ 0.01	$ 0.01
Common stock, par value (in dollars per share)	$ 0.01	$ 0.01	$ 0.01

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CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) - USD ($) $ in Thousands	**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**
Statement of Cash Flows [Abstract]		
Net income	$ 34,420	$ 67,498
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	87,862	83,617
Share-based compensation expense	22,843	7,049
Loss (gain) on foreign denominated transactions	9,923	(1,723)
Gain on foreign currency derivatives	(4,921)	(1,254)
Gain on sale and disposal of businesses, fixed assets, and sale leaseback transactions	(16,359)	(12,230)
Reclassification of interest rate hedge to income	(1,044)	(1,039)
Bad debt expense	1,738	602
Asset impairment charges and lease terminations	31,823	6,211
Amortization of deferred financing costs and bond discounts	4,933	4,343
Amortization of cloud computing	2,414	0
Provision for deferred income taxes	5,036	18,812
Other, net	7,322	9,641
Changes in assets and liabilities, net of acquisitions:		
Accounts and notes receivable, net	(47,245)	(30,373)
Inventory	11,310	(11,108)
Prepaid and other assets	7,986	(7,894)
Advertising fund assets and liabilities, restricted	(12,220)	(8,768)
Other assets	(47,699)	(25,456)
Deferred commissions	(428)	330
Deferred revenue	971	1,585
Accounts payable	3,968	16,231
Accrued expenses and other liabilities	8,022	(1,171)
Income tax receivable	(3,431)	(320)
Cash provided by operating activities	107,224	114,583
Cash flows from investing activities:		
Capital expenditures	(155,920)	(320,071)
Cash used in business acquisitions, net of cash acquired	(2,759)	(44,868)
Proceeds from sale leaseback transactions	11,808	143,622
Proceeds from sale or disposal of businesses and fixed assets	112,845	217

Cash used in investing activities	(34,026)	(221,100)
Cash flows from financing activities:		
Payment of debt extinguishment and issuance costs	(871)	0
Repayment of long-term debt	(34,005)	(13,961)
Proceeds from revolving lines of credit and short-term debt	46,000	230,000
Repayment of revolving lines of credit and short-term debt	(71,000)	(120,000)
Repayment of principal portion of finance lease liability	(2,199)	(1,889)
Payment of Tax Receivable Agreement	(38,362)	0
Acquisition of non-controlling interest	(644)	0
Purchase of common stock	(2)	(716)
Tax obligations for share-based compensation	(980)	0
Stock option exercises	0	1,758
Other, net	0	(64)
Cash (used in) provided by financing activities	(102,063)	95,128
Effect of exchange rate changes on cash	(1,615)	2,087
Net change in cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted	(30,480)	(9,302)
Cash and cash equivalents, beginning of period	176,522	227,110
Cash included in advertising fund assets, restricted, beginning of period	38,537	32,871
Restricted cash, beginning of period	657	792
Cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted, beginning of period	215,716	260,773
Cash and cash equivalents, end of period	148,814	212,123
Cash included in advertising fund assets, restricted, end of period	32,008	38,691
Restricted cash, end of period	4,414	657
Cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted, end of period	185,236	251,471
Supplemental cash flow disclosures - non-cash items:		
Capital expenditures included in accrued expenses and other liabilities	17,891	43,191
Deferred consideration included in accrued expenses and other liabilities	1,948	16,129
Supplemental cash flow disclosures - cash paid for:		
Interest	72,561	78,955
Income taxes	$ 20,338	$ 13,614

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Description of Business	6 Months Ended Jun. 29, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Description of Business	Description of Business

Description of Business

Driven Brands Holdings Inc. together with its subsidiaries (collectively, the "Company") is a Delaware corporation and is the parent holding company of Driven Brands, Inc. and Shine Holdco (UK) Limited (collectively, "Driven Brands"). Driven Brands is the largest automotive services company in North America with a growing and highly-franchised base of more than 5,000 franchised, independently-operated, and company-operated locations across 49 U.S. states and 13 other countries. The Company has a portfolio of highly recognized brands, including Take 5 Oil Change®, Take 5 Car Wash®, Meineke Car Care Centers®, MAACO®, CARSTAR®, Auto Glass Now®, and 1-800-Radiator & A/C® that compete in the automotive services industry.

Tax Receivable Agreement

The Company expects to be able to utilize certain tax benefits which are related to periods prior to the effective date of the Company's IPO and are attributed to current and former shareholders. The Company previously entered into a Tax Receivable Agreement which provides our pre-IPO shareholders with the right to receive payment of 85% of the amount of cash savings, if any, in U.S. and Canadian federal, state, local, and provincial income tax that the Company will actually realize or divests. The Tax Receivable Agreement was effective as of the date of the Company's IPO. The Company recorded a current tax receivable liability of $56 million as of December 30, 2023 and a non-current tax receivable liability of $134 million and $118 million as of June 29, 2024 and December 30, 2023, respectively, on the consolidated balance sheets. We made payments of approximately $38 million under the Tax Receivable Agreement in 2024 and no additional payments are planned within the next 12 months.

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Summary of Significant Accounting Policies	6 Months Ended Jun. 29, 2024
Accounting Policies [Abstract]	
Summary of Significant Accounting Policies	Summary of Significant Accounting Policies

Fiscal Year

The Company operates and reports financial information on a 52- or 53-week year with the fiscal year ending on the last Saturday in December and fiscal quarters ending on the 13th Saturday of each quarter (or 14th Saturday when applicable with respect to the fourth fiscal quarter). The three and six months ended June 29, 2024 and July 1, 2023 each consisted of 13 weeks and 26 weeks, respectively. The Car Wash segment is consolidated based on a calendar month end.

Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). In the opinion of management, the unaudited interim financial data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results of operations, balance sheet, cash flows, and shareholders'/members' equity for the interim periods presented. The adjustments include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended December 30, 2023. Certain information and note disclosures normally included in the unaudited financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The results of operations for the three and six months ended June 29, 2024 may not be indicative of the results to be expected for any other interim period or the year ending December 28, 2024.

The six months ended June 29, 2024 includes an adjustment to the unaudited consolidated balance sheet and consolidated statement of operations that originated in the prior year. The adjustment decreased both current assets and selling, general, and administrative expenses by $3.7 million. The Company evaluated the materiality of the adjustment on prior period financial statements, recorded the adjustment in the current period, and concluded the effect of the adjustment was immaterial to both the current and prior financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and the related notes to the consolidated financial

statements. Significant items that are subject to estimates and assumptions include, but are not limited to, valuation of intangible assets and goodwill; income taxes; allowances for credit losses; valuation of derivatives; self-insurance claims; and share-based compensation. Management evaluates its estimates on an ongoing basis and may employ outside experts to assist in its evaluations. Changes in such estimates, based on historical experience, current conditions, and various other additional information, may affect amounts reported in future periods. Actual results could differ due to uncertainty inherent in the nature of these estimates.

Fair Value of Financial Instruments

Financial assets and liabilities are categorized, based on the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to the quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. Observable market data, when available, is required to be used in making fair value measurements. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; or

Level 3: Unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

Financial assets and liabilities measured at fair value on a recurring basis as of June 29, 2024 and December 30, 2023 are summarized as follows:

Items Measured at Fair Value at June 29, 2024

(in thousands)	Level 1	Level 2	Total
Derivative assets, recorded in other assets	$ —	$ 2,562	$ 2,562
Derivative liabilities, recorded in accrued expenses and other liabilities	—	150	150

Items Measured at Fair Value at December 30, 2023

(in thousands)	Level 1	Level 2	Total
Derivative assets, recorded in other assets	$ —	$ 285	$ 285
Derivative liabilities, recorded in accrued expenses and other liabilities	—	493	493

The carrying value and estimated fair value of total long-term debt were as follows:

	June 29, 2024		December 30, 2023	
(in thousands)	Carrying value	Estimated fair value	Carrying value	Estimated fair value
Long-term debt	$ 2,919,641	$ 2,781,613	$ 2,977,996	$ 2,800,011

Recently Issued Accounting Standards

In November 2023, the FASB issued ASU 2023-07, *Improvements to Reportable Segment Disclosures*. The standard enhances segment disclosure requirements of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") to assist in understanding how segment expenses and operating results are evaluated. The new standard does not change the definition or aggregation of operating segments. The standard also expands the interim disclosure requirements on a retrospective basis. This ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures*. This ASU improves the transparency of income tax disclosures, including consistent categories and greater disaggregation of information in the tax rate

reconciliation as well as disaggregation of income taxes paid by jurisdiction. This ASU is effective for annual periods beginning after December 15, 2024, with early adoption permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

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Acquisitions and Divestitures	6 Months Ended Jun. 29, 2024
Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]	
Acquisitions and Divestitures	Acquisitions and Divestitures

The Company strategically acquires companies and assets to increase its footprint and offer products and services that diversify its existing offerings, primarily through asset purchase agreements. These acquisitions are accounted for as business combinations using the acquisition method, whereby the purchase price is allocated to the assets acquired and liabilities assumed, based on their fair values as of the date of the acquisition with the remaining amount recorded in goodwill.

2024 Acquisitions

The Company completed one acquisition within the Maintenance segment and one acquisition in the international car wash business within the Car Wash segment during the six months ended June 29, 2024, representing two sites and one site, respectively, for an aggregate cash consideration, net of cash acquired and liabilities assumed, of less than $2 million.

2023 Acquisitions

The Company completed three acquisitions within the Maintenance segment during the six months ended July 1, 2023, representing three sites. The aggregate cash consideration for these acquisitions, net of cash acquired and liabilities assumed, was approximately $6 million.

The Company completed two acquisitions within the Car Wash segment during the six months ended July 1, 2023, representing three sites. The aggregate cash consideration for these acquisitions, net of cash acquired and liabilities assumed, was approximately $15 million.

The Company completed two acquisitions in the Paint, Collision & Glass segment during the six months ended July 1, 2023, representing two sites. The aggregate cash consideration for these acquisitions, net of cash acquired and liabilities assumed, was approximately $6 million.

The Company estimated the fair value of acquired assets and liabilities as of the date of acquisition based on information currently available. As the Company finalizes the fair value of assets acquired and liabilities assumed, additional purchase price adjustments may be recorded during the measurement period. The provisional amounts for assets acquired and liabilities assumed for the 2023 acquisitions are as follows:

2023 Maintenance Segment

(in thousands)	Maintenance
Assets:	
Operating lease right-of-use assets	$ 658
Property and equipment, net	3,705
Assets acquired	**4,363**
Liabilities:	
Accrued expenses and other liabilities	20
Operating lease liabilities	641
Total liabilities assumed	**661**
Cash consideration, net of cash acquired	5,862
Deferred consideration	285
Total consideration, net of cash acquired	**$ 6,147**
Goodwill	**$ 2,445**

2023 Car Wash Segment

(in thousands)	Car Wash
Assets:	
Property and equipment, net	$ 11,052
Assets acquired	11,052
Total consideration, net of cash acquired	**$ 15,000**
Goodwill	**$ 3,948**

2023 Paint, Collision & Glass Segment

(in thousands)	Paint, Collision & Glass
Assets:	
Inventory	$ 35
Property and equipment, net	667
Assets acquired	**702**
Cash consideration, net of cash acquired	4,947
Deferred consideration	695
Total Consideration, net of cash acquired	**$ 5,642**
Goodwill	**$ 4,940**

Goodwill represents the excess of the consideration paid over the fair value of net assets acquired and includes the expected benefit of synergies within the existing segments and intangible assets that do not qualify for separate recognition. Goodwill, which was allocated to the Maintenance, Car Wash, and Paint, Collision & Glass segments, is substantially all deductible for income tax purposes.

Deferred Consideration and Transaction Costs

Deferred consideration is typically paid six months to one-year after the acquisition closing date once all conditions under the purchase agreement have been satisfied. The Company had $2 million and $16 million of deferred consideration related to acquisitions as of June 29, 2024 and July 1, 2023, respectively. The Company paid $2 million and $20 million of deferred consideration related to prior acquisitions during the six months ended June 29, 2024 and July 1, 2023, respectively. Deferred consideration is recorded within investing activities at the time of payment.

The Company incurred less than $1 million of transaction costs during each of the three and six months ended June 29, 2024 and July 1, 2023.

Divestitures

During the six months ended June 29, 2024, the Company sold nine company-operated stores within the Paint, Collision, & Glass segment to a franchisee at a purchase price of $18 million. The Company sold certain store assets as well as allocated $9 million of Paint, Collision & Glass goodwill based on the fair value of the segment at the time of sale, resulting in a gain of $6 million on the sale of businesses within selling, general, and administrative expenses on the unaudited consolidated statement of operations during the six months ended June 29, 2024.

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Revenue from Contracts with Customers	6 Months Ended Jun. 29, 2024
Revenue from Contract with Customer [Abstract]	
Revenue from Contracts with Customers	Revenue from Contracts with Customers

The Company records contract assets for the incremental costs of obtaining a contract with a customer if it expects the benefit of those costs to be longer than one year and if such costs are material. Commission expenses, a primary cost associated with the sale of franchise licenses, are amortized to selling, general, and administrative expenses in the unaudited consolidated statements of operations ratably over the life of the associated franchise agreement.

Capitalized costs to obtain a contract as of June 29, 2024 and December 30, 2023 were $7 million and $6 million, respectively, and are presented within deferred commissions on the consolidated balance sheets. The Company recognized less than $1 million of costs during the three and six months ended months ended June 29, 2024 and July 1, 2023, respectively, that were recorded as a contract asset at the beginning of the periods.

Contract liabilities consist primarily of deferred franchise fees and deferred development fees. The Company had contract liabilities of $31 million as of June 29, 2024 and December 30, 2023, which are presented within deferred revenue on the consolidated balance sheets. The Company recognized less than $1 million and $1 million of revenue relating to contract liabilities during the three months ended June 29, 2024 and July 1, 2023, respectively. The Company recognized $1 million and $2 million of revenue relating to contract liabilities during the six months ended June 29, 2024 and July 1, 2023, respectively

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Segment Information	6 Months Ended Jun. 29, 2024
Segment Reporting [Abstract]	
Segment Information	Segment Information

The Company's worldwide operations are comprised of the following reportable segments: Maintenance, Car Wash, Paint, Collision & Glass, and Platform Services.

In addition to the reportable segments, the Company's consolidated financial results include "Corporate and Other" activity. Corporate and Other incurs costs related to the advertising revenues and expenses and shared service costs, which are related to finance, IT, human resources, legal, supply chain, and other support services. Corporate and Other activity includes the adjustments necessary to eliminate certain intercompany transactions, namely sales by the Platform Services segment to the Paint, Collision & Glass and Maintenance segments.

Segment results for the three and six months ended June 29, 2024 and July 1, 2023 are as follows:

	Three Months Ended June 29, 2024					
(in thousands)	Maintenance	Car Wash	Paint, Collision & Glass	Platform Services	Corporate and Other	Total
Franchise royalties and fees	$ 16,764	$ —	$ 24,475	$ 8,790	$ —	$ 50,029
Company-operated store sales	230,809	95,211	67,523	1,138	—	394,681
Independently-operated store sales	—	60,280	—	—	—	60,280
Advertising fund contributions	—	—	—	—	24,911	24,911
Supply and other revenue	30,350	1,412	20,027	51,314	(21,438)	81,665
Total revenue	$ 277,923	$ 156,903	$ 112,025	$ 61,242	$ 3,473	$ 611,566
Segment Adjusted EBITDA	$ 102,935	$ 33,772	$ 35,172	$ 25,311	$ (44,032)	$ 153,158

	Three Months Ended July 1, 2023					
(in thousands)	Maintenance	Car Wash	Paint, Collision & Glass	Platform Services	Corporate and Other	Total
Franchise royalties and fees	$ 14,215	$ —	$ 26,530	$ 9,060	$ —	$ 49,805
Company-operated store sales	205,673	101,615	86,110	1,180	—	394,578
Independently-operated store sales	—	61,533	—	—	—	61,533
Advertising fund contributions	—	—	—	—	24,749	24,749
Supply and other revenue	22,439	1,607	20,518	47,098	(15,476)	76,186
Total revenue	$ 242,327	$ 164,755	$ 133,158	$ 57,338	$ 9,273	$ 606,851
Segment Adjusted EBITDA	$ 84,812	$ 39,761	$ 41,057	$ 22,519	$ (40,402)	$ 147,747

	Six Months Ended June 29, 2024					
(in thousands)	Maintenance	Car Wash	Paint, Collision & Glass	Platform Services	Corporate and Other	Total
Franchise royalties and fees	$ 31,218	$ —	$ 49,107	$ 14,749	$ —	$ 95,074
Company-operated store sales	451,680	185,438	130,032	1,987	—	769,137
Independently-operated store sales	—	113,327	—	—	—	113,327
Advertising fund contributions	—	—	—	—	48,981	48,981
Supply and other revenue	56,738	2,860	39,274	98,331	(39,930)	157,273
Total net revenue	$ 539,636	$ 301,625	$ 218,413	$ 115,067	$ 9,051	$ 1,183,792
Segment Adjusted EBITDA	$ 194,371	$ 62,906	$ 65,992	$ 45,182	$ (83,012)	$ 285,439

	Six Months Ended July 1, 2023					
(in thousands)	Maintenance	Car Wash	Paint, Collision & Glass	Platform Services	Corporate and Other	Total
Franchise royalties and fees	$ 26,658	$ —	$ 50,828	$ 15,834	$ —	$ 93,320
Company-operated store sales	400,933	204,061	163,589	2,061	—	770,644
Independently-operated store sales	—	114,065	—	—	—	114,065
Advertising fund contributions	—	—	—	—	46,426	46,426
Supply and other revenue	42,404	3,609	39,544	91,476	(32,170)	144,863
Total net revenue	$ 469,995	$ 321,735	$ 253,961	$ 109,371	$ 14,256	$ 1,169,318
Segment Adjusted EBITDA	$ 157,045	$ 80,809	$ 76,507	$ 39,527	$ (81,653)	$272,235

The reconciliations of Income before taxes to Segment Adjusted EBITDA for the three and six months ended June 29, 2024 and July 1, 2023 are as follows:

	Three Months Ended		Six Months Ended	
(in thousands)	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Income before taxes	$ 48,030	$ 58,024	$ 58,455	$ 98,744
Depreciation and amortization	44,633	45,419	87,862	83,617
Interest expense, net	31,796	40,871	75,568	79,012
Acquisition related costs[a]	271	3,750	2,065	5,597
Non-core items and project costs, net[b]	5,126	2,803	9,837	4,627
Store opening costs	940	1,377	2,203	2,402
Cloud computing amortization[c]	1,069	—	2,414	—
Share-based compensation expense[d]	10,982	4,485	22,843	7,049
Foreign currency transaction loss (gain), net[e]	681	(1,302)	5,002	(2,977)
Asset sale leaseback (gain) loss, impairment and closed store expenses[f]	9,630	(7,680)	19,190	(5,836)
Segment Adjusted EBITDA	$ 153,158	$ 147,747	$ 285,439	$ 272,235

[a] Consists of acquisition costs as reflected within the unaudited consolidated statements of operations, including legal, consulting and other fees, and expenses incurred in connection with acquisitions completed during the applicable period, as well as inventory rationalization expenses incurred in connection with acquisitions. We expect to incur similar costs in connection with other acquisitions in the future and, under GAAP, such costs relating to acquisitions are expensed as incurred.

[b] Consists of discrete items and project costs, including third party consulting and professional fees associated with strategic transformation initiatives as well as non-recurring payroll-related costs.

[c] Includes non-cash amortization expenses relating cloud computing arrangements.

[d] Represents non-cash share-based compensation expense.

[e] Represents foreign currency transaction (gains) losses, net that primarily related to the remeasurement of our intercompany loans as well as gains and losses on cross currency swaps and forward contracts.

[f] Relates to (gains) losses, net on sale leasebacks, impairment of certain fixed assets and operating lease right-of-use assets related to closed and underperforming locations, assets held for sale, and lease exit costs and other costs associated with stores that were closed prior to the respective lease termination dates. Refer to Note 6 for additional information.

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Assets Held For Sale

6 Months Ended
Jun. 29, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Assets Held For Sale

Assets Held For Sale

U.S. Car Wash

During 2023, management performed a strategic review of the U.S. car wash operations, which included, but was not limited to, an evaluation of the following: store performance, the competitive landscape, revenue and expense optimization opportunities, and capital requirements. As a result of this strategic review, management approved the closure of 29 stores, halted the opening of new company-operated stores, and began marketing property and equipment for sale that will not be utilized by the Company. These actions resulted in the transfer of assets from property and equipment to assets held for sale during the third quarter of 2023.

The changes in assets held for sale were as follows:

(in thousands)	
Balance at December 30, 2023	$ 301,229
Additions	58,562
Impairments	(29,765)
Sales and disposals	(92,843)
Balance at June 29, 2024	$ 237,183

During the six months ending June 29, 2024, management continued to enhance properties included within held for sale resulting in an increase to assets held for sale of $59 million. Management evaluated the fair value for all assets included within assets held for sale, which resulted in an impairment of $12 million and $30 million for the three and six months ended June 29, 2024, respectively. In addition, during the six months ended June 29, 2024, the Company sold 30 locations resulting in a net gain of $5 million and $11 million for the three and six months ended June 29, 2024, respectively. The Company will continue to evaluate the fair value of assets held for sale, which may result in additional impairments based on unfavorable market conditions or other economic factors in the future.

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Long-Term Debt

6 Months Ended
Jun. 29, 2024

Debt Disclosure [Abstract]

Long-Term Debt

Long-Term Debt

The Company's long-term debt obligations consist of the following:

(in thousands)	June 29, 2024	December 30, 2023
Series 2018-1 Securitization Senior Notes, Class A-2	$ 257,813	$ 259,188
Series 2019-1 Securitization Senior Notes, Class A-2	283,500	285,000
Series 2019-2 Securitization Senior Notes, Class A-2	261,938	263,313
Series 2020-1 Securitization Senior Notes, Class A-2	167,956	168,875
Series 2020-2 Securitization Senior Notes, Class A-2	434,250	436,500
Series 2021-1 Securitization Senior Notes, Class A-2	437,625	439,875
Series 2022-1 Securitization Senior Notes, Class A-2	358,613	360,438
Term Loan Facility	468,750	491,250
Revolving Credit Facility	223,000	248,000
Other debt [a]	26,196	25,557
Total debt	2,919,641	2,977,996
Less: unamortized debt issuance costs	(30,486)	(34,511)
Less: current portion of long-term debt	(33,332)	(32,673)
Total long-term debt, net	$ 2,855,823	$ 2,910,812

[a] Consists primarily of finance lease obligations.

Series 2019-3 Variable Funding Securitization Senior Notes

In December 2019, Driven Brands Funding, LLC (the "Issuer") issued Series 2019-3 Variable Funding Senior Notes, Class A-1 (the "2019 VFN") in the revolving amount of $115 million. The 2019 VFN have a final legal maturity date in January 2050. The commitment under the 2019 VFN was set to expire in July 2022, with the option of three one-year extensions. In July 2023, the Company exercised the second of three one-year extension options. The 2019 VFN are secured by substantially all assets of the Issuer and are guaranteed by the Issuer and each of its respective subsidiaries. As of July 1, 2023, borrowings incur interest at the Base Rate plus an applicable margin or Secured Overnight Financing Rate ("SOFR") plus an applicable term adjustment. No amounts were outstanding under the 2019 VFN as of June 29, 2024 and no borrowings or repayments were made during the six months ended June 29, 2024. As of June 29, 2024, there were $25 million of outstanding letters of credit which reduced the borrowing availability under the 2019 VFN. In July 2024, the 2019 VFN was refinanced with the 2024 VFN described below.

2022-1 Securitization Senior Notes

In conjunction with the issuance of the 2022-1 Senior Notes, Driven Brands Funding, LLC and Driven Brands Canada Funding Corporation (together "the Co-Issuers") also issued Series 2022-1 Class A-1 in the amount of $135 million, which can be accessed at the Co-Issuers' option if certain conditions are met.

2024-1 Securitization Senior Notes

In July 2024, the Co-Issuers issued $275 million of 2024-1 Securitization Senior Notes (the "2024-1 Senior Notes") bearing a fixed interest rate of 6.372% per annum. The 2024-1 Senior Notes have a final legal maturity date in October 2054 and an anticipated repayment date in October 2031. The 2024-1 Senior Notes are secured by substantially all assets of the Co-Issuers and are guaranteed by the Co-Issuers and each of their respective subsidiaries. Proceeds from the 2024-1 Senior Notes were primarily used to repay the Company's 2018-1 Senior Notes.

Series 2024-1 Variable Funding Securitization Senior Notes

In July 2024, the Co-Issuers issued Series 2024-1 Variable Funding Senior Notes, Class A-1 (the "2024 VFN") in the revolving amount of $400 million. The 2024 VFN have a final legal maturity date in October 2054. The commitment under the 2024 VFN is set to expire in October 2029, with the option of two one-year extensions. The 2024 VFN are secured by substantially all assets of the Co-Issuers and are guaranteed by the Co-Issuers and each of their respective subsidiaries. Borrowings incur interest at the Base Rate plus an applicable margin or SOFR plus an applicable margin. As of August 8, 2024, there were no amounts outstanding under the 2024 VFN and $26 million of outstanding letters of credit which reduced the borrowing availability under the 2024 VFN.

Driven Holdings Revolving Credit Facility

In May 2021, Driven Holdings, LLC, (the "Borrower") a Delaware limited liability company and indirect wholly-owned subsidiary of Driven Brands Holdings Inc., entered into a credit agreement to secure a revolving line of credit with a group of financial institutions (the "Revolving Credit Facility"), which provides for an aggregate amount of up to $300 million, and has a maturity date in May 2026 (the "Credit Agreement"). On June 2, 2023, the Credit Agreement was amended pursuant to which as of July 1, 2023, borrowings will incur interest at the Base Rate plus an applicable margin or SOFR plus an applicable term adjustment. The Revolving Credit Facility also includes periodic commitment fees based on the available unused balance and a quarterly administrative fee.

There was $223 million outstanding on the Revolving Credit Facility as of June 29, 2024 with $46 million of borrowings and $71 million of repayments made during the six months ended June 29, 2024.

The Company's debt agreements are subject to certain quantitative and qualitative covenants. As of June 29, 2024, the Company and its subsidiaries were in material compliance with such covenants.

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Leases

6 Months Ended
Jun. 29, 2024

Leases [Abstract]

Leases

Leases

During the six months ended June 29, 2024, the Company sold eight maintenance properties in various locations throughout the U.S. for a total of $11 million. During the six months ended July 1, 2023, the Company sold four maintenance and 33 car wash properties in various locations throughout the U.S. for a total of $144 million. Concurrently with the closing of these sales, the Company entered into various operating lease agreements pursuant to which the Company leased back the properties. These lease agreements each have an initial term of 18 to 20 years. The Company does not include option periods in its determination of the lease term unless renewals are deemed reasonably certain to be exercised. The Company recorded an operating lease right-of-use asset and operating lease liability of $8 million and $8 million, respectively, as of June 29, 2024, and $112 million and $112 million, respectively, as of July 1, 2023 related to these lease arrangements. The Company recorded gains of $3 million for the three and six months ended June 29, 2024, and $22 million and $25 million for the three and six months ended July 1, 2023, respectively.

Supplemental cash flow information related to the Company's lease arrangements for the six months ended June 29, 2024 and July 1, 2023, respectively, was as follows:

	Six Months Ended	
(in thousands)	**June 29, 2024**	**July 1, 2023**
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows used in operating leases	$ 84,415	$ 67,107
Operating cash flows used in finance leases	101	810
Financing cash flows used in finance leases	197	953

Leases

Leases

During the six months ended June 29, 2024, the Company sold eight maintenance properties in various locations throughout the U.S. for a total of $11 million. During the six months ended July 1, 2023, the Company sold four maintenance and 33 car wash properties in various locations throughout the U.S. for a total of $144 million. Concurrently with the closing of these sales, the Company entered into various operating lease agreements pursuant to which the Company leased back the properties. These lease agreements each have an initial term of 18 to 20 years. The Company does not include option periods in its determination of the lease term unless renewals are deemed reasonably certain to be exercised. The Company recorded an operating lease right-of-use asset and operating lease liability of $8 million and $8 million, respectively, as of June 29, 2024, and $112 million and $112 million, respectively, as of July 1, 2023 related to these lease arrangements. The Company recorded gains of $3 million for the three and six months ended June 29, 2024, and $22 million and $25 million for the three and six months ended July 1, 2023, respectively.

Supplemental cash flow information related to the Company's lease arrangements for the six months ended June 29, 2024 and July 1, 2023, respectively, was as follows:

	Six Months Ended	
(in thousands)	**June 29, 2024**	**July 1, 2023**
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows used in operating leases	$ 84,415	$ 67,107
Operating cash flows used in finance leases	101	810
Financing cash flows used in finance leases	197	953

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Share-based Compensation

6 Months Ended
Jun. 29, 2024

Share-Based Payment Arrangement [Abstract]

Share-based Compensation

Share-based Compensation

The Company granted new awards during the three months ended June 29, 2024, consisting of 19,207 restricted stock units ("RSUs") and 19,214 performance stock units ("PSUs"). The Company granted new awards during the six months ended June 29, 2024 including 951,530 RSUs and 1,075,784 PSUs.

Awards are eligible to vest provided that the employee remains in continuous service on each vesting date. The RSUs vest ratably each year on the anniversary date generally over a two-or three-year period. The PSUs vest after a three-year performance period. The number of PSUs that vest is contingent on the Company achieving certain performance goals, one being a performance condition and the other being a market condition. The number of PSU shares that vest may range from 0% to 200% of the original grant, based upon the level of performance. Certain awards are considered probable of meeting vesting requirements, and therefore, the Company has started recognizing expense. For both RSUs and PSUs, if the grantee's continuous service terminates for any reason, the grantee shall forfeit all right, title, and interest in any unvested units as of the termination date.

The fair value of the total RSUs, performance-based PSUs, and market-based PSUs granted during the three months ended June 29, 2024 were less than $1 million each. The fair value of the total RSUs, performance-based PSUs, and market-based PSUs granted during the six months ended June 29, 2024 were $13 million, $9 million, and $8 million, respectively. The Company based the fair value of the RSUs and performance-based PSUs on the Company's stock price on the grant date.

The range of assumptions used for issued PSUs with a market condition valued using the Monte Carlo model were as follows:

	Six Months Ended	
	June 29, 2024	**July 1, 2023**
Annual dividend yield	—%	—%
Expected term (years)	2.6 - 2.8	2.6 - 2.8
Risk-free interest rate	4.48% - 4.65%	3.65% - 4.51%
Expected volatility	49.2% - 51.1%	37.9% - 38.8%
Correlation to the index peer group	46.9% - 49.2%	60.2% - 60.3%

The Company recorded $11 million and $23 million of share-based compensation expense during the three and six months ended June 29, 2024, respectively, and $4 million and $7 million during the six months ended July 1, 2023, respectively, within selling, general, and administrative expenses on the unaudited consolidated statements of operations. The increase in share-based compensation expense primarily relates to the modification of pre-IPO awards in the fourth quarter of 2023.

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Earnings Per Share

6 Months Ended
Jun. 29, 2024

Earnings Per Share [Abstract]

Earnings Per Share

Earnings Per Share

The Company calculates basic and diluted earnings per share using the two-class method. The following table sets forth the computation of basic and diluted earnings per share attributable to common shareholders:

	Three Months Ended		Six Months Ended	
(in thousands, except per share amounts)	**June 29, 2024**	**July 1, 2023**	**June 29, 2024**	**July 1, 2023**
Basic earnings per share:				
Net income	$ 30,159	$ 37,749	$ 34,420	$ 67,498
Less: Net income attributable to participating securities, basic	638	794	729	1,420
Net income after participating securities, basic	29,521	36,955	33,691	66,078
Weighted-average common shares outstanding	159,795	162,911	159,713	162,848
Basic earnings per share	$ 0.18	$ 0.23	$ 0.21	$ 0.41

	Three Months Ended		Six Months Ended	
(in thousands, except per share amounts)	**June 29, 2024**	**July 1, 2023**	**June 29, 2024**	**July 1, 2023**
Diluted earnings per share:				
Net income	$ 30,159	$ 37,749	$ 34,420	$ 67,498
Less: Net income attributable to participating securities, diluted	120	708	138	1,267
Net income after participating securities, diluted	$ 30,039	$ 37,041	$ 34,282	$ 66,231
Weighted-average common shares outstanding	159,795	162,911	159,713	162,848
Dilutive effect of share-based awards	970	3,977	970	4,034
Weighted-average common shares outstanding, as adjusted	160,765	166,888	160,683	166,882
Diluted earnings per share	$ 0.18	$ 0.23	$ 0.21	$ 0.40

Basic earnings per share is computed by dividing net income by the weighted-average number of common shares outstanding for the period. In addition, the Company's participating securities are related to certain restricted stock awards issued to Section 16 officers which include non-forfeitable dividend rights.

The Company had performance awards that are contingent on performance conditions which have not yet been met and therefore were excluded from the computation of weighted average shares of 1,805,754 shares for the three and six months ended June 29, 2024 and 4,881,630 shares for the three and six months ended July 1, 2023.

The following securities were not included in the computation of diluted shares outstanding because the effect would be antidilutive:

	Three Months Ended		Six Months Ended	
Number of securities *(in thousands)*	**June 29, 2024**	**July 1, 2023**	**June 29, 2024**	**July 1, 2023**
Restricted stock units	1,124	—	440	—
Stock Options	1,740	1,703	1,740	1,703
Total	2,864	1,703	2,180	1,703

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Income Taxes	**6 Months Ended Jun. 29, 2024**
Income Tax Disclosure [Abstract]	
Income Taxes	Income Taxes

The Company's tax provision is comprised of the most recent estimated annual effective tax rate applied to year-to-date ordinary income before taxes. The tax impacts of unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, are recorded discretely in the interim period in which they occur.

Income tax expense was $18 million for the three months ended June 29, 2024 compared to $20 million for the three months ended July 1, 2023. The effective income tax rate for the three months ended June 29, 2024 was 37.2% compared to 34.9% for the three months ended July 1, 2023. The net decrease in income tax expense and increase in effective tax rate for the three months ended June 29, 2024 was primarily driven by the asset impairment charges and non-deductible share-based compensation expense.

Income tax expense was $24 million for the six months ended June 29, 2024 compared to an income tax expense of $31 million for the six months ended July 1, 2023. The effective tax rate for the six months ended June 29, 2024 was 41.1% compared to 31.6% for the six months ended July 1, 2023. The net decrease in income tax expense and increase in effective tax rate for the six months ended June 29, 2024 was primarily driven by asset impairment charges and non-deductible share-based compensation expense.

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Commitments and Contingencies	**6 Months Ended Jun. 29, 2024**
Commitments and Contingencies Disclosure [Abstract]	
Commitments and Contingencies	Commitments and Contingencies

We are subject to various lawsuits, administrative proceedings, audits, and claims. Some of these lawsuits purport to be class actions and/or seek substantial damages. We are required to record an accrual for litigation loss contingencies that are both probable and reasonably estimable. Management regularly assesses our insurance deductibles, analyzes litigation information with our attorneys, and evaluates our loss experience in connection with pending legal proceedings. We record our best estimate of a loss when the loss is considered probable and the amount of such loss can be reasonably estimated. When a loss is probable and there is a range of estimated loss with no best estimate within the range, we record the minimum estimated liability related to the lawsuit or claim. As additional information becomes available, we reassess the potential liability and revise our accruals, if necessary. Legal fees and expenses associated with the defense of all of our litigation are expensed as such fees and expenses are incurred. Because of uncertainties related to the resolution of lawsuits and claims, the ultimate outcome may differ materially from our estimates.

Genesee County Employees' Retirement System v. Driven Brands Holdings Inc., et al. – On December 22, 2023, Genesee County Employees' Retirement System filed a putative class action lawsuit in the U.S. District Court for the Western District of North Carolina (the "Court") against the Company as well as a current and a former Company executive (the "Individual Defendants") alleging violations of Section 10(b) and Rule 10b-5 of the Exchange Act by the Company, as well as violations of Section 20(a) of the Exchange Act by the Individual Defendants. Genesee County Employees' Retirement System, Oakland County Employees' Retirement System, and Oakland County Voluntary Employees' Beneficiary Association (collectively the "Michigan Funds") moved for appointment as lead plaintiffs and for Bernstein Litowitz Berger & Grossmann LLP to be appointed as lead counsel for the purported class. The Michigan Funds purport to represent a class of stockholders who purchased Company shares between October 27, 2021 and August 1, 2023. On March 5, 2024, the Michigan Funds filed a notice of unopposed motion asking the Court to grant their prior motion to appoint them as lead plaintiffs. On May 31, 2024, the Court granted the Michigan Funds' motion. The Company disputes the allegations of wrongdoing and intends to vigorously defend against the action. No assessment as to the likelihood or range of any potential adverse outcome has been made as of the date of this filing.

Other than the matter described above, as of June 29, 2024, there are no current proceedings or litigation matters involving the Company or its property that we believe would have a material adverse effect on our consolidated financial position or cash flows, although they could have a material adverse effect on our operating results for a particular reporting period.

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Pay vs Performance Disclosure - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**
Pay vs Performance Disclosure				
Net Income (Loss)	$ 30,159	$ 37,749	$ 34,420	$ 67,498

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

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Summary of Significant Accounting Policies (Policies)	**6 Months Ended Jun. 29, 2024**
Accounting Policies [Abstract]	
Fiscal Year	***Fiscal Year***

The Company operates and reports financial information on a 52- or 53-week year with the fiscal year ending on the last Saturday in December and fiscal quarters ending on the 13th Saturday of each quarter (or 14th Saturday when applicable with respect to the fourth fiscal quarter). The three and six months ended June 29, 2024 and July 1, 2023 each consisted of 13 weeks and 26 weeks, respectively. The Car Wash segment is consolidated based on a calendar month end.

Basis of Presentation

Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). In the opinion of management, the unaudited interim financial data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results of operations, balance sheet, cash flows, and shareholders'/members' equity for the interim periods presented. The adjustments include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended December 30, 2023. Certain information and note disclosures normally included in the unaudited financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The results of operations for the three and six months ended June 29, 2024 may not be indicative of the results to be expected for any other interim period or the year ending December 28, 2024.

The six months ended June 29, 2024 includes an adjustment to the unaudited consolidated balance sheet and consolidated statement of operations that originated in the prior year. The adjustment decreased both current assets and selling, general, and administrative expenses by $3.7 million. The Company evaluated the materiality of the adjustment on prior period financial statements, recorded the adjustment in the current period, and concluded the effect of the adjustment was immaterial to both the current and prior financial statements.

Use of Estimates

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and the related notes to the consolidated financial

statements. Significant items that are subject to estimates and assumptions include, but are not limited to, valuation of intangible assets and goodwill; income taxes; allowances for credit losses; valuation of derivatives; self-insurance claims; and share-based compensation. Management evaluates its estimates on an ongoing basis and may employ outside experts to assist in its evaluations. Changes in such estimates, based on historical experience, current conditions, and various other additional information, may affect amounts reported in future periods. Actual results could differ due to uncertainty inherent in the nature of these estimates.

Fair Value of Financial Instruments

Fair Value of Financial Instruments

Financial assets and liabilities are categorized, based on the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to the quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. Observable market data, when available, is required to be used in making fair value measurements. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; or

Level 3: Unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

Recently Issued Accounting Standards

Recently Issued Accounting Standards

In November 2023, the FASB issued ASU 2023-07, *Improvements to Reportable Segment Disclosures*. The standard enhances segment disclosure requirements of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") to assist in understanding how segment expenses and operating results are evaluated. The new standard does not change the definition or aggregation of operating segments. The standard also expands the interim disclosure requirements on a retrospective basis. This ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures*. This ASU improves the transparency of income tax disclosures, including consistent categories and greater disaggregation of information in the tax rate

reconciliation as well as disaggregation of income taxes paid by jurisdiction. This ASU is effective for annual periods beginning after December 15, 2024, with early adoption permitted for annual financial

statements that have not yet been issued or made available for issuance. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

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Summary of Significant Accounting Policies (Tables)

6 Months Ended

Jun. 29, 2024

Accounting Policies [Abstract]

Schedule of Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

Financial assets and liabilities measured at fair value on a recurring basis as of June 29, 2024 and December 30, 2023 are summarized as follows:

Items Measured at Fair Value at June 29, 2024			
(in thousands)	Level 1	Level 2	Total
Derivative assets, recorded in other assets	$ —	$ 2,562	$ 2,562
Derivative liabilities, recorded in accrued expenses and other liabilities	—	150	150

Items Measured at Fair Value at December 30, 2023			
(in thousands)	Level 1	Level 2	Total
Derivative assets, recorded in other assets	$ —	$ 285	$ 285
Derivative liabilities, recorded in accrued expenses and other liabilities	—	493	493

Schedule of Carrying Value and Estimated Fair Value of Total Long-Term Debt

The carrying value and estimated fair value of total long-term debt were as follows:

	June 29, 2024		December 30, 2023	
(in thousands)	Carrying value	Estimated fair value	Carrying value	Estimated fair value
Long-term debt	$ 2,919,641	$ 2,781,613	$ 2,977,996	$ 2,800,011

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Acquisitions and Divestitures (Tables)

6 Months Ended
Jun. 29, 2024

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

Schedule of Estimated Purchase Price Allocation

The provisional amounts for assets acquired and liabilities assumed for the 2023 acquisitions are as follows:

2023 Maintenance Segment

(in thousands)	Maintenance
Assets:	
Operating lease right-of-use assets	$ 658
Property and equipment, net	3,705
Assets acquired	**4,363**
Liabilities:	
Accrued expenses and other liabilities	20
Operating lease liabilities	641
Total liabilities assumed	**661**
Cash consideration, net of cash acquired	5,862
Deferred consideration	285
Total consideration, net of cash acquired	**$ 6,147**
Goodwill	**$ 2,445**

2023 Car Wash Segment

(in thousands)	Car Wash
Assets:	
Property and equipment, net	$ 11,052
Assets acquired	11,052
Total consideration, net of cash acquired	**$ 15,000**
Goodwill	**$ 3,948**

2023 Paint, Collision & Glass Segment

(in thousands)	Paint, Collision & Glass
Assets:	
Inventory	$ 35
Property and equipment, net	667
Assets acquired	**702**
Cash consideration, net of cash acquired	4,947
Deferred consideration	695
Total Consideration, net of cash acquired	**$ 5,642**
Goodwill	**$ 4,940**

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Segment Information (Tables)

6 Months Ended
Jun. 29, 2024

Segment Reporting [Abstract]

Schedule of Segment Results

Segment results for the three and six months ended June 29, 2024 and July 1, 2023 are as follows:

Three Months Ended June 29, 2024						
(in thousands)	Maintenance	Car Wash	Paint, Collision & Glass	Platform Services	Corporate and Other	Total
Franchise royalties and fees	$ 16,764	$ —	$ 24,475	$ 8,790	$ —	$ 50,029
Company-operated store sales	230,809	95,211	67,523	1,138	—	394,681
Independently-operated store sales	—	60,280	—	—	—	60,280
Advertising fund contributions	—	—	—	—	24,911	24,911
Supply and other revenue	30,350	1,412	20,027	51,314	(21,438)	81,665
Total revenue	$ 277,923	$ 156,903	$ 112,025	$ 61,242	$ 3,473	$ 611,566
Segment Adjusted EBITDA	$ 102,935	$ 33,772	$ 35,172	$ 25,311	$ (44,032)	$ 153,158

Three Months Ended July 1, 2023						
(in thousands)	Maintenance	Car Wash	Paint, Collision & Glass	Platform Services	Corporate and Other	Total
Franchise royalties and fees	$ 14,215	$ —	$ 26,530	$ 9,060	$ —	$ 49,805
Company-operated store sales	205,673	101,615	86,110	1,180	—	394,578
Independently-operated store sales	—	61,533	—	—	—	61,533
Advertising fund contributions	—	—	—	—	24,749	24,749
Supply and other revenue	22,439	1,607	20,518	47,098	(15,476)	76,186
Total revenue	$ 242,327	$ 164,755	$ 133,158	$ 57,338	$ 9,273	$ 606,851
Segment Adjusted EBITDA	$ 84,812	$ 39,761	$ 41,057	$ 22,519	$ (40,402)	$ 147,747

Six Months Ended June 29, 2024						
(in thousands)	Maintenance	Car Wash	Paint, Collision & Glass	Platform Services	Corporate and Other	Total
Franchise royalties and fees	$ 31,218	$ —	$ 49,107	$ 14,749	$ —	$ 95,074
Company-operated store sales	451,680	185,438	130,032	1,987	—	769,137
Independently-operated store sales	—	113,327	—	—	—	113,327
Advertising fund contributions	—	—	—	—	48,981	48,981
Supply and other revenue	56,738	2,860	39,274	98,331	(39,930)	157,273
Total net revenue	$ 539,636	$ 301,625	$ 218,413	$ 115,067	$ 9,051	$ 1,183,792
Segment Adjusted EBITDA	$ 194,371	$ 62,906	$ 65,992	$ 45,182	$ (83,012)	$ 285,439

Six Months Ended July 1, 2023						
(in thousands)	Maintenance	Car Wash	Paint, Collision & Glass	Platform Services	Corporate and Other	Total
Franchise royalties and fees	$ 26,658	$ —	$ 50,828	$ 15,834	$ —	$ 93,320
Company-operated store sales	400,933	204,061	163,589	2,061	—	770,644
Independently-operated store sales	—	114,065	—	—	—	114,065
Advertising fund contributions	—	—	—	—	46,426	46,426
Supply and other revenue	42,404	3,609	39,544	91,476	(32,170)	144,863
Total net revenue	$ 469,995	$ 321,735	$ 253,961	$ 109,371	$ 14,256	$ 1,169,318
Segment Adjusted EBITDA	$ 157,045	$ 80,809	$ 76,507	$ 39,527	$ (81,653)	$272,235

Schedule of Reconciliation of Segment Adjusted EBITDA to

The reconciliations of Income before taxes to Segment Adjusted EBITDA for the three and six months ended June 29, 2024 and July 1, 2023 are as follows:

income Before Taxes

(in thousands)	Three Months Ended June 29, 2024	Three Months Ended July 1, 2023	Six Months Ended June 29, 2024	Six Months Ended July 1, 2023
Income before taxes	$ 48,030	$ 58,024	$ 58,455	$ 98,744
Depreciation and amortization	44,633	45,419	87,862	83,617
Interest expense, net	31,796	40,871	75,568	79,012
Acquisition related costs[a]	271	3,750	2,065	5,597
Non-core items and project costs, net[b]	5,126	2,803	9,837	4,627
Store opening costs	940	1,377	2,203	2,402
Cloud computing amortization[c]	1,069	—	2,414	—
Share-based compensation expense[d]	10,982	4,485	22,843	7,049
Foreign currency transaction loss (gain), net[e]	681	(1,302)	5,002	(2,977)
Asset sale leaseback (gain) loss, impairment and closed store expenses[f]	9,630	(7,680)	19,190	(5,836)
Segment Adjusted EBITDA	$ 153,158	$ 147,747	$ 285,439	$ 272,235

[a] Consists of acquisition costs as reflected within the unaudited consolidated statements of operations, including legal, consulting and other fees, and expenses incurred in connection with acquisitions completed during the applicable period, as well as inventory rationalization expenses incurred in connection with acquisitions. We expect to incur similar costs in connection with other acquisitions in the future and, under GAAP, such costs relating to acquisitions are expensed as incurred.

[b] Consists of discrete items and project costs, including third party consulting and professional fees associated with strategic transformation initiatives as well as non-recurring payroll-related costs.

[c] Includes non-cash amortization expenses relating cloud computing arrangements.

[d] Represents non-cash share-based compensation expense.

[e] Represents foreign currency transaction (gains) losses, net that primarily related to the remeasurement of our intercompany loans as well as gains and losses on cross currency swaps and forward contracts.

[f] Relates to (gains) losses, net on sale leasebacks, impairment of certain fixed assets and operating lease right-of-use assets related to closed and underperforming locations, assets held for sale, and lease exit costs and other costs associated with stores that were closed prior to the respective lease termination dates. Refer to Note 6 for additional information.

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Assets Held For Sale (Tables)

6 Months Ended
Jun. 29, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Assets Held-for-Sale

The changes in assets held for sale were as follows:

(in thousands)	
Balance at December 30, 2023	$301,229
Additions	58,562
Impairments	(29,765)
Sales and disposals	(92,843)
Balance at June 29, 2024	$237,183

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Long-Term Debt (Tables)

6 Months Ended
Jun. 29, 2024

Debt Disclosure [Abstract]

Schedule of Long-Term Debt Obligations

The Company's long-term debt obligations consist of the following:

(in thousands)	June 29, 2024	December 30, 2023
Series 2018-1 Securitization Senior Notes, Class A-2	$ 257,813	$ 259,188
Series 2019-1 Securitization Senior Notes, Class A-2	283,500	285,000
Series 2019-2 Securitization Senior Notes, Class A-2	261,938	263,313
Series 2020-1 Securitization Senior Notes, Class A-2	167,956	168,875
Series 2020-2 Securitization Senior Notes, Class A-2	434,250	436,500
Series 2021-1 Securitization Senior Notes, Class A-2	437,625	439,875
Series 2022-1 Securitization Senior Notes, Class A-2	358,613	360,438
Term Loan Facility	468,750	491,250
Revolving Credit Facility	223,000	248,000
Other debt [a]	26,196	25,557
Total debt	2,919,641	2,977,996
Less: unamortized debt issuance costs	(30,486)	(34,511)
Less: current portion of long-term debt	(33,332)	(32,673)
Total long-term debt, net	$ 2,855,823	$ 2,910,812

[a] Consists primarily of finance lease obligations.

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Leases (Tables)

6 Months Ended
Jun. 29, 2024

Leases [Abstract]

Schedule of Cash Flow Related to Lease Arrangements

Supplemental cash flow information related to the Company's lease arrangements for the six months ended June 29, 2024 and July 1, 2023, respectively, was as follows:

(in thousands)	Six Months Ended June 29, 2024	Six Months Ended July 1, 2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows used in operating leases	$ 84,415	$ 67,107
Operating cash flows used in finance leases	101	810
Financing cash flows used in finance leases	197	953

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Share-based Compensation (Tables)

6 Months Ended
Jun. 29, 2024

Share-Based Payment Arrangement [Abstract]

Schedule of Valuation Assumptions

The range of assumptions used for issued PSUs with a market condition valued using the Monte Carlo model were as follows:

	Six Months Ended June 29, 2024	Six Months Ended July 1, 2023
Annual dividend yield	—%	—%
Expected term (years)	2.6 - 2.8	2.6 - 2.8
Risk-free interest rate	4.48% - 4.65%	3.65% - 4.51%
Expected volatility	49.2% - 51.1%	37.9% - 38.8%
Correlation to the index peer group	46.9% - 49.2%	60.2% - 60.3%

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Earnings Per Share (Tables)

6 Months Ended
Jun. 29, 2024

Earnings Per Share [Abstract]

Schedule of Basic and Diluted Earnings (Loss) Per Share Attributable to Common Shareholders

The following table sets forth the computation of basic and diluted earnings per share attributable to common shareholders:

(in thousands, except per share amounts)	Three Months Ended June 29, 2024	Three Months Ended July 1, 2023	Six Months Ended June 29, 2024	Six Months Ended July 1, 2023
Basic earnings per share:				
Net income	$ 30,159	$ 37,749	$ 34,420	$ 67,498
Less: Net income attributable to participating securities, basic	638	794	729	1,420
Net income after participating securities, basic	29,521	36,955	33,691	66,078
Weighted-average common shares outstanding	159,795	162,911	159,713	162,848
Basic earnings per share	$ 0.18	$ 0.23	$ 0.21	$ 0.41

(in thousands, except per share amounts)	Three Months Ended June 29, 2024	Three Months Ended July 1, 2023	Six Months Ended June 29, 2024	Six Months Ended July 1, 2023
Diluted earnings per share:				
Net income	$ 30,159	$ 37,749	$ 34,420	$ 67,498
Less: Net income attributable to participating securities, diluted	120	708	138	1,267
Net income after participating securities, diluted	$ 30,039	$ 37,041	$ 34,282	$ 66,231
Weighted-average common shares outstanding	159,795	162,911	159,713	162,848
Dilutive effect of share-based awards	970	3,977	970	4,034
Weighted-average common shares outstanding, as adjusted	160,765	166,888	160,683	166,882
Diluted earnings per share	$ 0.18	$ 0.22	$ 0.21	$ 0.40

Schedule of Antidilutive Shares

The following securities were not included in the computation of diluted shares outstanding because the effect would be antidilutive:

Number of securities *(in thousands)*	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Restricted stock units	1,124	—	440	—
Stock Options	1,740	1,703	1,740	1,703
Total	2,864	1,703	2,180	1,703

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Description of Business (Details) $ in Thousands	Jun. 29, 2024 USD ($) franchise_location state country	Jan. 31, 2024 USD ($)	Dec. 30, 2023 USD ($)	Jan. 14, 2021
Subsidiary, Sale of Stock [Line Items]				
Number of locations franchised, independently-operated, and company-operated | franchise_location	5,000			
Number of states in which entity operates | state	49			
Number of countries across Europe in which entity operates | country	13			
Income tax receivable liability, current	$ 0		$ 56,001	
Income tax receivable liability, noncurrent	$ 133,623		$ 117,915	
Initial payment		$ 38,000		
Pre-IPO Stockholders				
Subsidiary, Sale of Stock [Line Items]				
Income taxes receivable (as a percent)				0.85

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Summary of Significant Accounting Policies - Narrative (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended		
	Jun. 29, 2024	Jul. 01, 2023	Jun. 29, 2024	Jul. 01, 2023	Dec. 30, 2023
Subsidiary, Sale of Stock [Line Items]					
Selling, general, and administrative expenses	$ (121,123)	$ (96,815)	$ (237,525)	$ (209,143)	
Current assets	(757,623)		(757,623)		$ (821,107)
Revision of Prior Period, Adjustment					
Subsidiary, Sale of Stock [Line Items]					
Selling, general, and administrative expenses			3,700		
Current assets	$ 3,700		$ 3,700		

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Summary of Significant Accounting Policies - Schedule of Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis (Details) - Fair Value, Recurring - USD ($) $ in Thousands	Jun. 29, 2024	Dec. 30, 2023
Other assets		
Subsidiary, Sale of Stock [Line Items]		
Derivative asset	$ 2,562	$ 285
Accrued expenses and other liabilities		
Subsidiary, Sale of Stock [Line Items]		
Derivative liabilities, recorded in accrued expenses and other liabilities	150	493
Level 1 | Other assets		
Subsidiary, Sale of Stock [Line Items]		
Derivative asset	0	0
Level 1 | Accrued expenses and other liabilities		
Subsidiary, Sale of Stock [Line Items]		
Derivative liabilities, recorded in accrued expenses and other liabilities	0	0
Level 2 | Other assets		
Subsidiary, Sale of Stock [Line Items]		
Derivative asset	2,562	285
Level 2 | Accrued expenses and other liabilities		
Subsidiary, Sale of Stock [Line Items]		
Derivative liabilities, recorded in accrued expenses and other liabilities	$ 150	$ 493

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Summary of Significant Accounting Policies - Schedule of Carrying Value and Estimated Fair Value of Total Long-Term Debt (Details) - USD ($) $ in Thousands	Jun. 29, 2024	Dec. 30, 2023
Carrying value		
Subsidiary, Sale of Stock [Line Items]		
Long-term debt	$ 2,919,641	$ 2,977,996
Estimated fair value		
Subsidiary, Sale of Stock [Line Items]		
Long-term debt	$ 2,781,613	$ 2,800,011

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Acquisitions and Divestitures - Narrative (Details) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 29, 2024 USD ($)	Jul. 01, 2023 USD ($)	Jun. 29, 2024 USD ($) maintenance_site store acquisition	Jul. 01, 2023 USD ($) acquisition maintenance_site car_wash_site
Business Acquisition [Line Items]				
Cash used in business acquisitions, net of cash acquired			$ 2,759	$ 44,868
Acquisition related costs	$ 271	$ 3,750	2,065	5,597
Total consideration	11,000	144,000	11,000	144,000
Net gain on sale	3,000	22,000	$ 3,000	$ 25,000
Disposal Group, Disposed of by Sale, Not Discontinued Operations | CARSTAR Franchise				
Business Acquisition [Line Items]				
Number of stores sold | store			9	
Total consideration	18,000		$ 18,000	
Goodwill	9,000		9,000	
Net gain on sale			$ 6,000	
Maximum				
Business Acquisition [Line Items]				
Deferred consideration payment period			1 year	
2024 Acquisitions | Maintenance				

Business Acquisition [Line Items]					
Number of businesses acquired | acquisition				1	
Number of maintenance sites | maintenance_site				2	
Cash used in business acquisitions, net of cash acquired				$ 2,000	
2024 Acquisitions | Car Wash					
Business Acquisition [Line Items]					
Number of businesses acquired | acquisition				1	
Number of maintenance sites | maintenance_site				1	
2023 Acquisitions | Maintenance					
Business Acquisition [Line Items]					
Number of businesses acquired | acquisition					3
Number of maintenance sites | maintenance_site					3
Cash used in business acquisitions, net of cash acquired					$ 6,000
2023 Acquisitions | Car Wash					
Business Acquisition [Line Items]					
Number of businesses acquired | acquisition					2
Cash used in business acquisitions, net of cash acquired					$ 15,000
Number of car wash sites | car_wash_site					3
2023 Acquisitions | Paint, Collision & Glass					
Business Acquisition [Line Items]					
Number of businesses acquired | acquisition					2
Cash used in business acquisitions, net of cash acquired					$ 6,000
Number of paint, collision and glass sites | maintenance_site					2
2022 and 2021 Acquisitions					
Business Acquisition [Line Items]					
Consideration liability			2,000	16,000	$ 2,000	$ 16,000
Payment of contingent consideration related to acquisitions					2,000	20,000
Business Acquisition					
Business Acquisition [Line Items]					
Acquisition related costs			$ 1,000	$ 1,000	$ 1,000	$ 1,000

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Acquisitions and Divestitures - Schedule of Estimated Purchase Price Allocation (Details) - USD ($) $ in Thousands	**6 Months Ended**		
	Jun. 29, 2024	**Jul. 01, 2023**	**Dec. 30, 2023**
Liabilities:			
Cash consideration, net of cash acquired	$ 2,759	$ 44,868	
Goodwill	$ 1,431,555		$ 1,455,946
Maintenance			
Assets:			
Operating lease right-of-use assets		658	
Property and equipment, net		3,705	
Assets acquired		4,363	
Liabilities:			
Accrued expenses and other liabilities		20	
Operating lease liabilities		641	
Total liabilities assumed		661	
Cash consideration, net of cash acquired		5,862	
Deferred consideration		285	
Total consideration, net of cash acquired		6,147	
Goodwill		2,445	
Car Wash			
Assets:			
Property and equipment, net		11,052	
Assets acquired		11,052	
Liabilities:			
Total consideration, net of cash acquired		15,000	
Goodwill		3,948	
Paint, Collision & Glass			
Assets:			
Property and equipment, net		667	
Inventory		35	
Assets acquired		702	
Liabilities:			
Cash consideration, net of cash acquired		4,947	
Deferred consideration		695	
Total consideration, net of cash acquired		5,642	
Goodwill		$ 4,940	

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Revenue from Contracts with Customers (Details) - USD ($) $ in Millions	**3 Months Ended**		**6 Months Ended**		
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**	**Dec. 30, 2023**
Revenue from Contract with Customer [Abstract]					
Capitalized costs to obtain a contract	$ 7		$ 7		$ 6
Contract assets			1	$ 1	
Contract liabilities	31		31		$ 31
Revenue recognized (less than)	$ 1	$ 1	$ 1	$ 2	

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Segment Information - Schedule of Segment Results (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**
Segment Reporting Information [Line Items]				
Total net revenue	$ 611,566	$ 606,851	$ 1,183,792	$ 1,169,318
Franchise royalties and fees				
Segment Reporting Information [Line Items]				
Total net revenue	50,029	49,805	95,074	93,320
Company-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	394,681	394,578	769,137	770,644
Independently-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	60,280	61,533	113,327	114,065

Advertising fund contributions				
Segment Reporting Information [Line Items]				
Total net revenue	24,911	24,749	48,981	46,426
Supply and other revenue				
Segment Reporting Information [Line Items]				
Total net revenue	81,665	76,186	157,273	144,863
Operating Segments | Maintenance				
Segment Reporting Information [Line Items]				
Total net revenue	277,923	242,327	539,636	469,995
Segment Adjusted EBITDA	102,935	84,812	194,371	157,045
Operating Segments | Maintenance | Franchise royalties and fees				
Segment Reporting Information [Line Items]				
Total net revenue	16,764	14,215	31,218	26,658
Operating Segments | Maintenance | Company-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	230,809	205,673	451,680	400,933
Operating Segments | Maintenance | Independently-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Operating Segments | Maintenance | Advertising fund contributions				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Operating Segments | Maintenance | Supply and other revenue				
Segment Reporting Information [Line Items]				
Total net revenue	30,350	22,439	56,738	42,404
Operating Segments | Car Wash				
Segment Reporting Information [Line Items]				
Total net revenue	156,903	164,755	301,625	321,735
Segment Adjusted EBITDA	33,772	39,761	62,906	80,809
Operating Segments | Car Wash | Franchise royalties and fees				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Operating Segments | Car Wash | Company-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	95,211	101,615	185,438	204,061
Operating Segments | Car Wash | Independently-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	60,280	61,533	113,327	114,065
Operating Segments | Car Wash | Advertising fund contributions				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Operating Segments | Car Wash | Supply and other revenue				
Segment Reporting Information [Line Items]				
Total net revenue	1,412	1,607	2,860	3,609
Operating Segments | Paint, Collision & Glass				
Segment Reporting Information [Line Items]				
Total net revenue	112,025	133,158	218,413	253,961
Segment Adjusted EBITDA	35,172	41,057	65,992	76,507
Operating Segments | Paint, Collision & Glass | Franchise royalties and fees				
Segment Reporting Information [Line Items]				
Total net revenue	24,475	26,530	49,107	50,828
Operating Segments | Paint, Collision & Glass | Company-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	67,523	86,110	130,032	163,589
Operating Segments | Paint, Collision & Glass | Independently-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Operating Segments | Paint, Collision & Glass | Advertising fund contributions				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Operating Segments | Paint, Collision & Glass | Supply and other revenue				
Segment Reporting Information [Line Items]				
Total net revenue	20,027	20,518	39,274	39,544
Operating Segments | Platform Services				
Segment Reporting Information [Line Items]				
Total net revenue	61,242	57,338	115,067	109,371
Segment Adjusted EBITDA	25,311	22,519	45,182	39,527
Operating Segments | Platform Services | Franchise royalties and fees				
Segment Reporting Information [Line Items]				
Total net revenue	8,790	9,060	14,749	15,834
Operating Segments | Platform Services | Company-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	1,138	1,180	1,987	2,061
Operating Segments | Platform Services | Independently-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Operating Segments | Platform Services | Advertising fund contributions				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Operating Segments | Platform Services | Supply and other revenue				
Segment Reporting Information [Line Items]				
Total net revenue	51,314	47,098	98,331	91,476
Corporate and Other				
Segment Reporting Information [Line Items]				
Total net revenue	3,473	9,273	9,051	14,256
Segment Adjusted EBITDA	(44,032)	(40,402)	(83,012)	(81,653)
Corporate and Other | Franchise royalties and fees				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Corporate and Other | Company-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Corporate and Other | Independently-operated store sales				
Segment Reporting Information [Line Items]				
Total net revenue	0	0	0	0
Corporate and Other | Advertising fund contributions				
Segment Reporting Information [Line Items]				
Total net revenue	24,911	24,749	48,981	46,426

Corporate and Other | Supply and other revenue				
Segment Reporting Information [Line Items]				
Total net revenue	(21,438)	(15,476)	(39,930)	(32,170)
Segment Reconciling Items				
Segment Reporting Information [Line Items]				
Segment Adjusted EBITDA	$ 153,158	$ 147,747	$ 285,439	$ 272,235

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Segment Information - Schedule of Reconciliation of Segment Adjusted EBITDA to Income Before Taxes (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**
Segment Reporting Information [Line Items]				
Depreciation and amortization			$ 87,862	$ 83,617
Interest expense, net	$ 31,796	$ 40,871	75,568	79,012
Acquisition related costs	271	3,750	2,065	5,597
Store opening costs	940	1,377	2,203	2,402
Cloud computing amortization			2,414	0
Segment Reconciling Items				
Segment Reporting Information [Line Items]				
Income before taxes	48,030	58,024	58,455	98,744
Depreciation and amortization	44,633	45,419	87,862	83,617
Interest expense, net	31,796	40,871	75,568	79,012
Acquisition related costs	271	3,750	2,065	5,597
Non-core items and project costs, net	5,126	2,803	9,837	4,627
Store opening costs	940	1,377	2,203	2,402
Cloud computing amortization	1,069	0	2,414	0
Share-based compensation expense	10,982	4,485	22,843	7,049
Foreign currency transaction loss (gain), net	681	(1,302)	5,002	(2,977)
Asset sale leaseback (gain) loss, impairment and closed store expenses	9,630	(7,680)	19,190	(5,836)
Segment Adjusted EBITDA	$ 153,158	$ 147,747	$ 285,439	$ 272,235

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Assets Held For Sale - Narrative (Details) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024 USD ($) store	**Jul. 01, 2023 USD ($)**	**Jun. 29, 2024 USD ($) store location**	**Jul. 01, 2023 USD ($)**
Schedule of Equity Method Investments [Line Items]				
Number of stores closed | store	29		29	
Additions			$ 58,562	
Impairments	$ 12,000		29,765	
Net gain on sale	3,000	$ 22,000	$ 3,000	$ 25,000
Discontinued Operations, Held-for-Sale or Disposed of by Sale				
Schedule of Equity Method Investments [Line Items]				
Number of location | location			30	
Net gain on sale	$ 5,000		$ 11,000	

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Assets Held For Sale - Schedule of Assets Held-for-Sale (Details) - USD ($) $ in Thousands	**3 Months Ended**	**6 Months Ended**
	Jun. 29, 2024	**Jun. 29, 2024**
Goodwill [Roll Forward]		
Beginning balance		$ 301,229
Additions		58,562
Impairments	$ (12,000)	(29,765)
Sales and disposals		(92,843)
Ending balance	$ 237,183	$ 237,183

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Long-Term Debt - Schedule of Long-term Debt (Details) - USD ($) $ in Thousands	**Jun. 29, 2024**	**Dec. 30, 2023**
Debt Instrument [Line Items]		
Total debt	$ 2,919,641	$ 2,977,996
Less: unamortized debt issuance costs	(30,486)	(34,511)
Less: current portion of long-term debt	(33,332)	(32,673)
Total long-term debt, net	2,855,823	2,910,812
Senior notes | Series 2018-1 Securitization Senior Notes, Class A-2		
Debt Instrument [Line Items]		
Total debt	257,813	259,188
Senior notes | Series 2019-1 Securitization Senior Notes, Class A-2		
Debt Instrument [Line Items]		
Total debt	283,500	285,000
Senior notes | Series 2019-2 Securitization Senior Notes, Class A-2		
Debt Instrument [Line Items]		
Total debt	261,938	263,313
Senior notes | Series 2020-1 Securitization Senior Notes, Class A-2		
Debt Instrument [Line Items]		
Total debt	167,956	168,875
Senior notes | Series 2020-2 Securitization Senior Notes, Class A-2		
Debt Instrument [Line Items]		
Total debt	434,250	436,500
Senior notes | Series 2021-1 Securitization Senior Notes, Class A-2		
Debt Instrument [Line Items]		
Total debt	437,625	439,875
Senior notes | Series 2022-1 Securitization Senior Notes, Class A-2		
Debt Instrument [Line Items]		
Total debt	358,613	360,438
Term Loan Facility		
Debt Instrument [Line Items]		
Total debt	468,750	491,250
Revolving Credit Facility | Revolving Credit Facility		
Debt Instrument [Line Items]		
Total debt	223,000	248,000
Other debt		

Debt Instrument [Line Items]		
Total debt	$ 26,196	$ 25,557

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Long-Term Debt - Narrative (Details)	1 Months Ended		6 Months Ended				
	Jul. 31, 2024 USD ($) extension_option	Dec. 31, 2019 USD ($) extension_option	Jun. 29, 2024 USD ($)	Jul. 01, 2023 USD ($)	Aug. 08, 2024 USD ($)	Dec. 30, 2023 USD ($)	May 31, 2021 USD ($)
Debt Instrument [Line Items]							
Total debt			$ 2,919,641,000			$ 2,977,996,000	
Proceeds from revolving lines of credit and short-term debt			46,000,000	$ 230,000,000			
Repayment of revolving lines of credit and short-term debt			71,000,000	$ 120,000,000			
Series 2019-3 Variable Funding Senior Notes, Class A-1 | Revolving Credit Facility							
Debt Instrument [Line Items]							
Aggregate principal amount		$ 115,000,000					
Number of extension options | extension_option		3					
Extension period (in years)		1 year					
Outstanding debt			0				
Borrowings or repayments of debt			0				
Outstanding letters of credit			$ 25,000,000				
Series 2019-3 Variable Funding Senior Notes, Class A-1 | Revolving Credit Facility | Subsequent Event							
Debt Instrument [Line Items]							
Number of extension options | extension_option	3						
Series 2021-1 Variable Funding Senior Notes, Class A-1 | Revolving Credit Facility							
Debt Instrument [Line Items]							
Aggregate principal amount		$ 135,000,000					
Series 2024-1 2.791% Fixed Rate Senior Secured Notes, Class A-2 | Senior notes | Subsequent Event							
Debt Instrument [Line Items]							
Debt issued	$ 275,000,000						
Interest rate (as a percent)	6.372%						
Series 2024-2 Variable Funding Senior Notes, Class A-1 | Revolving Credit Facility | Subsequent Event							
Debt Instrument [Line Items]							
Aggregate principal amount	$ 400,000,000						
Number of extension options | extension_option	2						
Extension period (in years)	1 year						
Outstanding letters of credit					$ 26,000,000		
Revolving Credit Facility | Revolving Credit Facility							
Debt Instrument [Line Items]							
Aggregate principal amount							$ 300,000,000

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Leases - Narrative (Details) $ in Thousands	3 Months Ended		6 Months Ended				
	Jun. 29, 2024 USD ($) maintenance_site	Jul. 01, 2023 USD ($)	Jun. 29, 2024 USD ($) maintenance_site	Jul. 01, 2023 USD ($)	Dec. 30, 2023 USD ($)	Jul. 01, 2023 maintenance_site	Jul. 01, 2023 car_wash_site
Lessee, Lease, Description [Line Items]							
Number cash wash properties sold	8		8			4	33
Total consideration	$ 11,000	$ 144,000	$ 11,000	$ 144,000			
Operating lease right-of-use assets	1,378,264		1,378,264		$ 1,389,316		
Net gain on sale	3,000	$ 22,000	3,000	$ 25,000			
March 2021 Operating Lease Agreements							
Lessee, Lease, Description [Line Items]							
Operating lease right-of-use assets	8,000		8,000		112,000		
Operating lease liability	$ 8,000		$ 8,000		$ 112,000		
Minimum | March 2021 Operating Lease Agreements							
Lessee, Lease, Description [Line Items]							
Lease term (in years)	18 years		18 years				
Maximum | March 2021 Operating Lease Agreements							
Lessee, Lease, Description [Line Items]							
Lease term (in years)	20 years		20 years				

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Leases - Cash Flows Related to Lease Arrangements (Details) - USD ($) $ in Thousands	6 Months Ended	
	Jun. 29, 2024	Jul. 01, 2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows used in operating leases	$ 84,415	$ 67,107
Operating cash flows used in finance leases	101	810
Financing cash flows used in finance leases	$ 197	$ 953

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Share-based Compensation - Narrative (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 29, 2024	Jul. 01, 2023	Jun. 29, 2024	Jul. 01, 2023
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Share-based compensation expense	$ 11,000	$ 4,000	$ 22,843	$ 7,049
Restricted stock units				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Number of granted new awards (in shares)	19,207		951,530	
Grant-date fair value of PSUs granted	$ 1,000		$ 13,000	
Restricted stock units | Minimum				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Award vesting period (in years)			2 years	
Restricted stock units | Maximum				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Award vesting period (in years)			3 years	
Performance Shares				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Number of granted new awards (in shares)	19,214		1,075,784	
Award vesting period (in years)			3 years	
Performance Shares | Minimum				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Award vesting rights (as a percent)			0.00%	

Performance Shares | Maximum		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Award vesting rights (as a percent)		200.00%
Restricted stock award, performance based PSUs		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Grant-date fair value of PSUs granted		$ 9,000
Restricted stock award, market-based PSUs		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Grant-date fair value of PSUs granted		$ 8,000

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Share-based Compensation - Schedule of Valuation Assumptions (Details) - Performance stock units	**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Annual dividend yield	0.00%	0.00%
Minimum		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Expected term (years)	2 years 7 months 6 days	2 years 7 months 6 days
Risk-free interest rate	4.48%	3.65%
Expected volatility	49.20%	37.90%
Correlation to the index peer group	46.90%	60.20%
Maximum		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Expected term (years)	2 years 9 months 18 days	2 years 9 months 18 days
Risk-free interest rate	4.65%	4.51%
Expected volatility	51.10%	38.80%
Correlation to the index peer group	49.20%	60.30%

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Earnings Per Share - Schedule of Basic and Diluted Loss Per Share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**
Basic earnings per share:				
Net income	$ 30,159	$ 37,749	$ 34,420	$ 67,498
Less: Net income attributable to participating securities, basic	638	794	729	1,420
Net income after participating securities, basic	$ 29,521	$ 36,955	$ 33,691	$ 66,078
Weighted-average common shares outstanding (in shares)	159,795	162,911	159,713	162,848
Basic earnings per share (in dollars per share)	$ 0.18	$ 0.23	$ 0.21	$ 0.41
Diluted earnings per share:				
Net income	$ 30,159	$ 37,749	$ 34,420	$ 67,498
Less: Net income attributable to participating securities, diluted	120	708	138	1,267
Net income after participating securities, diluted	$ 30,039	$ 37,041	$ 34,282	$ 66,231
Weighted-average common shares outstanding (in shares)	159,795	162,911	159,713	162,848
Dilutive effect of share-based awards (in shares)	970	3,977	970	4,034
Weighted-average common shares outstanding, as adjusted (in shares)	160,765	166,888	160,683	166,882
Diluted earnings per share (in dollars per share)	$ 0.18	$ 0.22	$ 0.21	$ 0.40

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Earnings Per Share - Narrative (Details) - shares	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**
Earnings Per Share [Abstract]				
Performance awards contingent on performance conditions which have not been met yet (in shares)	1,805,754	4,881,630	1,805,754	4,881,630

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Earnings Per Share - Schedule of Antidilutive Shares (Details) - shares shares in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Antidilutive securities (in shares)	2,864	1,703	2,180	1,703
Restricted stock units				
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Antidilutive securities (in shares)	1,124	0	440	0
Stock Options				
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Antidilutive securities (in shares)	1,740	1,703	1,740	1,703

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Income Taxes (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 29, 2024	**Jul. 01, 2023**	**Jun. 29, 2024**	**Jul. 01, 2023**
Income Tax Disclosure [Abstract]				
Income tax expense	$ 17,871	$ 20,275	$ 24,035	$ 31,246
Effective income tax rate	37.20%	34.90%	41.10%	31.60%

EXCEL 66 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (.X]"%D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+ (/>QLOD&1#LD)^OCG!CVX>,QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " #N/0A9.-K91N\ K @ $0 &1O8U!R;W!S+V-O&ULS9+! M:L,P#(9?9?B>*$Y+ TR:RT9/'0Q6V C_V&IK&L?&UDCZ]G.\-F5L#S#PQ=+O M3Y_C?)"N8 OP7D,9##>C;,KHU!^S8Y$7@!$=40K8YD2? 6KN7,"2TC4$NJI68)&DEB1A A9^)K*VT4JH@))&UL[5I,<]HX%'[OK]!X9_9M"\8V@;.T$W-I=MNTF83M M3A^%$5B-,'EDD81_OTV23;J,/ 0LZ?O.14?GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO{],JM-O=5H1I,*$81V1@?5XL.$#05%%:,U\@M.4?,_@5RU2-9.,! M$U=!)KF(M/+Y,,7\VMX^9< I.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1C*=D 4. #?$ MT4Q0? *]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^'!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+ ([W1]072N0/]J<_Z3(T M!Z..60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*.Y;&O%"N@GL!]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=? EK[DHN#Q;Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(A[J&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9,2)2.<)IF!-GJ\K>9,'!51W/55OR ML+YJ/,053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3.G>,U_HL@6V$5#)DU1?*0XG!/3-R0}A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2? VU[4/,07/4,SHYG@'K-'MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1[\8$@F_S6VZ3VW>_,? -2K6J5D*Q$_M2P=\Y(&8XQ,]#1?CQ1BK:.QK<;:,0QY@%CS#*%F.^'19H:,]6+K#F"F]! MU4#E/JO4#6CV#30,9FV J/D3@H\W/[O#;#"Q([A[8N_5!+ P04 M" #N/0A9R.'*L?$% "^'P & 'AL+W=O6E?DA3UAV M+E8\A3<+(1.FX%8NK6PE.0N*H"2VJ&U?6 F+TLYX5#R;RO%(Y"J.4CZ5),N3 MA,F7:QZ+S57'Z>P?/$;+4.D'UGBT8DL^X^KWU53"G56J!%'"'TRP2*9%\<=69 M.\\U]4!Q1=?(K[)#JZ)1ID+\57?W =7'5N7B,?<5UJ"P;\U]W@<:R4HQ\[MT4[Y'FSKP\'JO?E? \R<9=P3\1]1H,*KSK!# KY@>;P>Q>8]WP'UM9XOXJSX M2S;;;WN]#O'S3(ED%PPE2*)T^Y\] [RKB(,"U:P+H+H"^"7#J?L'=!10U9VU+ M5F#=,,7&(RDV1.JO04U?%'531 --E.HTSI2MQ'J,$GUER2*62,=$D6,LFS MD:5 6+^V_)W(]5.$UHA#P^?Y,MS8O=-X.^*XY:5Y!9Z+EI)? T_FF9+0[OXQU=!6H6=6T)WQ M7,9B/K_J0&_+N%SSSOB'[YP+^V<3WC<2>P7;*V%[F/KX1O@Y]%-%GEY6W$2* MASMV][,)"8UJB=0OD?K-D#[G3"HNXQ? RR%="*A,>+J5D;JH4#XUJB7=1XETT MPYMR&8E]T("@X$Q>;A2V>]J.QX:WY)S4'(.&K9,R6 ->*,:!^CSB6@L69\9$ MHF$M 8.Z0>&$N_1 :C 2#9X1'E=K"5\;(0:T(#O^T$49X7'*6 M1] Y!K9MQ#V%,W(J:^3@YN8MKJ?OH!_B4UJ1,7E//#;L5#&F=K#8]NB5I;) MP8W.6]1RS)I*L8Y2W]RN<YZBM4Y@L5\/A@L,;*,GQ*/.8E6FR<$=SP?A0[ZFH4@Q MUW1$Q!T,NL-AOV_D.X5M2 M!.,AF1+^US/RO7UN.V3%)%FSV+RJP?5:DM/*/5'$'B:SFXEQN8T'MB6L3!%M M9(\7$J]8-NNTHI4PC22&[>8CBC^:=R8\O"HMIR5_Z&-_,]]JKC<[DCJE3?, M@QLY<<4ZSE,8'UH9']K(^.B5*:Q:P DLA32.0$=T/C)K7WB^QR$0";82AJ) M3^%_:.5_:"/_,TM8')/K/(/7F,G=XCJU&PUX7%N^RO,01K;G-N%RJ3OF+Z"@ M%QPB6;'4C%IT:OI_99 ML9%//N4*O&RJYU C\3?R- ;MZV*KU"S5]>K0>.Q<]>^@,;\,1M39!5A:(-MH[M^F!(E>#U[M. /Y/?N#F/N)1MV\[0[@UZ1JN'![=,IEL9'A?W*Y.$IT&QQ7D7 M,V/.C@C4ME(\KBU8Y7AWA\7;&R56Q7GK7"@EDN(RY"S@4G\ [Q="J/V_.H'RR'[\'U!+ P04 M" #N/0A9T7BW&UP) E/0 & 'AL+W=O7DZJ+[[DM]=5%M59&7 M\DN-FNUZG=4_/\BB>KJ61;Z6 M99-7):KEP^7DFIRG/&H;=(C_YO*L?H;M:%\KZH_VP\WB\L),N] (%G*N6HI, M_WJ4,UD4+9.^C[_VI)/#_=N&QW_LW_L@M?!?,\..N*/_*%6EU.H@E:R(=L M6ZBOU=._Y3Z@H.6;5T73_41/>RR>H/FV4=5ZWUC?P3HO=[^S'_N..&J@>>_ & M=-_^ F@WX2 .V;\!.O0+?_^"G7B'8-^A"G^YB[SHNR51V=5%73ZANT9JM_/K M_:ZU[J^\; ?*G:KU?W/=3EW-;C_?W?Y^DUS?IPFZN]>_/J6?[^_0[4=T^R7] M>GU_HP'HS;<<>H@^]] ' MZB3\S[8\0S1^ARBF'+B?

P9$ZW-GIFD?239/Q MP0G,0N&85GQ#F=H% <58!Q.]^\FX#X'O55\6JJ^)3W F! MCQ?QX\BP]]VK!%N$KWMT0<>0$C^!=:O=!\2;^-ULNSU^??S 039(D!)+B(Y.
MSV:#.$.T#]Y4X2O:PGAORO"S$!RXTP:\IX\8[0,9Z#ZK7O\ 4$L#!!0 (M .X]"%FX -OQI0, ($(9 >&PO=V]R:W H965T>Y+QIJI9_:C@R^ M5-:U,F#IZMQWCF09G5J=+V:SR[R5RF3;==R[=]NU[8
6ANZ=\'W;2G>X)6WW MFVR>'3<>5-T$WLBWZT[6])'"K]V]PRH?44K5DO'*&N&HVF0W\^O;%=M'@]\4 M[?W)N^!,=M9^XL7/Y2:;,2'25 1&D'@\TAUIS4"@\=> F8TAV?'T_8C^8\P=
MN>RDISNK?U=E:#;9VTR45,E>AP>[_XF&?-XP7F&UC[]BGVQ75YDH>A]L.SB# M0:M,>LJG08<3A[>SKS@L!H=%Y)T"19;O9)#;M;-[X=@::/P24XW>(*<,%^5C
MV#_1(IB=1.=N*.VN"@TX>)$(C[F)X2\CWO*_Y/TR M;?"S<[_3]?$R#AKU['YUZZ]ITL:).A63RY1\JVWWXSOYQ]?X;]:F2_.H?^ M_ZMV%O9UTO\JEOBE(7QL.VD.Z-7"NM*+XBBK])[@@A$B
NR4*1RAL8/4L/'X M8BMA=P$C1)E:R&?'&$0.?8"*J$JH(.BI(Z; 6#LR5&$/'"*&QG@; 8/%%:&MJ MXIC2"&M('$@Z(4W).+XOFL%8.D)+!7)*ZBEGT2H?APX',I[\!!PZIWAJ11=.
MR!8*+F6BR$R\U,0T*B=-T2A0T:HXNB.";*T+ZF^X@!S&$L2O)Z(&?R?U)-*2 M)3I<\9GC436&AV Q0F]D7RH."H&\U:J,#'S @^5,.G;$[C 0>,J=/@C[2$EX MK2I*2M%I"L^,9>TH0D$&V2D4*!
(>-4U%.JV0C$'1G31V9TSE'174[A!W.8N[M2[$GB'!QA2&&U'D>P^KB\KB2P4,#;2(OKYY$ MF\8;\7A[N?A2B_<]BC!/,GR>)R*')$WJ&@! 4OE9[P@8I=->*Q.;9*@BBJUL MB>Q>&RKYR;6
[JGCY<=MV9N0;HAQ=[Q?;]*U\FR>+N9 M<.G"2XM@NWC)[&Q J\;7!O\1R+$!OE?6AN." XS_.K;_ %!+ P04 " #N M/0A9IAOEO54* ! &P &0 'AL+W=O9S'J S!JQ=_.PV >Z14D]:75KFNS(WJ_?
M4\7NMN38RAI9Y$5]8Q7KN_2% MHY6/6JM!O)R@$H]NO M>G+V^A<_\4[VV!J MD;[M/^O&7FQ$G&SU.*B6:U5??_ZERSPTQ-#)5/-@#@M M4.8MCS-"M5H4&
B61L]$,Q<6DO.F0@%3Z%H.HKJMM#!N&O-&?$3]6UVKNM!2 M7*A6?%9F*<45O<8+")=B:N*F7)1G&-.):%-D:_LL6= MJ$J"5M?KZEX42X3T]:_XF[4->ARCN0P[; MO86X$1-
'8@#^D'#,P>KLLM7.7U/>B96C*TUT)4 V>B0;'O)[!W-]?A%R+I3I M\0^DW["F;<)[I&&*:-AETQFH,@<[=@Z%,7@W1N$A)3>-!5X_((#%$O4GVN9>
M5;;L03/7N'DE_$2F280;QGUP@KL@DE$:XR:3:>[M?(H]Z07Y4"J'KM()>K:! M;RXM0>C)S,M%'LO]T62RAB^^](/LU%3F$.CYZ2'*US/87-_N79U\% K@:U@(=A[,&G MR ^0*<0D%;$O0Q\I"_VS
Y$YLLDB?LD#(((;IK*'/% Y-$YA[?^0%44,03 M7P91@)L0*0CYA2_C)!G!>,YEA!#]^N[RYOTY"7N!S$,2#D.9IBP<2Y]O@A@V M^;B91I'TPN" IPVE'V=/@V\+K#\#>Q0N]B+Y%Q2)C+I9?L8B_*
:OX.]CS M8ID@<+Z'Z$-UEDC?IT3Y6] A\,5I]B+P(0MA^#SXW.GHFI'P,WR8%(X7>6? N^*) AL$IECUEBBKT?.CR@N%,9 MAAG'/G#@\Q*9Q?X>\&61S'R&7 X:(:1%OO1BF@%FQG[.V/-DY#GLP
\WW4H=/RL3V-Y":ET;[01B!"A+@S<]BH@)$V*/B M0\;R+!UUI0FF"=.7H-#W0T[?"

!?(#(4:$F8B MD6> D"^F>,Q#[P!DDS*67"IJ;;? &&-0$B:4 ZI6YC^D ISJ.!&13E+'!#$A MBXH8#)<'^\@0I1VF-#H!*WJD/(EEGA-$([!B1C=3J/%\!F3 *7Z)P2[7T'AIZ')(1P =R/VO234,89^(6?
1ABFGDRB MZ&4P)(7Q'ABZ[S*PT1&03)0\H6JSBQ.$0(B%(8P\.@7LOXCV4 MVPR](DJ.F57(1N;@*6T1XA X#-) !ICYAL\G"%-15F5_A,*AZ;+&;EB+6SVG M9%AU1WOJYMGI?\I&]9N*>50DNS/L:-
SZ2E/7Q$3>;PIB'$31.XFXM4+A),B MX>\UCL^%"QF[HU9T.O^/>X'L)R@$$$"$%2E+@85 @ 02G^@7APUM['"BD@P/ MK II#NPA>4A^&F,/EHDT)]H0Y\5?'4!M72)G:SN<)?M\V?
NK##:8UFG=X>8+P/M(-4L3/$A@<+!(P'7*ZY M$*F#1N7DYLLCVMJ$*;8!,L!XJH1 7%1--^-3=\?]B9U03 M4 PS+'W8="$HT M/EW34?*0FE-.!4+B!/OPB.D,"D L8%
(<$[*8UODL"@7A/1F"Q#E0>^O/A!T"IC""=H@@/%A_Q3,G:8'XMP8C"'JP;D4!MVJ MXDLOSJJD*,%^9MT;!Q>5@Q:"?OBI:R?H%*+2DEJ%:UA0^7)T4'^SEU#Z%]4]HEEXH67:VZ
M6>GPL]5K,!87=U*&NH=NBNQ/U)34_J1.YV";C)0#V"DFRJ MZ[Z12;9LVVLXYY4F*V9=2VKY[[J+0MNF<"8LIE)-[9KF4*E CV#*-^ M.S^_H@9'L=SNN+"CS:X*]0"BF7/3^7#$9;J=\%EIBA8Q>
[ZX'_*&W+?XK%I[M_SAYD)EK8SB";EN@C&F(U'K4"&HS6KTH"U=6#_VXLH;1BIK29CLS-5@'M BS M:8ZUNF]!Z(<[G'7$C' Y=&I(HJ#MS YIC'D<@U4\YI@6!BUTWSDACOBDN:') M[9Y!J?
D.N1PQ(VQ)SO?1"5.!<5R@>P:U2V41R'*EVA++RJ-V6@L#E>E:MI-K MJVMWNTU5H^J=$/(*MI;TQ\%A,S_LC![&;<6@)TB2 MY&J -&&(Y9MB()E>;JDK]HB-2<@>@> Q8)-
"XK&TV]8&X.TG0#ZX(TA))D9$&#_IN6:!/QK46<)V#8U=5$OYT)L^>JIO M?KSUK\9*MPO^[X;(KJNM^X-C?#O^/73N_A5Y&.[^6_JHV@5!HM)SB'I':3QQ
M81\>;+/F_TAN&VN;%=\NM4*T:0"^SQNXT#_0!..?9F?_!5!+ P04 " #N M/0A9[CA-[9,V?.7+BG&V._N)K9TUVCM#O+:N_;D\G$%34WPHU-RQIO M*F,;X7%KUQ/76A9E=&K4))].#R>-
D#I;GL9G[^WRU'1>2?)#KVH<'D^5I*]9\P_Y3^][B;K)%*67#VDFCR7)UEIW/3BX.@GTT M^%WRQNU<4\AD9S>4#K8O\1<#?.CVF_'A$^30_> %OODUS'O'FS^#]:DRYD4J1T"5=
M:R_T6JX44Y_^E72%,JZS3'^R.%@F\/!2^C_NE3_'84^C6_&="DL?1:NIJO.2KT.TL]'Z#6- MX<08>FK9ABW)0D*&GE>2X3DVS!\IB)?]T@%D#8!";L#9I@^-Z) +8N:I"Y4
MAQX9T:KSP8BT\:1D(SUPO1FA0L2W0G71;X"MC,+Z *L31#8H4\]%Z()'T:(P M3AADGA2J[0K1X!7:L.XYUYSNL,L=@Y1'O6Q^@;8WUG88GNU&T@Z?T0L'W M:R=MS-V-T2I(&U7%N"=6TOU-
A3VY1-M:!AIPA':'O?TP*PF9P"017O(9*6*)?D#%\$ =F_CYE"=)M) "!R(7R^EI MZ]#^0>P54^>EDM^ NKJ/P2]3M#%]K-&V<56B9GVV,),ZFB%;[2JV@:1(?519
MTSP7WYO!J@[=MJ53IOZ*B+6T)7WMA/4)-C1=I$%%C2%E%V(_B;)AR(G^2:WA M3NAU9&DZ%ZK_ UT(%;J#D/H5%]RL$&-^C1ME3J]P.1OE*,5Y6)HM#C,
MZ1I22!N+3J^Q@MX<+GZ(4^)B>J5TK0$!O#S.1T<'\[U(V%N\W5N(DL_?C&9' M\V&D0LI.WE&3MB7K,CS=<]IKH0)V$NT;)@/6=0S3JRVC-FF:4%PHJ1\IE,H7 M(@0-=;#&=QOU?:XPT/_5XAB?
&:6@R)C>/3#I1[)OU@H*47C"T5F$Q9H 'S-Z M*LZP"W;,*]#;"A^)S/*!2-3]U7RZO0] J7LLI]'>%Q60CS1%J);C 4"ARZ\! MV9=]M-N-_X2R,RKD##(")V4*L3LM@]R88D]KG(J2JONYS&;_6RX?
=SC%$1]Z M)K9,7[7'17N8WR<+TXC[8=/)!ZFP$>7.;(2S4$G(H-.5N#56A.]IVDF!PS!5 M@#:(;HGQT#18E176B[%N6"I5Y[$8QT]]("<[YYJ&[3J>WAS0.^W3$6?[='M M/$_GH@?
S=+I\)^Q:@H[B"J[3\9M%1C:=V-*--VT\):V,QYDK7M8XY+(-!GA? M&>.'FQ!@>VQ>_@502P,$% @ [CT(61B1_OZ/"_!@ !D !X;"]W M;W)K&ULS5G;;N,X$OT5PI,=)(!B6Y*OW4F)+W! M9)">-
)+>WH?%/M 2;;-'(M4D%2?[]7M(2K*;N?5$79[(T&1?LBR*ZS'.J7JY8)E?GG;!3WWC@BZ6Q-WH79P5= ML$=F_E%\4;CJ-5I2GC.AN11$L?EYYS+\<#6PZ]V";YRM=.N<6$]F4OYI+V[3 M\T[?
&L0REABK@>+PQ*Y9EEE%,.-'I;/3;&D%V^>U]AOG.WR946?2(2F;TS(S#W+U&ZO\&5I]B%3?V,R<]0QTVB>]I)*_\O+1#OD1^2R%66KR=Y&R=%.^!UL:@Z+:H*MH MK\+?2]$ET30@43\:[-$7-
P[&3E^\0Y]UBWSB.LFD+A4C_[J<::, AG]O<];K M&FS790OD@RYHPLX[J #-U!/K7/SZ2SCJ?]QCZ:"Q=+!/^P&I>(\\^;IDY%KF M!14OO_XRB<+Q1TTRN\38):E=
(F<97U!;'9HD^.$:]^;$0'(N,]0K%XL/Y)@+ MW)*EIB+5)P0)8DV"L%7"\AE3).Z[.S%Y9(HSC?-P5I1(Y(-!P'DS!V9],@G$Q:BJ:'*XHF<3#L]W$A,_J!/H*X!^%T!" $P^&8 M?)6&9OYA%$S#:3
:A/9LC/ABU1W3^@,I!3@NV+"D,(*PWW_U61',< 01Q9R2@8C>.3RJ#-90$1Z* M;S 9#H-)Y(,:_L =>2K<4$?4_WB)J M3+F+\..)"R("^E-+MD$FW%!L9.?HS D39WK:+9N.M1 E=-
W%#6E8!>VSA,V*P3#LJ>J=%T0+BQV0HO=#Q7P MO11^/&^4-L1= ;A1U2:9/71FT[3Y^)H*FM*&KJZE MM[BXZ-7##7?"I@^8(] M]46A&XC13,LW;.CL6M-=Q6AM'HN;Y 55 -F!ZC=)/=J^?
IY$[D9 M.,WA#Z3]C*T:9E"VGK'7J!N/H[^1PG&0*/.:[MZH/(C\[Q,C?=<;^HJUO !V M3'B!%>FZ7K=(Q.'NO=_)NJT0[V;>5XMJ]L4CKG;S[Q:PGC=*U'>G=;W>EYM6@F=?72EHCB-
O@O2/(3V'W4_6'S!6>@@Z:*P88-5_- M%16!O1=:>^>*2B??,E:L=5BVWS99K.3VN6+#W/\?-%[]KSH_&OKN%76?O"P7 MZ.ADLJ51BG6#W]7;Z^)2WBCO[BM^LVZ=2OZ36:IB]+NER)4S&?
J"B8,7HNY MUA9L(-]'OC6L4\S\&5W9[&8LME!&^MO1=(-,,G8'#LN1]3K,-$%YEA7#+CKT8F'ZT*TWRO:4;7@IV2A M9%FLWX0 8:C5AIO2M[JVRSMC5\>@[K*%DD\<0PF92^4
M8!M"PO"-1M@5]AY M%*\Y(7#166+8H6^KOTK-;,.@RHS+VO/:CBZY%]505X_(KL1>+7>#%"[I_TE[!ZK^FZ-Y,SY9\=@/7#TM-EQSO# ?CS% M"T\U)?FZP6:E<,UI1C,W]3F"(C] 3[#"LEF:
<\'M)SO'/M#DS+%EC_@<17C3 M;@JY5<75-GN,WC+A.T@>#3:HH15P1QSCL/VT-?Z_=_+?]GW.?7!HZJB:.LK9 M=UNL@$4]"?ZP..'&1\1:A1M9?9U(%"Z>Z]TO%\TKJ6,#[-/F=$^GV 4E@%2B
M'BUW@$EL=ER$=&D'V6:;;9\^>ZTOTCE3"_?=W7YD1/'YC]/-W>;3_J7_HKU> M[O\7^.S@JL'+F2(1G*+L#SN<0 45W8 M#9H_/"[^"U!+ P04 " #N/0A9B82K)6<$ #0$0 &0
'AL+W=O9!86UU%88F+;!D9J@JE/0D5[IDEF[U*C251I9YIU*$212=AR7C,EC, M_-J=7LQ4;067>*?!U&7)].8&A5K/@SC8+GSFJ*ZA7 QJ]@*[]%^J>XTW84= M2L9+E(8K"1KS>7
=7]U,G+TW^)7CVNQ<@U.R5.K!W?R8S8/($4*!J74(C'X> M\1:%<$!$X\6,^BV=(Z[UUOT]UX[:5DR@[=*_,8S6\R#:0 9YJP6]K-:?\!6
MCR>8*F'\7U@WMC$9I[6QJFR=B4')9?/+GMHX[#A,HR,.2>N0>-[-1I[E.V;9 M8J;5&K2S)C1WX:5Z;R+'I4O*O=7TE).?77Q$DF1FH24LMQ*FK=]-XY<<\3N' M3TK:PL /,L-
LWS\D#AV19$OD)ND%_*F60T@N!Y!$R;@';]0)&WF\4:\P^/UZ M::RFW/_QDL8&8OPRA.N'*U.Q%.9R!;9 ,/P)RB9%Z%($%&#L CSP-K>JK)C<@%$B U^_X/K8HF0R M1:@T];ZVG("YA$>FN:H-
")4RUU"&(+2J5P6UND?[,KP? AT3P, JRP2H',[B MF*I6"+(??H.=V$#LR8U>()>K6N]Q8S*#T0A2IF'-3/'?*IG66J.T M1&S-;>']4J&,TT#F=&M("!-H]@F3"VJ21&15Q\2Q(RKD*ERJ@*TT(AUNUD!5
M:U,S2<04K-N>%GMHWCRCDR=J\.O/0H?PBZ?P%T!DA%&P1QF:+P267)*15UAL3:'YVT(5>9CRPG_P=&)<^M&TH6A9^ MEUI23
P=V1+73!A@&LF'R&6TQHR2;$DQ34D%)=2Q62+@$^J4D]))1AI3I5U] MD)+#$&I7L&]4_J9V\HVA">:JXM!,<+;D@MN-S_%TFV%O^WP[H*U,A7Y&B,V M\)SY0<]XESA.]C%V%HZA/
!M5S;1O7^IYO25)J[46XO.W7(W7P%?S<%6L7 M*P.U:2 .*MG &4S'@W$\H8OSBT$<7?3[Y[PY*UOO.(IA&D?PWB__39_+"[B< MC*!GWDVZ>3?YE_.NU^\T[T[S[C3O3O/N-.].\^[_G7?
ASEMVB7KEOR482%TL MFA?N;K7[7''=O*4_FS??.CXQO7+%+3 GUVAX02-0-]\/FANK*O_.OE36JM)? M%L@RU;Z GN=*V>V VZ#[B+/X"E!+ P04 " #N/0A9OM*GT/ $ 1# M&0
'AL+W=OM70]=95$40:E4 MPW0TF@Y+(76TN AG2[NX,+574N/2@JO+4MC=-2JSO8R2:']P*]<;SP?#Q44E MUGB'_G.UM+0;=BB%+%$[:3187%U&5\G9=<;R0> /B5O76P-
'_&4/#R9^'%XL*:+5B6)C1>A%"#-CDG-1?ESEOZ59*>7]QMA,43CJN M&U-2K9W@=%T,/:&SS#!OD:X;I/0;2%/X9+3?.'BO"RQ>Z@_)]\ZU=._:=7H0 M\&.M8TA/!Y".TNP
WK@+=1SPQ@=#O0ZA+L6.F.7AREJAUQC6?UW=.V^))G^_M%GR#G;V.S:USYBJ1XV5$O>'0/F*T>/-3,AV='_\ZSS/#J'_4)'^&Q+\OL%P M(/0.UI033P*:>DILA2T<%+65>@V>I/S&
(D+9U!JYUD"5PJY2 \@]:SSK&!6 MD)P.TM&,&IB2*W/&)5+G#U!KZ1V\??/3/$U'Y[=WGUU8)N?O0.@BJ"495&C# MY-$YOJJW[.G%/Q"%DT\'8@"I:\H1P8>*5ZHK'F4C.XWP@>[6%;*
["B!%GED.K+$^:)DU:9VP,R1 M%"I5!$6^"2CL12$\-N$%/P*XI7Z_5[M&<(?"LA;;$%K3I+..AFQ0A#5JM$*1 MK*%S$."W)H"MA+3P*%2-7*E07>.%"D8&_=RWE%F&<\X"3? ']+WC+M_0!78 M(F5-
H7.<(U'"8TXI60;??Q_^/@=(@0/CY+QWK$!')T^K]G*T?QY3R2O,_PS M:O>2C8T3_M5X.FJ]'LR^K"T4LSV9G;NV'2K;\H5%0GP]LH3AQF:$HUNWXDYW M4#,PV0%)AWL;6^DW1(PF9?
+Q[RY(NPRE#>"E1-BH0C2$57 MO#N#.TII_R[X*J4?:R)B$C9CN-*ZIF(6DON$4K"3J H(,:;GQ\^+]T^<6$XA MVA+>,MW=.TCC*9S0Y[RWNI7NX63%Q)/DJ6T[!2&+L_DQR63Q='(,X_#)NTG2
M0W\TBN:ADGX'V6F3>>QX1R8ZQ%U4Q.ZG7.BZ1(GZB"U%]K M:^H*LFFCT>!,1PT:?8^/7S##8FXL9^DH>:9_(%;:L8Y+Z'JC.^^/;GSB-?Z[
M\1CD,+U?,K;E<_;2BUFW/=PUST7]&I6Y16..GF)T':T'^W'4F!,%O6HD7[PL MO@^F(WVM!IC<]4!TOOI\V:B!B MO51<"2HIF6XK2NR6*YDWTF2%+O:3#\O?]I>);!Q;%UI]U[]ZIYYCV+-X_E3*N^?
90N"+543R;1&"; M!VBS\:8*C[Y[X^D)&98;>K.C90'Z?66,WV_80/&PO=V]R:W H965T8M" :;[7!:K*2\K/MO"TOO, 2P@8+8Q$8_6[Q%3:-!2(:?XZ8WF9+*[C=GM"_M=[J3+BNF\95L/O'2U!=>
[D&)%>L;\T&N?\!1G[G%*V2CW1?6P]HX*#HM9'M M*$P,6BZ&/[L;[; ED!\2B$:!R/$>-G(L7S/#EN=*KD'9U81F&TY5)TWDN+!. MN3:*9CG)F>4;I@07-QJN4,%US12>SPSAVME9,6)<#AC1
8P4WDEA:@UO1(GE MKOR,^&Q(11.IR^@HX(^].(5HX4,41,D1O'BC9.SPXBZQPL<: MX95L.R;NH6!-T3?,H+9AS@M@HH22-[W!$G"2[4A6.]E>TP 80C!K>5(T3&MH
MT=2R/'6XE6SHQ+LU;-4@:#2:!I6IG5!!V_:&N:,IJZ=MR8Q1?-4/>$9:C);$ MW60MFQ*5/J.]%>).1,(UO]L=^)8+(B%[31MJ'_"NP,YL;]3*7AC]'5 DXB82 MJ=?<0^@Z\;&I2Z?,EPJD?
HL04ZI@PO>$=V)$-K+'K%#4?2:3!H&N>0+1+(H@6QL]C;8)4A9G\' M02K.HQ#BU%_YQ#'?KH((4W](,OADTMZ6)ZP6U24PW<\HH&*@#9D8@M,FOK9 M8@YA&OF+,!SZ8>SZ>9(?M!D9(S@-
<_N#X?I?>GLZ-"'A M94$.(?D]]*,T^QI_3R".:Q"/7(,D'+A&>62YIGX4A_^FYYT%J30#5A75:IL-M',J)K;8EL#53I89%%D#L+[+,M1+BEWP%"1^8!E;^00756BD_-"RUC%(_SW/7 M3_-X[$=='?
+H3C=%.-:'0YCK,=T1YNJ>['S+G67$@V]HV&;%]6.-1-^N"(=L M=LN0VM?IN8DSQSY_E49B]T =#_"Q9A;8(E"Z_HC)T MKZ,AJI6\L*-T(2D^3S[A6O?#RNOQDA6F1+7B)*AA7?.BMOHU?
4F*2'%"1"OD M0S@[(R#E>V4UUJ<[M:AFI=7&W3E%@=-^IF;&<2SH@!-U%!0M8FE#B<$2+:%2LMU7HB;?P.2;R145';4\
MF/O9/)G&)I<8EZ#L;IKR4COD)71Y:3>GV"4)!5_HIW'P52@/N>AQW=URK-/0 M6F%T1PDN*WZAXY0"]D39"@O6:W12XTE=R[ZAB+;4#"_'8_RT"OQ^$]=;+'=2 M]3]-R!\>!VLO.-
T\0C^DE>X(1"\@H>,ZM:_=JI^[(6I"2LZ!_0;Q3ONC-*P! MREAI,HY$?IA/L_ON?;.M6WF+ZL:]/6PFH'(S7- WHYOGS&ULK59-;]LX$/TK S7IJ9$LV4W2U#:0I+MH%R@0M-W-W=PV(/M#2R
MN*5(E:0B^]_O#*4H;NLD#M"LLI]'>%Q60CS1%J);C 4"ARZ\! MV9=]M-N-_X2R,RKD##(")V4*L3LM@]R88D]KG(J2JONYS&;_6RX?
?)+KRO-$LIPW8HV?T?_9W%@:)2-+(6O43AH-%LM%=)E> M7,W8/AC\);%S.]_GJR,^\[]M^#[^3+2CB\-NIO6?AJ$9U'4& I6N4_F>X]#OZ\9K[<*!=^H>MMI],(-M\M9Y4P]@4E!+W?^+S1"''<#YY
% -@"RH+O?**A\)[Q8SJWIP+(UL?%'<#6@ M29S4G)3/WM*J]))Q??M"YJ1&^B VZ>>*)D>>3?$!?]>CL ?0I?#3:5PY^TP46 MW^,34C+*R>[D7&6/$O[1ZABR-
Z\@FV2S1_BFHWO3P#=]TCUX)UVNC&LMPC^7 M*^OORQ7F6GKUUX"D.C36W,O24=$#VC94."S E>$+4QGEJMARU M!W1>4MW3HM"Z%0JP+#%T42"RM
2B:90D"V]@B*>>'-2\+RQA=34Y2![32ND M R3@T,5!&U-(DI=[QYNWNG6\A[$$*2U^:TF"VH+)\]9:J=<@/=;N%1.JMN") MO!)Z39Y*#?^UQ;IFS6)%)P_<"M6*ONL5'3M"YV0F=#%X$#;
<0;,4)3K'F[-7 MM(L@L10&[2N85KPV28QBRP>2XH4/4 M(73"P5%Z3HVL%*NCF 0Z7UGDV(=>0NXEH$[L1-"GDA2B/-1-CF,@.2F 3_M
M(WZ?/GDO+63Q8!WLP/0LSHZ_4S2=Q6^.GZ=%TWU3($653E0.G_PY6)POFAY- M]E3?LW13H=.](TE)88E%PVH;P,(Y$L.E*&VH(:H,NQX*1AM]0G0M;;Q2"(Z6 M\(2O@2)$@(3V=3:(?
CCK).+'I#FY.33G8F^$J(J/INDAO ^7PD^Q?$(5.S-+ MX_2'"DCCT^/G"/BU^3] \[[L_]+,[SO]DYV+N4:BYN<'G[JM]OT=/G5 < /(0 9 >&PO=V]R M:W H965T&:0TY)CF3UU^^Y)#627=?
H9H$@FAE>7I[[.O?2IQOG;T-# M%,5=:VPX&S4Q=F^GTU WU,HP<1U9K"R=;V7$JU]-0^=)JK2I-=/%;/9JVDIM M1^>GZ=MG?W[J^FBTI<]>A+YMI=]>DG&;L]%\M/OP1:^:R!^FYZ>=7-$-Q5^[
MSQYOTT&+TBW9H)T5GI9GHXOYV\N7+)\$?M.T"0?/@BVIG+OEE_?J;#1C0&2H MCJQ!XF=-5V0,*P*,WXO.T7 D;SQ\WFG_(=D.6RH9Z,J9KUK%YFST9B04+65O
MXA>W^8F*/<>LKW8FI/_%)LL>+T:B[D-T;=D,!*VV^5?>%3\<;'@S^XL-B[)A MD7#G@Q+*:QGE^:EW&^%9&MKX(9F:=@.#O4=)W]&WV"NN=:B-"[TG\:^+*D2/I/GW8U[(MA[Q_!
NI+>ADS6=C5 I@?R:1N?/OIN_FIT\8<++P8273VG_WT/V?Z@37TE(M>"/TU7]01R(ZL99>NSX((S>AUS&,A51(3,W>X@H3G7=\.J,B%@XA%:VS"=C4@4N(;AE+B!(@I1%*MJ . MZ"PX/?
W>:T^*E7BJG5?8"BVU[R$-#A-&1[V2B1$0Z2#J>^;&1L:DJ*Q84LJ M61E*Z$%YP5F\;@6%J%M>F(B/T@(->P\"J]Y(CW4@)_XG7.^%ML@G:6L"6:@> M]F!?4U\A+9L MD"V4EW2 OCD6PM
+C@(3G):<1+KJF!6,2VF^,BL?M.0Y5CE-YU<%K0B=O,] M#[&,;%T/7V!WZ.NFN!@AJ.C/#HRD@(&URT'W0X4(!;Y 0^N$JAA:P'')EKW M
#Q_U1ETVC@6F\%4_LCYVO;MH3(M*XU0;"%FTA=D4#(ZIZ= ZJ3\G8@+X%'(M:G@8#CV,68436D1&KJ4V;$4Y-^=#4M>Y2#EU]R?F[%IK%$,*>,Y6Q%LO!4*)
MK6B7$_$A!7!)E.N4HVXYR:#=U3IA3M[@8]"7>#%%T1C^2=FR3S7.\:(!)1)R MM![1S?ZW=>\]Q^J2:MEGK3VRS4+LD+_N[A)B3+TKLVP=]%"YG[(UEP!X&LD&U;\:[MC-L"_;/O
MWBSFKT_$%XJ@@526-]L0J17KB;CVH"C(6F'^DF8BD M8'XB/EEQ#=>W%; L%JG]'(V_X=BE-NQ@D%O,['C(:T-RE5S]=7(SX1X4O0;7 MXA"P(7,6KWV%]>3M?
AF>_05TV8@KZ1U(78KG+,=0%K.3M#D]ST]>"+E"I% @ M+ "^[Z1EDD)R(C*,%!SB"2?V<+NG23=4=TG\(MK+5B7KWF;%.@ MY+_T8!OF';6VAF921R(;PHSS6?/JQ?IM"\]BGT^J_YQ7%J">'=7-
ZG:+V!E MM3T$/3Y$_;CFQ>RY?/&4JD=Q?T-&C<4G>6MRQ_S;6UC\P;;?4"HVHL+_K. 2 MF)8:M8W%BU+E;.-S3'UIK%V3R4:5F'S4=8,*M^*"BD^!*-U:R0A9Y+L.H>: M39C@0H,Q7G0FE?
%RF2N4Q2Z1:0",M/R@HP.K_,&?5LB)9[+M3L2/'MS;2HOU M#Y]+PRZJ,YTDQ34,Q/P]I'!I*1R$4S$/_'Q/N3#(M4Q?-DY$6_PFPMYKFP)USN
M'R44B>,\:6:">H!M5\O615T7%G2PF@]O7:;5<,M)GU.VSW:LP#>I]+1'>]-P M1A'&6G$:K[:/!*0 VXJC^2&NK#KI)?4(TEW^Y'.RGW?>43J BRAWHU2E^QK: M>&=7RK$%["2.)MO-
0Y]>.8^I#^F66HNZ1RF9S2;@HS+Z[/)KUT/U+1G=.*>X MC0ZMG.'L^Z%4:\1TWPP05,00 6RE(E96:EJ5Z00=/H4$:.$F'A5X>LM$BBX! ML@344'M=<=-JE,"X:,&=@H8[Q;A,&=SI,$?
LB/!@3A+WI\:L&\.*73NSWD<[MNQ>R:9;UN#;[N,T#)8: "@X@,.C&]4;!-CS*HW$-;Y@N^;8?$ S%?28>OPX7^(M]C]^+Y
MKP&H1K0/+H@EMLXFKX]'PN<;=GZ)KDNW6@SJN".GQP;%0YX%L+YTR*SRP@<, M?^8X_R]02P,$% @ [CT(65IK=G>(@ OP< !D !X;"]W M;W)K&ULK55M3]LP$/XK5H8FD+;FM06Z-
!)MBL8TI@K&]MDD MU\;"L3/;:>'?SW;2K+#0(<:7Q'>^YWE\9^LNWG!Q)PL A>Y+RN3$*92JQJXK MLP)*+->\J9WEER46&E3K%Q9"<"Y!974#3QOY):8,">)K6\ADIC7BA(&"X%D
M7998/$R!\LW$\9VMXXJL"F4<;A)7> 77H&ZJA="6V['DI 0F"6=(P'+BG/GC M>63B;< / ANYLT8FDUO.[XQQD4\:=7"NA=XG&J62!']!:H@4(^^98!B@E M,J-2\QR&;M*:QL&-VMUIHU.\(Q.B"XY4X5$
M_"NSKE+/-@F/@WV$GZIV0 %IQ]0X 51SWEF_X+3 ?)\"P_[MTOD_]?FKU1\5(^Q>06CYPM>\@K[+;NBB?CK3V\:RPAE,'-V\)(@U.,G[=_[(M^]17Z;;MIC[1*+%6$245AJ*6]PK!NF
M:,9%8RA>V7YXRY7NKG99Z D+P@3H_27G:FL8@6YF)[\!4$L#!!0 (.X] M"%G@U#@K1 ((H& 9 >&PO=V]R:W H965TH76U]'V5%E!B-
1(5TGDUK8RB42M&>6PE4C598GEZQJ8:&)O[!T7=C0OM%WP MDZC".3R"_E%MI9GY/870$KBB@B,)6>RMQLOUPL:[@)\4&G4R1K:2O1#/=K(A ML1=8(6"0:DO YG: >V#,@HS&[X[I]5O:Q-/QD?
[%U6YJV6,%]X+]HD07L??! M0P0R7#.]$\U7Z.J965XJF')7U+2QDSL/I;72HNR2C4%)>7O'+]TYG"08SOF$ ML$L(G7>[D;/\A#5.(BD:)&VTH=F!*]5E&SG*[4MYU-(\I29/)QMSO 0D>I*8
M4)ZCE928YV".7:O(UV8'&^>G'6W=TL(+M EZ$%P7"GWF!,B_^;XQZ_7"H]XZ M' 1^J_D(A7_?C>?!QP'E::\|':(GNYH!&@?[V>WX5!NMB*CT_X?< MZ@X#,\P4#(C->K'9(.>[X+=7R
U#WY*;]W+SJT[M":3YBO %MV'F6VZ+WFUQ M]<$-^PUS+_KY)_VA!)F[+JA0*FJNVU;1K_:-=M7VE[_A;9=^P#*G7"$&F4D-M1@OS.F7;^=J)%I7K-GNA3>]RP\+\+$#: /,\$T(?)W:#_O>3_
%02P,$% @ [CT(6=4Y_,H6"P 01\ !D !X;"]W;W)K&ULQ5EM;QNY$?XKA*XX)(LV_)+?'%BP&2UH>F%T27.Q1%/U"[E);)+JF0 M7,ONK^\S0W)W9%=8T,>'3+?;]R2I:\J:GWIP<'I_N-U&9T\8K??
707KVP; M:FW41R=\VS32W;U1M5V_'AV.\HM/>ED%>K%_\6HEEVJFPN?51X>G_4Y*J1ME MO+9&.+5X/;H\?/GFC-;S@M^T6OO!WX(LF5O[E1ZNR]>C U)(U:H()$'BOQMU MI>J.!$&-;TGFJ#N2-
@[_SM+?L^VP92Z]NK+U[[H,U>O1V4B4:B';.GRRZ[^H M9,\)R2ML[?E?L8YK3XY'HFA]L$W:# T:;>+_\C;Y8;#A[."1#=.T89KW?3'<*_+DU$S'].2RF!]/C'?*..C\VQYVVQ[ND7[S7OI"U
M^+N2;IMJW[U9_%HI<66;E32 P$HY&6"W-"7R;65=\&*AC32%QGIM(@50+E$Z MB9/IGK!.G!SMK97Z*NY(WEJ'2@0(7<1#^*4R)?D5F^A++7T0,QE:5\H[2!5O M5:&:N7)\;MKWK94N*.?
O[3T\@OAN+S"K9%'EQ>(9M#D\'JY85PJ:KE8(J)S7 M*JJ'<*S "2+8J*EM'=YN'OQ\PJX)E5.*]?+Z5C01PHH@+ ! U0&0E_S-25*K)>@O".U9 M$F!92A)&+%3&&$!EJ(,-K!NI-
MD!KY,.7B<[$?)&0FW2^2-!UP0.^C:@_1=B MV,36R+;49,N&83W8/!8K,MZ+2MXH,5<()!)I)1W6:6+SPB+$IDA!E7W^KIR& MD%4-)"^5 :9KQ 7?
U2K$O13USX:/GP5&/'2\;)0#2L2S'W\XFTX/SO]\>?F1 M_SP\?PZ,.&P$+G3S2$904%>M\RVQ9T*6:^LNFY9MS0OY+%9@,IN(F2I:IX-. MR][=%I4T2T[)1GLN?%F?V;NKK,Y7L/9
M$J^+NBWIX+H6LOR"4L/^'F?4QK2K.02AL,)^ NT"OC$>5ZU-(A^A74E>D8B2"=LHP,) M'6:F;\',6U,S F0K3CM'?'=%:%!^8#]%0Z.&%9(H_GXN0!U\5[=4 53T-E=B MK''W@"SN18*RL
O%]"R>&BUX0K,^\|T@&S)I/4+-&VC*]F]\WLCV@=M")?'* MZ64/=SH$% USR)3[28F.N@!Z*7YSN$$0X=!KZ;U*2866'I5F.<[L'HE"ED@I M3?T:.YI\"A1X,;\|3?
SJ:O$#OC%TIO[KD5C>R;EDQT@K(A:ME36R2 C50S)JD M=HK'-J!2.2=T)H&#W^:K)M35&:^I$[U<4M2.J.2MG$7L0X5&(:U'8N(M\>1:D HZ#$W-\""EEM:6:R3(.4FS#6A.WBI_3KV!75/>1P)$9H(:!-
C]NY MKN#?I27ZFW-_24*);%6SJBT2MPTHS9$ 7*18& IBH(BRM$YM./^*^RV.-M>% M[JAQWV57V&RI-ZRC4*U@T[A+.BHX.C4SI,L-N@+;^D3BLHP?-]O%,6NI\+,.!RBO.'M".D2PN MDHH?
Y,4N3GC1<<*+W?,DM7N_P:E\P/L.Y-<&;-PRRK?1Q!\6.G@[@'*MY5S7 MJ:>&S2B\:HGP_4N5@YC&1G'5ABY3>S '551&?VL18S@3\(E%?Z]6F-%B\A3HXKAIL6-'X0F4-DQ#/!EEW= MM>*=-^

*$YRXU!R@[IIJ)M!N;EALN3& >3&AQ#%5*J$GU8(MF>#,GTiB9 CG+/,S"L&![??2@1EG;LF-A\GMB*0R==HIW.+DT0H%/*B,0;FY ML;. Q^<$/ X%/*B;AKH9E)L,)@MX' !X? (A;/(FSV)^DIG2Q5#ZZ;4(G)%/^ M76E#Z>(X3PX@7F(1+_DZQ&M?G39'%6YW\MHK* ="W0S*S8V@Y}A.J1EFOB-2R?1}]W";D\jFH6X&Y>.&R1)J$EY\>EP:D> I9%2BQR4F M*'% [:.$N",64(*&%"W334S:#+ +B/D4E;AC+%\JB?NR-DF7,GRNVWQ3AQ L,MT^4)DU?A MYB9_3.$$!W4S*#8D. $E.*B;AKH9E)L,)DMP D!P8IS@QB5Z7&*" M$K>'EN#$"037RR!3GW*5T>SE^5#@[H9E)L,.(MP8DZ$$U"$*@[IIJ)M!N;EA ML@@G @GAC252SY8N$(6'N9 9C_IG29% .((W0\%'C\OL?MM*4X\144=_(L M5;C1R6,6BGI0 X RC(,>F.99? JD5;C!R<,5^N 2U,V@W-S065:5'O9(P8:@;RR%39JS"-M34T>EMB*,=B2,7,L(Y664^6<56,DE$JA;AKJ9E!N;I@LE4I [1@Y+.7"A/)P MP))2]=A _>H)0\4P- TLA0E:A#MU^EA3L9ACLRD[SMIK]_B);5>KW:U4C\MKB[M_S'ZZ[JHZ0L0Z*)1J)N&NAF4FQLM2Z5RSL(R$D]?4#<-=3,H-[8_ODGINJ>U#MPR41,F5!CF)LQ@*6(6 M3,+ !#!8A$RR6? @(E9$KF@_I\A"Q5L!>.W7Y;H%,G %THA9XPJQ7^'%._NE_W M#74S*#R5(6^=0)R#>29,:,?(4 PA3CA"T5{!)M!N,G:[4/G;6 M*+.'*+.$:+,&Z!PH[)"P**@ *JB&8J50.GJ4G9)EB;)!E"&1,XC@97,Q0:)G(M[0*@N$"@R$)T^&A3 (Y&$,I4:HFT$YN2&UU*CFI$8%I4:HFX:Z&92;6[+8 M4F,*H,9T2&_^,>MQB1Z7F*#$[:$EQ#1,B*?DENG38>$/,77 0MTTU,V@W-QP M6O!-YRQ7FD*1%NJFH6X&Y>:.&R2)M"BA7F@[KTPSRRJA$CTM,4.+VT-)@&J;! M4_ +*E"FR*IR>]O:3.*$@SMMUT72CLWUO^W%U M25 .V'CRH(0N4X6Z&92,&R(+KNF<=6]2*(Q"W334S:#=@KO^5GSA.FP<+M3OZU0-PUU,R@W M-X(6\,(Y$2^=(A[434/=#,K-#9 %O R >!E1T33 ?AJ"\DR>\PJU/ M'K50%(2Z&92,&\? >CHASHF"&W2$1NT4B=H $.5 PLRB8 5 P&T+9X))E5*+'-M)28H<;>!M."7GU#NE$HHTV>YPBU/:.50 PUU,R@W-X868O.Y"Y[F4%*%NFFH MFT&YN6&RJH#"![FXP5/QR5Z7&*"$K>\%O+R&F44,EDRM16N,W)XQ.Z8A7J M9E!N;O0LLN9B5C0"Y5*HFX:Z&92,&R;+I3F@7$^O+K&(C6<+\O1X(F4CCW+\] M31CQEM6V'9$MO^P2QB]=PB#[#%UT"G734#>*# M]_&/WM,Q\=AB*,SR=1[J!%6I@].*+=A M[0S,S@N:Z 5M3G;,,N\ "!:4WK)V!V7G!DKU@ 0AN;Q+.),.E3X_0F!+#&ZV=O M._EX,K>=/#.UTM;T\0K%.ZR=@=EYH4M[H9L3\?;NL&!!(0}K9V!V7K"R7K MH+>348T^0F/"&]^?O0WGXS#AT?ED^L342#O3AR?TB4&LG8'9N6%C/31E MM6Y(,UP+1NL A/4SJ1Y9E_ZXC4 M*<$/W#MBK$=W+$QW=&Z9,D\UTL+T@0!T=3{JU,S [+V3&5SEL'9N\"A<53 MJ)V!V7G!ZN$!"Z^&/3*KB,'M4D1*INSRLW>'18L M+) "[0S,$@M6CTE9>.WKA F>O97]3S+)84C'}2D4:2K\"GZ4D'?[/?@/%)#" ME//!_EN+ ^K8L&UTTQ<7Y7,F]*9?E>EVW]/*P:,H1VWNWS9K7W0EZ\8J?+0,O MOV8OEHQX7[,79O?^PMI?G.\7-^7/Q?9FM.FC=7G=-A4_[Q(6W:YN,I]>--5] M&YNSZ$/5--7=[L?;LK@JMYV@_?UU537[%UT#GZKM'[ON7/P?4$L#!!0 (M .X]"%G/LM; P 4 *(. 9 >&PO=V]R:W-H965T"%9M=0%XD)}G^ M^DI L)$N)&G=E\2(S:3WVL9I V4[D64D_5HCO MBB*IOE_1G#Ü<3>Z/T6> F6V^&&K!FTVVRIDLJ/F\ 5O+(ZEA664W+C$K@25?3N M8C*)SQ>D#[@1OV?T@1 \1DK*+6 2U<'UZF)BJQ71C9*423RWSV>T73'{= MWUK223>G"CS\ <3^OA8OQ=PFG,Y9_D>V$IN+23A!*WJ7{')QPQY^IJT@3 &E M+.?U7_308NT)2G=&U!+MQHW=+B1"2S:<4>4*70DDW]J+-?1\M\9:7.*$M1R;.9C!.S M)5W+L@MT73;,3A7O%"WE?ESM9RJ44ND*[0XNKZ M4WR)!),T*2LHNJ*2C:)/R2/EZ&U,19+E_)TD_KR,T=LW[] ,E)7HTX;M>%*N M^-024HI:D)6VR[Y]EDT&ENV@#ZP4&XX6Y8JN@/AX/-X? B;=D"%KL\DJ<\7I%1 MPE]VV1DBT0DB-G&!2\]]F7_SKV7O<+1+Y=\5C:,ZH9N M626RSJ9 ?@#]NV? MH+0?DRP^)MGB2&2] KE=@=PO]EE,)6G:7M'R"D1)H0UK=ST U624[K4U.299 MW)#Y-9FZ*][/PB#TR=2Z/TPV@'}\''2H7A:]+HQ>::!:O2T'E"@6BC_*^S>D)M*]F LN<9LSLXB/S^&~NIM<$>5XT4 Z@DQN, MRET*=0]3EDQUL$&A@3%UY&H:YB8&.T&@"35!A B.)A0 N?9 7<..#@J=)ZS MG.IDL=W5S?]Y9C#*]MIF<$RR. 2R@UTMA2;(AO,7=?F+QC=*=[MKG9*ZX:G; M&Y2\4:K7)N^89/$QR19'(NO5]M[4VO_CP:D)3]2C8[*%A ^5,7$LMGZ9#IX] M\#, WT/IIX,9Y6A#J.0&L!S:N6#>T';W) C OK/UPK\V"_?3[R@ + H#UX5, /$2SU]OEZZEW? M=\>_ L2(T5==UIAIMO<6%W?M"4]%H'RZ|.5XJ3(S*FR@2ZG8!E!1Z 1Z!DR4 MZY.A#.SM,A[WRR\TD-@TKZ:#!$" A010@<>$4(.F$N_M,A[WRZ^UD1APQ;8? MZ<)-E+'-(5-1V+1HK[DO7'&X\YYN4DJ>JI>5#;"94MK&GO;WD#9IO_$=A02 M7;-<) <]W0TZ4#CI>$KE%Q$Q,8;C0@?^]I\,CQ?2_W=[8N4;JK*E]FWY&H$IF! MYA5PSCA';]=)5KX,OM0C8UU^:/0Z$W2*'9OHJ3!AGJVC%A 9B8*!.YWL'2<9 MM4JS2\ZI0#S)*>__\P.@3@,_U"\5 (8C'&FF!<3F20,PD*6]X2/CAF_@S3$H&QNO0[#G M8"_4A0.X PA&PO=VJR:W-H9655TOPN@^&#! UB5;@:YT/[YC <M>2?2A+2T4,]['B>Q _X,AY[O&^8)4]@"2/(YCA(Q,,92IC>F%9BDD M^&;->$PE.OG&%"D'&FBC.#=(=R_+,F(:),1WKOD<^:-,1F$"CYR(+(XI?Y!! MQ/83PS8.'> _"S5:J#G,Z3ND&%B#?IX(<6V:)$H0Q))"D"'>&PGABW]LW,7 *_^?4X!Q#KS#HG1CT!F<,^H5!_WL9W,) MNV[FOFOA?"KI=,S9GG U&M'4@U9?6Z->8.("92$YQ@W13DYOA0 IR&N(H++ MDP6-@%R1-Y1SJI.0O/!!TC 2+\DS$B,D[RW+!$T",38ETBL0:G6W'^:,=\174= M M%71,%;P.@E!]? (V)K]7TI@CN?$U:P,PC5=VAZSDGPG0$61 6*X7U6H6]CU:.MG7=:1C5C;JZ?GU4'6K> .4>CZHX.BP=':8ZZH=BA9M^F&28 MK-ZFP/4&%[!@N4*Z^0K7;!@X9(C4YW2,,XKLBS=4S MCTZM,?"-OB[RI1EB25QJP_B)_TS^^:,,NCWU16&/B5 A<_O/QXH MWX2)(\&LD4" #3" &0 'AL+W=O[_H2E"Z7KM!>PS3W'YUSPO]51HA&#SGC:NYD6A>GKJN2 MC.18G8B" <'BR%C+'&J9RXZI"$IQ:4,Y4._';KEW+>"9*S2@GUQ*I M,L^Q_+D&3%1S9^CL%F[H)M-FP8UG!=Z0%=&WQ,6$F=NRI#0G7%'!D23KN;,8 MGIY%)MX&:?*&D4GMC9)S<"7%O)I?IW/&,(,) (H@T#AMN6G!'&#!(^,%P.NV6 M!&@_WK%_L-[!RQU6Y$RPKS35V=R)}22-2Z9OA'5!6G\C U?(IBR5U0UL9Z# MDE)ID3=@4)37M_Q0Y.'/0#P= A!N# ,+2!H {U6BNSMLZQQO%,B@I$PUL M9F!S8]'@AG+S%E=.PE,*.!TOE").H0O"4@1Y02O,"[@%7PM:0E#L49[(0/X M, 8VY/B<.$R9>@!MZMS='ST!ATARM'G3)0*\U3-7 WZS"YNTFA9UEK)[0$ MZ$IPG2CTGJ/#"+>6F3X^=2L^[*3^5 _3YT{^(.Q1EYY_AC^2 M$[3O*K!\P1-\X5(%H0A^H8^G8CX JOJ\(R_=Z5Z)HIU<M+2A+2T4,]'B>Q _X,AY[O&^8)4]@"2/(YCA(Q,,92IC>F%9BDD M^&;->$PE.OG&%"D'&FBC.#=(=R_+,F(:),1WKOD<^:-,1F$"CYR(+(XI?Y!! MQ/83PS8.'> _"S5:J#G,Z3ND&%B#?IX(<6V:)$H0Q))"D"'>&PGABW]LW,7 *_^?4X!Q#KS#HG1CT!F<,^H5!_WL9W,) MNV[FOFOA?"KI=,S9GG U&M'4@U9?6Z->8.("92$YQ@W13DYOA0 IR&N(H++ MDP6-@%R1-Y1SJI.0O/!!TC 2+\DS$B,D[RW+!$T",38ETBL0:G6W'^:,=\174= M M%71,%;P.@E!]? (V)K]7TI@CN?$U:P,PC5=VAZSDGPG0$61 6*X7U6H6]CU:.MG7=:1C5C;JZ?GU4'6K> .4>CZHX.BP=':8ZZH=BA9M^F&28 MK-ZFP/4&%[!@N4*Z^0K7;!@X9(C4YW2,,XKLBS=4S MCTZM,?"-OB[RI1EB25QJP_B)_TS^^:,,NCWU16&/B5 A<_O/QXH MWX2)(\&LD4" #3" &0 'AL+W=O[_H2E"Z7KM!>PS3W'YUSPO]51HA&#SGC:NYD6A>GKJN2 MC.18G8B" <'BR%C+'&J9RXZI"$IQ:4,Y4._';KEW+>"9*S2@GUQ*I M,L^Q_+D&3%1S9^CL%F[H)M-FP8UG!=Z0%=&WQ,6$F=NRI#0G7%'!D23KN;,8 MGIY%)MX&:?*&D4GMC9)S<"7%O)I?IW/&,(,) (H@T#AMN6G!'&#!(^,%P.NV6 M!&@_WK%_L-[!RQU6Y$RPKS35V=R)}22-2Z9OA'5!6G\C U?(IBR5U0UL9Z# MDE)ID3=@4)37M_Q0Y.'/0#P= A!N# ,+2!H {U6BNSMLZQQO%,B@I$PUL M9F!S8]'@AG+S%E=.PE,*.!TOE").H0O"4@1Y02O,"[@%7PM:0E#L49[(0/X M, 8VY/B<.$R9>@!MZMS='ST!ATARM'G3)0*\U3-7 WZS"YNTFA9UEK)[0$ MZ$IPG2CTGJ/#"+>6F3X^=2L^[*3^5 _3YT{^(.Q1EYY_AC^2 M$[3O*K!\P1-\X5(%H0A^H8^G8CX JOJ\(R_=Z5Z)HIU<M+2A+2T4,]['B>Q _X,AY[O&^8)4]@"2/(YCA(Q,,92IC>F%9BDD M^&;->$PE.OG&%"D'&FBC.#=(=R_+,F(:),1WKOD<^:-,1F$"CYR(+(XI?Y!! MQ/83PS8.'> _"S5:J#G,Z3ND&%B#?IX(<6V:)$H0Q))"D"'>&PGABW]LW,7 *_^?4X!Q#KS#HG1CT!F<,^H5!_WL9W,) MNV[FOFOA?"KI=,S9GG U&M'4@U9?6Z->8.("92$YQ@W13DYOA0 IR&N(H++ MDP6-@%R1-Y1SJI.0O/!!TC 2+\DS$B,D[RW+!$T",38ETBL0:G6W'^:,=\174= M M%71,%;P.@E!]? (V)K]7TI@CN?$U:P,PC5=VAZSDGPG0$61 6*X7U6H6]CU:.MG7=:1C5C;JZ?GU4'6K> .4>CZHX.BP=':8ZZH=BA9M^F&28 MK-ZFP/4&%[!@N4*Z^0K7;!@X9(C4YW2,,XKLBS=4S MCTZM,?"-OB[RI1EB25QJP_B)_TS^^:,,NCWU16&/B5 A<_O/QXH MWX2)(\&LD4" #3" &0 'AL+W=O[_H2E"Z7KM!>PS3W'YUSPO]51HA&#SGC:NYD6A>GKJN2 MC.18G8B" <'BR%C+'&J9RXZI"$IQ:4,Y4._';KEW+>"9*S2@GUQ*I M,L^Q_+D&3%1S9^CL%F[H)M-FP8UG!=Z0%=&WQ,6$F=NRI#0G7%'!D23KN;,8 MGIY%)MX&:?*&D4GMC9)S<"7%O)I?IW/&,(,) (H@T#AMN6G!'&#!(^,%P.NV6 M!&@_WK%_L-[!RQU6Y$RPKS35V=R)}22-2Z9OA'5!6G\C U?(IBR5U0UL9Z# MDE)ID3=@4)37M_Q0Y.'/0#P= A!N# ,+2!H {U6BNSMLZQQO%,B@I$PUL M9F!S8]'@AG+S%E=.PE,*.!TOE").

MG!;@;W]5&S-01&T@#+.^^(X9**)>_VK*@=!LR6$BX>3)Q\0L%!%;Z!7,;ZO[MF)B%(F(+_9&L>8\EC*0+[6.BKUR(+?0"\]K&+ODEG_B0=91 M2X\B3$'1FRR3 >.8VP{R/39LL?R1$@\G:Z 1IB"HANMG_T.KH^)*2@B5A"" M6?8D'Q_34$2LH(:TW>_}-CM+3$%]8@4U8C[W)1\34U#_[2=!S]&LF;*/*:A/ MOM3VO)#:. [U,?/T*_TK!]SI&('TZAT"35,*$]XE]P*S>7ETU!OUPTWA59 M-H:RE5IHGEZ_#KE^V?+Y/U!+ P04 " #N/0A9?'[I&)0! #&'P &@ M 'AL+U]R96QS+W=O)/[F//!0 M0D5#B]B %28/D<269Q#)[HE"$8Y%08/F5 ,8\O5?6)^L\?PE[=JR[0YYL^WS MY+C?'? *BV932/X20EYNT;_-UZ?#^C;Y7N[3D>UD8?LYH M'N<_9TY>3WWZR\1NM=HNTU.W_8G0_EE\2.DTD]=V6*>R:,)Q=SV= MP^4@_^?)S>3Y;=$,SV_2A !!"D%:A@@R.H'.01Y_ :(0,%^T R"9O6#;B'H MMG[0'03=U0^ZAZ#[^D$R11FG!$DCK FT%N1:"+P6!%L(Q!8D6PC,%DI,"-06 M9%L(W!.$6PCD%J1;"_P6Q%L{}%;46PGT5M1;"236T<BN!WHIZ*X'>
MBGHK@=Z*>BN!WHIZ*X'>BGHK@=Z*>BN!WH9Z&X'>AGH;@=Z&>AN!WC;.+ "'0 MVU!O(}#;4&\CT-M0;R/0VU!O(}#;4&\CT-M0;R/0VU%O)}#;46\GT-M1,R?0 MVU%O)#;1YO=!'H[ZNT$>CO]{01Z.^KM!'H[ZNT$>CO]{01Z1]0[$N@=4>](MH'=$O2.!WA'UCO^!=RZG7]U\9?E}\G1JW+!. @=!&S:,;EL6_0$W>4!$$ENVH?#W=<(@M:*H MB$}]FT2)
{7=?,.EL,GK,6O*]35TU?IPL0K /C/E\0;7VJ;'4Q)&9<;4.\=' MF=7Y4L^)B<%@R'+3!&I"/[0UDLGHB69Z587>\R.^]]5IQHFCRB>]QJW$-FN< M.&NK,M\3TKBRF^,7I?4W<4+"3B.T(S\'[- >]KLFYL]#>5+OP MHNLXBVTJYL.V(1^>+W&B1S.,E3D5)E_5<4GJK2-=^ 51J*MT5_3F?*(.TR[M*[\ZORMS+C#.G#IC?3PQ1Y?"8ZD7=VWL1"Y4)[_Q&-B+'WU]U%[V@45O\R. MV_MAW+ ([#\'ZV_5[/6,C 4O[$.]"%!^E @?60@?0Q!^K@%Z>,.I(]D#[X M *41%%$Y"]D&PO=&AE;64O=&AE;64Q+GAM;%!+ 0(4 Q0 (.X]"%G(X&PO=V]R:W H965T&UL4$L! A0#% @ [CT(628 MF"*U! #1$!@ ("!QQ<'AL+W=ONP' #M(0 & @(}2(>&PO=V]R:W H965T M&UL4$L! A0#% @ [CT(6>.B1 ^;Y @ H@D !@ M ("\ "@ 'AL+W=O&PO=V]R:W H965T&UL4$L! M A0#% @ [CT(6?)U7'X+"P X3, !@ ("![CH 'AL M+W=O&UL4$L! A0#% @ [CT(66@$46ZW"P R2 !D ("\ M+$H 'AL+W=O&PO=V]R:W H965T&UL4$L! A0#% M @ [CT(6:8,Y,U5"@ 0!L !D ("!*F$ 'AL+W=O&PO=V]R:W H965T&UL4$L! A0#% @ [CT(62B#5R*Q P PH !D M ("!E(@ 'AL+W=O&PO=V]R M:W H965T4 !X,"]W,W)K&UL M4$L! A0#% @ [CT(6>#4."M$ @ B@8 !D ("!QI8 M 'AL+W=O&PO=V]R:W H965T@,_&8) 9 M " @8ZD !X,"]W,W)K&UL4$L! A0#% @ M[CT(68_@"&"Q P ^0@ !D ("!/Z@ 'AL+W=O&PO=V]R:W H965T&UL4$L! A0#% @ [CT(67]% =A)! #@P !D M ("!WL('AL+W=OQP >&PO=V]R:W H 965T&UL4$L! M A0#% @ [CT(69"%7BWC P 7A0 !D ("!@<\ 'AL M+W=O&PO=V]R:W H965T&UL4$L! A0#% @ [CT(M68\U+HX#!@ ,BH !D ("! =X 'AL+W=O&PO=V]R:W H965TG 9 " @:GH !X,"]W,W)K M&UL4$L! A0#% @ [CT(6<^RUL# !0 HAH M !D ("!_O<'AL+W=O:\N$# #D$0 &0 @('U_0 M>&PO=V]R:W H965T&UL4$L! A0#% @ [CT(64&%<3E=!0)B(!D M ("!*04! 'AL+W=ONL' *4P &0 @(&]"@$ >&PO=V]R:W H965T M&UL4$L! A0# M% @ [CT(60C?7,[, @ <0< !D ("!8Q@! 'AL+W=O M&PO=V]R:W H965T&UL4$L! A0#% @ [CT(6?^P MM#_1! 3Q4 !D ("!@R4! 'AL+W=O&PO=V]R:W H965T&UL4$L! A0#% @ [CT(6:X)O9G% @ M @ !D M ("!*$'! 'AL+W=O&PO M@0 M %TC / " 5@X 0!X,"]W,W)K8F]O:RYX;6Q02P$"% ,4 M "
#N/0A9?[I&)0! #&'P &@ @ '_/$ >&PO7W)E M,';O=V]R:V)O,VLN>&UL+G)E;'-02P$"% ,4 " #N/0A9*F32ILH! ", M'P $P @ $+/P$ 6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 1 /0 } *(0 &00$! end
XML 67 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w)
{if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref)
{e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function()
{Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var
d,p ;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent)
{a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}} } XML 68 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497, } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black, text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .rou table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 70 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html3062771false650false13 falsefalseR1.htm0000001 - Document - Cover PageSheethttp://drivenbrands.com/role/CoverPageCover PageCover1 falsefalseR2.htm9952151 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)Sheethttp://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONSUnauditedCONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)Statements2 falsefalseR3.htm9952152 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)Sheethttp://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCOMPREHENSIVEINCOMELOSSUnauditedCONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)Statements3 falsefalseR4.htm9952153 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited) (Parenthetical)Sheethttp://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCOMPREHENSIVEINCOMELOSSUnauditedParentheticalCONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited) (Parenthetical)Statements4 falsefalseR5.htm9952154 - Statement - CONSOLIDATED BALANCE SHEETS (Unaudited)Sheethttp://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnauditedCONSOLIDATED BALANCE SHEETS (Unaudited)Statements5 falsefalseR6.htm9952155 - Statement - CONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical)Sheethttp://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnauditedParentheticalCONSOLIDATED BALANCE SHEETS (Unaudited) (Parenthetical)Statements6 falsefalseR7.htm9952156 - Statement - CONSOLIDATED STATEMENTS OF SHAREHOLDERS??? EQUITY (Unaudited)Sheethttp://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFSHAREHOLDERSEQUITYUnauditedCONSOLIDATED STATEMENTS OF SHAREHOLDERS??? EQUITY (Unaudited)Statements7 falsefalseR8.htm9952157 - Statement - CONSOLIDATED STATEMENTS OF SHAREHOLDERS??? EQUITY (Unaudited) (Parenthetical)Sheethttp://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFSHAREHOLDERSEQUITYUnauditedParentheticalCONSOLIDATED STATEMENTS OF SHAREHOLDERS??? 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Disclosure - Segment InformationSheethttp://drivenbrands.com/role/SegmentInformationSegment InformationNotes14 falsefalseR15.htm9952164 - Disclosure - Assets Held For SaleSheethttp://drivenbrands.com/role/AssetsHeldForSaleAssets Held For SaleNotes15 falsefalseR16.htm9952165 - Disclosure - Long-Term DebtSheethttp://drivenbrands.com/role/LongTermDebtLong-Term DebtNotes16 falsefalseR17.htm9952166 - Disclosure - LeasesSheethttp://drivenbrands.com/role/LeasesLeasesNotes17 falsefalseR18.htm9952167 - Disclosure - Share-based CompensationSheethttp://drivenbrands.com/role/SharebasedCompensationShare-based CompensationNotes18 falsefalseR19.htm9952168 - Disclosure - Earnings Per ShareSheethttp://drivenbrands.com/role/EarningsPerShareEarnings Per ShareNotes19 falsefalseR20.htm9952169 - Disclosure - Income TaxesSheethttp://drivenbrands.com/role/IncomeTaxesIncome TaxesNotes20 falsefalseR21.htm9952170 - Disclosure - Commitments and ContingenciesSheethttp://drivenbrands.com/role/CommitmentsandContingenciesCommitments and ContingenciesNotes21 falsefalseR22.htm995410 - Disclosure - Pay vs Performance DisclosureSheethttp://xbrl.sec.gov/ecd/role/PvpDisclosurePay vs Performance DisclosureNotes22 falsefalseR23.htm995445 - Disclosure - Insider Trading ArrangementsSheethttp://xbrl.sec.gov/ecd/role/InsiderTradingArrangementsInsider Trading ArrangementsNotes23 falsefalseR24.htm9954471 - Disclosure - Summary of Significant Accounting Policies (Policies)Sheethttp://drivenbrands.com/role/SummaryofSignificantAccountingPoliciesPoliciesSummary of Significant Accounting Policies (Policies)Policieshttp://drivenbrands.com/role/SummaryofSignificantAccountingPolicies24 falsefalseR25.htm9954472 - Disclosure - Summary of Significant Accounting Policies (Tables)Sheethttp://drivenbrands.com/role/SummaryofSignificantAccountingPoliciesTablesSummary of Significant Accounting Policies (Tables)Tableshttp://drivenbrands.com/role/SummaryofSignificantAccountingPolicies25 falsefalseR26.htm9954473 - Disclosure - Acquisitions and Divestitures (Tables)Sheethttp://drivenbrands.com/role/AcquisitionsandDivestituresTablesAcquisitions and Divestitures (Tables)Tableshttp://drivenbrands.com/role/AcquisitionsandDivestitures26 falsefalseR27.htm9954474 - 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Earnings Per Share (Tables)Sheethttp://drivenbrands.com/role/EarningsPerShareTablesEarnings Per Share (Tables)Tableshttp://drivenbrands.com/role/EarningsPerShare32 falsefalseR33.htm9954480 - Disclosure - Description of Business (Details)Sheethttp://drivenbrands.com/role/DescriptionofBusinessDetailsDescription of Business (Details)Detailshttp://drivenbrands.com/role/DescriptionofBusiness33 falsefalseR34.htm9954481 - Disclosure - Summary of Significant Accounting Policies - Narrative (Details)Sheethttp://drivenbrands.com/role/SummaryofSignificantAccountingPoliciesNarrativeDetailsSummary of Significant Accounting Policies - Narrative (Details)Details34 falsefalseR35.htm9954482 - Disclosure - Summary of Significant Accounting Policies - Schedule of Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis (Details)Sheethttp://drivenbrands.com/role/SummaryofSignificantAccountingPoliciesScheduleofFinancialAssetsandLiabilitiesMeasuredatFairValueonaRecurringBasisDetailsSummary of Significant Accounting Policies - 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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. 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Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r33", "r105", "r190"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSUnaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net change in cash, cash equivalents, restricted cash, and cash included in advertising fund assets, restricted", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage, including effect from exchange rate change. 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of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r85", "r131", "r534", "r603"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": 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Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r21", "r88", "r604", "r622", "r929", "r930"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, $0.01 par value, 900,000,000 shares authorized; and 164,082,430 and 163,965,231 shares outstanding; respectively", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common*

stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r88", "r537", "r701"] },
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Disclosure may include the description of the facts and circumstances leading to the expected disposal, manner and timing of disposal, the carrying value of the assets held for sale, the gain (loss) recognized in the income statement and the income statement caption that includes that gain (loss)." } } }, "auth_ref": [ "r23" ] }, "us-gaap_DiscontinuedOperationsHeldForSaleOrDisposedOfBySaleMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DiscontinuedOperationsHeldForSaleOrDisposedOfBySaleMember", "presentation": [ "http://drivenbrands.com/role/AssetsHeldForSaleNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Discontinued Operations, Held-for-Sale or Disposed of by Sale", "label": "Discontinued Operations, Held-for-Sale or Disposed of by Sale [Member]", "documentation": "Component or group of components representing strategic shift that has or will have major effect on operation and financial result, classified as held-for-sale or disposed of by sale, and business and nonprofit activity on acquisition and upon joint venture formation, classified as held-for-sale." } } }, "auth_ref": [ "r11", "r12", "r13" ] }, "us-gaap_DisposalGroupClassificationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupClassificationAxis", "presentation": [ "http://drivenbrands.com/role/AcquisitionsandDivestituresNarrativeDetails", "http://drivenbrands.com/role/AssetsHeldForSaleNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Disposal Group Classification [Axis]", "label": "Disposal Group Classification [Axis]", "documentation": "Information by disposal group classification." } } }, "auth_ref": [ "r151" ] }, "us-gaap_DisposalGroupClassificationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupClassificationDomain", "presentation": [ "http://drivenbrands.com/role/AcquisitionsandDivestituresNarrativeDetails", "http://drivenbrands.com/role/AssetsHeldForSaleNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Disposal Group Classification [Domain]", "label": "Disposal Group Classification [Domain]", "documentation": "Component or group of components disposed of, including but not limited to, disposal group held-for-sale or disposed of by sale, disposed of by means other than sale, and discontinued operations." } } }, "auth_ref": [] }, "us-gaap_DisposalGroupDisposedOfBySaleNotDiscontinuedOperationsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupDisposedOfBySaleNotDiscontinuedOperationsMember", "presentation": [ "http://drivenbrands.com/role/AcquisitionsandDivestituresNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Disposal Group, Disposed of by Sale, Not Discontinued Operations", "label": "Disposal Group, Disposed of by Sale, Not Discontinued Operations [Member]", "documentation": "Disposal group that has been sold. 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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": [ "r484" ] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": [ "http://drivenbrands.com/role/IncomeTaxesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Effective income tax rate", "label": "Effective Income Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": [ "r429", "r691" ] }, "us-gaap_EmployeeBenefitsAndShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeBenefitsAndShareBasedCompensation", "crdr": "debit", "calculation": { "http://drivenbrands.com/role/SegmentInformationScheduleofReconciliationofSegmentAdjustedEBITDAtoIncomeBeforeTaxesDetails": { "parentTag": "us-gaap_IncomeLossAttributableToParent", "weight": -1.0, "order": 6.0 } }, "presentation": [ "http://drivenbrands.com/role/SegmentInformationScheduleofReconciliationofSegmentAdjustedEBITDAtoIncomeBeforeTaxesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-based compensation expense", "label": "Employee Benefits and Share-Based Compensation", "documentation": "Amount of expense for employee benefit and equity based compensation." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": [ "http://drivenbrands.com/role/EarningsPerShareScheduleofAntidilutiveSharesDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Stock Options", "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": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "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_EntityAddressAddressLine2": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine2", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Address Line Two", "label": "Entity Address, Address Line Two", "documentation": "Address Line 2 such as Street or Suite number" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "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": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "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": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "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": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": [ "http://drivenbrands.com/role/AcquisitionsandDivestituresNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Entity [Domain]", "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ "r720" ] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", 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Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r185", "r188", "r189"] }, "us-gaap_InterestRateCashFlowHedgeGainLossReclassifiedToEarningsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestRateCashFlowHedgeGainLossReclassifiedToEarningsNet", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 21.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSUnaudited"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Reclassification of interest rate hedge to income", "label": "Interest Rate Cash Flow Hedge Gain (Loss) Reclassified to Earnings, Net", "documentation": "The amount of net gains or losses on interest rate cash flow hedges

reclassified during the period to earnings from accumulated other comprehensive income upon the hedged transaction affecting earnings." } } }, "auth_ref": ["r125"] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryNet", "crdr": "debit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Inventory", "label": "Inventory, Net", "documentation": "Amount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer." } } }, "auth_ref": ["r162", "r660", "r701"] }, "us-gaap_LeaseCostTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseCostTableTextBlock", "presentation": ["http://drivenbrands.com/role/LeasesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Cash Flow Related to Lease Arrangements", "label": "Lease, Cost [Table Text Block]", "documentation": "Tabular disclosure of lessee's lease cost. Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income." } } }, "auth_ref": ["r883"] }, "us-gaap_LeasesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeasesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Leases [Abstract]", "label": "Leases [Abstract]" } } }, "auth_ref": [] }, "dei_LegalEntityAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LegalEntityAxis", "presentation": ["http://drivenbrands.com/role/AcquisitionsandDivestituresNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Legal Entity [Axis]", "label": "Legal Entity [Axis]", "documentation": "The set of legal entities associated with a report." } } }, "auth_ref": [] }, "us-gaap_LesseeFinanceLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeFinanceLeasesTextBlock", "presentation": ["http://drivenbrands.com/role/Leases"], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessee, Finance Leases [Text Block]", "documentation": "The entire disclosure for finance leases of lessee. Includes, but is not limited to, description of lessee's finance lease and maturity analysis of finance lease liability." } } }, "auth_ref": ["r498"] }, "us-gaap_LesseeLeaseDescriptionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeaseDescriptionLineItems", "presentation": ["http://drivenbrands.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Lease, Description [Line Items]", "label": "Lessee, Lease, Description [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r505", "r508"] }, "us-gaap_LesseeLeaseDescriptionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeaseDescriptionTable", "presentation": ["http://drivenbrands.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Lease, Description [Table]", "label": "Lessee, Lease, Description [Table]", "documentation": "Disclosure of information about lessee's leases." } } }, "auth_ref": ["r505", "r508"] }, "us-gaap_LesseeOperatingLeaseTermOfContract": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseTermOfContract", "presentation": ["http://drivenbrands.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease term (in years)", "label": "Lessee, Operating Lease, Term of Contract", "documentation": "Term of lessee's operating lease, in `PnYnMnDTnHnMnS` format, for example, `P1Y5M13D` represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r882"] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://drivenbrands.com/role/Leases"], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessee, Operating Leases [Text Block]", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r498"] }, "us-gaap_LettersOfCreditOutstandingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LettersOfCreditOutstandingAmount", "crdr": "credit", "presentation": ["http://drivenbrands.com/role/LongTermDebtNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Outstanding letters of credit", "label": "Letters of Credit Outstanding, Amount", "documentation": "The total amount of the contingent obligation under letters of credit outstanding as of the reporting date." } } }, "auth_ref": [] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities", "label": "Liabilities", "documentation": "Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others." } } }, "auth_ref": ["r27", "r78", "r79", "r80", "r83", "r84", "r85", "r86", "r193", "r276", "r321", "r322", "r324", "r325", "r326", "r327", "r328", "r330", "r331", "r453", "r456", "r457", "r479", "r602", "r664", "r718", "r856", "r886", "r887"] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities and shareholders' equity", "label": "Liabilities and Equity", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r93", "r133", "r541", "r701", "r824", "r839", "r875"] }, "us-gaap_LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Liabilities and shareholders' equity", "label": "Liabilities and Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Total current liabilities", "label": "Liabilities, Current", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." } } }, "auth_ref": ["r80", "r154", "r193", "r276", "r321", "r322", "r324", "r325", "r326", "r327", "r328", "r330", "r331", "r453", "r456", "r457", "r479", "r701", "r856", "r886", "r887"] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Current liabilities:", "label": "Liabilities, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LineOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCredit", "crdr": "credit", "presentation": ["http://drivenbrands.com/role/LongTermDebtNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Outstanding debt", "label": "Long-Term Line of Credit", "documentation": "The carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r27", "r130", "r894"] }, "us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMaximumBorrowingCapacity", "crdr": "credit", "presentation": ["http://drivenbrands.com/role/LongTermDebtNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate principal amount", "label": "Line of Credit Facility, Maximum Borrowing Capacity", "documentation": "Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility." } } }, "auth_ref": ["r77", "r82"] }, "us-gaap_LineOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditMember", "presentation": ["http://drivenbrands.com/role/LongTermDebtNarrativeDetails", "http://drivenbrands.com/role/LongTermDebtScheduleofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility", "label": "Line of Credit [Member]", "documentation": "A contractual arrangement with a lender under which borrowings can be made up to a specific amount at any point in time, and under which borrowings outstanding may be either short-term or long-term, depending upon the particulars." } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://drivenbrands.com/role/CoverPage"], "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", "crdr": "credit", "presentation": ["http://drivenbrands.com/role/LongTermDebtScheduleofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total 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": ["r27", "r130", "r345", "r360", "r678", "r679", "r700", "r894"] }, "us-gaap_LongTermDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtCurrent", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited", "http://drivenbrands.com/role/LongTermDebtScheduleofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Current portion of long-term debt", "negatedTerseLabel": "Less: current portion of long-term debt", "label": "Long-Term Debt, Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation." } } }, "auth_ref": ["r159"] }, "us-gaap_LongTermDebtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtFairValue", "crdr": "credit", "presentation": ["http://drivenbrands.com/role/SummaryofSignificantAccountingPoliciesScheduleofCarryingValueandEstimatedFairValueofTotalLongTermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt", "label": "Long-Term Debt, Fair Value", "documentation": "The fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": ["r869", "r871", "r872", "r873"] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDBALANCESHEETSUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt", "label": "Long-Term Debt, Excluding Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation." } } }, "auth_ref": ["r160"] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://drivenbrands.com/role/LongTermDebtNarrativeDetails", "http://drivenbrands.com/role/LongTermDebtScheduleofLongtermDebtDetails"], "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": ["r27", "r847", "r848", "r849"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://drivenbrands.com/role/LongTermDebtNarrativeDetails", "http://drivenbrands.com/role/LongTermDebtScheduleofLongtermDebtDetails"], "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": ["r27", "r49", "r847", "r848", "r849"] }, "drvn_MaintenanceSegmentMember": { "xbrltype": "domainItemType", "nsuri": "http://drivenbrands.com/20240629", "localname": "MaintenanceSegmentMember", "presentation": ["http://drivenbrands.com/role/AcquisitionsandDivestituresNarrativeDetails", "http://drivenbrands.com/role/SegmentInformationScheduleofSegmentResultsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Maintenance", "verboseLabel": "Maintenance", "label": "Maintenance Segment [Member]", "documentation": "Maintenance Segment" } } }, "auth_ref": [] }, "drvn_March2021OperatingLeaseAgreementsMember": { "xbrltype": "domainItemType", "nsuri": "http://drivenbrands.com/20240629", "localname": "March2021OperatingLeaseAgreementsMember", "presentation": ["http://drivenbrands.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "March 2021 Operating Lease Agreements", "label": "March 2021 Operating Lease Agreements [Member]", "documentation": "March 2021 Operating Lease Agreements" } } }, "auth_ref": [] }, "us-gaap_MaterialReconcilingItemsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MaterialReconcilingItemsMember", "presentation": ["http://drivenbrands.com/role/SegmentInformationScheduleofReconciliationofSegmentAdjustedEBITDAtoIncomeBeforeTaxesDetails", "http://drivenbrands.com/role/SegmentInformationScheduleofSegmentResultsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Segment Reconciling Items", "label": "Segment Reporting, Reconciling Item, Excluding Corporate Nonsegment [Member]", "documentation": "Items used in reconciling reportable segments' amounts to consolidated amount. Excludes corporate-level activity." } } }, "auth_ref": ["r260", "r263", "r266", "r670", "r671"] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://drivenbrands.com/role/AcquisitionsandDivestituresNarrativeDetails", "http://drivenbrands.com/role/LeasesNarrativeDetails", "http://drivenbrands.com/role/LongTermDebtNarrativeDetails", "http://drivenbrands.com/role/SharebasedCompensationNarrativeDetails", "http://drivenbrands.com/role/SharebasedCompensationScheduleofValuationAssumptionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Maximum", "label": "Maximum [Member]" } } }, "auth_ref": ["r315", "r316", "r317", "r318", "r386", "r424", "r473", "r519", "r570", "r571", "r582", "r594", "r595", "r647", "r648", "r649", "r650", "r651", "r654", "r655", "r675", "r682", "r689", "r696", "r697", "r698", "r699", "r703", "r858", "r888", "r889", "r890", "r891", "r892", "r893"] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Measure:", "label": "Measure [Axis]" } } }, "auth_ref": ["r767"] }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Measure Name" } } }, "auth_ref": ["r767"] }, "us-gaap_MergersAcquisitionsAndDispositionsDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MergersAcquisitionsAndDispositionsDisclosuresTextBlock", "presentation": ["http://drivenbrands.com/role/AcquisitionsandDivestitures"], "lang": { "en-us": { "role": { "terseLabel": "Acquisitions and Divestitures", "label": "Mergers, Acquisitions and Dispositions Disclosures [Text Block]", "documentation": "The entire disclosure for business combinations, including leverage buyout transactions (as applicable), and divestitures. This may include a description of a business combination or divestiture (or series of individually immaterial business combinations or divestitures) completed during the period, including background, timing, and assets and liabilities recognized and reclassified or sold. This element does not include fixed asset sales and plant closings." } } }, "auth_ref": ["r73", "r119"] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MinimumMember", "presentation": ["http://drivenbrands.com/role/LeasesNarrativeDetails", "http://drivenbrands.com/role/LongTermDebtNarrativeDetails", "http://drivenbrands.com/role/SharebasedCompensationNarrativeDetails", "http://drivenbrands.com/role/SharebasedCompensationScheduleofValuationAssumptionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Minimum", "label": "Minimum [Member]" } } }, "auth_ref": ["r315", "r316", "r317", "r318", "r386", "r424", "r473", "r519", "r570", "r571", "r582", "r594", "r595", "r647", "r648", "r649", "r650", "r651", "r654", "r655", "r675", "r682", "r689", "r696", "r697", "r698", "r703", "r858", "r888", "r889", "r890", "r891", "r892", "r893"] }, "us-gaap_MinorityInterest":

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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r187"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities:", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSUnaudited": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "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. 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Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": ["r105", "r106", "r108"] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/EarningsPerShareScheduleofBasicandDilutedLossPerShareDetails": { "parentTag": "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://drivenbrands.com/role/EarningsPerShareScheduleofBasicandDilutedLossPerShareDetails", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "verboseLabel": "Net income", "terseLabel": "Net Income (Loss)", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r98", "r108", "r134", "r152", "r169", "r172", "r176", "r193", "r199", "r201", "r202", "r204", "r205", "r206", "r210", "r211", "r225", "r276", "r321", "r322", "r324", "r325", "r326", "r327", "r328", "r330", "r331", "r445", "r450", "r467", "r479", "r545", "r625", "r641", "r642", "r716", "r856"] }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersBasic", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/EarningsPerShareScheduleofBasicandDilutedLossPerShareDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://drivenbrands.com/role/EarningsPerShareScheduleofBasicandDilutedLossPerShareDetails"], "lang": { "en-us": { "role": { "totalLabel": "Net income after participating securities, 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": ["r183", "r201", "r202", "r204", "r205", "r214", "r215", "r227", "r232", "r450"] }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersDiluted", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/EarningsPerShareScheduleofBasicandDilutedLossPerShareDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://drivenbrands.com/role/EarningsPerShareScheduleofBasicandDilutedLossPerShareDetails"], "lang": { "en-us": { "role": { "totalLabel": "Net income after participating securities, diluted", "label": "Net Income (Loss) Available to Common Stockholders, Diluted", "documentation": "Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares, of income (loss) available to common shareholders." } } }, "auth_ref": ["r183", "r216", "r221", "r222", "r223", "r224", "r227", "r232"] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": ["http://drivenbrands.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Recently Issued Accounting Standards", "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": [] }, "drvn_NonCoreItemsAndProjectCostsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://drivenbrands.com/20240629", "localname": "NonCoreItemsAndProjectCostsNet", "crdr": "debit", "calculation": { "http://drivenbrands.com/role/SegmentInformationScheduleofReconciliationofSegmentAdjustedEBITDAtoIncomeBeforeTaxesDetails": { "parentTag": "us-gaap_IncomeLossAttributableToParent", "weight": -1.0, "order": 7.0 } }, "presentation": ["http://drivenbrands.com/role/SegmentInformationScheduleofReconciliationofSegmentAdjustedEBITDAtoIncomeBeforeTaxesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Non-core items and project costs, net", "label": "Non-Core Items And Project Costs, Net", "documentation": "Non-Core Items And Project Costs, Net" } } }, "auth_ref": [] }, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-GAAP Measure Description", "label": "Non-GAAP Measure Description [Text Block]" } } }, "auth_ref": ["r767"] }, "ecd_NonNeosMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonNeosMember", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-NEOs", "label": "Non-NEOs [Member]" } } }, "auth_ref": ["r731", "r741", "r751", "r775", "r783"] }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgCompActuallyPaidAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Compensation Actually Paid Amount", "label": "Non-PEO NEO Average Compensation Actually Paid Amount" } } }, "auth_ref": ["r758"] }, "ecd_NonPeoNeoAvgTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Total Compensation Amount", "label": "Non-PEO NEO Average Total Compensation Amount" } } }, "auth_ref": ["r757"] }, "ecd_NonPeoNeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO", "label": "Non-PEO NEO [Member]" } } }, "auth_ref": ["r775"] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted", "label": "Non-Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r794"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated", "label": "Non-Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r794"] }, "us-gaap_NoncashInvestingAndFinancingItemsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoncashInvestingAndFinancingItemsAbstract", "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Supplemental cash flow disclosures - non-cash items:", "label": "Noncash Investing and Financing Items [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NoncontrollingInterestMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoncontrollingInterestMember", "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFSHAREHOLDERSEQUITYUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Non-controlling interests", "label": "Noncontrolling Interest [Member]", "documentation": "This element represents that portion of equity (net assets) in a subsidiary not attributable, directly or indirectly, to the parent. A noncontrolling interest is sometimes called a minority interest." } } }, "auth_ref": ["r61", "r362", "r826", "r827", "r828", "r829", "r929"] }, "us-gaap_NonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONSUnaudited": { "parentTag": "us-gaap_IncomeLossIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://drivenbrands.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONSUnaudited"], "lang": { "en-us": { "role": { "negatedTotalLabel": "Other expense, 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": ["r101"] }, 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": [ "r27", "r50", "r51", "r71", "r115", "r116", "r678", "r680", "r825", "r879" ] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": [ "http://drivenbrands.com/role/EarningsPerShareTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Basic and Diluted Earnings (Loss) Per Share Attributable to Common Shareholders", "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": [ "r830" ] }, "us-gaap_ScheduleOfEquityMethodInvestmentsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEquityMethodInvestmentsLineItems", "presentation": [ "http://drivenbrands.com/role/AssetsHeldForSaleNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Equity Method Investments [Line Items]", "label": "Schedule of Equity Method Investments [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss." } } }, "auth_ref": [ "r43", "r44", "r45" ] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": [ "http://drivenbrands.com/role/SharebasedCompensationNarrativeDetails", "http://drivenbrands.com/role/SharebasedCompensationScheduleofValuationAssumptionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": [ "r388", "r390", "r393", "r394", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r406", "r407", "r408", "r409", "r410", "r411", "r412", "r413", "r414", "r415", "r416", "r417", "r418" ] }, "us-gaap_ScheduleOfShareBasedPaymentAwardEmployeeStockPurchasePlanValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardEmployeeStockPurchasePlanValuationAssumptionsTableTextBlock", "presentation": [ "http://drivenbrands.com/role/SharebasedCompensationTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Valuation Assumptions", "label": "Schedule of Share-Based Payment Award, Employee Stock Purchase Plan, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of employee stock purchase plans, including, but not limited to: (a) expected term, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": [ "r118" ] }, "us-gaap_SecuredDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredDebtMember", "presentation": [ "http://drivenbrands.com/role/LongTermDebtScheduleofLongtermDebtDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Term Loan 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": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "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": [ "r719" ] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": [ "http://drivenbrands.com/role/CoverPage" ], "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": [ "r721" ] }, "us-gaap_SegmentDomain": { "xbrltype": "domainItemType", "nsuri":
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Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } } }, "auth_ref": [ "r138", "r237", "r239", "r240", "r241", "r242", "r243", "r255", "r257", "r258", "r263", "r264", "r265", "r266", "r267", "r268", "r269", "r271", "r666", "r668", "r669", "r670", "r672", "r673", "r674" ] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": [ "http://drivenbrands.com/role/SegmentInformationScheduleofReconciliationofSegmentAdjustedEBITDAtoIncomeBeforeTaxesDetails", "http://drivenbrands.com/role/SegmentInformationScheduleofSegmentResultsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting Information [Line Items]", "label": "Segment Reporting Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": [ "r100" ] }, "us-gaap_SeniorNotesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeniorNotesMember", "presentation": [ "http://drivenbrands.com/role/LongTermDebtNarrativeDetails", "http://drivenbrands.com/role/LongTermDebtScheduleofLongtermDebtDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Senior notes", "label": "Senior Notes [Member]", "documentation": "Bond that takes priority over other debt securities sold by the issuer. 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Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": [ "r690" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": [ "http://drivenbrands.com/role/SharebasedCompensationNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of granted new awards (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period", "documentation": "The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": [ "r407" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue", "crdr": "debit", "presentation": [ "http://drivenbrands.com/role/SharebasedCompensationNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Grant date fair value of PSUs granted", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value", "documentation": "Fair value of share-based awards for which the grantee gained the right by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash." } } }, "auth_ref": [ "r411" ] }, "drvn_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsCorrelationRate": { "xbrltype": "percentItemType", "nsuri": "http://drivenbrands.com/20240629", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsCorrelationRate", "presentation": [ "http://drivenbrands.com/role/SharebasedCompensationScheduleofValuationAssumptionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Correlation to the index peer group", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award, Fair Value Assumptions, Correlation Rate", "documentation": "Share-Based Compensation Arrangement By Share-Based Payment Award, Fair Value Assumptions, Correlation Rate" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": [ "http://drivenbrands.com/role/SharebasedCompensationScheduleofValuationAssumptionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Annual dividend yield", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate", "documentation": "The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term." } } }, "auth_ref": [ "r416" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": [ "http://drivenbrands.com/role/SharebasedCompensationScheduleofValuationAssumptionsDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "Expected volatility", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate", "documentation": "The estimated measure of the percentage by which a share price is expected to fluctuate during a period. 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Outstanding common shares that are contingently returnable (that is, subject to recall) are treated in the same manner as contingently issuable shares. Contingently issuable shares include shares that (a) will be issued in the future upon the satisfaction of specified conditions, (b) have been placed in escrow and all or part must be returned if specified conditions are not met, or (c) have been issued but the holder must return all or part if specified conditions are not met. 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.X]"%F9*#=X8X4! +9J&P 1 9')V;BTR,#(T,#8R.2YH M=&WLO6ESXSBR+OS]_J^FKEGJB(H%??%5:T;*B]=FN.R/9:K^\S[I0,B(8M3 M%*GF8EO]ZR\ 4K)LK10I$A31,5.V)2Y XLE$;LC\\G]?)B[W!
(/0\;U?_B%V MA']PT+-\V_$>?_E';W#>[__C_W;_Z\O_UV[_[]?[:^["M^()]"+N/(@@C;W M[$1C+AI#[G<_^.D\ >[.!='(#R;M=G+;N3^=!<[C..(D05+FE\V_#YXP>/GR1!$#_][_?K@36&$]!VO#
"G@5;Z5U. MZ"N2J+^Y\V48N/-[Y4_I%?,;\)?VZYN6K]4^)5_.+[6#)V]QH1TX3] ;!L"S MPX[E3SYA&@J:9"ZNAN^>&D*K\^@_?4)?D(OG%[J.]W/+>/'70Q N9OBR7TF'[QYF+G)6JC>;QY_7Q> MCH?
>#3$6/T6(+"&&&H@0>-$31+4M&&U9G#\'6O9ZXJ OEE^X>9X8*4NC6D_M;4.2A+8@M47I]2&;%D&4EQZTC!MG&\R6@7GF L2T+>BU?PQ:W2]C".SNEPF, M (?O;_8^?
IE].Y[T6(@=L/LRFZS4K^^J45P9?H$YGNI^Y__==_?8F_1/=P]$O+:J.5\\ $/PDZ9Y<>>MWL'(TN &[? ML^'+_\!9BW/0FH[:DM;J"HA)#4'1%?7+IS=/S?"2'A)F-A9H5RYX;'')TOW2 M0FM]-G)>H-T>
1=S1?I6O=6]ZET/+@]_X5R 7CFA!=Q_0Q!C3]H3])1QVP:+99.% M5E>4/DE&IM=+ACX?0"HNS@9C$,"O2 Y_YD"KV0,%PO0/SW"/'TO\Y>+[D# M,_Q1[QD$-OGG-QA&:(-
+B"/.!V>8(Y+R+$*\]DLK="93%[,J^6PWU)^L[0CP/R M%Y$)9['G1&3<(9YFV)I_/H$@C /83?Y*OOSRZ>UW\[_Q,U:>%Z,QO']8NIN= M_1A<9'T6HC%9B,4SD;QP;+A*:$SB/S@P-
>NW(_O(")>/W&\=8_=ES1O'O'I M[>BWS7J$0&B-G1#^X?H6P>4*0?&RGZU>EXFX2/)'9'F;Y,9*SL_6/ M2[_,]$ OG@QAL &64_1KIJH;.9EDL79'KP!#AX \1[Z!_H]@WT?']5 M-M*"X(]G$(ZW//_-)1E!X
<;0>!GI/)VN!X$4B3$D7!&=_WA3S<_^OU5^[PB MW2(2$J,=:OXY)&K#_"_$K.COD0,#C@AEN%:I/.__SUMUXOW-BQ&\??J4;"#S MOQ#7!1'>"?$.+B.E#ZFB_M>OUL,TYY?JK0%K8W5J[??
S/^>O^33FWFO)X-$ M 1D2G31*9V:TA=<'I=\<,C/YV#-+UPD^8E4A^=-&+WN9NH[E1-\A%F><[4P2 MH"+."Z*SN\"W8RNZ#08P>'(LV'MQT$Y,('TU%^X]S[[W9\"-9LDSOGQ:^^@%
M%18CR(HX1&RY?,0I;%UV2@(!T5O:9UW0I7I;$(M8%Y6M"Y426F/KLIM?Q"4F M*(E?])JM"S9[@3>[G6+3!]H#K.P-@ O#D]QE#+8Z%.\U)EL=BG<<46#+0_'& M(Q[=="UX>; K?HIFC![F-
F7_$8]N6)_4(E6S#8EU\Q%4O4B5[$9UDFOU$JILOH.0UJ22D7C?3OVP^ MJ6_D8YNZ==$AA_=F*Z)W#RZO5H3OCBZC;@''=[F_RQ#/4_^CW1T4RO;U)+- M2"AD:D>W6+).
[0T@TLQ2E32EUM[LKVEF*TJR4 MNMO@]S "C@?M2Q!XCO=XA-2RXZA42MUMZU()7Z NI=3=9CX^X2E0HI2Z6]DE MKU(UVI-2=[N\[-VC,+6I[@9YV;M'8?I2[2UQRXHGL8OS\4FJ"[XN@&/\M"?
8 M]RQ_FNC0M7>T*YX+8K4JFIO1U>Q%A0H6FKM#?#*%ZZB6B5UM]RKEGX%JF-J MW8WYJM>B0 U-K;M]?^-[>$:![[I(,^ZCN04PC.JBE*EU-]PK('^!>IA:=XN\
M+/+3L(/7W8BO9*TJ4I/K;O=7LZL4IF#5W=2O9EJNW5?7LY;80<MN4Y>9\%Q)(="Z&]JE9J17<)A.J[OU74T^3W&[1MW-[RKH M7^0.4G?[NZKDSTIVD[H;X)5EZE:QL]3=
B\YY:&X+:7NMG>IA"]R+ZF[U5UZ M#EP5FXA>=SN]_$S%*CH5U-VRKSY"6]B&HM?=B*]Z+0K<8_3:V^L4I/]4LNW4 MWM"G8.$JV8GJ[B&H))15W.93=YN_
O(7N=_4W8JO*C^E"DE5=\._HK6J1!TX MNJ^@,I%A4&M@WT.BOMRA%9X]!,+@86]L>'7V?(W2U5F[P+8O[LET;^Q[]HP M.*XO"LN,MJ@4L@@T] I^FULD%H4OZLQ17*OX'DFJ5,@E-'K_H?V?.
(SP;W7) MX3*H,S6KIC,%^X9!K1EY!9S@-^#&\.ML\>LW]$006./9-7R"[MO-?G%1WYO& M44BN$'>LV=Z#^0IV$(HUTR_1 *?$]ZNF,27@7P
MSQAZUFS#])^A%0?!41ID'$E&4&L<%P%'B<&Q9G"DUEG $% 2 JCU5]1Q M?\0&.5I_--%K!PP=UXF#8UXX4N>'9@@H&0'4>]^_6)\!:'S_K X"((9(OD]G/I!!.W>Q(_1JLUOOW!" MR_7Q_;5Q
-3!F[Y]32[#R)F "Z.%K?4>4'JX$"N Y,4*;BH=9O6B4D*7!!1 MH-9O^34.'0^&8<_Z,W9"YU6U(.F&/2PLEKXJ3)U8Y_.WS](1AXNO?P[9 *5*%#K1:08'$AH_P["\6D#@UY_WDY@R V2&E4+"$\4)O?
ZNW3A9DO(9()/7("BL M'*HH4.M;HHGX5+)M1ZG/58JW>_JR2+4>I9H(3P5[$&MKVG[*JW?\)>NK0V? MB#7U+56P C0PC$B=MX><5P3>(WP]OO@=O#B3>'*:;A6QQFX5"?$)/I==VHY>
M8*A(%&OLLBB=\(5N$35V"91#>"KD4HT-\DI6J9K]NZ.6^YIO3Y6/:FJQ5[!" MU;3"$L6:FO.5\% U4JZF9GTU*U1!ZS]1HM;LOW#"J1\"]]? CZ?GV*A'#UR7 MM?KFPN0/:-^.OLX&P(4W?H03?
="D'2]&'R/B@$+"0C9TSJ[A(W O"=F6HX.] M^\%#[_XJ)XU=L+3+/LJ2M0Y(!AP=@+G2!:Y1)TK!'N?SM%B^:YCDV7K1W#R
M+CDP75+O<1[(S;NR^*5W@6_'5G0;#&#PY%AP:7D7ZXJ,G'M_!MQH=M(9+15I MA1)U[B$&QFHS:*H"(G7N,@9$JC)VJL(E=0Y"ALM57+H@&OG!)!W8B2.2.F?H M/H@\]X.ICS")3 5OO^4I'Y-
U!01UOE<:110N-P^\6?)::\B/X#8=#WM1/FJ M($F=LYE!LLG&!76>=09'9F+,T2E3%U5@Z&2&!L(E=4$+.@V-0Y%95UBP^,4> MH.A[-IPB.J-7N8+)91+V VP?2065RC7J!LH@'"8APUPVBCS!
6[R@! MGW4%!XM];(?&_)4]^PD&$=K3=M8"9;;'(3AD 0^J<=@(4X-%.:C&8 ,M"X6% M-NB&9),,"87%,XJ'8UVQP((8>YB4@W@Z=6=HIR*]#IC=< 05KI!V+%G=(JP64MG:Y-PV4E)EA5B*REZ[<)
M=9>J @1S^-:E;D-CS KF;*X+))M@7&C,JUT7.#;0Q-!JZ5-O)CJ;9&AHM0PF M-*?N4E6P8/&+>E5I:(K1H;%81KV V0C3@\4UZ@7*)AH@+,91,XPVR@QA\8X: MU%VJ"APL]D%U88?
&V!XLX$$U#IM@:N@LRD$U!AMH6>@LM$$W))MD2.@LGD%? MW:6JL,""&%07=FB*W:"SF 75.&R$W5OJ!6*U!5 TN:^ET;1HN M*S+!JD%D+5V_S:B[5 T@F,.W+G4;FF)6F,S97!=(
L&X,)E7NRYP;*")8=;2 MI]Y,=#;)T#!K&4QH4MVE:F#!XA?UJM+0&*.#Q3+J!FB(+ 3 M.LUL&!>>:;P[D8)Z#4TQ*R3F M;*X+))M@7$C,JUT7.#;0Q)!JZ5-O)CJ;9&A(M0PF-*GN4C6P8/&+>E5I:(S1
MP6(9]0)F(TP/%M>H%RB;:("P&$?.,HH,X3%.VI1=ZD2<,@L]D%U88>FV!XR M"WA0C<,FF!HRBW)0C<$&6A8R"VW0#I&BRP(;5A1T:8S>P MF 75.&R$W6KJ3*ZN[5,T:4>=JG:_#A1-._1"X
MOP9^/#W'>QUZH$56[>V"H0OQI!POAG8J>]$2?X.N?>4'.,OK-DB>A;X>?9WA M3XZ^EI74T%*HP%JB!9*K6$OJ?'V+)8+#J.^%41#C&Y<]'6A^,)30.\4! MM.+ B9R_R/H-H.?XP8T?P9"L?
4\J2B.Z]KU')*TG>$P/L^F[>.W2>XL'B8-(M -"UJ^L^_^:P=:?.K<;6?=.Z)V)>*&3=5>I<:/NON]FP=2^2WU7J_&-LW4OA M=^H<8!G676K6NA?*[]2YM-
BZE\+OU+FJ]EYWM/+-6O="^9TZ'QA;]U+XG5Z_MVNYU;YB<+Y3?Z?7!L74_)K_7UU\GB0V3\X7R>WW]=8U;]R+Y7:NOOTZ2&K;N M1?*[5E]_7>/6O5!^I]9?MXO6:,6AC;^L#X]1ZR.C@]:%XKI6?
JGY=_?PR7>? M'._Q-';B:X SM,IKKO&]F6^=CQX.TK>7!^>JI4?JEGK7"@_4^MWVDYLH@W< M@1D8NI"1%/^#00.IO=5[-DD:?R=4BX6)>W> MRM B!&TN"
(CFVRS)?!"HKQNFWA#8^]6#>!C"/V-$@\LG],\:[?GM!<=/Z]3W M3^M7[=1O7&:$R^)L-HK/?^]7,N'E_JZFQJ'ER/IE3JUGB<& 1I/ M@>C4>L_VB4@U"R]'TH;U6CGUWD) $:6.;HI7S@NT[Q$3)
A(7:LTQRIJI F_MW:GTPF!7*Q_C.]A)-98\#'HZM6Y/!CU:H$>%_4^MDYCAE!:TPY'O_YW?< M23RIC;?(H-;!7(.U!B_U6FMJGT]PP">U6] MO(=($7*LI$N=]?.'YT3A_>#'\LSAT,<'4]4K9U#(*C-Q"L
M:EVH]>11Q34517@,:IU=E'!-5>M"K7.G4*ZARHRB8MVI]:Q4O^[',JFH6'=J M_2H%R6'&Z>]6W*36NU+EBI\RCYO4^EC>K3BQV]\)=G+)$@2^(AO>OAO\.%'] MRZ36^[+O6GT'P4\8G?
HRU<4EDQ347Y*@"V7I1!>F+MZ8"A>FDB+M9EW<,06+Y<8VM*\"?W+N3Z9Q1&H'W8XN0>#AM"R$"N):^#I;_P : C75A-%D M@5YWT>FN-6)6M(92R7PM"_0ZBDYYK:O0U&2!7D?3*:]U%?
NU+-#KK2ICK2\G M4]>?P43ANR5Y8B>Z5]/K_#K-=:YJGZ;7EW:JZUS-'DVO_^U4U_G8^_,GY^4L M@*$?!Q8,DS_'$-AD\+;SU/V"_B'+[PB&;LC"4+.@:BNFI PE23-D102ZK MP M*/V!E?
77>\)HYB(83!RO/8;.XS@Z$^6..HT^/SMV-#X3!>'_M,B5W2_A%'C= M+\/@$[H_^3UYS.K#0/"(GA?Y4W0_>A2>0ANXSJ-W9B&:PJ"5/&Q^O>6[?G#V M-X'\]WF$YMP>@8GCSL[^\8 P%'(W\)F[]R?
^P@OY\SF9@XZ>XSH>7,Q)PM/X<=-_N+S@!@^]A\O!VSDLC9Z6T0XNSW_<]Q_Z MEP.N=W/!7?[O^;?>S:^7W/GM]^_]P:!_>T/]%'X'X1CQ;^1[/'?1.>]PDJ J MYLJPJQD<5R'YA&PCK((\5[?
WW[DO2,YXOG<33]!#+"X51_=PA/<9L<5Y .\A M-G3.+GR+'&'$?M,6D40C=$%7%-K_(M+J]2G=HZ__?M3]@#,.N%L/?J1D0%F7 M^W?$6N1T:+[79E_C?\5H?X.!.
[N'4S^(6AQQC4=H\WF)SD:X>DD["N(%#*16 M][__9NJ*]GD3$BJA-OKO7S]Z]P^7]]?_/LI S/W&<7]Y=WO_P-W]N!_\Z-T\ M< ^W'!+]#TB^-(??G'.1F]YQ4:?M"?H$6-\6]L& ML_8,@J-
O3GOR*WN/V,/KD:X5B]>&^=S/H$RE:K8!=9S'1Q:>$7LCNGC@AMM:YD>-"SHNQ M:7R60=Y=$FOY"MU\0^Z=PU/%S@2Q+9N&:>067P=0TYD\?9X;7_Z/]QYV,6?(+)->G3%QO9].5S:N,.
M_2CR)V?88'Z"0>18P$W?3X:2?)W:TK)L3%]:GU8D8>4(T0J69 D2[N&C$T:(MI-$-^F:.!JW538C-)=3FYB5.N+YG=>JTO25&Q.4+L"(R=\X?<:]SYD#(A5-H M88>9S3D>YT0A9XV)3K%J@'-@S::!
NF(;P;/[+9]L) MIRZ8G3D>>12YZ2#V43N2+&,@1@'ZOSU_<>JHZJ"A?5K]W#0ZIK#^*Z$CDL_MD>FTLB[L;O;.'@RK9GXQ!>7F)GIE=0(E9<.%H9^((?RM2" MCR-S>K8=P#!,?
^"2AN)B]\^,RFZ>IK MI46D0FAU![&#]G,TP^U&2$YAUXRE/4>_W@8/_O-"113%5O<# M+] BJ17H8[39P9#IJ4Q/I4JPW/F(H]W_WYDF]FG*S7*K*QF2T" %%5& PR0X
M)34T@X)*FQNPRDC'J_QO_]F2*+^.>0BZ,+IV/?F;GP>>R/<&..; P$$"/\V M/.,^[,^$>$/OH3O?L)W2ZNK"2DCR8X;__I'_'2'1_K6[!355E?6];9AJ.JQ M8@9L6Z!P6WAP(I=XTB%
FK^%2^MG$>+I(I+,PVG$A4BULSD\Z,^44F&]>-^? M@=(-?J;:'8D MDS'J#D8--E.!K/)T'<9CV[AT914":46#(IC)O>_W=#/A]4PH2)W%$ED3+B5 M"6_2L#/9+.&+-<;%!#@D\Y_'#OHD()HA#*#-
^'.//?0R)6"2KO#>DX3)^\Z) M9" Q.(;<#0AM\"?WJ^L/@0F.'/Z>0Q)X!,G2P:O>0\?Q(_<&(0DB\CF@.NB+W$:6XA^_AD["(Q< MY'-#F%Z GHGH3Z(JHHS#I$DR%@(U?N[K$1]NOCI<#U$7?
8V3L3@;?8LV(7SI M-(6)%N2*'$DIS+D/J#GH77DPAAQ0SCVBF_HTN>0E@%D$&20((PX4^!L, L[MF9V>YW$0H,<][H>91<)W"6;QIJVKDHF7 ME/2XX>4W?H7+K7S>
(*_J*\PPDR/^GCA1A"0"D>R![^$=SIUQ$.UV,ZZ/ S[< M4.0)'7.$2/#<.=Y]4EJ:@# MZ\5 O1'ZV.5Z([A2E)>EE163@3JGX*^$@.<)_7:#7:8-[)NPOA*)+,?+L:,C+[\L\Q9EJZY(M0
[)F]AS$C*&I#5FZQUII1;B""_2R .-CZ!%?*G+[Z!8B)+[S> H:A[\;1YENRY)^_ MKYRZ9^E685&[=1R\:J*/L#T,(/C9!B/TUC/@/H-9B%T$ZPN*CG+NU)PZ$)4 M_\^..C*
[(S8EE:;=YP!),@S$(&FYB+,8*2(!OJK5?2#>*H)]-#XO"O>=6ZOT MO&E!Z @)H#*YNL2.J(I;75W[/DKK:(J9QVDV!-9/I%LB\K?3E1^1_SZON#\/ MO+_BU,D].>L.B91,*:,KT[8L"+=/NV0K>=^9]^X?
N'Z'XZ[Z-[V;\W[OFD/; MW^W]]][#2L%E0IF,!-F=7/O6P9X#JD72?#0ZCB-?V"[[O@!JQL*-ZP:_6WW M)HW5F7X$)YS8X:X6)B$YJ9XD@W[XX8'8=I)^O'+)[#NI'EY*U[=GKXA6KYN
MQ8_XQI451XIGUL66-ZSB"0K-38%&;'YL^G>'X'*:ED;C+/V,GFC&MI>YR!JV\QK06)F=*D3.* MN=T\ N&8NW+]9Z:_U%VNX)4VF/["Y$HI]U?"Q])X'W%GH M$-WAEYM0-A?[G#_PIG]
M3D222PDGHP_<^=]8$+A^&.-LUM[0C^=EXKA[)_S)]O::2'QXFBC] M[LX-YS6/B*EU;\R-*46/;4_O-<&"=P N,D1XR1#9+GR/+;U?H3D#&:Z);/]N/;LC8']N.3 M8V_MU1-[4>-Q%!^3'') .@Y?
K#$UFR'KCT+:VR'/D$6-E,65CO<+:GAT_>2 M(M"!B<=63$"%H/96M&=4;RXXN5RNK>]TVDX:Z;6]+>HE2"1UKUG>LO_*# M9Q#8[6O?_TEZ""_E-R_/8./8-?2:MU5I$Z Z2.1XT9FD='2ULGX\#
[A1V[]B M@'NNN3,NZ=:(F[*B:4\X46C_BQ1;!(Y'^D(22K@I)<+7@R6XRJSCD;3P"00> M_C8M2'H7.$^XXNF2B_(:_7A,NL?=0VPMO7;)-)$=]3"&(=SV,A! [A%Z,""- M[1Q,16?
D).TY\2OCQ/WY_@EHA@B?B*Z/I :OY<;VO"L=_BI<]'-"C[.<*7K= M^T9.0^@Z\&GE8TP@QXO7?!Z[]OL/81@YDS7/AB]3:$7O/W5P%;V59[C.3^C. MWG\Z 2L?35W@K7SFAZ&#A-
CJY[A@GP/XGNLNP\A/:^X2IEL^(H58(O(#O,ER(V"ASU(.2&KN1NLX9AE0 M2P\+T# #\J$?8U&*&T9@](UBK#%P_B)9>O'1:UGF^9:P^"I T,,HXU+*0ZQ8 MA%%
(/@@Q>M"O48#P@C]"*X]^^*3;*R(4F=ADD>V-QHMHE'#=VOK/.(SP&#LV M/N^>7.P9Y)3]D$K6@$DR0E-"UQC3ES,^-VN+['H95![!6[(."W\7A"3O1J
M,/$Q^=*UPND%_%L*XRT6L[%_QGUP/KXCM!]'^.')H--!+JCU&=V0WK%8"5P/ MVUNNCIT@-R$($O%8VMAH;5S'FI'[T0-26<0AQBC06 ZDS+>R2/0S)*QHL5+)H8[W T= M%T>"
(G]Q!>138OA!&A<:IDT/2$%=W"L4Z9QA.(J1&$6C2 >!R(.(P8'IU,6U MJI/W+,E;W"=IBH>TA)MI@ ;+F;H0+4[2S1LC88SV&70#J44.7\@('._)=Q'; M3G QZ[07,20^Z'WY 2^ MAR_#M$[&\#SG,
CAKK9O)[BZ^A#@NNAHNBO\/XSQ4\,(ANWWD#DQ._!Q+62 M/J$I/R2\3$:Y-*%W4F"^"$GEXP0SLW0=")?'^I*LJVB^03"6;)1H6^B8&N+,(M.!,-9$;ZAR<-N/&*S#69A*L7 @V#:0XYUYG@
MRHKH>?Q" +Q=)'RE#4,K<(80K[B=EHD/TU+\"/^X,7FZ>2XG=2QUC,3KV_,\ MO+ZK"M[_+/I]CQQ<[)J;01!P27.!"VC!R1 &R6%*62 UNV4$;L1;:*X@G#\] M12YI)AZ^"JMW<>E%JP!
<&=LA9XR6Y05X HZ;%!#V."R@GN$0[8'HBXA[?G[N MH#EW'OVG4E9]HVY/C^J^1:2]%5(+>;HBF7P/"_1PKJOCHYR8.LF2H$]F9%TF M@&S$Z-YGF$ P C\Q@)%ZX=R;8IH\
(&DR@28YC='W%GX%E@<;A\LO&B MW/$@D1AX3+AEA?,:3UEH0E@1PK?-E;]G!VN&\ 5O3-QRZ75)WWH!H7P1W2:9,ZS NU\4T8\#W_]J2DVMKL6RBKB^_Z M"<]3?
D"ZKRUW<]W^[O.&^WO=N+@;4\.!PRVKGI-BOLKZ M!+:2XORAU3#G;HS9+AM*B8-:$ZV8KPMQJ)_" M5502OHI!&45T;5T;"37WZ3Y89CN)_5K./8P#"+GOZ+IQR%UB*^A-;XGCH_44
MB3IP7C:3]$B]*X\S3?+ ,R="+[/V"(%^((X_/PX!\,>& O=C*,64/AG[$%.,I/N7X5,>U<>QJG0#=G18N* *5DBT7I5TP# &.=@ MQA'6<4[9>5='G?SZ_><&1O.XX=D^F"F@$U3>,^%ECXQ6Z5;D5?
12GX:1%73Z M@B,_I8ZDTBT3K@+@66,'1Z;\&7 7T9D1A.%[&9&%!)7 X'X]UPS7)Y9@)]* MT]0V=LV-0_M]RUQYN64N_BOIF!N'[4< IF?WR99Q%?@34D0(/?%W)QJ?QR&: M'0PN7])0-0:6:66C5?
HZK23&!T#B!H%8N$.16UU1Y05>H%@B, M61BSM+7*F45!S"+SLB10PBP%^9WJ8F_BAHS F[737%P[R4CF0ES#9J-/2LI& MCK4"H=9LHU?. KA9M*GPFB'FY9LM^#W&)K./!ZGQ^#
(JQY>6X$O5C;+PM44R M4F1BT,!;:@X7,REE(;W5US>1%66UJ.O-/6+EW&.VNIK 2P8MAF>1A6X8OJ2J\:4("%\B MK\IR6?AB"C1CH2)9J/(P-.YZ(8K8.9A;@V8RFD* 51ZZ57 +35'A!:VTV&W!
M&G2]G<\]FPPFQ">.,38"9QBG[2F9YWD#TU0>WE1PXTF%-T7F>3Y%?%4>$<3M M;1"^="5W\AGS/#//410,5M=4=5Y22\M9,-D=(D JSPDB!L%BHK"&QHE,<$BW^0N7Z;00\MZ6+FM=.9'**NT
MCP%?QLAHW;FK]\\U!1<-RT#;)Z(7+/<:^LGF?/)6_6K51M M=255X<7\Q318*@-]*J1R5 8BC2,(IT7E-R'?5A.&:4V^&DSRH[\A<(81<>U MS#1>RG_B@HE;^E"TZ\QR83
R%M6(+8UI/)N73;1D2*=QU.+HQ- MS%97%GE3+2UGA^4;T',$N2@4:4**HMRN1I;YQ3*_*#QH7!BCD,0!7LY_<(V) M6PI1M",'H# 420F*I-SQ1OIRN&J@VBX?&69>VKRGA0MC"G8F^)11M.-,
<&$H M8B=_*;F*,///<(/;2@+D\T6V!/',\)([S"3RRO-O_YVI3,OR9$ M1MS2>T/AE'>RL@XNM"N)O"CE/IC.' H48FI'.PXF)):75/C#3%WP2/FS&7. M7/H.MQZ':7 <3=9Y52J :Y@@IN=HZG$PA:-
J@LF+2FF;._/S+F'RC(UE<9O<5)HWI47:/ARI\ M^HQ7S=*:1C$_\+(?F!PR\Y&EXI"N/H5DO[9PW4UD9=Y2GLN9D#A'KI9+ HF$GB)Q=>FE. MZ$@8.HI05#5*YFO-@H,+.
W0RA!C(LD_F/AH<'^1#YB_]5 U=)FL."JQ1-2L M["&WNHK":^5UQ68F/STJ:X$X4A".5%X14,K M+2V225QZE-D"<:0A',F\)M;#K4JKN&17E7$5 P>[ZE!PG%I

MCO3&/NZ.#I';.R!FO%MNOD:4L8$IV+N<$3DC7@8C-DM!=%2S(MfMU!0 M3^2RF!LI(:(DYUFR<2@Y\>PJ^N.9z3,'8\YGO6@/5@MOC+=.)\7C!9UZ&Y$WREI=3 m)URZINL.QZ.:2AIZ&P_&WOU&7^9F16?-OG!HW9E$^A^)*9P*.UBYKk(.M"HJD!MR?$?RI$3=H" .^<2)XVY07Q=CO4&CNKV#4;9C3)(MTN5W#ECW?`JJM.M(^;PV=ZDO#"]U47<¡%;b>W.#HI_V>& MOiN)Y5OVX6^N'987IN0455/4M2/4WIGY]DGPXDPIFEJ"\49TV0R6/K8/823$
M8C6/6'R&I[#A3<(FJL^99=A4;PQ@(G]3N1,2(?:}3=R8&B$SXSD,"!_7M% M>75?VN19D3LO(@&^9>$ VJK2I+W>}4P/TM-V#@O -<3 M*\>1}\E;KG(/V1=J~>]SBLGF3)66J+52^%(C'':> _]^:.8S,Z
<>O.OSGLI02'GO3k>ZIPLK'EC54ILB)96Y>$=?9I=0F!80#<^0MX:XI=O*^CH8^B=%)^]8PAI6(6M0C@IN.!,9;%|6>WW6$*BT?2I,GH M2IL.CK%V,=9J2&8PE@V5%&W4#LZEY1CK)<.Z+)YFC8:XVEV(?B!{C]^RH'C
MVWF#O6N&$P^]SBKZ68&R:DFAH!SN,=X58A:EZ<86%BC%RTWDL.?7N2\%,*Q5,Y=@9/M4RV6C)RL#?RZ'5P9>W.LR%05BR6@<UP^&&.LEQ(e!=pMO4AK M/8$=%*&=4O>]T]#2$:?B,.K\N&52=A=E7B(+1D>)658CBA_I7^)]>_6C:*SS(=M?
#NELPEAOLLED)A53A/^R0#OE?R#s/UVkZD:GFL<"JE9=D.MOR#6?:718'0W%IFAC:I6C9CK%*ZO\2O28^PD.@?GA/&<?8HQ$9?0%CW&I4F M#\8C6=3.MOHA<80=6%UZVZ&Y1+s6IF-3@DY!<29(LIF_F9HNIX&'&>].BRL MOV2DJI8.OK&FB9I0\6;
(EB%U&L+BB+*,@>D;+*Y[56VBV^.N2$UKW-RTT M49OUH(W$T.CBH-$V=N3!%0S(&34+@-U?.==T5 -E!50Y W(O4O#H&{&{& 5& MBJZ*H!9N3W,&[D4.0/6.V#WO0HT0%!,AN.PU)s&CG -U?)!\D9V@C83'0.+R0(}+1#(GE>$"[2DA:[
MPH=WH}>WOZk8_c%B9+kI=='.IE7<)ZZ28H:6U=%>2=TWL#2O(SXOX.WM,SHC6!&:H2R9GI.Z(5\B0B>TS.B-MRMX%/IKZ8-R8B[e@*2}.RJE-&TCK>BBY_M_"OIC.T8V\>GLZ>?LP5^?BU=CR?:.VI5KFQX?<.1O&9I?9@=^T8B _.T0=5YSH
MDQ^&Z::.G9GA_ .I7@C6.GZ?H.'HVG'?\U!0V&]e(F=\6(6?K6@<H.T0?.%!&+#(%<$9!)-R=.'+.H4/GPKTW1=+s>{*H[pQ#H2)4IB3X&@ m&Q=>$%)OLH.#\)%1:^.!0_G&K 6'I%@4B8P$HKJW3|6BQ|6^:/IH(-L#=&.JU >_A&V%S-
^&A3&0.rWAYO!NGE2<&<#:^)&c$C2R4MRDZ6@<M)'NCZ.H=1"C'VJ=OOSC2:HU.02DR<(>W)'M9OCKX?Q2L.YSI?14.2AP)^DH55X>=E0(CHK)^RH8[.UR(UM>8FI9K-UG)^.MD<IABHXKQ,$<GZ CW?RDH15!3]>.#KJQ.^%2/0fUO6.BL'?F?C(e.^O*[(
MH54S:0[VNEP%N1YSQ#=@(9GGC;9)=-.>@-/5?,HTS-DA18C9.2=.&.MiRU\4(N@)6CEWW%<(.=5B/6?iA=.=3AI#H%%(C@)9.DQ9YEC+17:D-M5I.4?[O6?E#)HQ+JQ0=YKL5.=.#98H[?UCSR=.
1GM;UI9(YC&9@=.'9&!9RM*=.FM'.F.)^=.K9U?2/(M-Q(QL!I.*4.IG1I-MDP^-^.KUK35%94AUF(=#=IF#I86Z0H6U(:4.4U2Q=@IB.-4%0WY3'3[.M0R+.I#*#7?BJN9Q==#HEB.(>0^3(M'^DK29G5GO M>PLFB-
>IOHBH53O16%2MBI21^M*LOM=.6IHH1(@?%CT=E8.0)8N2.C-7.5.M=PZD-@<WLO:!-I .=(E.2#9M<ND.M=2/.+M^)31H2s>%e0 _T96Z-Y& M+/=@5V%.5DIH4/=@Q.6K-4*%.9H3CE[=E#'4=%'6Y$Z7/9O2KSLAY6.1N7^C M#@NN9C59(<s!!N.?
[)W)KIPWI%5^@=%07A.&=OWAR/8#/0V1KPPA=PB0 M(KDSPLMF;56A1^%)[?7B&G3)-N[QFQYF)C=M%4$\VXP#[Ix=Z49V"?41;*G=.A.1!8A M36J8[0OZ.R21B6O&R-B.5/&G0U3Q'0H3]E*TQH1 (P[+ J1L+CUE\@*=@X
M^:DP-YUR9^DHD^?!.W!ROU5.@E6FGP"2ABJ3)?E^IX5(<F5!O=@@=*0/QB/1-M4MLJ8L8E4HIP5%G]H&4<8?!-.*%HKAL<I%>>.;.?P8H4.M+:PE6UK!P9G.7<7.M)>.'#!:E0EJ31.$N7$RI0QQ/NN:#[.M>).H$<
<.G3/^54'6VQ(XE(787!=/#G8:+VSE0I8MWAQNNX(.&G/KN^VP'}WO.1&Z.M.MHKDM%&.R+\N^P3INL)W%0-7^.D-G.?7G<a%P%*&O!T+$56WO*82Mo=8ZL $ MA[(=4E)[(=598.+IAZ)[LXV/H>.$3=.=5?A'\'"%S)>KFAR@:6;Q)/.
;<=6[9GX6)E@FBNBI%XU07'IDXW/OZL-M:.-O^$EI+1-UAOKYY2G+:/H(.:.)]IL@<:D58@"%^T&N^%'H?#3I.'UXY.K-M!0'"'>^AI*.M:7503>16#Y2I&RK\DI^V*(:09O^PE'9X0Q#WG M\)%7P^[A>KY$?&E8$1F5)#IVKI.NDC5O/A)\E.Q#.W!7.$-O.!???>T4]$F
MT.*01$((7#<$CLDN.;8 4*=(.:+@):VSRR(%)*%1#.XE.AC=?,XIF9-72_=4E/W=+],=M-JRA>2^W%N+ACXH.<(O6O2ON'.M-OLSE.LFY.VGOINE6L03#RN-M=UN%0+?L_"0=X1S-D.B;/*?AL#9(N(WW8:3IMZ:+>HCD8P_*#'>'U
M#/=F66AHIBN.5?!1L:SU5-IT8F"%*2UZ6\TBVMC]?G<,5AF<.WAE\=$3 M.K@E884I4O$5]>#10[UD)IV:'Z);"!!$L/.O<7=O#E\>.FU#$;_E2"/^Y.M&8!FT5)%%>,>$IZ<\.':.OOTOPWIV\:+#%5Y^J?HMXOR\G>Z$3I(=$P0I MTW.:5F<5!%
(R.PE$W3B?>BN>.)Y9P-HN&K<-ZBGD4T+1!6I<0]#%50X> - MV^J!#T3\j2\N"C=5<.FS[8KTN97+[e)Y4\&'4O-A1(=C%O^=1._ 0<1:.+M5@%'4HA .;'.?PF^MWU15(9O-YO%K#'ZX4!S'"%.=3!ERV1K&GY%91RI(E.M'-GNA=@%XV5*@6QF"=!
#[%CB:\8"Y&6$:SNC7K>Y"VZ9D3"D$*=.;K (M?3Q-8L:6Q0.+D6>GPJXK D>Y0HH99\0%?P/G.>.*WI$T?P/=6\V M&A5NP2T^:)^O%P"O"JLW;@.BMZ)OV@JD3*D--$"_N(^=.31/5)#.45%^)?4C-MIA;(DU54_DCFK)T0U#8ZRG62=6&+?!D)_Y\$Z-
>N9W#P%@(KO#U[:_8[G7I.M-<05]\O.P!+E9^EXOGBUQ .M3@&=&=U(.Y;8!KIQOP.*OM4M-U0Z+E5^FOPL-M*$^7&N6>2@3"> !BA _LGKORHH.M38<&=U]%#VNIO?!8/MV:A\5]L5.S3IN!<$V]EQA+6GPO4 CN"PQ_LX-F
MEO81!H41=9CA<&<'PKI0."@O'#$HB.F")K"@IB@K?O^]R9S6/?"]'F'PM.JPA'<]AP)KK-P.MV(F'AXI ?FPWWNXV)GONOW=.O'XGBN=C>!.X5_ 55IB.'0%PE!"HB3@[M CC.^BIA5A(\+5:], 42##$.DCB)GW"!"H+'\[_J9.4%B<(W+T03GS.)<Y^R<
M,$>%*#:7 9RV7@O^TJN5O0N9C3A M.V3)OVET15)S)-ZFSD=.XI-5%.'K\4)3)3!P40IV-98ZIQA.YE M8;> M2XB5(6]<+'/HE=&;2*>DA(B40#B.]P\M14W_8D(8-O2V^^TRM]'-1U[MVUX=B>H2+R8)Y1I3E)62.'0<.'JCH?129!ZBFLWHBRW0I(^:.>.G^\.$
M#BV(+()_VYN)^S3[IW_F.64B#R4>"#R4=P724]V6DTW^-)UY-MRKXAPN?HH*+,)D)4]W.#F.6#M.1:'?$=QUFW6&KM4Z3:.UB="W8->9\)Y6T2 M)W\).D9ZT-O-)0]T2HL:.7;KFAQ%QS<59P_.,XZR%]4O^:854.59.TW+/0*!65U?
O6B$*_=.Z8&:IHHT4'4LFX" M_NH(%)I[.63K>5iA>" PFU&51*K'BB^.N^]#A6:#^6I6AUE=M86=0@5:.%8 M.LCFWX VR_LD9H4'5Z?+R3Z&ZOPTFJXAC"6(<.-.!%#IR M&U0!O)%K)<KJ>YR1+V3]Y(2=V8, 3/6!+=$W3A9%>ZV&;/75Z"**.2Y?NS'&CVI
M^.G64*.;M);&VHVYPT!532_?#+@R4L67L)>.8H\|+X_VJMK/G, 8INK#= M@%,A^1OS"/81+R2,?O*R$]=H.'UCY1%V5;D0CM+V\._XMGZ/%M_1]O.Z(U=.M9\'YK}B;|W:KT%'+'.>.B3@(6=2 QLOLSX?.%A(D@IZU^3%,P9CVGIKCWZ&CLG"<BHD5DTLGI04>[.?I-4U?03[G9'5.B.P#OT2.M.[@~OH24=%M45.
L+.+18sVVY@=>MB.F=/H=4 M%KC^C'9 =%7D%>A^2^U5,8VT\V2)Y;=/-9=QO>.[K/0.A^(9(GC#H(6)G+T48^.%A.5.LG(\JGJ-!?/D-3@4 -0mD)[6(.5)B,^.A-3@5?#IS7)\'<@=M0.)-P(T@>.]N25.'8?OO@
2=<=.=P5-PD)?)=.%H=.%)(=.%)(=.%)(

P/0Y@0)GC2M<>@;^&2VpP;P66AH@7-93#2 MC5;JSC%#EXRV)..=?#$>$1-0>,X; -# OTG;IE63OEH*Z9U"VAHIAE9WGTX^M:2FDI9!N2U7F0L*742.Y;IJ&>3/4AH'4/H"@=.=5?^I68K3.VZ1AORK&PO MJ5))3OU51;KHI?2"!!CL.9!OTE%9"0A5 LCA@$RS;Z=1>YB0<#/!'KQ;K)L M P_9CUEWEZR(<M^175XZBOK!+X5>+*.8 MSN^>?2<;PFH&=]!FHU07Z.9E;%M&{!+CXQ<'R$M_*!"~9B>B_^K8REb:F(9)8>E92;*!8[G^=CP<9E14W$X"56\\'WFX?V_:^7EVULD9)(%"W0* M,@?IKP0$+!)PG2N-'<@^(3+FS=(A2X4$U%#Z2+P[$#:O M=#ZR<.:.C&/J ,4PA4 LW#%?2FDO>&#;9&6! F!NKuT0%SCRE$5W2<,R2H> M!V<3I.*FS+$Z\Y$[J:$"TU30+I#\W$PP03PY M_9V491FB3V6D6>28TRBF4]1D ME5*XP.
JDQ41500!=$KD2EW"o\Y81*C0)Y58K(Z_D>-'2GPY)!LG?V!3M MJ,7LE.R2:X0*8EEPODK;L.R2!D\Y5 FR16F"Z=L*PIZKZJ-19\'>2i ML0:RLE _-EO:K=KA6KEGMRG7=0(KM)#U=+5!OM$LE#1K%+4.i=/O^7$ MN9O23T^CS+AZ ^B0^OYMM5;2]N<<@1O1=B=I*NU/14XME#4P>)9=RUD3]U M,)V.BN4AS8[&I=DGI?W%)%MT<6G>PEWPIE],3-OfI4WVC/I6!I0P&ETKH M+`TIQK.O,HU6SIMFTH%!AWI@#Z5,1DSA6[3VB3O.MA)K*=TMN^<4]!
<=?'O7R2'L'VI/CP8Z<i=WHSAD9WDY59CI4-YN&=>Z.5#Z^15^G5#ZRGD M4.7316)C&9S$BE.^/B4D<:'O\ETW.%49:90;\'6'R5 ^+R\6K\%^3(GO M5>.VB'U&.57I=KD0<5>Z(2VAL'990^],Z1QNDT>5,.'N=I:+[^6T+9.&9^((% MJ3&4Y7@<L!OZJHIZJ5..NE-N;&ITE33#'IB^'5v,54KXD,*ED6,FK=9- MVN9&' 9DN0HJPK-ZOB(@<]EUVK,3_2 *<=.K4M9Z[*16C5.2/04RI!'?F4)%'5'C>]9 -[AP(S66{7 #5FI MFLG;#4.3K- >2QH=TW#N)(@;M<.U-#1E[s%WL+4T*M^I@<7GBAG5V6
MfM?:ZR=ED)N?:.8052.1'UcG[.5 VOSW.0#;<E6-0=/J9P\>)^8U<>%.M~%AN?3..35B2RI-44U.36X5A>14N5I+=+.,RO7AS/&.AIVZ=L'EL2<(#FI MTUK>'E?CW.)<&0]?>N80(HLIHNUCXU)^=\a$3?(#*\'UL-K74*-ZC5E-.M@K2"RG6IF8E5Q?1/D85"32
>?9F6863W-.4O5OU14-DV-3<7(0<]8>-20)#[MEW\'UEB5-08"R0S?.:+0-1R3:GV1?R#6)HB#40HVON1596)G!=<'C$C6% M3P19%+.HW*5?5$6>2.CBXU@&44$G(RL5?-A'<$-1&.23>?.#*M!E>%*98?;R)9362<)/WHJ.97?-4O^.MT:8)H47R$#P[;
!CP0A0IB(<(A%Z/.:3E2@\@2F*MHE4JD1@%"!!V!=W2ZETZGKQ-MF6>3.8-HDIE!Q2=09>.I5:T;@LuEUH:JER-M7>*%OQP$#5LBE*MM:.(6(>5)^.<>9)>2GG2D^!4AUZF.MJQ3##E@0$>.GD@!M=e6P4>:6EE(?
P;%5I8<.M1I>2PZ.5.RTN-5(O1VZC#_-!\IQV!)G6FK"YCHV^>?B?ULAPZ.B%>-#V!0 M<@>?)W6$CJF6:+.BT:#W'VC?

*^KsHW|_FRTLX2a>E:LUVj32^L!%,$&$1(ER=M;EfTVDXP#\|-|^/ VETOO:PF?\|OODA9^UWRF"MMR1LBMIG5)#RT1H3 MFM=&N1/;EG<)KCU9^J+,.@U,2IDl-N$SS^A;T)@E,F%8F9IU AECO-7H. MH<;6LW#,.*XTBZTMP> ^'&M<D/M88/965/. *I6]O.S5>7!?G:G2V>$7""?((M58REUK;$-? KC""9*$T)-%.! UY;62*V+I,.RK1B*4%2C"$!?! MXTU@G. ^ZKRO+Y*-7E!OEB1WE05.F!14T94]?1 -6JV-#1NSEB%Y\eK24HA#0*B1s36_PV1#EKe=MP@W 8VQ(S>7>"!IZC5WMW.1 M&X4&V0^R^AU4LVWL^Y8;!<09ZK&; <>B^$Q1ZVLE;4IV-42*C3U"3K_7",VVSW#DH-M3-LL?&%ZMVSMFNF^I>*16]M!1/0&UWTD756.%4%"5)<|"@6F5P=2)>7LK! M\|QX -.&,NJ[F>XF+\N(OF%IDX,YIGG?KW!#MQ3_/.;YIZJ_5DFY+'TND2 HGAP=K578(1Y@=P0&R5)9'GTI@4C^ .4@;1&>G2?%LM=&"I_A_&TQ+Y M13_U/E;.1AO6.AW9s.\E$\%4*AX F#O.E M=G75.H?6ZU-9?U<%VV@)!?T(OC#E55N1^2<R-J!8$9?0& MIR(#43(=$)=6DK-.:/c_#-*3^80F.!*844C3.FGE3C/A?BG.5 ,::9A4Q^.?L MB0NKLX.1#UPB1&^1@-^A-!$6GPBL>0)^%WN)P&WO@=Cf$'$)3?1J,]0>_M&YC2'W5)Q27@8KD%PT6%!*1$[M!1/0@SCLZ9]$NZJH1|:\MFB/9_WFIWUZLFL3R+RK^NV+)60/ ?0U|&68AmA@=eLQ"B-Y%V-IXXFY(\3! M4\)-ZJ49DVK;IZ[-0.2L["H9Y_GTJR1<3VU=:.!%"R74G A3M+'8LL1D1 M01:M9&$\^9M?R*YN9I4?DHUc=M\?#Y&&^gZJNWIH=G>%-[42LNY^Y$87N^?IKKPQHG>I9OIQc:<6NX%I5&?GOM M>A_&D9i.U=+DJ2?HZZK0FOCTHH.%_O4X=TA1*IAV^)B$IF6T#~83We=.b.Z,2#O?XTU2.\U@WEKF.K1A2 M9@=26E4 M2:K6%ZQ=-E2I264VOO9:&<.-C,WYNP|=R/2_6-1)$-IM]=@Q&7<[EJD)$>6 MU_RP5VD8TN^]K%(<(4.RKMAXX19WDV+Y M8DH9$-.1T6A+A%B[e\%K0P]_=C6I2&V0,@=1RWZTT ROBFOWV#5WHA]e3t M]6D^%XUWKRs;]B/DZ RT;"09E%OD:UHDFR-B%KW?&C^.4ES>YUU2SAU MD=UU.GT2?IS-UG%:1+%S2|CHZI5/ECI-1!'2ZK%,%.%FjR.RO7+KG%,B#9^M^_5\(00-E=2RGUV7O%;!E89)NO./OZ_-1VAP=+&/ F\O.B.ZP6ZS%^9DP'Z_M_GM<)R&8L<$\"2^% M1#@IN)^"Q=RBW\S_52BRK-MHX3@#(&[KD4D9R.Z;34,RT[GC5NN;V9L@<V(MF)$/!O6E)=8J/3NG MZ?1F5H?.>^ GC%IT[$&-(s,$8=%H[O1((ECD9O#!^QM?)MBVXA4/TCD MOE>]=H,Z-KN5N6.#65)9'GTI@4C^ -<3(>3C>NFT6I^O+HH(0)/sU!0 ME=UMD&403O9?.MZLW$#3)I=H2-2?0]U+\%I?Q^6?Q>&T>JP3PDJTG6Q<_=#<;?.=M-P5 2VL_-'+#-V?=M"BI::!U"?^.%)*E60.*3FSC.)8O6V9>TKFIV."?OU5K6.6M@uUCs2?Pe0I+>03%"U'*

*G?0X).3:7O(W5H\"3H(0F9-)YKN2M)/@-M.OVHEXs.)8?(0&;%+(@SR#EP_2#>|M3\!*RIQV8#P$=@:T-\;pP\V'-H.%Z>?5)6E9HEOUEOH(\"5.JM5>.H?,.= ME3#+ILT OAOHBFY?^=+M.V8TOM^>OWUZMRM0T6)6&^4.14$CTA?60I.L-1.CE.5Z MCAOI50VI?<OCN0/"H.O2)==ZUS!5?^>#9WTY X.U7\VT9??HKUPYG:tVH#+ MKPJ+1>Y>*\OR7)=»_8CJ$^.:&MPA9sC9P:H<1\%#.L:3.7 MYNPMT^W31^^;&Z>7CTRH5&FE'DF#RWV6;PONRXJ/¥8^.6BKC4W4M4.@!95D4WS)FL_^A:0I M$ETJ^: MYKP<&,>0.)EQO@%^5;FO+W.T;=Z%/fA=*7 ORD)!9L$TU5$"ME"0%ZKOC 5 M-)=6?KF9-PSAD'5;NS-&#Z.B@Y_.4!E^23$D2O2I5K0K!DP*=.3"G5 MNDY:RT1+/ZOBV..VU\NN&M;*QO-BU<\BCS:IH\#2'2#"KR %%W9D_98TX2 M\M^2%[<.*.,IS-@,?81?1(^N0P"M<-^ZBO23*35.W56-"9&%5[&WI3'.MV<=5VMON-%NPU(+ .I9+1OST0?R?IAR /3B/.3 5BVYI=\"fZATI M!%&)+ :(CEK0)^5 e[:#(/]"V63FN6M!VO)BBWN?=1L.$U%)V?3U1.^G\)7 MXOI%98<?.6GZ??=WBY%FV5]A:9]NGM9?DPLs9S(D1G; %,&YYC?<]T<$H+2.^4JFV?^1P^FIV^YZAXR^sDZWI(RX)X1^'{O)M#V(3E)*%0VG(4QB!>)AY M>5O (65.'))| 6FQ95/#;#(]!!"5G/B8K;4-N:UAR?,%Q<2&AG/9W"])A&\)YPN1J,F3KFO=,@VPJE5%*69<2S;"Hs&KI'.ASXI? C:#[K8LOQ)W/ MNRREM01"40& ! ***YU!7$O ^-^;/]e\=09^6-8=6.7W1;O-M.IRBI6.E^I1DHOXI?OHZ8OGG$4K4J2VM9.^)<1G:PK36&(CC&/W'7 D.P MDHIA@.EIH3%.9U!.5OMB'E0.5)^4;#AMMU=V/\-V1.\IZ(0 .0^V$D6B)G1 MNI$|&9HF"M6\:54<)&MM'IX9)<:*R\#23^2R#!BI^RQ>'6Q&>]@,.%0 &1R=FXN.&=T.4 M=2.V,CE?9&5F+GAM;.V] MV9);1Y(M^MY?H:OS>KT4\U6<6C^7DW1V=QN?#^F&.:8 M^AZ/.RP_P+_0^OR?2WX=?PP_M1F)?)]

*3@OQ.Y8OJZ:?\/.7^0^"":7Z ML15OIW1524I4-H!D4B)2PD!(V8/4P@2KBQ%<_+^Q_RJ-9\E% ;]D:H]."#[H M*HD44S1Q2M@0D^GGGP1C\]?57_IX_=_W/KIW^?BKIGW_]?%;R_-^=#9<)K?TL?RG_/+ MVX_]"VX$&(YG\5!.EP^@<Q^?YQ?I%9W^->?E<^=I_'"?%<@>?M8^3B?SP 2;(''JWI'0%\!801E@F$/T6S7'0SH_O<;XV'.UG+..<@=SED)X&+7 M>/IM?^NIG_IZBO'.PW^%;AJRHCFR%*@K>B\@%!U55DBP^ALZ#.DZQM99SAU@ M'44B.^Q<3!/57OI.!<0UP%WN4!(9&8G;?001+CRTEQ\^?R7TVA!@KL M823&VE?A-M152IG9?+.0 #\.N+TI(?-2+ M'A=4KH?+ER=U%%GI%@2RR=75Q#CB(PWHJ,A-E-I\"WY;3U>@8?-H,G%; M-)=ERP9/#I9B!PGWP%5)!97Q^4.<=X)YWLCRS,TT,,.)CR,PCCAOR.\(U^U MX6(#=,G;%P$Z+|@)=KW=0@5=14i6|CPM:A.G|- MNB#KR43>C.HPIG.)?6@GZBW\!LLKG85KJH@=WA$HNX>@^A& 7&64<6.B!T: MK2$ MR'+V3\%5W0@MLD1.N\MOLP'1<6@F_A\W@=AZ\"?Q>)=1=V.MR=%CP?:H>.Y MR=IGRX&2*9-9K#18=("U2TB.TV0+1K@>7=.=,+1d6S1?PTYR#\+'\"M:IBP10 M\UYH-3<>-\"R:!9*$=$=I'Y@=-=*5Y2$VD>1H4'F47YDRGW<9WBT?2IV. MS8O.0XWVFY$[X#!MV4Z>.\F0)!=)&&42 M6*EDG;.$P(G$P0?BG)-(6^>.?/IT.B03'ZIX0/ZX<&4D)Y*1.,\&"U+i0 M!M^I$M#&Y$U^>N%.0OBJ3ER(OZ|!))3)@?OU:F^2C.R7 MXD3KK.8IDXBE+D553IE1CY.93WX)A>=|2!P?GSO?!*V@NAOSI_FRCCP\2I*5=V@&=I1AQDCG"<=N<@F4LIBY*F M147_@?:?+>]UF^EWAPUHB^?7F%#Y9N5P?)1 8UX^83(<1=>).K;./D=?>]#*5V M 4NU<)H%<.(.5\NG.V)4OGFIH2<**^22Y #E*.41LK08C:@=%G.%#^ M'=]BM2 >215;.W%&<3RZ*.XNH8/+1.WOL$HLTKTZMXY'\W%@_=#E>/06;?^V M^?<&.=_:PKFP1:M7{6[WI\K=U\3C!*5>BKPAO^.T>A_C^>{>10&3) O.Z1%$XTMDU4OON6 Y0DMC>ZCV$?GHH5[OH8EB+ M.F=OQO.Z.DQ?7HWG9$^=0YP-!#.<8?"@BZF-VFL0HV"VLZRYS$QY:%UU0'6 M4:"H=57!8%.L+Z86(WG7^FE%KEI5(4$)^=[+(:ABP#^G+2!DC^?F>#'HU)L1Q^KO6)g_(&:4.GW$@DNYUK'W=8R+],475.2=OI0+KG04>A]^82:5AX>'H):^WPQ"HIH%8C%8:#XH!94I MA^:>M35;E&U8AB7%:1169HMH%H?#([7MEE#:1K3%/\@=0:^.'5R+EH\e\OAVQ9SZ/!'GT_2B.9PFA' FHIKE\=:>+)(^UKECE1/#[+B#4I%"%>%OARU.#F.9^.:9&U(&ZF6%5 +)A-4:ZFVACGBI8MK.[-1K2HZ-

SJfT:)9KO=I$#'.%6L%=a=)6U!1+'JT M23"$"%.9+)+:?)WI6GN#%-OLOsQ^:9A64S/RU?)H:.=!P"#0D03/4HHFA M?P2%M!!!HS%UQ:WFFI/HG~=2CY!RZN^T3#9X0.DPS<.]^\6Z2+(%QIF M0 MQ.V1'B=%IZ5%Y.SS29I8=P_F!97 MQI+ 2^T7#G?%^W4'$\M^($1N/&<3%^EPQKL4SR3#^.3>.UYU!-MIFFR(4[X<$2^.'UPVD+75D1G+17.=_/I5.Y8_8/G.50:FV5%_>O & M^2=FL.IP4=C6I.U3H^.=)Y=)'I=I M M=2RWI{+>&.IE:=6UQ=%.7.H6ZI=OM9S>?.

>JS.VY<>UW"P04/(-MBP0|-FE3HBSK-Y92'4H.X+++'@T$)6(\/2N03ID)YKI?=0@.2.IK%[S7=S.W?RN?N\W0ZSCLD=MS36SAZIWGEI!P?)\#9%(4U%G6@=\"MS!9EX(8S:I3:MMEN).YV?U"6OSO>5D?!9W$VS.,P.5:G.:K"TV^O4BB55(i6W2&$.H:IE(\ MEO2"#EXP!.%3?H7D2TSMV)>G0IDNE_H+S1Y%9ORUWBS=E6<^.W.ICU=._MM0SOFNAD8=+7^%B5P=.*0=E5!-0QI'Y%5%Z(.%GT M\>^MD4 MZ=TPZESL?2.MOR=RETO.2$V%E=%GC+V(&-%@=#^W=1HPC M^2WIE(>&.JE:=6QU5=%.7.H6ZI=OM9S>?.
*-==1EHCI>"6'0GK'0L2?MNWGW18=[NAX8Z;V;Z^=M M^:=PKFP!:M7{6[WI\K=U\3C!*5>BKPAO^.T>A_C^>{>10&3) O.Z1%$XTMDU4OON6 Y0DMC>ZCV$?GHH5[OH8EB+ M.F=OQO.Z.DQ?7HWG9$^=0YP-!#.<8?"@BZF-VFL0HV"VLZRYS$QY:%UU0'6 M4:"H=57!8%.L+Z86(WG7^FE%KEI5(4$)^=[+(:ABP#^G+2!DC^?F>#'HU)L1Q^KO6)g_(&:4.GW$@DNYUK'W=8R+],475.2=OI0+KG04>A]^82:5AX>'H):^WPQ"HIH%8C%8:#XH!94I MA^:>M35;E&U8AB7%:1169HMH%H?#([7MEE#:1K3%/\@=0:^.'5R+EH\e\OAVQ9SZ/!'GT_2B.9PFA' FHIKE\=:>+)(^UKECE1/#[+B#4I%"%>%OARU.#F.9^.:9&U(&ZF6%5 +)A-4:ZFVACGBI8MK.[-1K2HZ-

T7(=)08GJ.DH.!%./4OK>6RI.=QGZ^.#^A49G M>'4.=

M50C,<_0N#431LOQY]^3<:M#QMR"J,"D;>VPMR[RN_,*L42S+Q^ 3VH*O_;T" MK9]&9'XGHQ!<*:HN%W6$>I+\('S"B'5>0#<@VZ!2!V)]E!+0./7^9KD]]W7W M4^D5_Q<.PMCF2""@-)EU%1?=5*D.M'_?VGU,2*T]S5E5Z/LW]IGAC6?FO/ MQW]<."%SZ5-
+Q\824@R_(2X5"R&N$D,YX0AR:K">+(MY7MROH#?%[DVDD-(R M2U\^4CYP7N01P_&# \Q2]:AS?XW@,#'P3T*9:QT.$E^I\]6P(]LW\=L_4X@H MM-0]S2>O]'?-O]7TL8?(#T\BP^_!\P^3T4C(/.D$:^TUV)%GAT$4B?$]D\)X*\[NN>'&P:L0IV5Q)7?
XV.!8=0F[U0/.4AU:5'ZZC_M5;+B2]C_6?]+VM."I8.>?*(N2VDHF1/YAMRZ(@F]M[Z=05_[/:6&)OGR-K*' M\T=.AU T9GE&]_NKY7U-.=H[%F+/CP6XI4]['NLA8V-Q0] 3 M-A1;(AY]90[%3(SR0@M7ARWN]"LZKD18+#[1.<;EN2\54 'VC>:WBG'3 MGY:K)1;8
LM>]R#BHC4LQJZ;'*T.B\U;'&+89OR>P&\OJB3OBCR:+Q8UW[%N(V9M7(]OF)G,J:OYA;@XQYI'= MC?/ 66[]X?[NWZNI$=XH;=](@$3EFW:3F>MI%OE4]?>7<$,P=W7,&_W^6X>_M3]*!! ^&+?$S@FK^7RT.,VY1_LZ$+R'5%9)7IG+;$EV17S"+9B941(33-]_;
M&I&7HU*.DGHGPVE9Q.W!/LI4C.YH:%A9XJG(? 9*7GXXE=KYUYLFF/M_@[KH M[YPANK^WB3R7Z_^]$&3S!%I5*2)6"IG^,4W]9^>5P:0 MG\PSB&8_R\L_]^XMGWL<]AO#ZL$GAW48XFNMI7+6 .9APL' XQ!(5 ["4[7' M/WI<)(V&K+^/Z"]/R/$5S,I*9Q^/M6
Q%9H,HV;3*L Q$O81NBAY:3F!S7X9 ?&]=Q- M)%L'X4'GCL%35N$![V#['7)0M;O2T@IKW)4;=S*Y\?:3]SE2(C,8(H*RO)' MD1,W<8BW:\|;^)(9Q]DC*]T\F[W?X)V]U<(/)&O,W/44./"'*NZ[K/U3E/;H; M=.H(0Q4]2$\$V1'Q)V]V..)".KW:DM&]]D>W#5.#OI_]]]K:?E_A"O-
<\|R)" M[ID=X#Y<44-I0K5$7Z4ZV?7"HV?.(.=K7%>I5UG4*,A(=3SV5#9^>)>A=P%32.#GN,62_>6Q"Q2OT0&FW;UQ-L)OSA[M-.S+[U4#G'0 9G4C-\-[KX_G>I'N58E5C*F*KRFB]CAS%@^:_HC5+Q9.*'DU MB3LE/'$D;),:4;HIRH)]*! 4+3]&!)]8M)T^AA#7T/
M@:3D^M?WA%][6E]\&UZ.75I.[B#?.N5^#3/+3N4.(2)IM=5E->8B#2Y)3> MF/14HQ;T'#GSIU.,[:1%;O@521@O]Y)']?SL9*O+Y!4]QYI^Y^*DT1([(Y1M MVBT_,9K()I/K$UGV_F]B%,/L)66-@X 6,V*#7^#D'(R<#.0\I -9MPK L0EV M2-Q^T9.']#]D][.5G-
#%1]^6=2+A68M_)A'#9:ZWEUQT^A;U3\6T@;* M<^9WZB\>*Y,TP$.:,[A;@RDA242=LRD$>3U=+2@^3$=N$& I/#!@4?@ 4NQ M3W2 />-+6@ 8KD.A]E M84'FA5E&2;QFY.)^C-IZTOX7>_/-BXLLZKTUE"XWK/XLCA]>G'P[(ZZ*3D87 M&X7TPWN?
(8YXGW]:+!Z\.1?(3%Y>-*(KILE\]*SS []I M/9]UU!5I6[W/MZI MH0@W;"B:9"%K"CIT0&]\FX]0=UKAR*C/G@#AZST7A#V&BOTBRE_&$,2/N-S] M81C$*N8QRT")_U=V?YF6)!LH7#\^OV]T\>!%9?NZ*9(UI8]L,4L<^>!-?Z&^ MMMTK]GR.L)."M5[47Z4"U?
J#I!'G/G<)%/$O655/?XBYZZTGSVL[KM;R?32>T\>FUK&EVS#/EY3T)D\CY]VTS M/PAV;(QP+*678#(W*)%.Z#Z]72PA[M"2_BE0TAE'BO)7Z5MA='&X.SD0 M()!C2@>:G^=KU//M%^)Y)Y==;W@J;CW,!=89\#OUT4PAHS()^[" O!6^@8,N M5F)RL)-E0W)9;P_-?
KL(>R5K<\/7QD\>PIN9SOM?=2&8+7?,]WGV'$T3C"T; M1F#A+?._[_+I=\(>F@XGIN"(D9HI1TQ'%2G1+X>_?K^(W3)]$.VN">3KA$EW M?2NR-E.[DB"&F8RXR?WC9%BAGN#TW!
[RW;I\A!V=:_DG'!^%YZ]8I[$/]FN_@GM1MW_Y^I<%9/R=_XMRBSV@5<6BSPA&3[HL*7"SKI4Y*-'>SH% M6:W9O^[2Y]8"@>O_OO5H#E=X+YR60[ZG'OGENE:?Q=H Y^^U,>=ITM\61M&W MV@^YY'_).4'I$"Q$7=[53OU!T">!TCMTX/ -1\5,^^\
(2>+WP(;I3_N/\MZ] M"C:VO-XO#S,M;9\>D99NOJH@P])G8=AGQ?=5*Z3-]3921HQ^'FT$Q0\C MR6Y(#+\NK9;3DHC!.2#\=#*/RL@L=/<"[U;BM+^5-A=F^QIH_.\[A"V[CE)L M2NP/#E%:NE3GVAA,G6V)&X0AC8=I]<7*;]Z?
>:6Y=CQLL%86IM6'H5=9H65/@R.KPUCE+-'UM_M'K:3$1-Z)U51+-G8:E085@&Z*V3HF#KIO%2.T_.KXEAC7N(>7X'T8>EYPX_E MOQK");Y\K;NMI)5O#BO6=V?%OXM)'B@Z*=.P(=+M3"WK*'+Z\LX6>Q)/-GV; M2%YSH9_>_@X>*P1]#A\]N^:N0D] C-8-W
M$M*\+6N8GH)<(=,>4(%B&78N.^2M4]&<4-W41TNW, \Z(% U%]!>7!F+?],2 M=&IG\R:&L_1>6Y<#@0U11@>LY7\GFOC@\>1@H=Y'K"3/K.\])BTFI.R&'^Z& M\W#'VB*/P:.)+V9NV4R/.[G+GA*[V"$7 ,^^Q#6.VZ),+\-$]LDZNXF::FVAOSXR\|-NX
M14U@D7E7:E75FZN5L>/C>F(I=^1%HH9>#ZS]*7*#*2G'H)C7;C8G>_*');0I M+[N[Y%:V,W?*9O.*T2 1%]RW_2]F3?:*(=O>6"#]3'6YM[N6C_V]TK%==TZ M,(P7QZIA+#BY.[/DQ=/RLHZV4R#Y_'O-Z]?]\MK>4[[OI.4:NYMOO"->?6,H
MZ^F\/MO=]5$H^'">HHRVY)4\/)^T0D![NK,9?/R'+#YO\I#EB(YH9/-]L.-2 MB8T@1=!G.__N2]7Z_6V*UKV/[GZ2*E[4PPB]W^6TQ4\'+D&\83ED'KWSBD^* MDHH35]L=1><";'&7X?L=I[[803^)=H5^6G/SN!'"*T2&C>98[G8]MH\.$ 6A MF_G7[PVVW9D-Z7I[%]O[S#-
^BE#R]XR63"]1-:UV.;>]TKKSX2A?B_[E%,(.6 >N664^5KYR(/?*\SWS T^[F"U 8NZ\?@<"&Y8,K MM4ORWUQ^6*R4V"[F/8BNO=2_(=Z%>_[A_)&P%C%:B^Z@]H.7EA$?89%>.E 7 M:#MNB.7525"2OK:-S:C >ABM[+?.P#*([-)D9=]3?,*Z?O]9:P0!XK9% \7H MP"?3?
CC4#VY '_O/.]:T?H]7!UF#4VIT@!&]C*8#[^%L;/\2>!1+O(+,3Y#?,WD MS.&_WCS 31&E WN,?7]+.R")YH8]AE]TYQ_G6]M,!5_:]_K>KNT?-A%B[2UID[P8_&/EEE(&U'&R:="\H M:2 SWVQ-NW4Z O/=\PKS=?+"1'88Z(B/]!8ATX'($N=(CT8;&4*<<0_^#E]A
M\,LLL[;V8=.SSTQ-KP 1O@/':PA?;0)5F#81O3%?($.U/IO&#VW42H[W24G!VOZ[K M5=]&L*SGKC-M%VH8A*)/Q[2^Y6 \?5O@W*G]EPB=HB #CW*W8^*GX2$#V:K& MBKP"_4,O?9(-STL*/&%AXOA!^(2"E!_"^]XBQ!QA1UI-:PV8F XRFCC4G H5
M@VWZS2P&)=NH=3)_;//CZ4850(*+8:OD+_T!P-]NT=4GT5'@%A*-/4&7\9/[M"/A12$T=OF),[H#'4#LO'..IC_\VP=M\H7@$#@8](>I^$M@-2T"Y$PL=QP=A]A[,-@-I4S M>W/@1Z6VEYN'?#W(H^"'CE18;PLILM^^UZ7>?]_YF_7^PNV8)TQ/H\,=4ME7 MVL[W+5(-
TG_.6WKU5FWBWI])5"H[<5$D;%S\RM?9^F"S]RS"3]@L\6WLD$+T MYB)N,P?IZ-VR1UYOWI63Q6LH/9W>ZLN^"CGQ69]LXYI]BFHR *82(S^:T9\! M9N7:9@'M'56>P@>WPZ>@C G]#$^T%,'^ \9'[*?6U]E-_^)]!!3H '=6EOM/?
M1/AR0;X\C5L4M"^AW@1K=Z&G3F&+1FF1;N!LCC1%\]]@M?04%I()H7*U_1[0 M-X4;;(Y"D9X)9;!$I?!%4DK\296>$E73R]]:@_ZOXBT=3^A5N14D MN6&H NS.=(!IB%1,!_9I\0P/.]$$_,_>%DE:F$IBWSUTB2"SFO/5.=ND7.+5 MC5TB]Z^EZU-+?,H:!\NB*XW>._M-
9X%Y"VK%*UX/ QZ]6UN/M,[(BL2>E/FF M)Q*KIYA&MATO>UZM2KW<7VDWWFZY8DU6#L5G]92H4Q)&9'M63]K;#KC[,_+[M 21!:?[7X><7LNA!N0E1-@_2TA10H3BVC9QB+*?#]GU]\P;XX@,A7\WI'AAZ.(SHYR5H]'LU)I(0V6PBW31]E. M$A_LRFP?
5QT8([<\KE:^>]YT$IN1"VT@^=X7/?9^"TNZW#$TI(O#] BQ!Z,Y M1$/.D/W9Q09D)^R/_Z)NLKD()X@S;1N15D)4_;]!G6A2C#X*U'W DLR7W>3I@T.-*N!T=G:AS,:LPI)U?]\]>^Y]@ M>*%CLA+CZX^X^\,33N#9WKK 'V"1_",Z@%@ER*^YG@Z$VO!U5UH0!=UV71^P
MD:P].G5;]ZJ0*M=]H;!TSN1!!\;5>I@U Q'7GUQ&Y:UHP++ DOZ,T#-2U%]M MI6N(?:D^S<2\XEKU]8[I/4^'++]G[N>^T6AA?E#G+#Z-#HR58$GG:>KPOAS* M<1]7]>[\8DW&"?9ZBH,M:;G*>UHV,[>$YZ%ZX@5'MLHWWM),LD<^?#KLR V;
M]Z+'AM"#TILLY/P;F2I6LWZ$!# MR8_Q'[*E!4KM15-/)1I/G*L+B444YT(';K$_QQ4S+_%.K RU333F;<)R4.H= M+///CB/:4X.&7'H^"/W\M"W)7?))_)693]U99(<+10"L_9@DF-CT%98-[!WE MW, -GA_G6<Z2;YYU#S_I.9 MQA?^%VUO'@_5W_^-3TD]HI*
(F(HB*A%9,VU"DB(F2R;)OH5"Q9Q6RC9%*,ID MR^O_?]CS^.>9QSWN_W M:WD^7^>UQ.[/\U8FL*8S3V#H MM#!@5?K-\@?^%_3N$K4YD?IY4^PQ,:UU)C@)_.Z_KF/K"B7I6N7<)B\K'/CK MW8'3SVAG &%:0 T(Q 'E2H/.!VM<.G.R I38"&^I_M4/G55 \@PL$- MXJY-
3#M2,)>Y<".[^0] M]Z,PDLPM0M$=P$YB$BOM/FZV^;G@COF>GA>5QB-DK@;4&]?/5TPE2L?"V=9'T'5BM,)O%+*8TO)4#NY+Y3E F\4H(]/_7,ICR)GT9\72%V$ M2VQ$6HC0[K7YHS#4/&M*Z5FSHI]NQ591.]>G_!L?/!Q%&AD9(3.G66&EY]09
M=6M__"6W#V1HXS!IK_@(.+-S=O%AX.H']#!^]/W,^D,^^0]:6E@Q3&>_;F!K M3Q\RV] P9-\CGN_=>3'A_>]^>:2,ES;%4ZKF+',W9SA>6/UP79!';,="E7HVPYR>(9*5XP6\^9'";ZY(V93W TW1^;?__M]F(77H5*<-B0[Y!EQ;3[SGGU9'^:XHQ *;;AH18=75:B^,[Y46[$D-
]I\R=L M1,B3FRS@,[1WR-IOZ#+Q[0K]*@#N&F?ICT,2Z:DVX:.D]X2"7MHV,&\86\!& M;$56ZCFL>(Y%+>KYLQY7RD*JG+[B)XKM).TQ2'*[Z[3G/6[1^$&6C,!X,L/ M44SQ]=-1ID+[@^M#_^4L*@5 M]#^\]P8Y*1_B>VD0K6?N7U-
@C'S6LZ2DG^7,U$6@/@)F;M97+N/V:K2GH@IW MH8[4636&Q",7:I:T:MKAPXV8H W^B7QU*.[D.8R CV]1KM75%Q14]RUR:T'A M+,GVNT8;->PL)OI5-\A&6 O!A'2-=U?\G$>#@.QXFI[O4H ZL\?GG73KW%94 M&1X#4U H =E@:2'+N.-=-&LATG;O1N]*9&OT]S/0\-T-
:U^;F1M+XHB:K-AB M&.%NQ57=O*3IVTD_1E?VW9AXM]9C!5E-XJW4]'=T*$+(-?6 M>ECG7C*N<-1#65'2H:!]IFM,/=5K=9\>O.>EM@O_(NLKLUV#"Z N4;I;(;"0 M?'DS7?]RYBD^QFQ*S2?%T]Y6_#>^9Z2O3&ZW-.W\:./H+<#4VP?75G/9B._H
M*8CO;A>]:_=0'!OV),,D:#;D<"M^+S&6S"D;T]>]GL/8W*,FG:T>6"2$^5L.]S?O D)GK MQ##?]C9;COE]-6G&A]]'2G.65"DPK,HQMN>[7D0HX,.E([G 1O@\RYLV+8X@ M/??Q'IFR5$78QCI3P M4#9F8>PG_#[,W8Q/?T*FW&(1RI()^,3SQ]2IDS=W,^9/?
V!EO9MH#4YEN2Q M0IB&"M-]^/.-7:(/5#B]Y-'F:ZE1SY98O9$YM5_"9<^O_H6(T-S]66^'QLY M6;QY%[9YI[%"]L3P.A-;DDW2(VX]=MD/R"M*/HF9 9^8 M!WMW)UX+]7?CXWYG$"X=:&%R^&/13 OMTGAG/GSV#9R43NS7.XQ-G(0&ZHH_XID9G>1T19^^?\OAS
M]NA^8=_AZ3T[S&7[HQ1?^VYI!"Q]A3QT]+E"ZA-HSV,58;]8),A&)(@ORO*? M2#&.?7G34'^T#1-]."Y 9NT=LU1F@MRK:[:D^)%/CXMU6=[\R_) F1;TF/R> M\"EME-QC:P;U@%4IG&KQ63M[99F<9UV9WCE809I?HT9:N4%%4H;#:_]:"U7P5
MR%WF9]LM(&#]37U=7G=N"WW5D<#]N.]VZ[*#^\>\,;W>SMKWURL-DY@ZAZ9; M3TPF]9G5V]MI*KCN?O,Q/:3(1#]V=]W86U//1U%)ONL%=X__3%.C="8QK36+W^E:NPW8QQ$0W8Q.7\)>$S*_&[)'[T52(H!LH=;SWY3 M8Q+S$E7TZ^OC/\84=<.;U&SW$N9522]
(O;U5]B.D7OS(Q0+1BGZM='#!G&C2 M-Y:X:YH__[;OE5E(80'RK]^H ML1S-@*8*M_+5%?EOYWD?5*^8#XXH*R.H/3*T822H@*$WA.F;1%?$<(9<#%)Y M4FS(]2YI[T]M3B_/H9?-/AZ8@U /0-$EX/ 4?;5\P>&%"KU'Y1%*H:M[>I+F
M%Q2*WI_0OE#T)&;7V%DU;O]2E%39)[X-_][WAO!#'SP52%_)9_G#I(3(ETLD MGH*V@\E3@RQ/)9\+B4.E61\F'EL5+GZ;F*^1B-\O1V@NC*A>2V.XX_Y?OZ=VO$4WCA*PN:WG@FOQ<]'M-K2.I*]E[) MSZO;B=<7,W]8?
>M+J%.]6\)UB5[WCZ0Q#H@W!);KW3X>L%QS00G"UL!^(Q86 M%]._!"'^VLA()AM49"C[7&#%*]]G:XB!W-4QZL0\D<^YE/E7']EZ.Y:MG^S# M5:+/4@ET0;";<C!["#N8%ZF:$0U[+"8(0]5M,V9A"COJA>.50_9\(E/ MYC];\RT'0CR3K'@)T!#6,?
UBBGK6B2]@TI!C+^8H;K>>C:LP!M2Z-F51\&LF_(OI)LN5?-LTU$AL?D3'T(PGN0K\9+ M,E2',(NFIX,E; 0/@W&WTR-P#3R&W+6DG]2O@#6V ZB7ECPM_N8#*M]EB\V'C+@EC]](3'__?<0 M(;\S
[.;M3F.GMDOAM'$MC!1L(H=AE0<+?,F%5(E]W!^PKQ)\OZ/9&X07#MY M@N;LU?/++'_,<7!\.,FKWXBD7"6!I\SHL/X^Q7H+KU0+"KOX4\7+5!T4NGJ2 MGB=%#-^4/\!&'#M^+"'XL!&'1+'CP?U[;4P1S*7_/(?_W=@%*0P 5<.@;9)* M<_'KF6GMQ?P)_=DQ7.!!&TI'D,-
]R(A!'RK;18ZUH+*'-U_&+NEI-2D1!4IY MS:&0LQC&=]81F-"\]P^4K4!'TC=>>QNQ4G_$?B_]D=\KU* 14]FA)Z>S)+4? M@S'7\WKP0$9??4GEP>$WKVP\K6IOZTC$)/S@?/B;H.]7Q7!W:HA[Y^G]\$%] M=E =+T@W__S1#V_IM"*
(SE+CU(X/WF#K>1MAM"G4D:Y$UU]W8]@3/AB*0&8. MU7-8[:^Q]Y]<>1BGE=O:6RE(_Q0TE]^KOB-^+=W].V+:XS4")3A)Z"'T^$,\ MR6 !I:T,'9543@Z($01C =N=;^T%UPR]'\Y3GD"9>^PGGA?,C=<*KWTA5"^\ M!/@4%YX353]*3PX'(Z]18'R8+9)R-
$=4%=K\=+SNGI]%RL['T]4A?H_EDO\] MH9^QGIOI27+>2H(),2BQ4N'L95#R:('?^Z(@!5LD0UP5&Z]QN#A?.1:C:YP3 M_FHT.XE@R+S;M8!C[MW*T%37. B.42+&;[?TF=WP+KH2]'[1RB:[R,FK?]R$ MS_GCXHD-+,[_AGOX/>Q< X@]-]]W%IC)$\F3-
G^WFUYY2ZN&M82QF/::^FR? M)V@ I.6^^NP:]U1_D>"W0)!HE[7)?SL?ZF6_;VV]A,UU2BW*??"+B3NP;^P4 M]?0M&H] 1F@+VT_D$,.0GL3WL!&"_FT^)BM MKO/&,/ .7"?$=Y"X%SZ?&=<<\;TH(=?7IT:_A]A9HS3[M%BT1HQQV!/,3N\V
M,S;B>5C56F+LA\#Z%!O,K09MEARF$=):NN^DV^^\6%'\MATK"!0[0:(TX#M M7XK!NAQR=S#1'1A]_UYS-YI]POBS4Z711W'MP]YE9:?9H=#AZ:%<+6&>+.$, MS 7H.Y[7]]T8I?0R4[RQ@VKG',BW[':D8N=\PY8UV0)"+F7EF8S;Q?OZ1Q-7
MK=*39,>>]]_EM].CT3^HWL^4_4R>11R^M"'G*"]OE21AXVU(EY?O3HC]3&^Y M7'&,,VXC/[2Y7[_%;=Z1?X1KMD3RGDO6:?R<\5;R3<;*FUE3]QNNS<=L#*9F S!4_7--<0X:N_IKG8/AX6 M&F]]Y&6;.=V96VOO^OWN!^(9O+BF^I/FE75P Q('R_M/N M(/KN2F4L^
E+,B6 G0IFQXHB'+^OX.@<&]?;8W9%#DX$5AF6MX&IE^0LOMG+ M-M3L-#'X+/VMYPBIP)S!4;8FRQ2/X6]38"-6%W,".):-$%!<=G(C9]_B&L/Z!8'E.N,S G7B$0,+QX" M5I3@1OQ8Y]-[/2CR(9^T]&[^0DP^XSCODK7]:!]_D#V=YHH:7D-)IVUO5[Z3^0KA!: MMMMG/-
X%Q!CW.^U>HAO%TSGFC9Y[M/R+Z>NHACW-]V"-EKB]UGY@K^%+TK(:XFQ*=BW?80ZKHBEPV]D;6$^7AA=7! MBU<4N'8M;?/VRO+"!]D7YI;4#TY/Z\ZD"[?HY/H/C_K;O*]5G+:056*L*1A MX.[3V@>%ZARZ Z]?^Q=ZNX?
D9FYPH\I6&Q>:'[7203U0_V1;^])W'#KSZ(TY MRU> (0+].17+)<_(RR[()NZAAJH>='=;ML*!G-@G0_Y;:U[F!_AAS$#3.F P M) /H;6HAZ?91O*,5'V QZA6FNGN>3 M;YQ/_=GHZ"; MH416=Q7_&;0WQ@[DH++N0%YLA+_*-*RI(!R@T^A>QMS#&9\S(K*
MZI)@S@G9VO7NPX E\@W'"4T)"I=$3 >,5 *6PX9E^:>59KU$>M]+-C,:])<) M7S1D' %*"/-4ERR'LW?ZZ!9?4,^.]00W0N#,]N#4Z2B+7*[C@=U7G!_F"$$& M*!-*,[<=NE)C6F;,DXU06'^(%#[ESSPG>V_=\KR84]3MN>^3:L;-^T^UL-I% M?\:4\NK9=+4BOZ$].V"
(8S[PPP;DK!!%*.8@7CTI M\F:]XT!RY_2VKKQH9TU/%X9X^;#ZN(K-MAO!8]EH^)GU7I.>2&[L-EC9N6?% M%P_H?M2)7,D+/7['JD]V!?T3]Y)9'B##VEOG[K,'_2*$6S8QI2VD5L:'[+F6 MYSF0@6\6*K9VTD.;[90\HD%88_(=8:4214UG!K@B34-VW]32[6D\&*3P==<&
MPYF@^;U3SV8P\EW=;,2><.20Z\OBYB)6]-V+5U1VY]+,T=4"3"O:ZUH*:+$_ M/C!60-#TXYC+MZ"H<:RSB0^N6UVU]CWM\<:R@K/ MAI&YC\BW,"'&]3;=-D(33)FL">&.L\W/"M%TV?+&S601L]EKWRM^Y | QH]L MO33[TL(/YU]6G4YI=9PX5/H%<3>3WQ*K!PV
MPIZ;KYN#K@F^H:(,0A7R*"A_@N(=])0ZM;):2(MAH#M6?;KO'F'H]AK=^1+= M,?"5F&.@O[W$FR:3GQ]"]5,D%1FPC>72A!GN Z8:X]:-&H8&4[SOM.'(]$B M@QRH?M:A.[=K/M;=,CO/)=3LP]#VG;TF$C?]?+[. U6FO]?5+]M!/,L_2/ [M#7Z1ZWM Q- Q3W,
<,XH\QLMR[)F"VG.#YI0; @<*99S\SDZ?=2G]P47K_Q5X#T)1'FDQW\F6 MXQA2W&Q$XDP=*^9OLE$0@(+"[Q&/ @8'M@E)Z2+GUI23_.1/UCB. /P_I] A MP3EQ.0\BYWCY4LLE+.>E.!9PH/@"4[B7R@UM4Z0470&C1YKY@?)TT#6=3TEK M8\5<%+&$3U]5^?V;
T*>F4B9(->U@EXT-%SV]F(S1=!(TBL7Y>2-*+T,I9Z M?:=@;B[U9M#)&Q;?5<5U79(I1R!0QXW5UKNB58'=U\84'>I';KF MAC0UM0[([3OUI3IVE*U\M1DQ(92A%$/ N*!4#Z;]:S)51\)9ZO^'Y\GYW& M4 M:)LSW@R^BC6?$HZN_]!W/TEG3RTLQ+Z?BD+DPNIZ>?
C>=@W[_O:Q#M G4ZSU MF7'U-62ZT7TD2\%N>8V%>8WZZ\4SG /B7*5O$^ILKEW:<3_Y8>OSEXU/7-L M1(/+[]M-S==$N;,1Q6_P MXQK%2V?V_GO]DB<^*[*TT9'^$60-DOPU1#5]/6]$^Q/]K8KF)?+XCY[M;4%[MCI]&;.]BCS#XL=4Q7*PG@ V!ARD+
HE5EK&@9[>!3G&.6;#!:/*2R_S>,V2% M=*63GD,7!:[SC85!V^U!#[Y*%'@L]?S!\8S&*I+_IXX<3[T7;]4?.M=55DX$ M?ZL5X6"-71L@$:01,F] *D6\')5-+M\.E&+5?LSZZ RA^$T58^*3^A,GQ\]_MW[^,-MX0WNYWTE&5+F*B >#S!MW3H&"N6B13?$S+?
M=]%SO[G;WE<+!]Y.(*O&*]K76RYF &=IOT*>%"ZF]"@;(24%3K 1=_E8V@IU MT)FT-=;?UT+^]M5W98$I,@6[S;MAT+8VAH&%["N)XB^@/H5U@$C5K"H2&F\7 MON@]KO^*C7CQ^>?8!_"!]S*#TE):? GIOM<%_TF&_'T#%.M\%0*;P'U MA.[(:8.;) 6R@Y/I4M?
&)C47U3M?Y^TXYO!/V(@-Q8(,11_%MF(D[(G+UR2? M,>42/NG>5+]4;>;-_YA[1_RX9^G1N0BK^ETZBBTS#T4C7V4[9]@99.6T*S F MH[BCS=Y%W" 1M_33NKA)_K7V_J=;%!T"$- U8"'" (H/P+QSTT]6XCW,7]9* M&T8?-*)]ZQ_+"?#@?9)2?
5[?'KEB>>=>Z"%)W,"G52N!U4?KJ9I,44L&RHQY M%UZ! KA@P)#M443Y/PSY./QHH^"QO6;A.1^)3WNFW1_Y$+L)HT]_"R.J-C\> MD$?Q$E6\3U9NU"P:3H7\DG"5N[YHLNNRQ"[,D]-G$YC_"_,\I*(A,TSP,Q250.+^V ,AG+%=6M.9S0/:@?Q MD$DOB*]".
[W+)RL\FIO]&7.N]]QT]-G>\;WO?)K@.P MLOEM$7]ZQ.X3WZ@^Q'L+WE^'*?C!!%#*M]?[O%Z@+OB(JOH###N?_>24V53H M^[W'9T=$!<3?HZYH&P:YXL[IG"Z&G6&U$))A3 MHO2[[LP127AAR1S[T?XU;I; M715D=V/;8B3;;A=V""B)K-
#@.;G?]:MTM4:_]T>LU]*F;7T"1OG[_GD # 2 MVMY 4<2O=UL]2"HUTY4P,FL4'C$,?SI8G*>4)\BK+XE2>.Z+X$ @-'H^;23% MD,'3LG2N5]9B')/CK35]WT7&A[(_M();YB:8=PN QE'N8\GM@"OQRU\"O!RLF+$ +O9,6.:LZBPVF+PHO]6WTS@O% M/O2HY3C\&/4ZX-
]CE*SCL(VY1#RJ0QF!N,\.LH[=D.L9R>"X\>/SQ(:G/3D4 MKFFZ#LX'/1[LZPK?780:"(I W/P,]8'JA@REH&/9B]=#(L]FX##V^]0DA0VL MN/_-"-Z&:NB'*IG.5\9ROSR4Y#];=]]G>@MP$17N\PRCA>U^.-&M+O!Y:KK7
ME#Y;I[42H:C"NNDX(0SQKUVTP9L,A[_0OZ0P(O*@;@EX'K^"S/=^\(+^P"P5 MZHM>E9%M_#63X.3"GV:\A$P_V]+A[&5@/2>0;0NMV; 1W3+E,M.NW>#V9AE?_B)*G@N)Q M;(0KT^2',_5UG],:WS7D M]D#EW1IXTA-HEW!7'WO>O#OV0Y(;4\MZ&H_^86I67T=D-
\9]^+PDEN6R$S'IBQ@_; MTG<_WT"](458_6-1=^ * .RPP7KH71OW:AOA%WZ;J(;$_N]]]L M]GKK:S9B$IGADX>IQ.N8M_7:TD[(/31(\H*.U.:!4OAL;]<7HZ77,Z%VT];(MZ9_7-_68H]B7?VB_]E2/O8" [LD="-%&WY*A8YS]LD.^*#W<_,_>!!71NN1-
MD"2^FG@!5(L#RC6I6N=R>@M,YR39X7H-P'D_;0T7!"BS^ MMY'-42BW5=E7WFE-(7OO7=&?B&.^0Z.H:".H$G0DF,_WM/RLV\%&9%]/A1+0 M9RUL&3=F\-V8K8?RMONUN]Q^)OI]TW>_QM=)BE7N/6D"\(VXE5A>N1[7*3P K MVU4(51*_U?:T,]-/
\%21[L+>6G<9&7<)\WI!VYWX:M/[*G9*C8ACVRI&;.P MNLE5==,1VH5\)3PV/E=_;/8)7Z], (9Y;]O$#+-L)*B-H?52+K^W_TIZ#QO! M=_+:KYZ]B?+FLAV4W7;T %)&#O,<_(SPTV?^$+(!X':CX-;,Z:,EEXV__PN) MK]S0DH%B&*BVH+YI[#!MN"AR-<8L;'46&
<7>4MCB:G(>M M9M_%B54=\=6N0#D+\BF"1A,9W)8W*; ^)\BI4;"L[[,0:ZQ2&EA(9R,NT0(6 MV8B>:6/D^0(-BQ C-6O.--HUW7B][K M#;SW&6$C1%DR-#S7),-"KE2+,<=]"6/Q?1B>6AQ=)H<3Z6]HFKN-D96D/80G MQ5RI#N\WS-W2,'[T'7L=N=(B
584=N_>#N*S[_SY(E9U(!LOF>5%..=FM2 M<91NQR3N'6"'$03*+:EF!F_,[NUQIBMCWU" 4WV \+#]S1ZTC_4OU4L'?UGQ5*&_B9O&_V] M8-&5UN&FF>Y.>2T*@:HT6(!Z<<_R;HZ;XI!?'$$E9W=1[FQDX_N.%.&[]P_/ MACJOB4^Y=GN5D2F!S.-
Y^6\|^QSF7W]^^6F]N4EZ ME]35BP&H%V=*82>;_.%D]$'M8KH&6LOAZC629P1A?)Z8,28GE1]YB&R@.*C%\X_*N1R_=N< %FQR]> \%I6#?$@&_%MO(+IV/+-4X MNN3Y)5$K'3[^"5/-Z0ZYN6_8B/3"\ .8M!U<2X2"HW,&U:U25B)6+S9*T1"W
MT,N2+8$RX]4C'H>)0A>YH0$7_5]9*]LXV&9_:1;9ETXZI:.Y&TT_L+]5 M][.O6&12WTW=2D]]=];OQB#\&&8[YB8Q]H%BY8?:D]E!OK6UA$P(Y0C\1&Y1 MK'U2H<, 3KS+1IZ#2TMLQ';3^16 M=%:BLMNQ8P K?WV9%BB]/Y8I\2W'<>:]I3[IY'-,BC*A,.[5K5?
7+@H@KIY& M$(*@7?:87@Q_MHB/M>G:8U6:?X@%:RA?UZ?$2BMQT9, MV3%QE75=&>U[@1,Z@!-*1?Q3I?G%=^N6S4X+^LR9P9 M6UOAZ]4W75+4X[MBS$88[8X\3BQZ:80"1[#WAY8A++@:Y>L1)&-X93K(DI.- M>+R$*C2P8RT\.4&LD7I>V%B
/85Y>A;>NQ')GW^$V/8H!)_2B&:$X!O#2&,;HP3I"]6B,N[S(0TE M;0PGPVPV@FSF.&,*U:W)CZ;&F 4VWLE)4>2PBV&I8VW<2-F\GUGA%"^+, 9EBQ9QY3],_-)&A=?,Z.5=&F64 MX8>_Z&H]D)6N]-OK2Z\L?P'L[@XV7+SE<&.E'+D?+INC6>ZR%R=]/>8^'I M=ZM/U6Q]?
FT244IXHX&P(_62A!24]8L5]!Z=&OVC@LA47!.11)C%Q8NA:R.M M/#835:]YH;[_,#:BM05&":^\,YTT]Z6Z$55U,V7V)B-_\R^V3M,;,!VC+Y M'SFA-%PWDOZ%FC=[FG'.&QC&57R\1-:F1KZ VEAXK],):+]"]LW6#NXRX MS9&$?<^>N]ML),)DZR6!C7
FK$E!2%C7="_#.Z2X6]&)P+YRQ%#NV\Y5I/:D MW_6YT4KK0O-8YU*P(0T57&,:UEE!'C&;O?1DP92,H#E]S!:A9,HQ6'U,R4P*'0YDI M5%VC8FI02UWT336^%)Q1C*,Z+(=XD1W&O; M'$!IF24+_$>]U6KL[Y&**0;$ R_QK8DW
ZK+C(??.EB,A$E;Y/][R\D^9]_YONV22W\<,]/=_5AY_XCX5P$F=]=*P>]#YTA/57^3)Y8& M3"'.D\,D3659 84U4, EB)"V>O:O%Y-_8G5LK\V<2#M<*0S(+X';18@B+ MU^W/"U!X //L[RO[]0_*P^+>3:88NKX4-]OE<9L&MKM*7"5C=6ZWTUH%@$&^ M ^(LO
,4[[.*@1^B- ZK\6 F>KHAM=6;Z[K1)M8(/5#\";1X,!T<@VXO1I[01&7 BX2%-IW6 M.=IIZ<[]3I1T9Y/$T]U]9K>EML5+2@QN]!U_?'2=!RVY,O>H5>P 2>OU>]]F M?4Z+0Z KP2*XQ5]D;O;P1^73*Q=//-]W\SMAV)A4 (!256]5(YG\Y)&OF;=DZ>K0*V_T>BQ$HL1=
LL)+$H2Z8 MPM\1UNB\BXC!-Q_$*KLH&$S_Q&PT&W'X*Z49]M);'X5R\!/?KVR$12^([P@Q MI W:*IE0O23A?)_*K1N@:-MC;>F(99R9O_OYZV0"G3 604I: $^;0=>L!Y$, MZ4(O*$HQ +IE]UM*SQ0.%#*S%W:>E*<.0- M\T9S*3_?,Y7-5;V-
==BT]PX>@&RLR<@<%WY%SS M*$P0P;1W"%6UDS=R>.N[,#'5"F0P1";O]TFY M."<&# \,[;GQ^55%0G+%@;"S.'7G$SAFT(;4; *2,X9O'TWI\3 M-",",I,T,I#'(E$?F;_;E^Z%M,4P;#8!C7KN I -B(L"[*@7U?9\;$N1P*_< M7K4"-9&MYFHOUH@FYR)7#+$$-
/@%!D3#^G9_KFC.U5]8DBF.W= RZY:3,3L, M[Q5@!TLESH:(HAR&@>=6R>![T1N+(A;GI=X!WVZXL$YBG-'+D2W^,BM?N]]& M+I[%RD="/5BC81N92T+W)R3!0VOK<[P[:\8V_)>#!DIVK;>>Z*3WV)DZX(F+ M??EK"%A?8A6Q]X<[[5GX#SQ"4T+H(R?
Q@#^8H2Z9'QI_UX9[^+.I9 MH>],5\??9)]1'^TB@?.]\S*LHQ22#-0\='GSWC2430++=H%4K;4$\-\F?HU" MI[#&B==6T*.P%?4=&HKA8MC/1&=FGU;4[S^"I^G"Z!)213\::UP M8 6^=*2A?;UW/S1M1U_K*$#=4>/GZ$['!1YF70<;R_Q>.WDCF<]66E'&IEC=42P
M"OF$VBG3:[.D:_<96;Y =9*!Q='YM,?]3O_$%$;:H7]<^>LT9DS)(M&0E0(S M;"!(Z8U?7^Z.*B?22M,2?/P]F?H)>^R7K^S\N'LY0_G\O,\"3!KR&KH>WR5V MG0IB(T)A&9DCI4SYKCQ]#)AWT? M>!EZ]X"D6.?;E.0UE5HSRO,W M]\VOA#
(O"TASSUUB(Z0(2W;M,'G>,W.^(F9/>\[&,PR!]+"@M=105+@=&@^U M14W0921*/\RY(Z^.!:@"%Q:A/.*L^]WT)3 M!$?7W4Y.=$SB>A$CN9-'$17@?LTBHQMK!V?F@G@6-] MCXAG3D;"-1@/V4GUKXWG3*XG&(GM$7)2/]%.%#HD,!D>.8@;*^RP-DA(U?7L
M!4X0#K.^]D<.O0C9*I*C7+;":L^941PAY3].E!8:3&1 ;C.,/#9"&$0*2KO? MQ<*&W9W\2'LE_XI2XZ3L C9HM1HFSTOWH(_C?&*Z\]8\DGO4-?HL3W3_/Z MM *OF3/ECI/Z/[]M+^0M.HQ=KM3%799!SF (WOQ:^"[N%4C+=C^)9).^>#W MZ48>2IN
+>AG\5Z92C;"B23H&WVQE;;=.U[XNO_R!HAS]3KR=B4>Y'QD[>// M..-=!/$C PH3ZGHSYC"SK]><<<]PMWMQ(Y@V"Q15D.[%7<_-93]\YU/1(N'A M/RMVF&V/85*6;N.0GIOX@?A(MHF-$_^$C1.XC]7WIW7]05GAN'R+*A_ZY1W$
MSI>CLLKUF32@6*OE(FKP_O#R\D]I_F;8P/-3BO3R[O>ZW2,YXH-$%YKX\F_" M]F0#H;=XXQ!A3D/23S]N1%W^/M+%^5.)RVHD]!'\XTE_W6WU&1D0/[;] G-3 M#5MKF.6LM(_]8Z2D;UBA8U%Y"X]Z;X-P=,$)R24C9+!/A44]P\:1C7"D
M>H8GIED[S5UNX+)Y\Q57NX'I6)W&!*F]RNN-:VX?_#BB>3%]50;>O\-O<>1\ M)->L?(#SP]E1R*6>HKVN\]YK?V1;L M=H4OX6;MXWP)U86)G^H+G#(VG8%Q?8(EKD5DB1"?QLB:G AGF;V(.9+A>/TM M84SD+%8N<@
K.BPFTV,3$,K8]3L^#S]^/:9"YGNN#M!K.XFU@\ZG]LP<+2P> M/ <>7+L"&&/]B*X$2]:WG.9<[Q&]+\9]N<8QELA^>Z$)FB9!C+!44\/3-E-L M%9"U8K]8!O1^A9U#[0?@@U%&_\1WSSH?YL/(R^ M'7PP>=%[;VH,F#T#<4>!R?O+I[U1LR9Q/CWS"?"^]&?$NS:^
R8%%@18]S2@ M#DHIWSV=DV'?!. .,O>_!U'(VR69KE+ P2" &X*9)W_VG:XY_R]\%-0N3*8W M5XN>/>^B*S22BRD[CV0^B"]F9Q=;9@#E6L.-^K"EQ?>FV"(OWM::=#Q%]G>1 M;D1E9WTPUE@QDKZBVU*;LR(CON8E4\XRX[KDOU@E&V4*8#/_K'7'S9,K(,A
M.!D#O%+\>(' ?-A[[#!L>@[6XTE2UP#1CW"$]5I!?Y:-\/,8.+&:PUUSR_?: M&1@LX#83C DTLS(?PK2ZZ+-TT85$@.K1V!&OH4>C1Q%YS7.*&:;XOI"@>#U M[ECMN$@-+U;6,B';.TFKK0*HR4AK.C-[QPF80W466Q3A>M3,H3ZP*OV$2DA' M1+=OKA0,8W
NF6*D1A3_DOX1 WQ;NWG(61CM5GI##' MTGZUWWIVNO0/ ?L)6-WDGXM1;B=T>QT+3XK@6S&]*,3:F3:Y!D.TG^0+#.03 M19%Q<\7E\;+YY'ADFN(C3B!V@&L,,!B3 M7R+@>+%E9B7]X86=HRYR:5W^R3S']4_(7.E]T215E%OCK_\(+_AQ5# MZ+_)]QG@--ZW^
:=S^ M?Y]@L9Y#1RL*]B@5'@M.QSIWC./=-AW)/[YBUWW]SB!/[(HZ>E$1_DD^U(^G MG0<6ERCK6%H2OV MK4 X]"3#)W-T]+]E0-%*5>4;-]RUUWQ?9?Q8GU#V!'_2-_SC,2]]DB#L[5BZ MQG.!T*L8#,BB!SRE1PZ'GC< M2N\VPX:0]3]Q<'R9H2#BS*E3
,,@GO=EA%I\.!N1+1A"LG<5[!?/&#PL&]>N, MN.XPIZRL=<8>FQURU]:T%YH[&[/S;]HR8AN".0+Q6K,13U.8\@#?6*@=XBL! MT:R<1T-DQ!3_U+$TC*F(]K*]1'3CTOY@7)0X!X=\]IS*ZIDR5!3M/W]Z_+5" M#M.Q#$BA_N;]_S#X (0S-W2MK/[#'*/@[=\&2_,F$#
[':VR$Q7]&5A7 [V5C:"%2D,[9AC% MK#!@M%-C[W]$9IU%2US?,+G^>RSL9,NFR8N!LK"H=1NUD6@MZ>@E#DS;"E,L M X:AWRA\K/";:K#R"E8;N1&7[_Q^,F5EG%PP!?INKMG1:4V);,1T^#MK>S$<]">^FF M][@(..HZ @LK>X[%?$X<,)T6]HS= M:-[3;W8IZ[P'?
_*=-Z(ZQL8&6VYI[W\]4PV["B)_A\^C]?P1UB?:,>[+[8H9 MK]:@X[#:=I3^E[Q'T6F,5_>*W@8(Q9VQT!'M-KIV]]@V8I?C*@Y6A^- 6=6O ME*=(X6#<,Z:V+/$_D_^!V_%G1ROF"K?8U-L]F#A 6=N1YA<:TM^HI_SO7O#:\CYDX3)^K^.C=V83?MH3WS ?)*K&, 1:L]$?2-!5
M$8"TXO]RA3"W"._1?C;B?WAG@B'K!1LQ& G;$])SP)GPK# W@Z'&O-=**Y&M M$3[6/S9&?IQSPWGN0 C$%6HB8;#[S,]^P+I!%8&4?1(U6%QX^@'VB$)Y:Z(W]]D1 M7O[13O6@@^ W!_22^24O'3=Q[8GVL##FM+ 483'7X^WHF*3GLNTRS^W0;S - M2K#\(W,V[E?
#A9I];I5M\WH:1UQN^ K>8B-]/] [P@>!KS:O"F?,V] Y=H1T M\V7]V$ Z%]L8,D]KCS#]07S;W'I;U;Y50>@-\![46]@>FSE* A %,Z$E78<)" M7QI^2C1GI2^O?Z>6-WNV.-7Y]2S.XST?Y(>27@LA'@/QF3 RI?*;EO07V!2' M6;(1M^2XU]M18]H '?.VGZ.[3\@]
[$CS@H0T88H7IHR/!=U>3-0T%?7(,>\]A96FMBE3\%HKL]/&,Y\YH1V9V4< MLIS^RIR@&5KX&3Z.4!/5XMP^?>7$KU*8B2KT=:FF[-P UWFT!NG'O<_LM74 MA*ACW:6OCY\6.(<;,UXOA+FD$'OI@[VA\36=0Z/96HNS"6.21US* V0$AS4* MUC-'M\/G)US?
*1B@B+WG&,C1GZFN_W,M[S;(6>$%=*L73ODM2IX\6U]>[#4 MPN'0U4D?8*3$]]%$9[N\9NK?^!U-!GH/NH)O4N/@D\L:6] S.%B]@#V2)[D M='\W2^OB!_LRPY!:">+Z-S653_^P>-(RVF77]]@H(WBS-RSC9]OB@-L^H]TK MQ[MEE?I(Q'$U?
=;BG]*ZV*&;>WW4AH+5]"TBC%O*:AC27+2T92CQ;C6:%1TV M='K='NV 49W7W&"P$SS .Z'K4-[]7K R]^]Z ^9N] M/6;/8AZ_&<.Q^&B$E#2&XV1;.&.?_\Z0T,X,75GEOR_M]40Y'W.L;Z&=5E9: MFTHHL*;]C-6"_,@9CWQ]*ACF,_@>S.
[.#K.QM@SQEX3X4^90$"G<5Q]GDM0. M]A;S9V5(G?49:X#]OCZ07/9W,:AXZ^O8%Y$#K>,K4\3Q?LO//FSW.>_]@!L MG!E8[^4ZWG7_,&9US%D$ZU3!1IPAM*]+U\'&19G$H9DAKN'%1MQMPT_LQGT< M;D!_]7-L+AQC(TH_D@P'?I4&:O--7"4(L+
(3K@TU;O=84FQXSGTU)F5YWUZ1"07!Z/5!P8/7 MX9?^:$O;_R>];L5\31#!BCD8 , U:V9<$!MANH+Q+/>'&/BG_V7G_0U4H2 M!34G%@E]1)S" Y H#YEZ $\Q*52-_5>Z=6^.(9=8O,W#KH%<3]4Y4AVBG]8Z
M;UC,&KBX:LA&B!TD'K,Y7AFC,QHV0'S*^E9L27<6O_QCQ#5FK+&O%#EHGOIL M]L;77X5).?VT@&%9@MMN]VD72H6F)*328\!4$4RU$1,;@RIDO5\=X)($/4<]>?8=,%EI[@['>\,1" MD"'LK5:?VZ$X)?A^R[?'^+-^'N#'9Q3%^7#6$.W1$&%V7F2-I6D_;-TX48OT
MA(W/I=#%-Z M3HGWZ_7H3]HLA$R6>EU)GY6&.3IZ29#@$Z+9NE/\^P1M:10 M/N4&Z,X;P]:Z."OY#]Q 7^@&A@7]F!N&;IYG&!KZ-2TN3B*/Q7M]F";WN&^8 M-RU1@X3%RP":*&PQ208 57%15(#ASP-2/]YY8+TO;:M_W)".R:DD+\]>E[9+ M<[DT;?!#_9.
[WGV7]48.^E%7YAO-\A;Q%NN#]&2A9[ELQ,]T/G08!]KA8 [R MPY,,L6!<5MGU_1X:-GC\#(2NC!-/.7]#2GB MMUK,V= M&_.*7?$V5S]!LSP7TZ(C>R%]O>/)Q)\=3Y:59F/C &N?@T]O%YE=*X@8G/BQ M$R9@/U"FM-2]7]6!2H.B8C4BI@--AX 5^E,R2'=T(+4?
YX'U+,M]GQAGFN]] M03Q8@%8:\5B-5*[RM14UA:U.\7-?::B]AX(K6DU^UW MI?'R@\@Y6QC?6C,/A_8AHZ\5!O"L]W*B;5AMI^;:LSY6@ T.GG<_GR)5U;4# M>P)][Y]NU+3$MQ]@:432D\4QV-B-K;)._,O?&]-$C^3TNS=5]Z]&AB5PXXQO
MQ:]VOK6_DMZA+%.@$+KT*#U(:$"W3N^_,7Q NRZO(9LGCGF.7)?"*^)1S61 MTX2G4KZ_UP<#3S*-[3]Z/SI@83SU^K/[V)*W>T[&IBVG:0A)(@FW'3I(=_Q?KMV MDAFX]B7^5$T-QY.,X)CVH2,D[40VXNR0G>KRD*;KX,S)G(R%;; MAN*/$TYK67M03:FP.H,?3VU*
[]OA([W1Q+2\|!7BCK6!^\=UM2VO0M'$;&C B]@1 5!FH (]"!1$1$1(R"$'A41,2*"TB'+!DA7%%! MH@+2A$B7&NE*$:FAB('0>T()]2MWQ7WV/L,<['O$Z,=8H?0-MZZY(2&XQ+F$9.\]Z_>'+XN;3/ZCLQ<^@PI0 ML5U+@!RR$7/VI5.^X@&WHOR7;_5]TX2'K3
/4@023N![G.G22FR)?8/X +&" MF %DCX%N/C7%'VM@3ST=:+\K(?L=_OB\E5[!^L?M=H\[9?A<...51/(QX16< M<=^M=-(O$=GP#9D,&*EYT-#]MXCMNZM WG3YVO1!\4??1'HLS 7N7I)U,+" M?.6:7:: -*^Q+<#>=N<"%*&
[8MNW86'4Z$Q9NCQ5FJEI>%8S"+@ST#"Z9V_[M,Y=]QU=IVLIB6D>^!/$#%O]P]\O(R!(<,]B!OYV)'(P6F:H6#$PAO!WK@7[VZ_=4A8XT$@7H9$4 M2]%1[5'0G-I.1Z#Q'0R^Y=]H_R< M%5EW0]3F %(6QV3%L<+NQK32U_-F @ M]N,7W'E:]8988M;!Z,
[/&W*5%8KDDE&W%4Q=,902VA*$PK[YN@WZ9$QOIWE0 M=&,>W,ULVFDK13WDF'[C%>\0W])?>#^WY_3'5=YW8?!O,37XT/(M]+7]/G@A MS\%]IL C+LD>T\"@"5DI M6$*3]A>>?_^I<$\9.V;]C:2AI/WG/YL@*L326:A7WP1Z@4('']DY9EC&6='JN
M#DWEU#UDR[BOTPC4VD/0_W#WF)D92O5K2NC[G&**\MMR]7\C$_>_2.'H%_Q- M%Q:UR%KV../7TC46FU=10?A#!8;*A='WH]@O9.K@+!GF$AB7)4^WP_<=>) M0":SEEH'?@'+>*2;8'#'V"^+$C\S3X/@_S-SN@,7=N4=A,^2G](H@?\%?T$ M%#3[27X1
.NS7O'(+U<(+\1 '*%_T9FA&W,/F$H?)S&O=\HS[O_*.4F!;#L8 MF(OFPKH;P/K53[FP9%ETSS0@C*;H(A@&P!04HMGSG8$"]^?X:?<_6P;06Y@)T#R#^8K'6D_;Q5SYCS?R)L==(NO_#H:'AKM[T<41*K_MLO40?Z2Q0&U"_R")+O.(1$&2Z+*!(9)M4^7-_T:YY
M]A6'KAW9\U1_0VA*U*43]R1.B/#_"FPG2=GH:2+5 %Q+I280ZX!UOB9> V4W M=F5_KT9X.:0?WV18U]@X9R"Z("F'M9?[I#PGMI^/289%P9?Y;BH].*YKOC!?L4[F^%SW2=>V(UL'76]!YP^9(:Z7^KVEFU(_M<7])AF^ZT>->\GK2[(O7Y=0N:\6:S*D#&E)//R=ER KL?
AC<\3MQ]3_Y*05H MGSO!NG[#HS56&_V\2B-,=8]P+#!=\J."O?)6+'3XH5Y8MY4F0CGB]--PX)0E M.Z9N0]N$]:[@W*5TUP]@MY67>;H8D='_'H(GX^CK/]"N;=3L09Y688+,PH? MSL9DIN*@_(HM%3QX2QP*H'R7=O\90-57T"]# =01R]QN3F_^F]P(3R[L9B]/
M["!DU0&^OGT>PHE/+E$4+2]?"T$01\X5&C0+4'4PQ[^WFS0#'36]T^;GSU/E?0-?T,QP6]1>@9&H7EY:@T*]9/Z#CYC$L6 MH&L>PMENEN5&>#(A]=9Q^L[[RN.R;:Y+MQYA]0\0-A3>M6Z<=NL34W-S(A>V2]'6!*V#K6'*/!TH M\%WGS^- M4;:&QI/Q)
(QY'H.N970%9^M?:Z7%=U\+8F O_>6;[D'7+U[BAQ=U-2$OLLO$ M>MH[9BKL+>#H>Q'S#AUS/B_R@I_HAY_GK\&\T&)>Z] M% 3OHQ6(I=@>[]&F-X[II/G.$5UV%!(,M!5$?T*?V= VZ8LVB_2X>'D-=NNS6IQ_X0\5]#],^CI'L MD^]5-Y7YE@N[RH;G/PE5?Z-
5*&5'NL39C$HD,G7^DU(!:D1-YAT(3P7%#H]X M*,1RLOFN0#U X1FD"PVOT!+FSCC>W3GW(*(@'6L#X819DO.5/S(OK:$:DE M?&WYL^[DU"[7KK+O(Z#^:03S8L0'2O-Z+V*U=I"N[PQIZ-';8'G&!LX_63\3 MSMUZNM#CUEU5XU[PYHYBG?
8]7NOYX_AHS+\G!!$2R\..H N:LW>,Y"6?)]$6 MAC+I]_5&L5)7BI0/C2GER[,CN3#UL/3];PD%$365I8*T+IQ;<!@79]5=%6 M.1TF]AS5#!3$L_(YZ[3\>KVL$&9&''EHEY20; M&_+9]IU$D1LN=LT71V@67T1"NTV=^*>3U7]&N$_/%WND3.F1 MW3?
W$\^V)?'NM]R1&,K45*'Q-DQ4]A7EQCI"U^2Q):+7C1>3D%!T&"<9*]T> M45,?ZGVM[&;@_LS8D4,'>^ B%K7R]3/$!0/44+BU^X$=UEI4$?5@YQDN3'4\ M(D![BP0_95-,\O1*@^L"<>%S&HU0L$%%^#M#'C&U&[LZ>OUZI$"@F?_AU!IW M(WVE"GBC9W!;IIGI#6?
IWD5O?Q=TWNDBCC_%Q_)VKRU9Y68BZX<=OR3(4&2@ M,%!X>6T2N$8)?Y;R,*"TV#'B8Y@+>P@>Y1L15)1"\U@W2-7O9AW111QAA5 C MC]T2]^38'7H#P7UV-)ZB]Y5W8A0KLW#O?U8;9U9X_Q"2KN^+21IG>2@.?
SLR@>$00-.1CC/CRM#K@S#OEP>9N7:52.2@WL[(TEQ4*,#K4*'F"EKOC[P[HS? ML\0[K4K"RO3>WK2]9Z0>^+*-"Z.1VN=Y-5#WF_O^D@$IB>BN.\7+U2>FB89W MQ Z7%I MMGP;.HAYQM@G2Z2!;9Z^AM"5H&Q3EBP9#7WHEPNZ/!F4R^P?(L.(?+"(@Z-\
M7:^&4'_C&:R7OE\!H/;G3W3,-T^_R?("I5KR^DG4R9M+&P0R"B X KDA2W9N M;6C;A-:NT$COIOU*VEY27-B\DE6,=_CT&$1(I!C8$\@WORU M41=#6#-6A@9!R>E-6P]F?_=[0YA^<1!0$_F,PF/KQ&1ZM?Q2TVO\T IX%"M3"?66;;$0]0]] M'Y%FM@47%HDB.
[/X;8"QF*P'15Q8"&+N+!N*=R]EX#E;%U8LUT'^'% A 87" M-GS@.BBRY-]!]Z XUX@59+\9LU4!6UF&,]%V+&OXM;8#LT(.+]['EQ6GU>.B MPI5O8Y;$P=TQ= $N3-=N4("SE +,]?&T'5 +11IL446*R%MG)7)SS? S 4>[M%&6! KWN6NQ+D7GBM!X$P\YZYE;%BG2^H?
@,2D>10SY>*/76",I+?/?EP)&> M0B.M5/.%%6]UF\WXG]R@&^EZ"TP?8\G[GN2$EBM/V*Z@OQ]P05: "]V5>9VH MX$WT7DW[8%WI(U=N[M07/QB_4V*C%^=OB;H#"H?3*-II[VV_M .3F%:4)&XC7GLQ$.K[OT HR3[!(:#6X=DTK1NG+$36V%W$&SQ858ND8OO.]
M0>^EO'-LL)]T5,0%3PU<(V_/B^_Y>M'[8VEA,Q29>,/ (!Z757X9((S.[5BV M=_Q(P+\&<>7+]K%9CK0PQL?D\&#)2 X6VV M$'#+R4B%D'6B'IXXP;Z__.M_[&ISF)]=B@4.>3] :^?=TGV5Z-K%Z+#R@Z[Z-U&;^Z=+$]3KG^CHB&Y2;A87'#E))AN4!$G'ZD5;
MF)>4O&]<\I)*&&)^$[!C'0=;$HYR,K1E)[35Z6'D3(=:;=D.*PVQ@.0CT>>N M/A43+-F)>59P:%WP)I'CY(_%_W7@+-@V2S^D"9KL@Y9T5\9[8"P)/\$D/(?_M_N(?G89@RPH] &@"Y:X'^W7B(([S";&XNTV>L?)OQ2>$>A VR6+_,2@1NX'=PBA]G+8MD?
Q5]!Y9)]1.I4!BZR@3Z MTT+P*YIVX5 $1_8L2/QI5WQS#Y=K?IM&HFL] XWVO(/ [W'>U&*9A.A?$3V/ ME+0&@I*RD9P$Z (P$)K4U4=W3P,[T+]WN_W+AOD8$+Y[F$GH#YCW-*@^BI_6 MI^!TO0[Y&;)G'Q_5?7Z$M6$TZ_UCPMS7\UIL06@K\':5.(VN7 >R\YLV\;+>
M(W%I%CV\K#=?KXWE]VI>UCL-%=9RW\S,^(3QFMU/, S(8A\&(?I_E)F :Z?) MTP;DV]V&><(\VM/0KI'T=)%YNB)%0I>NG?O>*Q3^Z-;/FS'IX KGF*[89 M87Q<7&ILX@P*.4&@[>*4ED/(]N)4.7\7^SC=@KS?K4EL=$N?U<'1K)!_]+T^6R0(6]MI8E?7X@_"--0]1\T5"N
M/R_V5MFMM9R:]MWW)N?5.W?VPLMD_\UXT#EON1'X+W MK+<"?] KLO3CWPOYO=1+B7XC."$XBK8FV>]E=!NZ[.G=N:;UR +L*K'*^]UK M9E:RBYL,L^&EI1DS&S*OHR":>?Y:_$OW]0>0@_&054U_GL-S%#EUXPEB U[9
M(MF"4\GP,LA=.NWF$5V_<_XITHVL\)9A2R4HM2ZPK]K:Z*[W67U)<#RV$7^2 M$W,7.1T1]GX Y6I>MZ]!\.TTG#ZOZ">P=ACHL>@4@G5&R9U4:OF"GD$YX&+) MY9D/;]",*Z2O/5B9CD^7_M3:-'3:3 F=!OL:\.^^B2!!+5*4 M)[^WQS0FD\?8-,?
4&P>]QNKK&C=4P@3OHVW3G,VA!NG=E!78ZJO3V!B#G#9 , M&/])NA(>\A];O(]6^,ZX'B9"XLUY)5ZDE@N[A!XG1]D M?L-#*^A&IC,+3>:T[YZQT5Z3&3A<"F;I#: OH]]YL,UN>/H9MMM[]*WOA:C(MSX&F 3-5ET1];L%4"]#;^K]=G9V])?&*?E4E
MH"'(=VA_=;7#OT9,F)P6[(TZ!-73- M%!7Q]V6.!ZRH5[9#T-:4EU2T0'=^+#@.GS_B],D]T<:!P@UVV:@V9/S/S M_=S88Y. M=UA"_3-I^05?O'*ZCRTI?T?,/NF8L_%;R[H^B3WO_W;\-1=65SWK6M5VQ1_. M%&5GC!:#6Y@Z(SA+0KSD54QM\7EL/FQJA?U0(3*'@:[T!->
M1:\4UE5D'C?]2E4C[.X++LS_9HA@VE/")U1+U#QZ.DH2'N3M/3ILH[)&XE&# MG$T=&SG.;Q+S,#UK_AVTW8*!/;:Q.R&?.'9")UU[XEP9/0WSA,^? M(1\WC+SPSSX$\"Y6!:G;=D-)I]0Y@W2#G(-Z[)P(R8@,"%F5Z_I.)X_G8HZ^ M*GM5/)LP81]@QI/>;"?V2HA0V-K"E+
[P.&T!D M'CD=E.570M[W*K+ K+;)]=BNKF=<6/@C?'+&(#[*(DM!=_F-ADZ8UI\79BE M]I[@.?(AN)NAO:)M@]R+7;L^\|13)5CD/079I(VU65:E27F.R*>!_^SD]"R-II"BX8-)O:98'%V[Y[%+P]D+_*5DQ/(;HU38 -=7Z3V
MNWKB'07&S/&]T&)]C\=01,/5T:99:76W@$\]K*OO:26>@73+$X-L]?U M](2AB'/0G6:QV<+R9,1.#$")I#>8M]L6.1\8C@+Z%'@2PY=\#7A]/W?2_3)M M1S%6W?47N+""B_X_)22#)QF\WC6VGCL+E))&0/=00!;^WM/!O[5\'T,7]PCR M'-.<"_/U/]D47%CV3!!-,'
[*O0CAE4KYVZ@P=E#241Z4CL*-&CT%7S\$>\071O, MUK/0P_P6'%Y;K1N@+]J[MIND)]83*<@F]=-:/W=2-');?9&^0S!%HX8< E]]T_!:0K-LI?WXI'$BKGY+ MX:C:$CS9$^,_4F-:#2@8\R@G$)9OY4'26IFI$W]M67K8VEB9;BV1]!L;2BQI
M4Z<$EZ+5=G!L,D;%F"P:EI>\%1QS&=RHA7"TFQQ1<6$]LS.6FA,34(L)LI]O M(-=N3(C/Y*>?1;M0L'O(90GF:4]%4N5G9^?/3*5""W *(?@?Y&QAOY>S+TO_M!M#Y[/M 119B[A5P'[<$1>SM@
E^\H^DB;8(%!W>@W;)]%@46WB2)D[W6,0)V.XE.U[3[5,,\$FN?]&1,G"0Q;",'K/:7ON,K(^:87CK]]S&]WI M 8_+IZ'9XMV93:^!"@?(UX\/F'I $SQ%%83V.&;$A!ME^6SO/PK6M>V@@#,1BE1EM7=!OZVPF^E
M!;!E$2=VO1@=L'@_L]=@H*0$@PF2GKL:B'DY/6H<9V]W[_70)I<*N@>X.XT3 M#8QA.:\1%*\D8"Z'@$Y]+!?@93G^00K/@PMZP:-"S]1AY"HU9P3 >T'TL!]CCF'#"=4&VA".<_3[Q_XDO9A# M3S],0)% MD+T5T[\MFS(Z\!4_N!%S]K/TA$:0#*XZQHRHHH>^BF)]?
LC=O\|D'RM'93]8) M19)45]U8\.$95(IN549^1)0K)S<(3A;&C05KZ/@<2 MTR:V(\LQ#4'6I9$]BPKZ@_=[5WX8^QNHZ:;[46;1]/Q!&XT]]/86-_06SX?F M+ZRZQHN=,OIL?ISQ6K_S^G]53S*PNZN([5P811^@[R761-#EG:M3\BFO/E!F M[RT$=2KZU!X-W7#S$!AZ^?
$&\9!725O6;0FKMTDTVXANKV,+Z8!K&!0(?5WN M%VD#=]'=#O@B/6 A9M1K[S*TL],3UO-)]PA;\&VN%M&^<.9:PV;!H4+:/&14 M5]@7>3TZ3_0?QBJ,,V\%9GER8>?BS I:]Y1NU["\]_)9LO>VB6K M#^K8ZS6KL2!+%2B%'$<;6Q#RO<80XCQ;@]W]*Z%@?
(DMMHN'4UN *=-.Q((Q M:M$/72_X^XO_G7:H:-(P '/C@'\,&0$9PN_T>^ .CG(!SU!&AB-HR,59CH8U MBE+W=VT!7(XS.[:N"L$2@<"X5##AT='?C@Y@WC\G^@1!\2YDOVWXA*"9WIWE M',*(L#\1>>P)@0R@7]&4C\>1.,_C2&2C&W^M@*%#"..!++1$K""'
MH\3:+Z8'/D\&,/\0VCL!?7$D4"]UB 2]@P:?H5%S->CVV65X^O\]2;\ -/P% MA>E6YZC- 6X;MUNV3>4[P=-6R3X7O_X/Y_5GYBTV4&44 M-^]XMMLK<&XK@1 7XCFK.!1PO=4\V3@\O"2]G7)"(%4[B]I&A?%W01O%13+U M5'%=#:G;62^ >,%U*994U7![]WBD:[-
Z]%%)!ZD>2HI,?:]_T#U$0K%<9]%; M6[]#96F;F[QF]L*H;=0'DV'U(E8T,_FT'+58>[M'AYR[= MNSC0T@YL6YR!4Y"(WODZ',40Z'EX@OZF7[PS?,G095-BBKZDXKN2*XWO,)KW MCM8.G!!8E9A^=."Y& PHYD+O*]BY;R M4V^C9&'B4M)W7#\9VS?
P8WOW<%8&R]5YZ#U!DY_I83F8><(CR:O*W7E&:CK^X7(E/AW\E.% $Y9FC M.XQ2.SIV?'6>&4;?37I)_0Y%F4=.#78ZZ5%+V$+'CO*2Q:O8F_>_S65;90IN M\K0R;E_+-V66/;)4O<6I)I ?Z M8(,Q4\6,"-K)%D0>=K_!W09>NGS"3_3Q":8]UG1A&'#Q$W-C
CIPW$L)!!$Q($[1Q@,E&,L>@[UP MVH-7A"QY\@UF(BT="]=SM#?;G-S4V2X3W(7U:1Y[A%6;*P.$./OFD4X)ES^L M'3_[BK-S:)9^6H&#]_)5DEZ=[$%+=GZ.8A3P!M# O?VSW!0F'L[O5S&@N,/S M3F7/K008_$I^.%^$Z07!.7P$=ML8CO*4K=>B4#]C@9?\
<>R",H3)ZT[@\S*8 MDV-543W1F@Z+'&F@DO4XSA6\>R MQ:![$,*2^6:,NZQ#H1&GK_PDA7O9W"7LR&^FGRG?/UEH52AO4WK=SW13#4<8 MI88>D9$8P?5HZ875RKC)Y1;236X@&')Z"P6Z_LQRF],A?;KHC@Q"-?28&)*= M?SZG8\NA'9)\
(Q=V=5]()3\@A>*_W1/6F#M:!(/0UGTF\1V*]=D/HA8W"7Y] MQ5CH_,Z8QP:N+![&5A>*INCP/B ?T' C/11+;6QTX]T MQN>/^6FB%<".F4S]@WZ^5P7?'DZYCS*)_:0S]?&ETC'>']"/<&-^Q,"GY1CL M-R!6]Q.RZ &^I=W_CAC9!NTN@@*\X@WYZ5;I23\)R2/'2FL9%X
Q0UYY>2]F M";'> 7H]I1:S:+M3K79>XINAI_T:X>?6TFB'%V C.R4EL@ ?@HK\OI=IG'A MK#T7YFP5Y!LZ,<4'UUS]\-+OSB&<_-+E&7PT%_:S,+A3,$H>K%NQQ!N M8G]/5]Q8NCYH2AGN:/AA_>50X-W(;'?MI/A8YB M ++!#Z @QOA6#W'+>GOX
MC_D=LO"E+X@HWT!T+4&_L:WGFKE6$6*@D]?"E@D!/]RVPY2$V(#7[8YL>)-4 M^9\J;)<1Y_[R4UW9=__R1N.OFB$VZ\T_%KZXI7\EYVE+7>]>VYB=&^M6EO=3 MHD.UC@PX:2!A@MF6=2O]TE,%&*C)\]UT!X.02;+DXPRYVV_?S@]_^AZ70ZQ7 M8&C+D?7ME=^-
U^@WE;'D@5CM8UR8OP4Y@KEM<9:]'7]4U2UM].H$>Y(ECS,/+<-N@6_V>]L=9[]T$KA_F MPLC7__YUQ)Z+1ES8UIHHH+NR;$Y*]>@\7MD5)B O3MEO*)9/HI@D04GWC; MY M>5\"VQ!.R=""/G[R1QDO 0308UEG@Q'_,C2"O(\,C#9B:;Y6?Y]F(BCB$(P8
MLR(2*&@E+DP([6BDQS;8AH(<;3Z"LB.0?:H4R69$_&@. 0;,/!-! S(H!."? MX*HAX!?KP$S+0=-*NA*/1*"_M' U*EQ?0'5[C-O@>:WEOL<'5]N>TE+&R3A0_@4K&N 9SA*H(:V];[PO*"*[] MC-*_&!Q1&IE3UI?9USNC[?'X<$Z!TWGA]!.ZN]33B[P&+]A)O?H$#,L< W0#
M:T8>NG>V'[A2N&-FQ?P?7)D2;(_W#_MO>1W.Q?N*7!8K\7/>E%AP!94+.\0D M[3!-XO6T42IY!:I>YXS>HY0W[\EO"K"]K-Y1U?T--]?A5?\F4(&?LZ6N3D1 M'/NA\94/)Y9=LG81!XY*]/K.!ZOEP..,* M"5PU#1DX;R-L]QMQT*"&6/\DE;N7N)5@%!-K
UOB;Z([_'T=T.>QQ%@BS:-R M;%K'M\>??%HO/?4 8(K^6FZ"YA-BG:PBRGQKI7BCF]D+V:AVI MG+-O?;\4C_L>B7[%6Z6C#Q?^]!$K#311Y27!:VK'I6\'],_++(D_2Q%.B+9 MLDH863N3GPFZER'!AR?B/[)#]4M-)HZ]LH(99=_3/OE9IR,:5?T^7+WY# M(7Z5+
[N'>'#T[RF>93.WQ&E@-_KW=A+_/'/270MH8$)3R5P_7]W-(6;8>39 MU>-'IM,VL9[G5I$QL^2A1%Y=(O" S:_T*V7BYD?B*_3$<\&!0S\S+DRZ2H\=T3 M[,O0I?4@AB]PPD#W<31'P_:"P+S.+Z@%&NGO)R7WECD3N+N"@_TW\LXK*D%H M+]CY'G$-T5U21]]2?
SPSA2Y4162RQ\YK=104>A4(FCG%'=\9>7QG+"C,]AGT M,R$[A[OAMV(\C-$8V]T$G#&AZ,GPS 'ITE/FTLT5=@8)B_V?E>N3*A$TO?6 M57==>]'C169E]E91"]:V[BL+UK_H/?- -.#8VF,9C"V_1M/EGR%W)0-42&KI M0C[%E9/^K$]YR>,M&T&IK ,&-[H+\[]W>OG8P--
@)<$Q/D-N]><+.4 :2>B^+^9#WW 'NBT:6EL&,C)6Y5-3@IV>590WSCS=W0]O.C.$SE4A[]4.#0D]@T7KZ=@@MT]LD/Q]EO#C^T MRZ)KT6M73K/DU]^-C=61ANX7(?3V59 M :%>&20% =88D#CR(O2'Z$(2Q:>9 M_0K!$\@240(6W]/(OR(W+
ZH>$.:>ZFX':RQL>/"=/SL M7[O.$*'!?DMV8^B5D VM NJO$AP(+#$R%]9BC*+Y_(KT>>-",1S%@D#7 8" MV2*(,Z54LS :,I DMB>0 Z]V_P8D8O:AUFY*W!KZ^>.*4PVL]A5>;D:BH"6$ M%6>[LG.4RNH$!;X!!?14O(9*/-NC+G?Y]%SX\E5_Z+\%[ZY)[L&GE-.F*VK

~~MKT+4GZ4^02G@6@XE UR6O3$>_400*55USAIW^C80KI8^_R:Q_&G^FJ3^6\$G MIB>DISNYN>T[CI AZO!!:H]"5T+C&T"_;[e/F3!H"79 RXWB>=7#(0H3?6 MUXO;I%QZ1F7FY7!0D:^)\0/YW3O(%?%\#A M \UV. 4'0)=&^BIN=*7%,P=F\$HE-CIM"NOT-BI3O3!<.Z7=[VE^^+>/#\$8 M.PYCM?XOL+ %X2%[VN0\;7NP-8 B6N >8#+5]HZ(%(Q>]LS\/;="NRC5V7] ME\@(!R\|PXI 43^+8GD)TXG;T2◆RO1:A/ @%55,BPQ>"0(6)(U Ng@%#U M8\@(#'"1P3:=GU^7<%?ZNH64=DD\&KA!8KM2^C+W!AO7)>RU]\$ M0QI_2^9 M0X^HL;R5L +A5 PAG=7;?0'5,]H=="W@3[E<&1=GE7#-CRQ-E?#)QO_WXJ+FS2J!5QAVI N"Q-L'-]e?2!5U&; M@?J-=6SV6)B\$]H[T=,OHL<#GQ?LPZQH,[F'>)\"=GP<UQ0/-_;,,=M\|* MP>\)^\$5 &B_'?#(+-8(=,>;13&,F)\$VJA,\/QA'-V4GW:0ESH?7ZY2*%>?IRO#3,'(\$^[ZH-=_@=2&G[4]ZA:ZY_B MG7]I"\$I^-B^1P9FJ>=D>4_T20>G6;W:"H-?1);1V10^OPX\{H[=Z[#EQO]M^8D)AB2M63R2FFMJN?N.K=^;4_IZ.4TN%BXX4*5-Y6W@2#Z%;IG<5'[e#2*M >;%\V(:-&-'!0<%L4d'[HK:J4\M^M Y(CF6XAO0TNR4255B,'+/*G<-FB MA1^>+)HQ?RNL\#W&4H%*O0]_EA ^BK;K5^HL*1=,>5HDQLY,O=@Z1WD MG86G1^WTZ\[W_]J+;,NJ&(=8AC2+8RD%^HW+/GP-ECND2=1^F4\?2;BV:QADJ[<;5+U?UK=O1\&]MD 3HXFPOW(%?5A3;&<=7N)^ (R-54:W0MY\2\$,8WM&#6/&9<(TUT9 M?:C0I[%/?P#?N%%/[5XF?E)\^>?-F?Y0O_XU:\6I_C%,ZI8_[:=3/02N M\BUV>0^,=9EIVD;Y6>46WSDIY1?>>)HI"3R5K1%9]3[F MMA(?@\$IF WG-W.T%K)5,5?T%;6C-DFC#VIE]:,G+GOQBYY+H;LPP;7^B MLM[CIU-ORNI6^?M2)/O_I"\1NAH;N0^\$.IN,%/P*C\ND0*F?4P,I^\$^5 0 M2%@V6H'1C8XZN=KA(P5K-BW"BA1P4>/-4]X;<&QU'6MR5]>M59V\$*5,V:02 MB"^0[0M2G6793;@-MDQ>5J1-M0;0F.<-4IV\$ B)-72T%"-54B Q'47+,I M=VSO6((7GI;BEI<0]]MGRSMB.=4\>B>J=E-^0H\=3a?FW_5&_KG3%#IB_M5^]6?5[%(P9O>B;I?YMW_XZX\2"M<;1HRRI0K MC:%IMEA746,P%F\Y.D=V]G[4"RI"R%FHICI^A-0DQ>%J?+]H)_5]>C&4JR.M:5,M?IQS7.?F>@__"%? 6562CV0G-Y6D2,9!,O(RIBs7)D3YUBH,R4,C;-MXX6RYY1450!(C5NJNNN-BLIX,854=6[4]%Z^0 +REW#]+RTB=B6%9[*:6.FI M-?,H9D\-S6S 4[,'-NH?9&=6[M-^,]D-6M1Y2IA>[K76]KN-]"I+2TG!=9M4'+ 1#A(G?:+ 5(T6YP82=\UP>H60)-M;%HAEP9FPNXI<~>XMI-:=#[-UP<]:\$2S /(G;%(6@2)D=#F&<G=O5.7-M?2OV4.-UD/BIO>%2D1Z/[C"4]-#; NG.6C-E.#-W?C%]T=6@N*#@-.?+HRCMH(6<)OUI2.2(

/K.^WR2>PD*P._XP3FY>&(SG-YU,W(7M<_-O],;LU@;;RO%U2@ HR\I19L M2KF7;\@D-V[)_7-#49(9.*QRA]=41;%D$P9;C5B/#(0=PY,KG?7YF-#XFV86/B=V.UL=?-3Y2F?KN_=H4.'3/]=63*V0<>V?VM#:)O:96FIC/4GB>
M4N48S+9(YV..X?:W$VX[\3',LR+]L]O#_O$*P?<&M!?'>D955]A:(CT4P<_S MO_$Q=[>61T<8NV^VSFR]'6OUC<0=VXU$$_H@\B_0LT4-]ZUW:OP:R+Q-^-46 M>I=2"M!Q>!)NB3V"@Z5,^)A&Y8L#B/ /Z*=NV2F?]%%_E3IYG%GE8!)-_#GQ M7#=XATZ-
3/S,\@N4RV[.!$5C=]X!9+X !]YN@CWS!@T9%] M#F8E4PUSP9&!!5G=LCA$SN?\B4]+2M8W3@;.7MB G,WI0U=7;'?$+UH")Z:C M(0W4MT_E?ZF;W(H!C^*Y"A(P.9.:=V,%]>AK#?@XR]Y#AI^Q/!L0$/]9>\^0$ M#_M.F8_9L!-D<8K3P9I"[PXV^1[4X.
(>=F_1_TBGVTSB^)3G0"\S"Z$U\#$* M=&KS1"SIAA#6FT2 #E/X&&5 [2ZE]PT*BD6R+1%K'&_V<2"=K:1 ?O)V. M&@^;B[KS!E%!_UL'6KL'NE5(QTPK0"%TIX.TY]_IU:'XOU0NP"VX'R74,8$D MXRF1ZDRG5U%\3(DY>%UN43-4<+;[2W<=,3[&0*&!
*T3@GI>D&&I5\QVU3'7DZ$EHR(#:]2=P M6ZF3O]PUW@KJ6HW.@C.$-DWXRX0>Y#]^0N3Q!XEFPC_?G!;Q<+590]VF8^FP M%F<\M:_FD*TY^LV2^SQ\8[SR*HCLZQ1LBM4W; !@R>O@HHS>WUXDMV%RCHX/ M%5-*?!-PND]@CI4"K)O2="F""0)VA0+
/@6>55=9\AUAXR>\2L^2 MN1-.O+O_*>9WT&A>Y"(<365NYF,6'4?#L5S!03['>8G@I&DWR/3SY6-HBH)# MUXFMP++B-!72%73211-^[$Z:60!_V?,Q8@:UP-(T%5DG@EPGBIH2RJE,!KZ/ MAKR0L43S?#$9OI_121UYBAT37#3 MB%P%<0TY3V!I2!_B8TY#)/BW6#
[F,+#^+F58#;I?+.@1/M>+?B*8S&M!.YURL=1/$>H'AS9165[0E(&1#98%TV]0^_< MI+(]]EPE,7Q!4C.<+8SK?4V:32Z7/WPH$FNL]EA/9+'>9^9'H$HN)T[S-Y" MN!BQJ^BM/[H4/!\30WY28+DLC,X]2*#3V"D0DA'H]",Z%7V!3HV7]?!V@4Z[M"=,\<)Q 8DN"]5W,-
MYO@DY$U+$7Z]CL9.I[=^BAEJ ;\1P5)4'5,VV(KB%\ M4NKOGC^"H.?/:X*/D4WA$2AP$^M?Z\D<)7,VHII[THD]+'AIR0 \//+]>-'G+7WU%Y$[^)C(DS_&?1(=?T:02" CZ'?+3%$ M (JMXG<(1:)>4U M3^I($)@?0F#O6KDYKS'0"BS*HQ]H>R'8/"#D@^I "
(]@@1_:;'2C'N@DDB:T MV?BQ5V^.'.?:?PE6IO_^?UY@R"(7G1X658%N#3HLBK48M(X2)1])Q2M 4QW M6K75O$P/@^:1+?VRT^*5LY_P]RAVU*5_0G$:[T7H(K>%2K_C\Z\.9S1O?<6% M/+2<>T-EN@=7Q^UWL%EX*9K_V_K#V9LL!^_\!ARU(K.VDVL
SAX]%%9&OM7Q M,7].@3?I%55+%P+D2U07E+)[R&Q-XA%30CZ:"?_]]],Q*6@]&H/E8QB:2<>A M\&W7N?EX1V7':=7>Q0;<#Y^\I@4-4H?QLX3\3%-P4(MS W9-IMZBT]5)+X:7 M=2 NPD$3"D/#YB]:7ST0F8NO5H&7LAI/\YB,[^=ABP)L]>(CBLI5SG
MR97L*S^Y1%C;#OXB].$O&&6\,0S<#(50FT@@($]N9E@31&R*T:>BVL0V5%S MD&BO&;WM/>D/&5"G VE .8,:/9RQ'#)B,,4O+!-9:#,?G?9#>\5^!!H?POU?A9A MW!V7]K"NV#' MB*]R3BWN8>^$V%)C*'=U!A%NA[[';MO'".QDT&/$10AVF$V2%MI"1S?NX9_1/9?V
+IM;[#TYHUQ(^_@M,'!^72;2 M5L_'R'$C7OI\JND8.):R%$^(8[EB5P\+7]4CSTM6T:$[UW$VSL].?.U5;6RV MSUL4-&-EWD#MMYW]M'FO-V'35/ZQL.]F]&S\ H,=5:4^GB MM/BE5-+9@WM)GC69G"0YMOR:>I[L/H\"1+H.T\9)8]_2/&3E \:.$A>;4XD
MK54N:I3P,B[.^XYXD .M^X"64'];[]C79W\5X8C;79 M"&=FMF+=- N4OCL.=09G,.TGRU>S19 +S#+E'PO 2!(H<\|UWA(R8 E'G]BO MNX5^'L9>BX*VM+K_<&?WFZDMXN*9K=]U[A;R-\01I:T252+G789 MOB,5:%[L5Z[B8X+,(#16SPW0AB&\P.YE+;$C0,0?T2E1-
4D]1CNB'5SWCV#E M/LHYX//)=Q[I:U:WC>8*3_FR8>F=@BTG\X&R&=2+RN\)D4[Q06"%I2XFKFGE7 M08^%BG!N4^T9N0UPZGU#W,5Y'5WN'9C C"/,#H>"HBK1CT;WL[#]C8^6-_HW
M[]#=W.";NXMQU12R:@K]QO0AKX6:DJ%D\CCI@\XI/F;C==Z"K7\V6&LCH%" M;%A CKYOHO32A)PC:\:6A@;>2"FUP"V,.B6KTN'EMKEEZ,7=RLL/N*F7WP$< MN/?+0PM6XRVY@N&AMG<-/GZU$)GAT"6U,/L!I,9,#,NB@1@8HG?:Z%H1(
M3YLN/EB5*KF].N:F.0*6DQ_/5YQ ,?^@3U 79;6X]ITX!$K\6"EU?4!S;3>* M\%V@R:ZP$PS X, MTI/[-%4^^SA5ZSHCT>W"4IM,R41_^;#@^)C:X?6%X:]\4^&S'=='3I O%4?N MBFS=YKWM@FSY&;UH*,/ 57IA5[33IH")""]E.8DZUDR-F(CYFZ05LP#$(U M4,3'Y(,O-
7.]M,LZ?@64&+=LA^[[B5^(.W_]]>F)S+RE.@+3#'BBIW)HE?!* M5OA5WV.53V2"]D% -A]>:[<5I6^9H8?"8#.[PK*=$)21AQ.ST\O;2>"< M!4-X1WU<5M] #QAG]3\0/>;EW"%[]Q\K359KCD_#\Q[W.KAX8U?*6C9$MFP+
M5)]LB0[^)&VYV&OY$+_364^R=*E@@/M3[U[@N,WE=DW#R]<"&]QE]X/..!*\ M?MP3/->O=D/S=N^;3 4HZ]4B^+%,F4UAMLV%LQ[4/+4T@CZPMN+#/;DE.OJ/ M(A,=,92X@]=1-;M_];[W<4&VT+CGH$L*?<1#,QUL']K ON+*5EW_R6& 9#VD
MHV\|9X#@F")Q#;Q=2R5\3!G#R1B^Z F :9L\&PH?8=)@B<#5H.]G [*MF>/% M!7_PBL^]T&)%^)/59AI/K-(KUZ,*\R0WN.S-SO91]][SQ.[WHHCY[H0(=ESC M@S:,R$T;FFYMY7R583,="8,=#2'G:#RS[QB)WDW^M&PY1A:89$SV58[_/DZ3 M(QW(D-
HS,-.Z<%GY.XSR,B%)^%"E4EGQ,QC,B!E)N#MW.-IW(>Y/AC3S]U6- M=NF!WU4S(&!1CR Y0I >170VD"&'RP3.I0'@[%U*A#_**#?^Y+V#3UO./5Y[M>5SW)W$@^3+W\Y$E7O>DI45II]&380RU M%V2UT&]Z1UNLZ.4KX)
)\6Y,]&+6B;/_FSSKRW4]DQ__W*HR.Y\7Y].R+T2P MGZ;Z?9R1@9T-]FY>W45>4D5 7M4 ;CU4RRKR?1MXOO3/.4;2#M:7B:$R5[G5 M75!?WENDB4FBF^4TE1YP%QXZ<._DA-]YB97Q@G#)RB@N2;/(-]84T=PONI)H M.=YV*+ERYKS@7!+B=^M)TE?(E/X%[BP(2-
Y83.MM=[!UT\[99=XRRB8"<2:P'6T17Z68_!%.)X\]&+567E9'P2KP M/E'IT]>_\D8^1F2N"3?T4G;1-5"W^'1"R:PGSR6Y$QP9<-]U,7RU+=1ZFS#Y MC7Y*DZ+<8)P$+O?NYQP;K@A3)WY(VT-7[=41TC=U\(T5.\6 F.4TS'0UR3&+ M\F:]IM]=9?X%73]7S?
GULUC&A\:PW1Z%LH\A'R51B8$]>9]TACMG>'_M9F^> MEL0 -%Y@=5B51VX X\8L./H>!_2D[6/3E*@YHFRL ;')BGQ,D1UA,'/%S[R;O]5H$@9%T!5V^#'3YX3FZ1U>DFATZ)ISY] M^&*9H#Y+W/-=5:?9??$A9#\KOZ5"6\@K:S C:W8@5/9M%^D,[4ZEW>UXA((I)-
A,.:%UU59EXQZT MXE&Z@-Q]N-#G1[]#V7;?&]4NW5T/I.7TW]N>+&W5W]_G2R\3!E8W0Z.9;6,T M)DB_5:1UAR!L=Y::T"@T&H^0/F;?.(7/&1[T+:R*9B<@XK_%KR22?T7"ZEV>"?TZ(C'M?*>&H'7E M_-MG-BWKK GX;L]-GF4HWL;]?-%G7[]Q3PYL*
[VBET6RL@&VB'5=/3FG8"3 M\81#;+5FS\WS^B9T8>V@52D%]YXBM$""T.IF3EBP%3,9NM^>3SILZ[9SF!#K MP7-9TPM-^_-F.;42C)SHXIAZ/[S:D4!)*0*O431#\J.RUQFON**\D M2BK>Q/]^'&?N29)NOHVU-RQ%9H5:?2EG>==IRPW4Z?L&*(M-!3I7>$T +XC-
MIM8]I*T3:TE>^%3*N/1=]H<,T*VXZ_M@B>/(_#9F(- M=-\<5+%HHFQ5NHQ?HX0&A*Q>I$Z M7FK!V-VD0AL.OX=&G"LE*/E= M^$2#R7T?-)(GVP61_&W0BX$+)[XUM?CLOY^+0PLW]=9,1]\LGDZC1I\T7DPG
MM09H(<*UD/=.ZH#>7I^.^Y[%7X/Z51Y/*/;QE.WQ*.H\0(1H[\H$OZ7XN_Q M)BGW[&\$"&?C>]BG%;.L[+ !SSVNL;+#)UAWU-F*E&^*D-T (CP/B6W8'/[1 M_VSKT5ZE5"N0H=FSB-Q-OLTC?W6/6OP*A4$Y0*.7C:"]<3A],V)-T
MP/,VHM(FBBXE2^V;86L9".\DK'IU'M;Y@HA/WOLQ$.)V^ Z!.S8FQVIP0=5X MB?KDY+4<%[S =%$7SFC]O!3\Z]?3%>S\&W,556R!!"HQT:5>0T\GP"&0N"1 MI+TH^I"IZX_'WGDU*E(7I'+$?T'$NAG 3'I"%GD)W#W^N/:X%G(M.:@H_=*F M(]"=;[H_IA(-[:(-K%-
,7+%KTE[:),U,%CT+L/]*9BDUNHVPLL'CB.X#;V M2Q[97?=AP+!<1OUYKHG6]-H+0;>/;TYQ49N_-W;Y9&+];_)CAA[WFWU_^(7_(:.CR],&N M*Q?^^X?'_R]UK3.\P]R*R[[AVVOM%=Y<;^]?-#E'RI3,]=0?%7I>Z 0/4+9" MCZ9ON X?3MA:I'O,HDQ)R=?
LI\PNEOD'I@GE?'O]-"'?L"[@EE?,TBA*#-Q2 MS?ME7;?TG%^?=\PL0V$IYYWAZF'H5,[E_^40GMDZ;6#[89Q9&18F=.-V0V<4 MNS?=U&SV_9KQ_*E#$[[A0*"HQM0)M2X6SQ#YG<54NU:R= #29T[92'EN?^]Z MA8\95GQ"U,Y)6(.]LWR,1\'"S[[*S"?Y=OO5R8<
A>B]Q*CY[NN\>RBAI3G M#1WT5-L.P;O[LSM2>Y%!_S%?M-].Y"4NY%D[0C8IRL !0R^O/5E+2RPCV]P7NG\]$GC;L@-15 MSB[GFH)SM"]HE]\1!APEB^>8$=GBLPRW_#P0->AV%3CB,G=2"4!=<5:M9#Z#3I*HN]=*;4TEC_7AQ^/9C2KV-1:O_ET*;6\/X^+
[@]>L<,BSUCDDTQW^"ZN@FI9(_)VRM3,B7 M;O5YII/IUB@2UOY54||<_/W-U8 O B2] M-8W^A1*2'$*DL8S/)%V":UUEKS_!FZ@)%A/H84<\4]O$+T45_CET)OX14VW933L9-XU^NGQMK3GY9S4A$!1\G.;6@]_.P/I--N0XGQ*[5@HL]G MN%;]'W;G;HAV'CQDM+M-
DC*Y,Y2T0@PV,F;R,7)5P$6W@RXQ11(B\LB>5TL? MVVIX@.,E2R;O&V/>BV7SIZV.Y+5G/NTNEI[SO9\%->*^)./ MV1YSXD !5+3/L5$#V%!8^W78[4ZA0N*CO0SM!N*@J:7T.]I(MOR2MC+$,\0B M?,SKF\Z/:XA9AHR(2+22
WEY.L):L=D^!X>OOL9N[#5COAA4V*WS5T@R[<:] M]/9!2],4L*8>W%&A&?F5#CXO4VG/WWAP:'X"+S*,?)Y*8S#66T@YIM:&ZX/ M(=79PMU\C!F-0G??3 >'?-QB>:46U_B8Y;>X^"%478&1L-RC;%XQDU;_V,]^ M7/QD]M9;[;G*_6W 1.%CQQ>@8"V<3Q[+/FOQL M.
< IW:5%X5*YRQ,+,XTLH_'?C@9]F8@XD>=GQDM 9&;L" ,Z&T?>]6]G=.9V M]IO$-7]^86CCHEWV: N>Q(]MD-C]#91ZG74O4<\SL 9&ZDO![8=]O_1VHG8] M1U])ZOV]1 6G1WD_O@WW_;P^I^-Q]5UQ_L2&"!&=/B$ M)X4'B9$#,SV4O9R/
=5<4:O^XEEY)M[&2]^=^6HT^WA+Y4]_#4?IL >OO7-N MENKZCI?^-$-^?\$%9K;/:=6"FS]$/B+O_U&-6=U\7]1DO)#4TP-3%@CC/BM\ M3%V^(&#KC)V @);?#LNI5&23P[5]&&5"@6;[]RM$;F=H3D]W' DP><@QG]5$DWG;P)ZX1 M)_ZPI'LMU8D1?
I&N30,4C<8B/=O2+PMII#K8S!GXD^$-/B5ALOI\S)$?6=15 MWNZ& !9%"Y)M,? H VI^$@RV1<(76%W?7V^A>93='B)<7E\8]R")K"Y;2=+X M<7UJR=K:4#]VU_)RRB8KBR,+\X_>$[YLZ3_F_M#')TSW)%CW,6TRE:I-:2$W MA>\R)<239X_\?R#?
_5\OZWZ1)UX+N[**8I.G^__\P\HD-S'*#3,262 ;'#KW M4.1''4,HU.K\.R:%+D__M-[?3KI!=[:M/F?MR;:!#['.^3V]N9H:T?N!IN=R6"^88A?=?Y? M/ ?T&U]W6*H0<4S/QDKE%4]XHA MPG50I,?_T=Z51361K>O]1]65(=*"@$"BH](B(LHHD#BTHM*"H("*$!5I5 1D
M%#"#@((B@XB*@A*9Q D0&0(R1&:0(4P22("0!!D,0P4"%]12.:'/RUU]7^Y: MYZ'/N]L?OG]H5;OVWE5[?__WU_[W7Q$BZP9D9:'7NP0OK:^?94N:#S]7;*"] MS,EXP$KCW,6\0D[\,LG7R-ZI]B1M,?TV]B?$39CO-A5L-6Z]('-*ES%E.D2EL\S;*N\N\KU6Z
MYFK0VPPMWX]]-JA2R[V,"VG2"^0D@(?EY[1)M&I/H 66NS.0E=6(3$\-F$[S MZ6>99HJ;IWUHR$]#7&SB42@&[CPY%ZCLLOD\$C]+[FFBH2'2P[MDGCU,>9*>=FGH5EZBNXE4:KG^P[:4*H$^%FHS)*MQD3Y 6&X3D,-S\2PZ8TF
M6/%Q3S0FI\=:\._0S>TSRV%YK2NA,U8SC^)'MV06%*2<*#WMQ7D8DLFQ-]K1 M*I1)1IX9^O3Q/Z,UB4QR&(PY7U5[BS76T[&Z)FWAA)^EYYLN89G+1G93(36\ M9\=4G_(%56R)ROO@P#F*=&8N P48Z[URD+H;]<@>?
E.P\+2]4'3LXO8$IHGB4DO!#"Q[<#5GU^"5]4Z/07>.EE66)T^9]!U#5-*7U M3 WQAC2]*;;S2+DH4(N?VRE]IW?)A:EI96V@WHNX3F!V3FQ)O1F;:&(;*AY) M+XI'M?-U('("EXM]K&FGS[GPV]K'2$,"=-TCR7*W2*W("]EB(72GK#$)-Y0 M3W=Z&]WP1I$':F$4G?FI H,H?
('RL>Q)U#]">=$"R/9(GB'H:,;VC--=]UXW M&XWO6Z5[>CC8H0*9K:TE;@[NS*[:>T+XBC8_0F^]T$ 4"@3+1.1"K.[E>1I6 M8V)1,Y%#/#R>],.*_W.SBP8^HZI =) [DA48N8"T M%'?F#OX"VEB[WL8H1S!BA#UN)0&.'EF078IL5D/:0EWIN.I/]5E%'TE=N0.Y M@C$"U0;
[U*A[C U:L?MH!UC#!/VNS%Y1]-(EY]*A)M2M'L%^&,=4G,:Y;R? MV"AX!\76!=+N/7,B_UB;CO=[!/_KTKZB%/)/ 7]5MM5XF:-%<-5\[&[SN&#^ MR(I&7AHO3S-Y7)C7*^+LO%V2#SF#(RW>[+L6)AZ85GZM&R54>%7W4%1F<;0H M@X-3\|9C5.78QY)O>Q9V#D
M6FK$*H5E;;[A(RD?9[?:N3[CY/72>+(Q!XR30"I72^AW_MY%<*[O_K)+[G!% MAO8K6Z,Q]#KI##A&ZB#I;M7;^0P3/XXPFXM#9K-^)UE"_#HO3O NP?[(+^8BPYZEI&^9D_^AP<8D\G]QZDQ ML\,+%)L]=*H1&_)'%)]AG" GD5,]!37A\$F<[%SVQ"
[^<+C!>V9,Y23@DT7^6&2T^#+)A#1?SVUYN7*&!! C5Q2F] MTK5>Y,H>1.CK@^A:/Z)P0_VVD?-9Y"*8R+L_E5)9_Z2XE/?<.^YW?SK)]$<. M[R&7W4=MQ>R)7CQX70\3M79$ I399(]PD[@DRPY\B>O2 U@&_^WAQ+R]VO=F,/;8BN_';[Q3"84/:E
DV)P&3"':VC1QB6@]\3V*8-TX=;'%* M'0)060%6&VHKF'@3Q*]56_GHG(]UL5/OZ)VKK06O*4,DH /?T;"TS$.AR93K M?.B#-T,W/UDHAPC-;R;9*^Y7V)@ORS;+G:UARUIH)UQ57+NP?"\Z=W2>.0O8$OXS_.M L=5G(9-(!'/?UMX7#.K.CTAYORIY4Y08Y%$/..59E MVAP:>
<&DIE3QT6P(4.A:?G'35:@\@LOR\YY]#^E)+9\[:O!!0 MKC&FLE3*@\F*5)\EIVG4%W_,=?N;K'7*ZVDUQA)@W1,856\I@R@PH%92V#1L M!X[:.IZDIVAYLRYLCE7>E%YL3^ M'HN"?>)(1 YRPUR ;,$1U7-<6\C*:YU-:.RD^K6;?Y2YR' \(BVV447Z-:&* M*=\>Z\Z[8+
<&/1:5,#.R?8X-IA?'FEI=B]?4C]K!5]*Z$#ILGPCWVAU221O] MV]/^_(/_,S#-EE)?[!EEXM9_YC=AT6!D#K>/]:=CW1UHIOKVK+-%B[GP!%$A MU/8.[3P]-M70':%#MH(5I_SO/#F^:D0MWE0T%4W+4_'--B-L*Z#7_]&K]2,: MN'Q2 B@_(AO';TZO3 ?S8*7$^0>"L^_R:DH-
H=,>Q/D<=Y^XG[]LT02X$;< M"_.I02**^8(UQG&1H%*9@IO7BHC8SLH'R M#M%L7$W<=4N=:C;HC:IA[:.Q*O+/5X'#,RKZ;V?99@.?N11\P[R&W[S(YRK M;*V\O&#AT2D7]F%QAUO*Y+I #'>)__?9X4L0Y3__6DBO1,O--Z-4^*Q0<=F9 M2P-=>0_R0]&IV2QT
@*Y^62*=HCV:1_;9[Z+4 M:(*2F(C5DT\[*/GNM;'E#V[R9QP_,T7$D!F 7P7:AQ!Y.K64;LF4@P$&V$MX'V&\Z1/;]X<!2H_)O M#E;@B:01LC&R5AR+W0GUZE[!R2'KORM1CUX Q5V_[9TCIE@=[&:D!WL@*[5$ MAX.+5'*D-G]UY#"Q>*]S42B;V9DV#3>
<\%Q(_TO(+XI1&7=K40C+M?,N,3^(5TH]=G2.1Z6IC*6] M+87N56YTF4284,10!>[5=/Y!_Y"XTGKA?(:(YW20 %]7,BI&K/RM9@0*_(E!7U/20]O,LE]\[F&OZ*KKBPU!MM M*&*&]H?)?]<25*DP[A:4S<7?/?N>,]#ZI%B ?O'DYSX^[(*RV8,GVKDH??F0 MP,2D8/'']/++F1?
]IT?)D;NBD$1E0CR'!FU@3/!>%O/C9;^?+=7"]N4.*O]A MCF3N\XWQ;] QRSL -L!K-.;)8(+M1U@') R>:11Y9;,*VD)F[X]27/L#N!7, MZ+$XQ=M!X:$&:@-R[WF^#2FNCS)PS%(5/K>EZ0N3B%I!>_0G\?=(JAF3E3A M\R\']8A\G[M=5'QF*FP-,N[IZ&-
EG]A/.*3&O'N_Z%0HL/?D6$Z&EE/K^06C%*E>N]D"I0-C8P9T A+LK_.LIU+*H=.5SA7(T!C]HR=>M9I":0 M=I;].:/WZG/-I+S0W9#6BUNHE;WD&7I+SP:+F]\L ;BQ:57V%8MB;)7%8'YY?L% M)ZT^C+D8BM=:EPL;Y6?]HMLL32==#+X(EO0\3(]I".Z],K7ECNPB/
M$QE2#,]=BW /.56 MZ(_?L%$S1M___&!MBW2@C5CSN#ND]5$W;*E-*RA\"6 Y;#M%Z>KV6%1*_Y11 MTYU49P+ISV)Q6L+<-@]D-"P+)3CF#S]'U;!7+NT)HUU&*3T6N=,BA H#QY%\ MF@^C\2CY=T8V9(THE E>-0WA\PYE6T-
&THYMG.!WI]WDEQ%)2D4R(DK!'M]%Y-D M;O0:CNWX&-QF\BR?S7C-CR.:5-/ ?>1;6#1KOI'@GCO)GY\|OV4*A=]H*O9O M>/F#SE)V.N77LB,H')8 >X8-*G?[YNI"I;&'$(V#$N"('380S(9_=9L/!*_@ M\V&]]A&F/_+"LE4"Y,$_$L2>71:;1=M@?5"1/8&+PB[O5/>-*FCWNG
Q>/CC MRTWPNZ;1,):4& M>8.8[1OO.*__^]K;';H6K$=]]W?/Z'_P-S.]&HX37:DN =H+),!C#1IB;@4; M.-7@%M>29S)N2("&R^F5MKU=B,,/3#^.C_:2 /L=<* 9^2FY1H4@U39I'A)@ MNPD9#H]'+N9%DH4[),"WP],2(*[C$+]>,I-7@NNQ8"'A;\E#?A)@EY1XMD/2 M$@?
HR*FEA,&3&+ .+R\!QLY(@"^Q; F@E1YM&8O[AK].?A]"%2_)26C;\@% M"2#O -*1.Q3X]8 $$##_VN1#RC?7D;\LY?_/>NSN.]-! AKAFL0M7<:E\>DRL0O)'V$(5]5R725](^DOG_U>#E>TFKDAO((H0 MN[72QK9G([+ZLZB_=)V106K!@392
T%3PF[9G\U'HT3N*9,M9"8U?W3GRYD" MF?94H=U9N[3CW4?KB(V"DHCH/S"FU-\(7-D9:P(!RGK M]Y+60%AB!:Y0#U=(QA6][X$8[X(/*U.#Q;177\^P[4HK9C%>U6$& M?5H6.PX1-VWMB]I1KE""4^*Y\EU:B.C>FY.P_R.:<5MX]-83ZTVY9(9.9#(IG(Z__ZW]\?
ME^A9E%5>K/[C3^Z?G3\AL6(%SU?W__&GO]U]P/&? O=__K?_]K_^'XS_SYLO MG]"[@FT>Q6]-WI:"K@5'?^3K![1^$.CO1?G/_)FBVR5=9T7YB/%_UK>]+9Y> MROS^88T\QR/=9=UOR[\0%OC"BRCVG=3'A'@AIHPGV_^\D$9!%G]N=W7_%S]+ M'!:G'B89=S!QPQ0G-
$@Q\9B7A5F0)434BR[SU3__HOY(:260%&]5U?_\CS\] MK-=/?_GEES_^^.//W]-R^>>BO/_%7_;IZ_L03Q2G*^]-5TQ1:#*_U+5/_Q4,+]N41_E"YV]0OT+ M=Y=A]2/L>MAW__R]XG_ZS_^&4 -'62S%%Y$A]?^_??EXEF3RB[KBEY6X5_V M5I1YP;^N:;G^1%.QE-S7]ZU?
GL1__*G*Y^6HOO90RFRT\LNRW)O5<5EHKAT M0\7E?S]'[)<+V+?$[_]85PO,U>)^ML7C$*:?K;%[)S6$F)[A'IF+66Y>]/]NR5U,>O3/F\6GR47\5'<4>_?Q%,R]8NA2?91[@9A$I#%>ON:+\0*_^UKQU%- M%DSS3P#YUV?V<2F]8E.RY@LH^5!?_X:U_VR80&OZ'95;-
M"RX^-__;)CW0Z$ M?B2X(+&+F4]=^:5/&$Y2-\&Q+WR?L3#R]+>0)DM:O!*(?=]V8+Q"]RTO]B%= MO@9,2Q-\) -HQP'ZM,/G\X3X\-:]K0VRN7':(SXK7@7;H[94%FE1'DI>,!/) M&Z6O;L3*[G="+ZE5.F2I7XZ>[G79L4Q+-@)N>\4O3"XHGM9X[WW,RN+16+9U M8?Q"-
$A+UOZ$BI*+4IZY3HBY?8DW%;ZG]&EQS?^QI=;]+:GN"DE(KILOA;3O M&N]?BDK^_"VM'F[+XCF7G[,W+W^K!/^XNGD2I7RQ5O?7;)T_Y^M<5-=IM2XI M6R^HYSI.&L@OE*..5!&)<>K*(U6<#Y[3E M%TF&4:L*?U(_ZQ^K=A&M[U']9-B73[/G]&6>
[1C'WWK!/C_+E>5<^"[,Z@K M"7 -;D:KM$:XI?^+4K]_B.6ZZGY2]^%:!4_*XBPZ>PZ0.R4_"RW85Z$]UXLO MB?'PGTO4BY*XG MG"#"GAO+W<.%/&H&02#/[;X39@DE64061PZ]T0_L.7I:[YR>]VW@_=M21T6& MEI(\ECOT$7')
,Q$.0N;GIEQ$0I&.V]'48FN:&)%%+T;$AW\>1^3R](G^BR9 M63^S8\(>?BI'KS?;P9^D'A5OBVI]IPY9=^+[^HWD\I^+.(U3D+B8I($ M\F])[&'!:9])-' Y8Y!SS!DZ4W\.V8/@&VG2RK>V-F_+(L_I*6[K,-LT]]M MV4+79:E48HTN;">?@T]O(UL
!;:/:X)72)%$WVJB2%%%-5F+AO[(8)8V\CD] ML^[C5/M_'8Y;!=S$6^>%\BU+SH'IT_72O6DW&ZBGP+/,G7]=*L#_?%\^_MR'N:-TG^9?<"':\TCU?LG !;W]?9"\R4NU)YZK_W_]KDSW2IU-L7(5?.F51__MZA?7*[[_@]Z530!.'L1*]U!*\XM4I>^S3,AW+Z&"
ML9!%6*1^A$G@2GLO2B*+]3;N-*H>YV4?]"DZ$Z,;V_*]=*0 M1/F]=GQ=->XOL>/Y"I5;<=I+Z*KYFW*<2,=O=T^ZX,?[M_1"(4Z]=!/G5P_M7Z&M:*B3#2GA4".=O4_[ZSP52Q;#S,S/:HB\SH,YM&]>B0N@V:1B3%\E,5&I
M5\3[G9:Y,L<^2%T]Z7P5][PH/Q=K4;U=2M5Z[78^P@Q@0DC/DX3 M+\ LPE0::=B "G/_5A]6:HSBC$'NIX0BU3].$*U6Q)=:880]?8!02. M#1#7"+)/BR/00VD$(?K6*7IG37%$A"0GQ93L^"\Y=<3%]W.9]V+Y%RP#/PS?E;1>^>4Q+98+-
R0\2HG4UXQP3.]P/.4"!YGO"A[X;AKI MZ>O#E2?6Q"TMU!#3U I'TH^[HQE@FE%37% CH"3K!LY O97FLT1<%* OB/@ M] 5FCH"OXEXIW"_B]2A5U/3C2E43U/KW4[X2']?BL5KXG/+8=06.DMB5UDW,
M<$SE&9ZQR$TRUT]=&D),8"W6OH.2P>GTKQ(%95_BR:9(S/8GV3 MW='OV^/8K:)>K*[7\C"7;M:U/[M0V7G%:BVA6-:*]P@%""(-6B7OXE]?W6N/6)]GMM$.*";SO)3T?3#O1[6 MT)!#'^"]#+:K.]FMR%1N;]]7UO*-^HRKN._^ZZCCW:(;;1I0;?G)+',WKR-L
M&FB//%T3D8$I;,'XXGJY;(W%?B"[/?5K&&QC:TQLI$G2]#LBP"/QHP ,*SF; MLL.TU3FQQ[U!VLI&5[B!X00G5@K M[*@U"0>PPXL6:GHG$MM8P]1 #X::TA7ZNDG_(=A:'1Q^HY5$5FF"]<&'_0]E M0I[3!;K)LB'PP$<)"!]6S@=:)&:CSOI].4$=IUW=I>08U2P?.:BDF?,H
M;=#ZEP_%4CX>8.:ZZ6/2C&I,#SXPT-'#?8OR%MZK$\]BROSX"^&Q%14QY&+> M0,EE4!W%3BY\;AFY?=);=-G<_U'[3D]1^_BTH9DTUVG+N@ M'J.9QV.I[C\LZ;WN MV>S,[1/K/D45*;+8W=N(+0?ZA[=STH\?XRP(#M-$(S*C;X]\I5/>B'!&Y[US
M:\YV\AL1]G\&'+O4("ZI-FWU=EE4X][X;?64O\LK5MM5VE')LRO,86A4]*:L M*]N\J9IT6^?;S\BQ83\Q4;>#XA1G@=#(T]!0=@?%(3@O:@9"M<.2]I6;#R M_++SA2I'1=L+5(Y?;1B]V#ZZII' I_Q9\-K'6?U5+/F'HOQ*^P=^QD./>'Z(
M19R$F+BQ@U./N9ARPL/("8,D!!TW@/1G],5/FKG4F]M,MS$DU35Y+5A,M<)DYBP"-,L8)AX),%)Y'(L0NIQ:7>[M+(SAU:.ZY*?^CFZK\UQY5MMGZ4QMGF=2[]B-]K#&F!Y#H,O-+Z+RD:U<32I M&IT"STN+1BV\EH8EHU
T]"I&M5=]A8)1],2GZT7!]QB8'D*4OY;%Y]FNT.@% M4[^L5]>/:UTWQ<@R$ZM>11W5Y%%3:-)C 'T1ZTVY0M>/Q4:WR;L.,!KVF#U, M@+;8Y7#_;#$]08V9EF:R<]%' CF M1UG*,P[]=&B-LXG5QM]6I:#+_+_D]?
VG99UMKU29FSUGBW4@+;EA]/$U]X/&.IR'KAO[!,QT]'$CIX.DVNIZQ;NY M'M+F6Q G2!T_2+%4Q_*3(?I\014BD'D3P@!V$0IP9=HZ%\:.WWB[M]U_M8 MGD)43GA^OT+-4!/V@OB6.6!*'QAO/3TZ"7RF\XP.&]^IR-1A0GY5Y_'U.+*G M"DVQL*3QP.1G56RFX!S]+^-
U#$W)\IZNVC/FVV)5%56T1(&GU7'4](Z?5K$ ADU;TDT] &E MI8ZVY.T=#+4EM732&Z/]^K(]@F0>GGRONG>U*:V M\"Y_5 ;D7B"')]MYEH.2F1W K)K M3MPZ\2>A"]I MC; VH#UUREO;MI>ND6(!U3ST9T(#S3<_[)]&W#10 4VZ,90L]DFZ0';%AZ M\KRV'AR2(ZO/8
G3>(C":PC^/%H8*V]C @YL? M=D&#"*8BX"QQI97%,]I,+8[C@'@X"?Q(ZL>\$\"Q<-/V*O]YIN9X7QT/"VFB^ M$??Y2G?)0BE=UD>#:>!SF1_XS DQ"Q.&22IMUMBA\@4,WGZ/$_9!_%UR-:6V"A74=E^ [G@N3,&(L3%TL_#C$ MA(N*:BNK>)3>O&G"NN(?Y?
U]WVBF!;Z(9[':"!7*?]L&HE&V_GN^?GB[D:?W M1U%>IU7],\T76G.UZ5[KEH$F@:)C ?TA>4 =$^A;QX9%-QM0<$LON2[565]U M(!2'+SST=OA\|O>KM=Q!:D0@E_MG6VOY>5-;B1X+ I?%! <)4 /*(X&IR]]* M Q9R1EP_U?/#C5*:^&/7T%9%R&B?.FK(ZT\T'\9KY-
AB$P68*C & #0#74LX MHYGHPRO/-B-=2\#^S'2]&TPC8\H?O_TH9:&7"9=33+T@PL3+?)QD/L."!D'D MQ!EU'5"1W_[RLT2^=+Y&.E#H!KU,!80&N71E,PAHG1+!6@!K;_&9 U:G!#L. M4)V\ZM(Q0>]$NOZXDHO6+HE>,#7C?AA$(L-9(N3G,*0,I]2)L3P8ICZG7N9Z
MCMEH',DI_8]IK-UMU3[T3YB!0SZ"9=YO>ULC*>XW,61[W]:1<=H"OO/#] M1F8:R3,FOO7I.V<)OM*@G3$ SL_4&;W33%=$!^,T>Q5!/2]A$!]8C+@0%K!!T);6D#D;)S:H,=(4_5-7:]QD$&;M&$M?L
M7YN\RNMO91M>R0+]L)1Y.'5#:2D(S\4THQ$.4Q9X,?/C+-.R%$;H3+SM.*H M1Q0D0G!K 1R.^9T=]V)8^);#&\$Z0Z(#(FQT(S&)K)Z&P%#$;EVLP)C9P^WQ1 MKW$9]N):&I<;YM'1IWS=M$WL7(1OBVK]6:Q[$1B6D=#GD-C7E7P@XH6#3V?N=QLA\K=KO]?WI;%
<\X%?_/RMTKPCZLML6LF MSRU-:\PH2CD3+L5IK!]O4OD)3Q/UAR!N0L(H2,-PL5:=K?4VK3YIT#[>,@#X M>E4/Z*EE0TUQ+;9O.MWR -O: %CU=OLT8,$4@.2AZ;U\V\/J)\4(RE<_]TIH MKL=1 RL&. "6= 6 *S] P[(H48Q6,PL&7HHZ4I)3]\ZZD]TKM]V+5:XMY
M_3VO%K%#1!H&#(O C3")XA#3V UPX(5)X/(HBT.MU&<@W:E#'&KRVY8-U./C M"O4;@WY3O !=F+K(:L8[[.,%#'K8@0H>Z8);BO_B^]6O]C8U]OVG)SZ*]!\41S_KX9+M0I=<\G]^IBD68R3B"4X]45"?2^. M H_#^@V>H#+QGFMIUHW9B]K=$]WG&$"[#)
["1V_W72PU; =V K?T)OCP#0ID MK6G@*1HS-PH<$/.X.>#0Q88?P*Z3^_M_;>2W0HT5*E;*(U)-VI!$.YIFA]1!O#0_E;90@&U;_#P M+Z>.8+:^HH.TYOVBZHA]]"75NLF\R^=O8OU0\%V6]&8WQC.W3[PW]WI^-]3U M>S">DWAX,UH2%K8%3\AIN3F3AE@7-
38]7'/VU]9GA#K5W/3]>0'D<.DB.+QKI\(%:/X>0B)Y: #IYW>99+KI MH@1(-1YL +;,<.#W4+"7% :4>S)#376N^=#F@='NY<]X2;(74E5QZ'KLGSS M\G"%ZZH.7?OCU+U3>\P:DOWI%M65"@=+^OESSC=T]6^,G)1]W!*Y5&R@UWI< MXK88QY)%,B2>D3ER1;0-
X$]]E/,(D)QTDF Z",\,AUA)L*4+F,!LV)MVB_]?&6KM'Y70< O5.\ M951@.]@($/!Y'B]I5.]#L59S_8 " Y/^)!;35M-#+:/#%WB^#Q+,/>(U_N M$U(%A EVW"@601*(5$2P?A.OV/FU[;EP]NVD5M=)$P!'SB+680'Z\RY$Q*_9 MA6$G3MV.%*_??1,FZG%OB]DZ<'8%+W+]-
%_5YZXO@A7W*Y7QWG7#4.9%.T!; M6?.EX/N#M.7OY+&-[_=]^I+?/ZQOLK]5[:T+$F8BX'&$I9:(,4DB'R=1F.$D MY&&:,A&*6-^%,1_?$ZN?PP9OI2*/BPQOY*\@T;ZY'Z>&/^7'?$@P9;@ML.L) M<85V8]"^'*CA!G62U)Z(GBRH%>:HE;Y=\3T.K/'0&=N8O-
YT/XY/E]S.2AWOQ/]Z]7%[9^C!NBV7.)%4U MH/ 38'B@QBK3?11:X]CS=W7DZT2=>M0BGVBR($!L(_^7SO]SN<, PO:]8Y#; M8*]O5:X77T351=BO^3\VU5K]K>LGX::>1Z,,"X?+@S%W,IS&68!#EH@LHDY(M@T3'Q!VA,[%)^D4\-W&4(I,OLVK-?
5O/LKA".T;T;),QO(:WN4448-M;!P"+ M^:&:<@YYPN02/2^8_-=N5X^M/LMNUA2QV\6ZEYNYNN5'["9[7ZWS1[E^M4@" M3D68>)B',<,D=B(U1B+$U(LR-XZ9&S]@.NO]Y2?>]\I*E&_IEAS,:7V A)Y_ MVEP^V"X\%.V]^Z(/%9W4XGQ;LT+=\YB]SC7:BFTIK M*ZZ8Z!I
M"[9Q&/4VKE5P#+THAKB M[&VK)9V\CB]63>[MOB'^U__1H,,4OZ/NT+EHP*& M>/?OF7CO]FR[=5%G,XM5U?IYH..[]T0=/\R:2@G;A.<%M#]P^Y0P9]FA_87F MRP<]P?Y>$NBIWQL,MM_%;Y2+YEF4+\"M<7Z%B3<*Y,V!R#V^3^R(#-LU/9]H M(SK=YAF7T&SH_?
EE9]M8XZ+UMYG&U69&Z7M:]LFDE3S2UY'4=ZKM].#;KO2! M\-,@\EU5FA1)D]3EF_;Q;Z3^@G-B.-P+1^.)KV)]VI+#8F6"_0DRF:@Z%]@ M1N@8;'HF]$4P8+NX(ZP\.4TNPQ7]L)FBY;^FH):LSS%[L]]>F](?6IZZMYGM M^G=Y]514=/EK66R>ZI%TVRD?
36]CZ[&4^QZ.DL#!))8;/G'#%&>I%[AQZB6. M#V]].4)O\EW?4$;1/WRB]<0P_O>UO$178]K\($/#FUQ33TN8?HS;KYM<4 M_7#SZ]YFV+^OGN-SD]6ED=7'U=\?SA)?&D@!$S@5*5 1ZGKT#0A(M%K MNZ=#;&+%T%)7[[Z:-+=C &TY %46#@,WK MLPP%3 AT2-[,@
:JMM(:(4VE M.3+0@DHM44<**8?7F+. 4DN:@\))O7O,C)^/*U:]#*YWHOG_Q]4U8\IA55VO MF@G=.Y]++ X%#]) #41*F@HO&CD^CD*D'D2CS*8FBQ4K<2VW+[_2-(0@/6N]V MTKS;1YSH^\);^G7&UDIQ@,HM"U=H)30WOA'*>N:1==_,4]T:ZNBGCH^?E:FT
MAU_-3$]'V#.93#"P9#N!2,]]1)F]T^7'U M=?/XV'AR]_7]+EU^*.KKIV6Z_+]EFQ*F&Q>$+CQU\/>]FNEC-#;!U7ZK/;(MK;Q>?4/K6CUE;4F(-X^;I5)9Z(U8B2Q?HZPHT?5RB6[%]DXYNY7+]KWT5)3K MNFB:]>YM)\F$3#'RSC!;N]'F!"YR]+$99CZKN?'0LC?
M:K6A&"#DHRZ6@V" /&WV +#T-MR M#A1;/A8=\88]+(,KS.A?T9%DW[NB=0?\:/.V^"]6@DDSL6W" 4C=.G7O#$E; M="6 ->"UAU%(&)W"=E'O\M'"IR# M8RHMR&(?$LG(*#^YX&QV]Y X?=-Z\#I3 M'Z5\HT6U_B(/9VK:TH=E\<=?!;\7O])\]:FHE#.B#0H+?E=T]2*?
Q7KAASY+ M7-6)B]0I)E'J8.H2U5K"=5@L37 6<2./I2E'_@O=^3;' 9YP,U;GI$*A]$' MQ:U*],WKB2E0=Z;Q]%U;DZ*KZ&KL\7O2^U)4$/<%%NHY@LIQM!/BK6?49\Y M!7''7CW)U:;W\U*0K/E"C1F9V3-Z*6#'?M*+5S3HZG'KPHK
,&W1E[5M:FFW(E%++K,FEV=7G:_3Y9A@ M>^TN1R\VG%&A\DS?T$K-=MYY=WO-2]^\["YIH[1U#_!/VT85C'-',#_"PG4< M3$08XMA)(^P&A,21XZ:)7BL\>RQ-O,5KZCA5Y_^](('8\]HZO_>NZ9(*F2[U6 M4XRIGI>>=3+O4X#IG0;8-YH/X(WI X#/Z+"&F:U!'IR M@3-
W+[?WXXHM-Z]H1_Y4XK+.5YMM]R')$N=UR6FUR"+],B]R<*.#L#;:02DAB=X:GA@^FT_5?*;1E"?8[0EB4T M&Y0 ?_+4D)]YF2> %N:'O@260?>TT<+S>:TOD7O/F7W10O"#Z/M_K5^N_RAY M92]Q!
[#D;"D[O\H/X1]]4W]5O,5W*2/M9+/&;&IF/3=PUQ<,'Q>0Q"O;.Q16!@ M2N523, G6DU)+1U7QZC->A;5%/WPH*E[F^E(V8+]\V-522OGW:94K3WKKHQ- M/_SWCT_+XD6(^]);^0H]2";]=,Y%[$<\$XQBYL8.)ED4XM3G%%,G84'BQF$6
MI+!ALT9\3.V84P117K.%2K%LND]KX%3+43/) 74\U;FNZ"?YI:W;050_0^?5 MFCT,30?<]! #O6XU=@U'[&%IVQ2TX>I]$&B+9:078F-M3*X9%S,/T+T(]N/1 MNI"S_V0X^%(8$H02M<37W"Z_&(]BV3YDK/SJ/0 M4X&S PP\XO6QW?
&'.@:1VHVHQV)]Z#O1A<=61M8DN%E2EG9XFE5U6H7Q4)': M7=P@)O&;O/Q!/B9W?\K!MN:VZL8NBX2$+L_D]3)@\E3I$YQF28H#+PJ#Q!?R M5$FUPQ":1"=6BC472+%Q.'QD5]H-<:7K0]D1B)@_()A2T\+&)%%=%R1 B&$" ML,RB"I>]4+ E#HP9B![EKSA0F
TNU%!]#WFMFB;TO!_4'RM2LF)>V^S1Q MHBBC'L:K7URO^/X/>EU9TMZLOR57NDD<=&RI]% MN-0/I4G;/MGW*_Y#/M>.KQ_I]0KY\U=YGII?D+F>$/!34Z->%U.\ M[S^8'2OH[?;!'/RP?X?%3Y,-H&Q]PR[B9=Z/G0W8CKZ*5A8U^WS>ED+:RDI-
MORT]N(8"'U1%KH&K(%"";K$\' M$]0HA6KK67][F*()TU.'D$0\2,,X\G$6!P&6UCS'<9!F.$G"*(QIQ&-7]^FA M!4#,(F)VX=!3Q!<("5.MDA!N*:&W@]*!=>09&2QIO2IS]:]%MPCGI,Q>>P.Y"E<]9V1 MFDM0U9LT$M+R"S.2:7LII^9VZDU?
QW6Z.+C][R1:A]1.K=:M45[U]E-8/\&, M*DD@[L_)'ZZ&W_1'>F3 L+I.,;GGPG///3X;4?/6XRIA=C=U M[R;[7*S>%]NUQ%7>>-\5HB]<1D7$(A=[D4ITC>5W/HF(@S-.LRB.7+2/]@[T]5ICM>-GVNH"WY]:$6>.S:Q^UBY]8?U"]+'NHW61(MLH)
[O*"/4Z,&;W%N'[W+&I[;0-&H 3H,")UVZ)HKSMX<'2;I]5;IP!4,\^Y] M'_#;35F];T$WYRP5S OBV,=>$+]82$V,X\"-,8O]U?C,/0H:%KX22I31SL; M:]V7&S@([C0L>]Z1BX6%:<;KUHO?R3O%H+=!D6RECYVD,6\ZV)"81^E=@Q>; M[<9?BX+_D2^7BYA[3N:ZH31X>
(@)2SF.H]#"\B[/<;V(Q8+ W+3=TI/[9SM" ML VWE3Q,(D>$+,6>GT;2\O,B3"-E_@4B##R:9"+4ZBE\B=P&VN9"]?4TBXDL M,&4R*@98=1SR;$E;;)>=54$<"G.H$XY^#U,#5;E>R$]\52QS7AMV=4%1/7K0
M]P.71A[%A,3RBYPX#,=.$F,_25SB!8$3!U]M(LZ3F/ISW"?:5+&!9C0.8#.\ M>>Q(#-M&!L)];ZQQ>8:VF+R[M[WDOW9;:V#A63;9N&#==M.XTC!:VEC>U1=1 M3U"X*^[H][_GZX>'8]E:$$B+_+2+9>%X21PQYN!8S5,EE&3R@^4G.(I]N35C
MSN3O#1ITFO(SC_="S^.]GD/6 M8^7]M*=XY]&S& V]$!1;85-3-N:-KUX(UE$@]M+US/3=S?I!E&]]4CRHX3#/ MXF/=1U?U_/PLFF%MC0/X<)32;I(\B6C@9C[.0E>-ET3CS!L M4_@V[*%C20-:8&A676@/P$.M:'%E>%LH]7/OBY7X(ECQ+,]7=QMQ5[S+]W]M
MZ'+;D+SFH!VS50%&(YBL/;%::UE"'4^(;^K&ZH=L=5NQXVRTMM4.L,.:;@Y, M87IM,CA!79\NP<2H_9,1P=GZ0%T"1[\AU$7KP%U"MV7!-ZP>6MG-=VG+KB(N MPB1C!+/ \3$)&97&E^_BR_^=E&;4BQRM?E"#5"96/"W=.C6^)0RL3!O&:-P[M9$5RX'G/1&B0BVA4]
N\1.?7GLU1-"I>WUNG\;$ MC;"2(I)XKHXR=(4,^Z1."5IX% /NS_X? M\A5=L7QU?\W6^7/=/V?!/3_R1);B-!21_+1Z!"<^<7&0I9&7.'[G:-'8Q(])$H"G,:NCUT_"87CDTS+GR%K@^ NZ6EU>08#>EM-4L9H#1O*Y1QD8\:G6C<8MS&)!-E*7CM &K* MWV\VZVHM-X;
<$HN8!*EPN8.C0'6_I\S'5/B),L*8[R0>H\P#MS49H@AYYXW2 MZ+?T4:48N&I[.:-BQX-YB^Z+LA] M;1%,HPC3'I33P:9[]+8&!O00W>'PM7FEVC82/>)6FZOH2&FOVS)BPS:@WS>]&CN3?8;54TOE+=7?,W70FVG@,4I27# A31% M(R?#]9=(0S]B(9.6?
>CY6I[502H3;ZN&K#]L/NX(HTI1!C2I. O1R%?+EN"P M#=?*?).A'DWTU9;,@!X<-F0W:[=A@@&LK<:8;(,=-,[>/%^SC#'^]_IBC%YL MF,5UX,-\0ZN<[5IAI-QS1.;AQ$L2U?<_Q8GK>=CQ61 P^3$GH=9P%"U]$^NA
MFA82W7RB)]'6ZP$+5X8!T_OL6X,!H5.S69]4)FBM$1+2%N978.TYLWNTA'[M*,-+ZR8#R^+-ILI7H]K>%H]IO]H5N$KI[ERF_<-/2H6^Z4 M=0NT3_+':I!!+BKY.ZG_^35CY4;P]]]5 9Y0^:1U>+IWX2)T0Y>%;H!3)L_6 MA"<"IU' <)CQU V=D+)$*WOL%7B?^G#1,
(!$RT&=_%S4N1O+'1, XV#F)ZMA M9OVXSPNF)CLY4$^0*[03!?5E08TP]).F;E?98Q.U EVA[@WH9*]O;+)W/OT[MO $ H_/'?1/,3-D?\XV &."Z_$P@65^"V5WJ]? M)=1-A[$%"4*?4L]P&VX48.=ANP1OT(]\I;KX'4DM5GF/DAO_BIV'?%/%]EK MW6B<'R\/ZNL7-
65[+16/F@WSI#[@G\5ZX; X\N(@Q Z7]H!X:8P3X68XC). MIX(%*0^ R?!GB4T>I6](U[M?='3-4N'/ Z:WZVW! -OP'=4K5-.M@7B__^+S M ! F^>RC$MI+7C]/:NY,]5&A3Z2EC]]S0>_=CX]/-"_5@F\?:'DO]COQ??U& MO^ MTU_I4C-<3EM=N\=H#9_']]Q
MT4]V]-6XS6RW]QT)#O/BC 41DDC=G4B0=/ M6[Y3MYB;Y?K^M M%@VU-][Z& YB3KTY$DPR8&!/1T]X[6G[6K7=.N,/]=_8ZXV*TO*F M_+I6_2GK<4!=I&Y!&).6]AK*YW.!"5/!+\]QL4NYW*E>Z 8\@NQ+#9H3;]6&
M@R[S_HF6Z%E1KS/'N7Q_:=F+G@.3R'40U=O2EG&"[?(6HC:37-)'R]:O.6@F MD^U"[%;+<'0EME>.,TIQ[K(<70A.E.=HWWIQO\3WWY_D^]*6"4]C6H7Q<];8 M!B^[,YM9PT2]Q2=6$HQWR)AQBT1-+(>UQBPPPG0(&$'+1^6+ M(;'1(U&3XFLU280!,M
E$;C0I6T=1F&(38-_FC]T3!E$0Z<2![1/2_# M-_B9/'%P&D>NB",'5)GC;.)M5K'I]I^7WO-_,]-,ZU0^K)WX=XXTTM[/5SZ M%/4,]5=Y-C!5>?Q8AH?,]A[+B2FS4S: L 2A]=X/E_+U2FT?+,%YON.#+0)F M"ON+>"Z6SVH ?2EXOOY 6?T]:#M%N]'#"8T23!+"Y!^!5,*^:G<;
(2):& M']B6:I#:Q(IU2QLUQ%%":8;AP'3TW?68(#IL+,(3-!04TM$2SIFF-:L>D-+ M[$-=H'<3_$1X5W*I1]3=EY>U3GDGCYNZ![Y3]TZ\07?$D**F?UH[*>?X8>Q2 M$6&;[ZZD=<^(_B!Z78E!!ZHAL8S.2R<7G.TX-"1._[0S>)W9M_&S6+^EU<-M M63SG7/
W+W^KU$3VCZMG4:WWFN%MBV^B.*&.ZSM89/+ 0K),U2&(+MN%@51 MD'#],<@'$\[U)Y9R0W*EL4?;2O(O.,$T2TKP'(F YCU/K/3@@?;_]I94HU= MQXTZ'_RD&)(0_HRV//6:9TY2$F6.B:6/M0$#LW[!S0$Z_*Q?L)*9OOK;BN=5 M$_,3O*OG4LVZKI?
UBZ'FFMW2[RA;4UHTU@.;1EL&\GUX/_:@_="/Q@U6@/,4N]T@)# MLZI.>P >]E*+*U\VI^!Z)37X6K[+^;9NY5U>L651;4KH6$#0FM-MQFT#?Y7N MO&.D]R';L3*)/6($@N6^_W]T7V4B B6<[,"8(L8^!E43F+MHE3C4D7Y9;T" MS.([???$G_TFC;)'%7T1ZTVY @_3.R.
[AO?A8K&!_@=#B6&^AT&AS+P/IY><_MS_\P*-*>!V+XRDO]$NL]V[]84^)F'@DC[&2.Z@T:2!.=IQR[-*2.\$3 U!5 MPA&%B;=>4U9':X(F-85]+/0^M!=)"-ME;8IUHW:;.XM-%M[S5/L]]M]GOS] M[&ZDNFG0PO'#6'A9@AE-5=0XB7&:L 1['O6R*'#\B(F1%W*T(_K0DH5>
[,Y MD)]G,[G["(SY*SB/W@P"/Z?K: ^MUW<<->S\N[B-]L"SZ#3:7Q=^(G[_K_7+ M]1\EKZ[Y/SZLP-G69VZ?VHBHZX::!+4*2=*;:EWG'UVA#T6Q7A60F/PY!,8/ MQA:$!YH;XW)/D/<\(J;16?G$ZI^6QRXU+?)=B9OL((^&?L\?-X]O MBK(L_E!9-O1)_F;]LHC#-
,@"ZN.0Q6]BD>K 3Q.&$\$Y=UR2NB$H6 \A/O%> MOKZ_+\6]U"'HJ916B51P2T0!KBTC//4LBZE0@FUZQ87*Y3W(A+M"+2MHRPOJ MF+%9F0R'P%KI,H#TS+7-<%".BY\-UC#3-,UX)65.R+\M-RJWZ[8HZ]3=GOE_ M5^Q7W>Y]]=,X(;$KL @=!Y.,)#@6C&'*5.
<@XH2A:]NNWX'@,G9 V@C>M* = M'):*K"CEB8A^A[8MN!!L/<4T'X0P574P=FW+'&]YTRWTONH>P!W];D^7V4'- MDG:[D)E9]9T=X XUH*5538L)GMK!P3?9.Y&]=DU2V^9*7PA:B9MTF=_7R9G5 M(@I#SD028.:Q#!-?=940+L.]6CU.G41$];]8U28,U].
^L2UMFK2;-4^"]H[M=LN*LC!V!MA3NU_E#[.\F46P5*QMV[F 2Q&TX=;3@)8A-"Q2Z'A0."DNZL2$ MF@&TX\!FI0)4:&ME"]]$9ZYA@)R7- 7@'N8_FX]G)YY5W);XMESG)1]0GF MU[QXDOOUPY+>ZWI;1A>:.^*S6TD==A4#'1?W>UU/9^4:-"6PYTO?!C",T[HVQ
M"@[4[@'A@KXI=BQY9[3%-O+3C*\^F\=&6]"^[T;_)H-Y$8T%-"U510GH32<""1&CU.IAR,Q(44<7FGA/UO31E@'4<6 2[AT'9?RH814/V"X=AV*""+"VO$9GC/'59SMC M: O:/V/HWW1Q8O6");$((S?!+A7R&^N'*4Z(B#%SPS05S'/\!%3UV%M[XCUL
M)9D:GD8]W4[L)U!/DC=M^9O87_FUO3U'[_]CO/ MUOUE*T2W].L.M,U/S=O.'D&HM_\LP0+;C_MM9ANZ:$=XDM:RYZ2SWU+VB-)K MM9(]_)_"]FSMQB..6H]]G=%.XBM&]\F]L]B?9.I5@;=B+9%YA*:AFHH Z4< '@R">'?P[VO=LF/3=.E :3>#D2H> M]KR.8-
0#DE2HB]E+:]ADD4>EC9BB F/21K()^"X3+[IZ]=^P=<& M2$LU5?OQVV&B,R.K]]&;ZNV$?04[+E1V34L-[1BI1X/5R80*NNLQZ."SP@PP ML#4[#$)ZWEEB!J ;:8P_B[R^P=I MM%[+8RR]%Y\WJLSY)FO;V33&_\UF7:WI2F5'+!(_'74^83@@K3 MZATCJ.4$-
:QL&\97Z*8/]?7V989 6-+R4.]S]GM#: [UONDR9DE0I4]5?">: M_[?ID\K/\U:E;5.V?EM4]43E*$ICX5$B=9-#FR]V)&(^%G'BDB#@F>\[D%PH M3;]3)PQDHI1F=ZV5\]I2AW]8 I N?L-]9D)48.]EXP'JU"Q,^KQ@3I&D.)D M>%CU17#!T]8F@,TX>\H6?. *B (8^E4NLO-
FE4%E/$PN0IZ.SQMX[?54ZZZ MWMWECX)_*$HU;.-WNH0DB@\L,;$V_.WS[<=^)\:: Y05Y?[\F7]4G'[2QA D MPUK1(AHP+0@!PFI"N(:T1FD:0^O.E]"A(5P_-4/G.0X%!3Q.$9EX_R]26-&L"Y]N MD"*+OBG"P.S'DP#I'90N%1NV46N)[V 2P^OH!T2R52]_BL2\=?
$#0A[5OP]= M:SC13\6:FX:65=,I9<%#2F,O3' 6)PP3QAF.I6#*\^2S@(;$]SC$+W),8F+7 M1],+M=]UZ]S^QW^//3?ZGT@TO6 ..WB]*_-GL4)O2GFR]]!?Y3UUSREIN/P9 M.%GO&$V]W7L91K"]>VZ ^*W$RT9]P;A,MH;/'1.8=XK<60&/QL&=O]+ ->]!9 MS7_/UP]O-
]6Z>.SRP+X(^1YOZIF@]ZLF?2N4GW06.EC$@F/BIA2GQ.684]?/ MDI3Y]=[$!RCA]5,)NO,<)#<2#)Z&[V B2& [>HN&X@)U;%RU>997]&4%[7B9 M"#"]V BX,S1^ [UZS9]%N;LJQ+"H,XH#Q@V"-J9K$(!4Z]P,&>'_)06DQQ%&B-R]0A-K'^
M[%%'F22_[5&1Z_;NT4),0X%:Q &F-/L0*,IH2_H*M<0M(@'0C!81,=.&ER # M4W^:H@Z]O+$UYE-SFM+L]3;=>TS4F<3*NUYQ^3_WNI=DV3;7%UD4\B2,<2]< M"!,O\7&2N!'F<>(S+XAC5V3ZVFR0UL3*3-&NNT8HZ]A/'K*!A]'2T636,(I MLO/BCX\H .,
T6/6\#!38P:O!5![:0DXK+R&EYA1=VG)L]^Z]&XQ3:A4!;Z/.0NP6Z6$DQ(%N"$A#XFG"827!&0$#0?Y1RAB756 M2Q;5=%%'V,AI?!8]/=>3#0!@"NNKW,BBZY_VH6Z55C>X*)H7:(N&ZN/>H&3; MLSPFL[7 M\PAV$I%(6R0@F(8BQ6'H<3?P,T^D,2R[<8
:Y,4VRF3L:"/1$*]K+Z =4<^# ME9#(#;-0ZCW]BV]?4$13[(DK\B"4AXU]&FV6HC!HC30[4GOZS)#Y,!6XE M?!]])W]=KLWWKJ'#6>K.>IS1SX]51D8^[]H[?]NNRM@>^
M]CO8GQN]8)QZ@@D/>VZ:8>+$/]9$.#B(7$$B/XNC"%0N!3GIU'H]=39@,:IG4ZC)N$FBW(>YSUG3U;YGICZZW7O5T& MDMU".$->7],R[C+8SI3*7;BH85:06"M]T37V[Z58-[-+%SP.PB!T/)QZ1%]' M4CAY8-*[76]YD!Y@N-0:>GKFP" M-(MGW;RMZ,Z][HH; VOA0I]*
[MHC-R\F4::PA]E'>G>9YB!).H>];^*E50U:ICU M-7_,5V]T%U6MH5];;!&D//:RT,69'TDEX$8+&/LL\R2L5+7:C5WLB"")4IZY ME(0&K3XLHGMQDX_7!UE/"]M_(X%NN0ZGEH,:IGT>NN.]Q20QD-"V$L?TB,Z; M3 8"XBC!#':WF:;^0/.R3KW_35"5GE\W5_BBIB]6DG8;
(/)IG&1!%.*,RY,] M\4,'TR +5(L#X;)$9,('>:=TB$ZLI14+3FK"-B P)7$2 MBPE&H4.DM*05M$C.]A,@(!Q]!-"]!MD%7T4ICWX]]N?^3LM<)1&K!(9ZSNH] M+\K/Q5I4;Y>T]][=]OVFTM8($Y[AC 12-03R')=Z289Y&D=)YF:L(R),%AVOHP*BHHN?RV+S=-
V&*6]&ZX#"!O!;Y[:V,"QR=IC-8& MZ")S@B@A&<6,]^2%A+]8Y]M]*T+>)@Z]6%'"; +#>'T'3>- M?6E(9YG]#I-Y,4Z9&^,@9CR+/9+&) :X[Z9&]6)?W]S@:BCZZ=] V,>@XP?5 M#/6G"?=Y0ENFT*R KXKTP-K]NV9!)^HR: 8_8X9+S_>INTSVO<_AA4N9 MN5"OY=)
<-13+G\57Y8RI_^COORO]@G^0P]IN&YOFI;S)WM-RI4K1;T59]Q_[MM)V')9*4IRF/<9S2#!/"*(YID&&5_YP*%KA.!G*SVF)LXH]KGTVTXQ-UC"+U MOJ >]\KR[YA%DMNF6=\% \]L/4$];^]K/!?8)V?61P+V(]O&SY*OV1I;L_]C M;8-YZ+.VOKYYFZ*
[MLW*PB.NYP=Q@$,BM2T)W0RG+HMQXH19[_1)$H8!M#U1 MM_C$RK+I@[+<-B?B=:L><(KU'AQZ6LM42)CFV6]"9+?OT"'W%OL-;9>>O<_0 MH5"G^@L=70/OQ7>[]E;7_!_5;5E^?69O]W7K0=?LPW?F]HDWRZU8]2ZDZ+IN MA-R,@[@ME4_\]RB?
]);#/)]2&G4;>_)23((HX=3GOI/I-:X8HC+Q_NSHHH8P:BBCFK2FYV(0HQ%GCRW)@>X<$Z'U MO0DZ0@UL1'E_LQ'E7W8;<7C5>5P%.H)MG0%:%QM6,;<#9Z39FN:KII)R5[CR MI2EG4TR!(L7!YG)+8B7Q!0'7-VJ2G/K+O]&X+
M>)BB"ZQRUH=2!&F4^HZ#:29U'@F9AZD7$AQ[&66A2P+"@-6DTX!I5%PZ/YQZ M)O\T$,'49<<#ZC%QU>_\@%H^:H/&8BD37'A;%>;ZA.>M.0<#%NL M>%V6\]UH$EL7@H9"B##&'@\]>; 1"::]FU40ABS*A.-$ C3C_7*6ICX/=2YW MD66"U773=
<=CG"I^$/V#EKPRG^9DX9'HV0WS @U3-#W>4#=)3:P*S_72:HA;Z*;5]9Y M$+(" TQ1&734&@/'2D^M?;DG[*K5$GKUOEK[NMTUC]X WZ&>?N@= 6_%:*L M4UD^K'8#Y2]CX4Q7I5K &3CH8@&#_$6)(>MF.'!$?? MK(X'UI31Z"@SM.YL)QD-X?
H'&9W+S3ZVOXGR7NZ!?C/,ZQ5O$LV:?^YF6U6[M5S3,TBQS'0=[0KC"=5K58Q<6-,]"@/@IYCZM"W<9CL/4Q3%Q1,(2AP2A5OSX]/)3 M*Q[A)@S\NMI#G.I@.[/F@[ZUE&RF2UY4@1;.8_[B\^;N7A2L*/\P]-7F>VA MF_6#]&
MA%D6"R]U8\^/&636F@Y1T'Z#3U^K65!SG7<\H)^D?]I^1GG-BT$*HA:6:19R MIB9'IC1S,?%"BE,G8EC$?D2(XPH6@S]#6\?2H%7<&)83P*BG[&R# U.!#2Y[MY%%#'_VD./BY'O&LG"&2#7O]$2*T):6I17)650H!X5#!@NXU;">W=:;V1P;W
M/*IO7H[]K2I8LFV8(K\"F\>GVK12?9/86DASZSGG8L6_T+58I&G@Q4GLXRB(M,ZFS8Q@2\98B>LF%;@'Z?]-3ZO] M4(\"Z +NA9OVAF7WN$?IR^FPE!+A"NUZ.Z&>&%>H$P1UDB EBL4><'.A;]M] MW.3\SMMY;B[XCYK6S4;8/)E:C5E>)#Y+6409YE[_50-B:6,F-
,)AEB0L>.D6@RQY6M. YTK7HPWKS$H%@ZDU/%]/4YS[C%V4[UPO-GN#<9_]4 M3O/>[\V*>=ZL,GDLYO\P""V=N7WB-[^K:'DC5B++UU6_M,4DP'0.A/'@D@7Y M81M%3_0)0DPCDAH7])Q:<]:"G@&A#@MZABXU/,ZP!\$W2W&3?17WZB%^$4]% MJ3KT?UQE1?
E8?S+E=[+YY>[-=%7)0"_5$G*'4Q8%& :\4C^DS@TB(1P4M#H M$$,^)M[G'5=UOE5#>1U68)=?B:P]QYK)@>/.!AX21N+4^HQ]15?61HK_AV M5Z>[31)=NA B6Y:](1?SVNN7075DA5^X'-RDJ.O2:\O^H5C*6[ZL5[]7VW \ MV,307&YB5=04V_?
8D!MJO2E7Z/>]E^2A;W+H@C1N@DR #TS;Z$$S@4D"E-S(M1-&E,9O) A2Z;\) ;[4?&&NMU^L5KZ^Z+:IU*=9YDT/;FK2W\N6]5*2"T(PD M(O!Q2E-EXS@4IZ&?8!][$2.AR$@(ROFWQ=CDF33KC>H$N^Q"0?Q%BT#/Z?*(TE3H7QYU^]EA\F>DV+Q"[]I'T/*$
M;NM'0+-UK?28:M.;9WF;H+P[F5W-%Z&(] MKDCB3-)$>3<-MAR*][S28WN%R-FE#^.'B9PI09"2!&T'_O[H;,AV'_$T-E) M?O]]0V=#\$\:.ALD#/N:5.5Z\1O]GC]N'MLB\CA.8R\D*4XCEK6CW9U$X-"/ M?"_Q,L(2K=S1HY4GULXM+3UM?"SVL-:\2!B8=FO)6*R-
/O\D(Z0-_7T@_S7 M3C<A4.:1 MH#B.?/D'\[S(22./I: IM\/DI@[=<35V WV3^"$[F&@] P2>^(#XV];R6O" M5]VPM!YQBR.TM82T-2-[F-B\0["U!#^:OO>;7(W"A* M@B##/@DH)KX32\M"GB5B[D:ADT4AC?P9QX$,\3IU=.S,.(IOBO:\LSX&GYB> MD?.#/->8=C1\!'//]M
!Y\<8]S'(Z;_3!! =R"T/!=$B::C0&2LV]W5U2U]4 M8MS;C3Q:KM8+UQ=$^-S%G]_^)C0EF(]8<<)>403QZ$>3!>?)#-YDD%#%#TU M5(&*\S0RFCKO8GF!Z]H3M25XA5]2%C75H$BVE,QI(O/]AT%!C[;V\-47[4]I M VZ+9<[45@?V<3B[P.3OH,]^[8A.T^!A5#:
[+^,I0]_Q0@X(?.:E'+K#[,7\ M(I[%:M-['=,LH201')-4_9&1#%-55I8*$9,D#'WF@_])#PE,_(E0%?9E0_(O ML,_#$1)Z&_,2^6#;L:,TR1X\)X:EG7>T_*S[[9QPA[OL['5F>VL;UOY-4-4) M2<6[Z^W[TORYE*,TPTG,4RQ(Y/AAZ)$P!A7&:%.>>#?V M4E#V>H!^7$F -X !OW!
(]7;O)$#!MG4/HQX35\TG]P5]: _28$+6'Q+ZD"? M]JQZ @S'H0*!+V 8UJ-/^9HN_]2]39-C$%-G?BU+*]]X<>P ZE4IFD M3*H5-R$X%(F('2&8SV!1O0%B4P?U=]2;>3*]K7F1KE5N.46LY088YAO"3C/* M9PD18)"O!\8VX*?H7]&:LL48GX9\MD)\0Z3FC?!I""T4X-.Y!]
[GH3US-H._M_]^@Y?L5?Z?27IEP/>XE&0Y)'&/"1(23D!#L!#$C4>!+6T'H]GPX1V3]+=V0 M[8;'*<+HO6H)LXO.UDUB3*Q^9XG1 M:^$YHU]4WFH=%Q&$N)2)%(=1P# 10MKG:>++/X+8%PFA+-+ZI.ZM.O%&4^WW M\V]=]U>N9XZ 8D[[*
SO+6/98)O)4"Q0(NF1&!
[6FBV!]|C]?O+H\2\- MV]^(XC-]U/K2]"Z?^'V_?7^#%!E Y56C.'WVE "V%L]RCRLZ\D^NV9=3MHU MYNM[LL_T7A>3@U_!W]C/Q>K+9BE<)PW]UW^&S"TSMSRQ6 M6!%&BC)V]\I_U%1T-850:#8V' 9B?!=8P0"V+_3$1]\4%Y9RF$:E--I.YU>= M;8.-"M;?,:L
=/WC_#%]SUL_SO^EF4]%Z@ MIGO$?F'>HXK0@';B:32T-N+%0,#WX>480/?AH)"FV_#THG/NPD&Q#C;A\+43 M5557YPKUZC]4[[[K%50Z M;@K]>S$%DU.GIRC"=2](PS%ODSP8/9?F:\,-4T<0I.V7+U\ Q5P5RR8L_EA% MRA> #*Y+OH06W S]57=]$:R07].7CRL..5"?
7V%]4PATOAX0=-S&L2,C3*WT M.**.Z!629%7[9M5.WMX1?5P\(_MF8-G9+)QQT?HVCL;5P !*^;PR;T5PTS7N M%B7+Y>_DQO]=5/*,^5&:8F5>\(5+N9=PEF&?.1DFL;1VDB1-L8C3*$L]%FOF M:DS,Y]3>Y6;D=%Y5&WG^SHH2B9:57^H)>G("0S_9OV#@NDD*D?

[DCXZ_<Y M9s"GN4XWF3>#W61N=H.76OZ1% U$D@=B1H9?$R-LVX_6 PZ/6*>BIQ<)v%@5YKPB."90{EH"(@*RD_57OM>#>:+YBK/?FIBV&I+E"9 /8I531W2E$WCVFFENBVL-?>+=T;6Z_42-TV MP.=IK%NG!>*U)YMU4-XN7RYI3G_O7L;\!7+>GI2F^8;F@\67/JK+<[ZZSE M"2FFT/UYWITY4;:MIPUV6VZM:0/B->U^F@@ZF`U1F2"QA0D>1cX<$^9 M7#HFXO>=/%,W&R3I2\N2KFNKMS¥8XUG@,A8Q'#"78\(+'Z>$9CC¥,$@"4/G M72MZK'VQ/KBBWC.[8+?RN-Y,(A\&S[PG&=[Z%PH"\IVF,L)2~5NU<M'+,_+-8+(5CF^E&*N1,&F/ H MQ$dC,+@@AS99XB49IXVU/DJ6WBY6&XG$M^:*,R4,P"2MFC9VBCNBPK;>5NU/+H4,FBAFPJH]K><6%<,$MF"P\A6$*%R\@YNQK/"#$%R80C%IV<AMG*7]4;6L^IBI1 M5-H.*L1XQU:L6A^Y_$CF6,Y<):1+"W3*GWEJ$T&T903V MK95%@=A]8U?]9!6<6Z7A%%;6TO\=U:>W 6(CCF+S5QSU>s8M1U?MA?;*.|-! M:LDBF(#'62V)Z0 ^M$ FI&1X],BKJZ*BRWK"FI2+EAN5'B) JBJ"\5&U1G M4=,, EH4 (]N^7O3B)HZI$I%X\%F@#);*/1R&)B9(E&6<@)O39B8V&#] MZ /U2"9H:R(V=)L8(>%NG6E-Z%K$9HAU.<(5F20]. P@\\%R!BZRADPL*\MAZ0+0HZ/EVREG5$MU%V=-]2RTWH\65 T8B:B#2;*.3H;,)!]V6!+$<)Y"K"$/U N# MB&GJ ULX /?##!:%#'6LD6_s$A&5$M_D:-LVY[*=.KG43W-W:UDWM_* M0\KZ%R;2LM/WCSUFT^]/+ NKFK)"56=34U)3M-#C_M8:Y05NOK.B6B1; MY3'R%%=]+79W+L6# O6=ML.7&A1O7$1,8_^H&D*K&D:VN%0U1NW:M6_2)P2 MJ4]F@B9*&M?6_C' -) S'21[5T$M=UX<$ MT)^C-:+8RV]%>-&<1*N=/H)5G_UO!.*;3#,6)V)B68KG_HLG7GJHL?$/I9D6KPEGQP%0- M_X4&6 1s,.HI$RD0@=NG2_8[^M#0NIX^$*?>[e=5G8PVQIVBs/$3V19HB3X QV*I9WXSI?O9~&,$(%*(e- F MU:K3V.#T=@%/0=]-4ZN4X'5V!T5S7?8+=_E:D)KA20M%O<#&M;I;,E3OX;87DQC83UR>5?:UH4?OI^B=&G<MIIR1,6J0S!/YTEBCE.OR]'3OC1OO^_D:.8IBV6tT.0;HR&:>K357!(Z.FX6 M!M9(i;HB;,^D^TH.DL.I(936@9?'BV*2TZXO4GM6A=.V9M?UR0AN\\\4XT M ^_XZLI0R_3\7J[5=5.O8-9?5[,((@=1#*$^N8&N569(3@E,4>#AB-!?+%GFQI'8:?:8M*0E.0CK>.2CV5Y=]JZ-[F\ F&M3NG^.MDT.OD)20EO^.D0=]7G#B?#"4D83H8,GD,R7E**IU,PN74O>.@)Z/[<K=%6 MQ-%/M5)4>-<2H1V32/2L)D>04'-- W6DUG7\\GE[\WC:%E@=M7:,=)\5D:.M4V%%\\!?33[.=M(0]LR28(6PVT9BEP-MW3At<,K$\!-'>#CV/6X22CON?ZGM#[M#0Y!0.K:\&U-01,2#D<8V!+U:+MB0+=z]^K:.7[ZSRN$627?C.0@)E#IP.W&%^:H%@#U\>A^.0A!8F=RT51-5+[*<.&1 M3?:4$B5'.,,$-%0P.%P0&-^D&S*5Z0H9)-HJ^C.'%N>-M%;5^=.T[HZr(NOY\ZKALEo].+W5M=.=XP(<[-M6>.,tTWH[24.Y%4]F<K]f=K:1AV^.>N2\5TUEQ)9]3<4.2-[+]U[2H2%9.2G+.6-[+]U[2H2%9.2G+.6-[+]U[2H2%9.2G+.6

M^1EF<<=52$>U9"$\V!TQ!K=ICVOX>3\AJ_58;\DWUD4\UT";>HJ96)? M4-23T=05'!D$SOOH9F4B2+9K+89#\-\PGOM^)/ M2F-4O.2\UN1!U\.VN.7W6C'B;.GN:\UPEQ(/SS)*+F9!C(O5-SXDG49!.W.9.\J46FO5\UIS]316A M2 16/ZN3M)&<0DI,!V!0D4,=!PX#3<6#2$DH'&4_3.L(MF.5]FD,*4L@<+2C.9\TUEFND!-_IH/639#WX&,%;.7M^[8-(_ 9H7.9.1Q@EJ M_N^7\IFM'TQFBZ54\?R@&G(B#2\?MM(AG'Y\#LHN=N=.B(<]=C;=-5MY2W-(^ M\?=\'=BVS?0]4\=V]\'=\'=\'=

*MDLOGUX*KK:T#DAP_/*KR?0:3§^>X{!0§EA8.^5Z2FlL'S'A8H*IPFZ>WR·M\#^)D);-17!8! 3(-K@\(@HV0*#6>UIZ4!<1(?A;&4?..X^HT!A5]PA·l=%SCX"VT#) 1?-24FXB(.'++§ORORJ7 M.?E 2IF5F_<"G^6!-ANR1O8·M>)8AFN_)6§H\QM(EQT-IKIN &P^+3ZK+U@5N2;K\|S<&^OYK-U2=;7 M^12TN6&|;ZR)"P%98PWB%@MDL-,H"]F'E%98[4W|8T)DDUIUM/9&1+"RI_D#_MC_&^,&_ 8WY<&_+L.SV2|5·!E\|·<7EQO5]NP%\&R6Z8LWD,/=88T8I·GK^% MD4N>('·:%{O0Z97WIH3%G8%@W,30»" ?34A.G^4'!?>(0!"B\| A§;&.+,V7(C MAY&'6\·+(17G3Q(TU§VNC >]X5)O§C§X/N=§(M\+#$H;]M1!D"@^9AB9#WL M§Z%HMV^OP..(^DMIRX4·-/(4IHS3V]%IQ\"s|BL$#\@H)!%)<O6]"YR;R_MZ§$I·$W#)><@U9Z,0_^1KS>FPV7K/KY,0%+E]B|TS&E6 |^TX4%, M((-%0CP//0F§5|) OAPIMX^=DL'}HDUVL#9?F2+;H'7Z@*>>4HH{0^B'{@=F?IR 5,14.0/IK^'(5'^35)Y M_&CZCOE&F(G6'6/SH14D25i(&F'5,E;KY(>2>6*0BZZ9Q'<G,IRX XIF_YX MNUQ>,YX+)D 1>1%^],?5:1.:4!> ^'FK!ABL**> M^7!GF'^^ X9.L_;EÇ"~48AI_5,@%F\W'X|O4 3P5)\Y<8#>H@,@eSH'TR* E! MG<5!§=5i%P#INVU>4]V~YD)5 _Y.:?(,HWL'%5A?)U1§?:?.@=5- K5§5R M? EQ M>(%U-QPN< 5@[']i?=.^C(a-IH§s&3 :)P55?O'NB.RTT@?R25&ZWP]R$<@T MNWON>)#5V%/]TUKTCZ/4O-B(s@1#5H13G74H.+3C^QA-E1L^M@*>3]#NJ^49\%&@-H 4PDE.UN4 OPL)^1DB"!=/'M-)XCFIP\AH'I. 1T\!OX=_.TU.>@HD.A3RGB!M·D97<(^=-H.#)\)"9+ M!YNE,&^ER>E5IRC[@>'Y.X(75 /KY>H26Y6"%Q:@@'.?CF'9)A3.5,62C3%Y M5?]=51"65STQ!9<6>#W $'%2=M-T=5G^]>@6,R/58]D?!^CKE(&)>85M5.'.M;F\W\%'B>H3'55+]6]=22#A01#-8(@TI=;X_.M)5#13%U=#W LD(VDG?IUWKM9?3)67^_?|&'S;.,UKK3ZLUM\GVZW0@.9 MW44W"//A%EB OW#FR=.;'$*6 _VQ2>&UQ2^QN<Q#$3>+6]E>.5X?!2NA61<&I66Q?=M#YWU-EHQ!\.INX,$Z<@?W;?MZ.2KM>M^>270-\0XOF!SOV'^S;)BWZ&4,(?.M`.>?16K)0)5+<.=E45N#-F3]YBN'^)&=PL.M=/!V.I5NE.CG M:-5UD5H+GV Y=WC2|.NSNK5TW6.ZTBTX%BRGKO>'\'/?YPZ/&I^9K_ W.MXQ?W9:$_K-'_WEC9=C>/CXIZ 3ALKD^:?>.?)9#/5-;<.%'YZ|^3+.!X_MM.M5T\M'(_H|_MP!PZ/>.)§SOR6CP9V"\%>)6'GML.P=#.^5)075 38+B^F:)V.U@M^URMANOMX|=3#NNK|53(EF!9._.6O>@XDOL+INE^)DG·NUAPWQ&?H43 M8/?<KV+.4.3AJCFP9b<=.?^A=EP'"U1)DY^C6GIF8D)9:!C97TCMS!%/@.&9YL/.MK§=-7R?E\NDA/.H>X1O),N2OGI\M=O&X"5=-^/GL?1R64C=IIV0I.M'X3QALZ5"§M=.369KF6?16NR >;!P-./6US/H[;:)N_+EI66[+9IOM+5:MD M!^NMPZ^HK)\=03,[.;& <+.;4Q=N^M%I5X?+2AX*2O0?)/#PN LJB?+O> MKB97=G;5]RKRT=%E;X|^<2^.=.M^>E>1;.EQ?TKD.+A^H54)#)+I5&R5-?I%<%IVXH[9s4>.9)1%I5AK93%NG1+.6 MWEY=6[.5;2<=X;6)eN~.#)%=%M5O5E/MLKN0AKL(I.4&U.5Z93I=M%9OXHO MY0@H%U@=.`R0 .#N5DLBH[0<%X0!90[>)%=@\.>.3.U:J-;)6Y2E!0QXR?2R^E\=^0WQ?E/.0$=#3

gaap:OperatingSegmentsMemberdrvn:IndependentlyOperatedStoreSalesMemberdrvn:CarWashSegmentMember 2023-01-012023-07-01 0001804745 us-gaap:OperatingSegmentsMemberdrvn:IndependentlyOperatedStoreSalesMemberdrvn:PaintCollisionAndGlassSegmentMember 2023-01-012023-07-01 0001804745 us-gaap:OperatingSegmentsMemberdrvn:IndependentlyOperatedStoreSalesMemberdrvn:PlatformServicesSegmentMember 2023-01-012023-07-01 0001804745 us-gaap:CorporateNonSegmentMemberdrvn:IndependentlyOperatedStoreSalesMember 2023-01-012023-07-01 0001804745 us-gaap:OperatingSegmentsMembersus-gaap:AdvertisingMemberdrvn:MaintenanceSegmentMember 2023-01-012023-07-01 0001804745 us-gaap:OperatingSegmentsMembersus-gaap:AdvertisingMemberdrvn:CarWashSegmentMember 2023-01-012023-07-01 0001804745 us-gaap:OperatingSegmentsMembersus-gaap:AdvertisingMemberdrvn:PaintCollisionAndGlassSegmentMember 2023-01-012023-07-01 0001804745 us-gaap:OperatingSegmentsMembersus-gaap:AdvertisingMemberdrvn:PlatformServicesSegmentMember 2023-01-012023-07-01 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us-gaap:OperatingSegmentsMemberdrvn:PlatformServicesSegmentMember 2023-01-012023-07-01 0001804745 us-gaap:CorporateNonSegmentMember 2023-01-012023-07-01 0001804745 us-gaap:ReconcilingItemsMember 2023-01-012023-07-01 0001804745 us-gaap:DiscontinuedOperationsHeldForSaleOrDisposedOfBySaleMember 2023-12-312024-06-29 0001804745 us-gaap:DiscontinuedOperationsHeldForSaleOrDisposedOfBySaleMember 2024-03-312024-06-29 0001804745 drvn:Series2018SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2024-06-29 0001804745 drvn:Series2018SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2023-12-30 0001804745 drvn:Series2019SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2024-06-29 0001804745 drvn:Series2019SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2023-12-30 0001804745 drvn:Series2019Z2SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2024-06-29 0001804745 drvn:Series2019Z2SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2023-12-30 0001804745 drvn:Series2020SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2024-06-29 0001804745 drvn:Series2020SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2023-12-30 0001804745 drvn:Series2020Z2SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2024-06-29 0001804745 drvn:Series2020Z2SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2023-12-30 0001804745 drvn:Series2021SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2024-06-29 0001804745 drvn:Series2021SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2023-12-30 0001804745 drvn:Series2022SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2024-06-29 0001804745 drvn:Series2022SecuritizationSeniorNotesClassA2Member-gaap:SeniorNotesMember 2023-12-30 0001804745 us-gaap:SecuredDebtMember 2024-06-29 0001804745 us-gaap:SecuredDebtMember 2023-12-30 0001804745 us-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMember 2024-06-29 0001804745 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drvn:Series202412.791FixedRateSeniorSecuredNotesClassA2Member-gaap:SeniorNotesMember-gaap:SubsequentEventMember 2024-07-31 0001804745 us-gaap:RevolvingCreditFacilityMemberdrvn:Series2024ZVariableFundingSeniorNotesClassA1Member-gaap:SubsequentEventMember 2024-07-31 0001804745 us-gaap:RevolvingCreditFacilityMemberdrvn:Series2024ZVariableFundingSeniorNotesClassA1Member-gaap:SubsequentEventMember 2024-07-31 2024-07-31 0001804745 us-gaap:RevolvingCreditFacilityMemberdrvn:Series2024ZVariableFundingSeniorNotesClassA1Member-gaap:SubsequentEventMember 2024-08-08 0001804745 us-gaap:RevolvingCreditFacilityMemberdrvn:DrivenHoldingsRevolvingLineOfCreditMember 2021-05-31 0001804745 srt:MinimumMemberdrvn:March2021OperatingLeaseAgreementsMember 2024-06-29 0001804745 srt:MaximumMemberdrvn:March2021OperatingLeaseAgreementsMember 2024-06-29 0001804745 drvn:March2021OperatingLeaseAgreementsMember 2024-06-29 0001804745 drvn:March2021OperatingLeaseAgreementsMember 2023-12-30 0001804745 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drvn:maintenance_site drvn:car_wash_site drvn:store drvn:location drvn:extension_option0001804745false2024Q2 --12-28P2Y10-Q1true2024-06-29false001-39898Driven Brands Holdings Inc.DE47-3595252440 South Church StreetSuite 700CharlotteNC2802704377-8855Common Stock, $0.01 par valueDRVNNASDAQYesYesLarge Accelerated FilerfalsefalsefalseItem164081878500290004980500095074000933000039468100039457800076913700077064400060280000651330001133270001140650002491100024749000489810004642600081665000761860001572730001448630006115660006068510681000130200002977000-32477000-39569000-80770000-76035000480300005802400058455000987440001787100020275000240350003124600030159000377490003442000067498000.180.230.210.410.180.220.210.4015979500016291100015971300016284800016076500016688800016068300016688200030152676200061650001858300017516000700-1900022000-21000-865000222000-1482000220000000200400010000-12000-3543000638300000-20075000175500002661600044132000143450008504800001400001300026616000441800014345000850350001488140001765220004140006570001953270001512500007052700083171000443260004671400013893000159280002371830003012290004 0.010.011000000010000000000000000.010.01900000000900000001640824301639652311641000164600000267466000165240100-675667000-710087000-57950000-378750009427900009607900006440009427900009067230005826207000591080400001 0.010.0100000.010.011647095811641000167560449167500028494825910002421472000164082430164100016736656116740001652401000162890400022843000704900015000005020.710087000847950003442000067498000-675667000152293000-37875000-624350000-200750001753700-57950000-448980006440006310001300-644000064400094270000017476580003442000067498000878620000836170002284300070490000-9923000172300049210001254000163500001223000010440001039000173800060200031823000621000493300043430002441400005036000188120007322000-964100047245000303730000-113100001108000-798600078940001222000087680004769000025456000-428000330000971000158500039680001623100080220001-117100034310003200001072240001145830001559200003200710002759000448680001180800014362200011284500021700-340260002211000008710000340050001396100046000002300000071000000120000002199000188900000-383620000644000020007160009800000017580000-64000-102063000951280001615000208700000-30480000-9302000176522002271100003857300328710006570007920021571600026077300014881400021212300032008000386910004414000657000185236000251471000178910004319100019480001612900072561000789550002033800013614000Description of Business Description of Business Driven Brands Holdings Inc. together with its subsidiaries (collectively, the "Company") is a Delaware corporation and is the parent holding company of Driven Brands, Inc. and Shine Holdco (UK) Limited (collectively, "Driven Brands"). Driven Brands is the largest automotive services company in North America with a growing and highly-franchised base of more than 5,000 franchised, independently-operated, and company-operated locations across 49 U.S. states and 13 other countries. The Company has a portfolio of highly recognized brands, including Take 5 Oil Change.®, Take 5 Car Wash.®, Meineke Car Care Centers.®, MAACO.®, CARSTAR.®, Auto Glass Now.®, and 1-800-Radiator & A/C.® that compete in the automotive services industry. Tax Receivable Agreement The Company expects to be able to utilize certain tax benefits which are related to periods prior to the effective date of the Company's IPO and are attributed to current and former shareholders. The Company previously entered into a Tax Receivable Agreement which provides our pre-IPO shareholders with the right to receive payment of 85% of the amount of cash savings, if any, in U.S. and Canadian federal, state, local, and provincial income tax that the Company will actually realize or divests. The Tax Receivable Agreement was effective as of the date of the Company's IPO. The Company recorded a current tax receivable liability of $56 million as of December 30, 2023 and a non-current tax receivable liability of $134 million and $118 million as of June 29, 2024 and December 30, 2023, respectively, on the consolidated balance sheets. We made payments of approximately $38 million under the Tax Receivable Agreement in 2024 and no additional payments are planned within the next 12 months.5000491303.85560000001340000001180000003800000OSummary of Significant Accounting Policies Fiscal Year The Company operates and reports financial information on a 52- or 53-week year with the fiscal year ending on the last Saturday in December and fiscal quarters ending on the 13th Saturday of each quarter (or 14th Saturday when applicable with respect to the fourth fiscal quarter). The three and six months ended June 29, 2024 and July 1, 2023 each consisted of 13 weeks and 26 weeks, respectively. The Car Wash segment is consolidated based on a calendar month end. Basis of Presentation The unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). In the opinion of management, the unaudited interim financial data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results of operations, balance sheet, cash flows, and shareholders'/members' equity for the interim periods presented. The adjustments include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation. These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended December 30, 2023. Certain information and note disclosures normally included in the unaudited financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The results of operations for the three and six months ended June 29, 2024 may not be indicative of the results to be expected for any other interim period or the year ending December 30, 2024. The six months ended June 29, 2024 includes an adjustment to the unaudited consolidated balance sheet and consolidated statement of operations that originated in the prior year. The adjustment decreased both current assets and selling, general, and administrative expenses by $3.7 million. The Company evaluated the materiality of the adjustment on prior period financial statements, recorded the adjustment in the current period, and concluded the effect of the adjustment was immaterial to both the current and prior financial statements.</div><div style="margin-bottom:9pt;margin-top:9pt">Use of Estimates</div><div>The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and the related notes to the consolidated financial </div><div style="margin-top:6pt">statements. Significant items that are subject to estimates and assumptions include, but are not limited to, valuation of intangible assets and goodwill; income taxes; allowances for credit losses; valuation of derivatives; self-insurance claims; and share-based compensation. Management evaluates its estimates on an ongoing basis and may employ outside experts to assist in its evaluations. Changes in such estimates, based on historical experience, current conditions, and various other additional information, may affect amounts reported in future periods. Actual results could differ due to uncertainty inherent in the nature of these estimates.</div><div style="margin-bottom:9pt;margin-top:9pt">Fair Value of Financial Instruments</div><div style="margin-bottom:6pt;margin-top:6pt">Financial assets and liabilities are categorized, based on the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to the quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. Observable market data, when available, is required to be used in making fair value measurements. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.</div><div style="margin-bottom:6pt">The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:</div><div style="margin-bottom:6pt;margin-top:6pt;padding-left:54pt;text-indent:-36pt">Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;</div><div style="margin-bottom:6pt;padding-left:54pt;text-indent:-36pt">Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; or</div><div style="margin-bottom:6pt;padding-left:54pt;text-indent:-36pt">Level 3: Unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.</div><div>Financial assets and liabilities measured at fair value on a recurring basis as of June 29, 2024 and December 30, 2023 are summarized as follows:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:52.262%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.500%"></td><td style="width:0.1%"></td></tr><tr><td colspan="18" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Items Measured at Fair Value at June 29, 2024</div></td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Derivative assets, recorded in other assets</td><td colspan="3" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">—</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,562</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">2,562 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Derivative liabilities, recorded in accrued expenses and other liabilities</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:52.262%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.500%"></td><td style="width:0.1%"></td></tr><tr><td colspan="18" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Items Measured at Fair Value at December 30, 2023 </td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Derivative assets, recorded in other assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">285 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">285 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Derivative liabilities, recorded in accrued expenses and other liabilities</td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">493 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">493 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table> The carrying value and estimated fair value of total long-term debt were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.759%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.501%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-

align:bottom">June 29, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px
1pt;text-align:center;vertical-align:bottom">December 30, 2023</td></tr><tr><td colspan="3" style="padding:2px
1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">Carrying value</td><td colspan="3" style="border-top:1pt
solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Estimated fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Carrying value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-
align:center;vertical-align:bottom">Estimated fair value</td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Long-term debt</td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,919,641
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,781,613
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,977,996
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,800,011
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;margin-top:9pt"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:120%">Recently Issued Accounting Standards </div><div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">In November 2023, the FASB issued ASU 2023-07, <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-
height:120%">Improvements to Reportable Segment Disclosures. The standard enhances segment disclosure requirements
of significant segment expenses that are regularly provided to the chief operating decision maker (“CODM”) to assist in understanding how segment expenses and operating results are evaluated. The new standard does not change the definition or
aggregation of operating segments. The standard also expands the interim disclosure requirements on a retrospective basis. This ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning
after December 15, 2024. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.</div><div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">In December 2023, the FASB issued ASU 2023-09,<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-
weight:400;line-height:120%"> Improvements to Income Tax Disclosures. This ASU improves the transparency of income tax
disclosures, including consistent categories and greater disaggregation of information in the tax rate </div><div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:120%">reconciliation as well as disaggregation of income taxes paid by jurisdiction. This ASU is effective for annual periods beginning after December 15, 2024, with early adoption permitted for annual financial
statements that have not yet been issued or made available for issuance. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.</div><div style="margin-bottom:9pt;margin-
top:9pt">Fiscal Year</div><div style="margin-top:6pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company operates and reports financial information on a 52- or 53-week year with the fiscal year ending on the last Saturday in December and fiscal quarters ending on the 13th
Saturday of each quarter (or 14th Saturday when applicable with respect to the fourth fiscal quarter). The three and six months ended June 29, 2024 and July 1, 2023 each consisted of 13 weeks and 26 weeks, respectively. The Car Wash segment is
consolidated based on a calendar month end.</div><div style="margin-bottom:9pt;margin-top:9pt">Basis of
Presentation</div><div style="margin-bottom:6pt;margin-top:6pt">The unaudited consolidated financial statements have
been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). In
the opinion of management, the unaudited interim financial data includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results of operations, balance sheet, cash flows, and shareholders’/members’
equity for the interim periods presented. The adjustments include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.</div><div style="margin-
bottom:6pt;margin-top:6pt">These unaudited interim consolidated financial statements should be read in conjunction with the
consolidated financial statements as of and for the year ended December 30, 2023. Certain information and note disclosures normally included in the unaudited financial statements prepared in accordance with GAAP have been condensed or omitted
pursuant to such rules and regulations. The results of operations for the three and six months ended June 29, 2024 may not be indicative of the results to be expected for any other interim period or the year ending December 28, 2024.</div><div>
The six months ended June 29, 2024 includes an adjustment to the unaudited consolidated balance sheet and consolidated statement
of operations that originated in the prior year. The adjustment decreased both current assets and selling, general, and administrative expenses by $3.7 million. The Company evaluated the materiality of the adjustment on prior period financial statements,
recorded the adjustment in the current period, and concluded the effect of the adjustment was immaterial to both the current and prior financial statements.</div>-3700000-3700000<div style="margin-bottom:9pt;margin-top:9pt">Use of Estimates </div><div style="margin-top:6pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial
statements and the related notes to the consolidated financial </div><div style="margin-top:6pt">statements. Significant
items that are subject to estimates and assumptions include, but are not limited to, valuation of intangible assets and goodwill; income taxes; allowances for credit losses; valuation of derivatives; self-insurance claims; and share-based compensation.
Management evaluates its estimates on an ongoing basis and may employ outside experts to assist in its evaluations. Changes in such estimates, based on historical experience, current conditions, and various other additional information, may affect
amounts reported in future periods. Actual results could differ due to uncertainty inherent in the nature of these estimates.</div><div style="margin-bottom:9pt;margin-top:9pt"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-style:italic;font-weight:700;line-height:120%">Fair Value of Financial Instruments</div><div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:120%">Financial assets and liabilities are categorized, based on the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to the quoted prices in
active markets for identical assets and liabilities and the lowest priority to unobservable inputs. Observable market data, when available, is required to be used in making fair value measurements. When inputs used to measure fair value fall within
different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.</div><div style="margin-bottom:6pt">The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:</div><div
style="margin-bottom:6pt;margin-top:6pt;padding-left:54pt;text-indent:-36pt">Level 1:<span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:115%"> Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;
</div><div style="margin-bottom:6pt;padding-left:54pt;text-indent:-36pt">Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; or
</div><div style="margin-bottom:6pt;padding-left:54pt;text-indent:-36pt">Level 3:<span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%"> Unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available, thereby
allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.</div></div><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">Financial assets and liabilities measured at fair value on a recurring basis as of June 29, 2024 and December 30, 2023 are summarized as follows:</div><div style="margin-bottom:6pt;margin-top:6pt"><table style="border-
collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:52.262%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.500%"></td><td style="width:0.1%"></td></tr><tr><td colspan="18" style="padding:2px 1pt;text-
align:left;vertical-align:bottom"><div style="text-align:center">Items Measured at Fair Value at June 29, 2024</div></td>
</tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">
(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-
align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt
2px 7pt;text-align:left;vertical-align:bottom">Derivative assets, recorded in other assets</td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td>
<td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,562 </td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt
solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,562 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Derivative liabilities, recorded in accrued expenses and other liabilities</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">150 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">150 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div><table style="border-
collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:52.262%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.500%"></td><td style="width:0.1%"></td></tr><tr><td colspan="18" style="padding:2px 1pt;text-
align:left;vertical-align:bottom"><div style="text-align:center">Items Measured at Fair Value at December 30, 2023</div>
</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-
height:100%">(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Derivative assets, recorded in other assets</td>
<td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">285 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">285 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-
align:left;vertical-align:bottom">Derivative liabilities, recorded in accrued expenses and other liabilities</td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">493 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">493 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table>
</div>025620002562000015000015000002850002850000493000493000<div style="margin-bottom:6pt;margin-top:6pt">The
carrying value and estimated fair value of total long-term debt were as follows:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%">
</td><td style="width:42.759%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%">
</td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%">
</td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.501%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024
</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">December 30, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-
weight:400;line-height:100%">(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">Carrying value</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">
Estimated fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">Carrying value</td><td colspan="3" style="border-top:1pt
solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Estimated fair value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Long-term debt</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,919,641 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">2,781,613 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">2,977,996 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2,800,011 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>2919641000278161300029779960002800011000<div
style="margin-bottom:9pt;margin-top:9pt">Recently Issued Accounting Standards </div><div
style="margin-bottom:6pt;margin-top:6pt">In November 2023, the FASB issued ASU 2023-07, Improvements to Reportable Segment Disclosures. <span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The standard enhances segment disclosure requirements of significant segment expenses that are regularly provided to the chief operating decision maker (“CODM”) to assist in
understanding how segment expenses and operating results are evaluated. The new standard does not change the definition or aggregation of operating segments. The standard also expands the interim disclosure requirements on a retrospective basis.
This ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company is evaluating the impact of this guidance on its consolidated financial statements and
related disclosures.</div><div style="margin-bottom:6pt;margin-top:6pt">In December 2023, the FASB issued ASU 2023-
09, Improvements to Income Tax Disclosures. <span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">This ASU improves the transparency of income tax disclosures, including consistent categories and greater disaggregation of information in the tax rate </div><div
style="margin-bottom:6pt;margin-top:6pt">reconciliation as well as disaggregation of income taxes paid by jurisdiction. This ASU is
effective for annual periods beginning after December 15, 2024, with early adoption permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is evaluating the impact of this guidance on its
consolidated financial statements and related disclosures.</div>Acquisitions and Divestitures<div style="margin-top:6pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">The Company strategically acquires companies and assets to increase its footprint and offer products and services that diversify its existing offerings, primarily through asset purchase agreements. These acquisitions are accounted for as
business combinations using the acquisition method, whereby the purchase price is allocated to the assets acquired and liabilities assumed, based on their fair values as of the date of the acquisition with the remaining amount recorded in goodwill.
</div><div>
</div><div>2024 Acquisitions</div><div>
</div><div>
The Company completed one acquisition within the Maintenance segment and one acquisition in the international car wash business
within the Car Wash segment during the six months ended June 29, 2024, representing two sites and one site, respectively, for an aggregate cash consideration, net of cash acquired and liabilities assumed, of less than $2 million.</div><div>

</div><div>2023 Acquisitions</div><div style="margin-bottom:6pt;margin-top:6pt">The Company completed three acquisitions within the Maintenance segment during the six months ended July 1, 2023,
representing <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">three sites. The aggregate cash consideration for these acquisitions, net of cash acquired and liabilities assumed, was approximately $6 million.</div><div style="margin-bottom:6pt;margin-top:6pt"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company completed two acquisitions within the Car Wash segment during the six months ended July 1, 2023, representing three sites.
The aggregate cash consideration for these acquisitions, net of cash acquired and liabilities assumed, was approximately $15 million. </div><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The Company completed two acquisitions in the Paint, Collision & Glass segment during the six months ended July 1, 2023, representing two sites. The aggregate cash consideration for these acquisitions, net of cash
acquired and liabilities assumed, was approximately $6 million.</div><div style="margin-bottom:6pt;margin-top:6pt">The
Company estimated the fair value of acquired assets and liabilities as of the date of acquisition based on information currently available. As the Company finalizes the fair value of assets acquired and liabilities assumed, additional purchase price
adjustments may be recorded during the measurement period. The provisional amounts for assets acquired and liabilities assumed for the 2023 acquisitions are as follows:</div><div style="margin-bottom:6pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:120%">2023 Maintenance Segment</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-
bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.695%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td
style="width:14.105%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
style:italic;font-weight:400;line-height:100%">(in thousands)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Maintenance</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Assets:</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Operating lease right-of-use assets</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">658 </td><td style="background-color:#ffffff;padding:2px
1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Property and equipment, net</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">3,705 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Assets acquired</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">4,363<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accrued expenses and other liabilities</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Operating lease liabilities</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">641 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total liabilities assumed</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">661 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Cash consideration, net of cash acquired</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">5,862 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Deferred consideration</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">285 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Total consideration, net of cash acquired</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">6,147<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">2,445 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;margin-top:9pt">2023
Car Wash Segment</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.695%"></td><td
style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:14.105%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Car Wash</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">Assets:</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td>
</tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">11,052 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Assets acquired</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,052 </td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"
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style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Total consideration, net of cash acquired</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-
color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,000
 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Goodwill</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,948<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;margin-top:9pt"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:120%">2023 Paint, Collision & Glass Segment</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-
bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.695%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.105%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">Paint, Collision & Glass</td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3"
style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Inventory</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px
7pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">667 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Assets acquired</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">702<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%"> </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-
align:left;vertical-align:bottom">Cash consideration, net of cash acquired</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,947 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Deferred consideration</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">695 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total Consideration, net of cash
acquired</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">5,642 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px
0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Goodwill</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">4,940 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td></tr></table></div><div style="margin-bottom:6pt;margin-top:9pt">Goodwill represents the excess of the
consideration paid over the fair value of net assets acquired and includes the expected benefit of synergies within the existing segments and intangible assets that do not qualify for separate recognition. Goodwill, which was allocated to the Maintenance,
Car Wash, and Paint, Collision & Glass segments, is substantially all deductible for income tax purposes.</div><div style="margin-bottom:9pt;margin-top:9pt"><span style="background-color:#ffffff;color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Deferred Consideration and Transaction Costs</div><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">Deferred consideration is typically paid six months to one-year after the acquisition closing date once all conditions under the purchase agreement have been satisfied. The Company had $2 million and $16 million of deferred consideration
related to acquisitions as of June 29, 2024 and July 1, 2023, respectively. The Company paid $2 million and $20 million of deferred consideration related to prior acquisitions during the six months ended June 29, 2024 and July 1, 2023, respectively.
Deferred consideration is recorded within investing activities at the time of payment.</div><div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The Company incurred less than $1 million of transaction costs during each of the three and six months ended June 29, 2024 and July 1, 2023. </div><div style="margin-bottom:9pt;margin-top:9pt">Divestitures</div>During the six months ended June 29, 2024, the Company sold nine company-operated stores within the Paint,
Collision, & Glass segment to a franchisee at a purchase price of $18 million. The Company sold certain store assets as well as allocated $9 million of Paint, Collision & Glass goodwill based on the fair value of the segment at the time of sale,
resulting in a gain of $6 million on the sale of businesses within selling, general, and administrative expenses on the unaudited consolidated statement of operations during the six months ended June 29,
2024.1121200000033600000023150000000226000000The provisional amounts for assets acquired and liabilities assumed for the 2023 acquisitions are as follows:<div style="margin-bottom:6pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:120%">2023 Maintenance Segment</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-
bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.695%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td
style="width:14.105%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
style:italic;font-weight:400;line-height:100%">(in thousands)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Maintenance</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Assets:</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Operating lease right-of-use assets</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">658 </td><td style="background-color:#ffffff;padding:2px
1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Property and equipment, net</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">3,705 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Assets acquired</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">4,363<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accrued expenses and other liabilities</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Operating lease liabilities</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">641 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total liabilities assumed</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">661 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Cash consideration, net of cash acquired</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">5,862 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Deferred consideration</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">285 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Total consideration, net of cash acquired</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">6,147<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%"> </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">2,445 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;margin-top:9pt">2023

Car Wash Segment <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.695%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:14.105%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Car Wash</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">11,052 </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">11,052 </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">61,242 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3,473 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">611,566 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Segment Adjusted EBITDA</td><td style="background-
color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">102,935
</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">33,772
</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">35,172
</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">25,311
</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(44,032)
</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">153,158
</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-
table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:24.484%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.034%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.742%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.034%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.042%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
July 1, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in
thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Maintenance</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Car Wash</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">Paint,
Collision &
Glass</td><td
colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">Platform
Services</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-
align:bottom">Corporate
and Other</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td
colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr>
<td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Franchise royalties and
fees</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">14,215 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">26,530 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">9,060 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">49,805
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">
Company-operated store sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">205,673 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101,615 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">86,110 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,180 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">394,578 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr>
<td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Independently-operated
store sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">61,533 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">61,533 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Advertising fund contributions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-
weight:400;line-height:100%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,749 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">24,749 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Supply and other revenue</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,439 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1,607 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">20,518 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">47,098 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,476)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">76,186 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Total revenue</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">242,327 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">164,755 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">133,158 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">57,338 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">9,273 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">606,851 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Segment Adjusted EBITDA</td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">84,812 </td><td style="background-
color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt
double #000;padding:2px 0;text-align:right;vertical-align:bottom">39,761 </td><td style="background-color:#cceeff;border-
top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px
0;text-align:right;vertical-align:bottom">41,057 </td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px
0;text-align:right;vertical-align:bottom">22,519 </td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px
0;text-align:right;vertical-align:bottom">(40,402)</td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px
0;text-align:right;vertical-align:bottom">147,747 </td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr>
<td style="width:1.0%"></td><td style="width:24.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.034%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td>
<td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:10.742%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.042%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-
align:bottom">Six Months Ended June 29, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-
align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">Maintenance</td><td colspan="3" style="border-top:1pt
solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Car Wash</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Paint,
Collision &
Glass</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt
solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Platform Services</td><td colspan="3" style="border-
top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Corporate
and Other</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">
Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Franchise royalties and fees</td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">31,218 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-

top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">49,107 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,749 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">95,074 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Company-operated store sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">451,680 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">185,438 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">130,032 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,987 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">769,137 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Independently-operated store sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113,327 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113,327 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">Advertising fund contributions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,981 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supply and other revenue </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,738 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,860 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,274 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,331 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(39,930) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">157,273 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total net revenue</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">539,636 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">301,625 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">218,413 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">115,067 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,051 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,183,792 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Segment Adjusted EBITDA</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">194,371 </td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">62,906 </td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">65,992 </td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">45,182 </td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(83,012)</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">285,439 </td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:24.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.180%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.034%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.034%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.041%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended July 1, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Maintenance</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Car Wash</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Paint,
Collision &
Glass</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Platform
Services</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Corporate
and Other</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Franchise royalties and fees</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,653 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">50,828 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,834 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">93,320 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Company-operated store sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,933 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">204,061 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">163,589 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,061 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">770,644 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Independently-operated store sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">114,065 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">114,065 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Advertising fund contributions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,426 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,426 </td><td

style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supply and other revenue</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,404 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,609 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,544 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,476 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(32,170)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">144,063 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total net revenue</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">469,995 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">321,735 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">253,961 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">109,371 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,256 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,169,318 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Segment Adjusted EBITDA</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">157,045 </td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">80,809 </td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Net income</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,030 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,024 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,455 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">98,744 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Depreciation and amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,633 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,419 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">87,862 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,617 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Interest expense, net</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31,796 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,568 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">79,012 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Acquisition related costs(a) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">271 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,065 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,597 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-core items and project costs, net(b) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,126 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,803 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,837 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,627 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Store opening costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">940 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,377 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,203 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,402 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Share-based compensation expense(d) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,982 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,495 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,843 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,049 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Foreign currency transaction loss (gain), net(e) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">681 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,302)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,002 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,977)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Asset sale leaseback (gain) loss, impairment and closed store expenses(f) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,630 </td><td style="background-

color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,680) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,190 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,836)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Segment Adjusted EBITDA</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">153,158 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">147,747 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">285,439 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">272,235 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> (a) Consists of acquisition costs as reflected within the unaudited consolidated statements of operations, including legal, consulting and other fees, and expenses incurred in connection with acquisitions completed during the applicable period, as well as inventory rationalization expenses incurred in connection with acquisitions. We expect to incur similar costs in connection with other acquisitions in the future and, under GAAP, such costs relating to acquisitions are expensed as incurred. (b) Consists of discrete items and project costs, including third party consulting and professional fees associated with strategic transformation initiatives as well as non-recurring payroll-related costs. (c) Includes non-cash amortization expenses relating cloud computing arrangements. (d) Represents non-cash share-based compensation expense. (e) Represents foreign currency transaction (gains) losses, net that primarily related to the remeasurement of our intercompany loans as well as gains and losses on cross currency swaps and forward contracts. (f) Relates to (gains) losses, net on sales of certain fixed assets and operating lease right-of-use assets related to closed and underperforming locations, assets held for sale, and lease exit costs and other costs associated with stores that are no longer open prior to the respective lease expiration dates. Refer to Note 6 for additional information. Segment results for the three and six months ended June 29, 2024 and July 1, 2023 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:24.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.034%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.742%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.042%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 29, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Maintenance</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Car Wash</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Paint,
Collision &
Glass</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Platform
Services</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Corporate
and Other</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Franchise royalties and fees</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16,764 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">24,475 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,790 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">50,029 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Company-operated store sales</td><td colspan="3" style="background-color:#ffffff;padding:2px 3.25pt 2px 1pt;text-align:right;vertical-align:bottom">230,809</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">95,211 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67,523 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,138 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">394,681 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Independently-operated store sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Royalties and fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supply and other revenue</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,350 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,412 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,437 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,314 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21,438)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,665 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total revenue</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">277,923 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">156,903 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">112,025 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">61,242 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,473 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">611,566 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Segment Adjusted EBITDA</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">102,935 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">33,772 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">35,172 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">25,311 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(44,032)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">153,158 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:24.484%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.034%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.742%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.034%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.042%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"

style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
July 1, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in
thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Maintenance</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Car Wash</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">Paint,
Collision &
Glass</td><td
colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">Platform
Services</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-
align:bottom">Corporate
and Other</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td
colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr>
<td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Franchise royalties and
fees</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">14,215 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">26,530 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">9,060 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">49,805
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">
Company-operated store sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">205,673 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101,615 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">86,110 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,180 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">394,578 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr>
<td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Independently-operated
store sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">61,533 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0
1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">61,533 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Advertising fund contributions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-
weight:400;line-height:100%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,749 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">24,749 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Supply and other revenue</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,439 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1,607 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">20,518 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">47,098 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,476)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">76,186 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Total revenue</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">242,327 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">164,755 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">133,158 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">57,338 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">9,273 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">606,851 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Segment Adjusted EBITDA</td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">84,812 </td><td style="background-
color:#cceeff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt
double #000;padding:2px 0;text-align:right;vertical-align:bottom">39,761 </td><td style="background-color:#cceeff;border-
top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px
0;text-align:right;vertical-align:bottom">41,057 </td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px
0;text-align:right;vertical-align:bottom">22,519 </td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px
0;text-align:right;vertical-align:bottom">(40,402)</td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:3pt double #000;padding:2px
0;text-align:right;vertical-align:bottom">147,747 </td><td style="background-color:#cceeff;border-top:3pt double
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr>
<td style="width:1.0%"></td><td style="width:24.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.034%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td>
<td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:10.742%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.042%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-
align:bottom">Six Months Ended June 29, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-
align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">Maintenance</td><td colspan="3" style="border-top:1pt
solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Car Wash</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">Paint,
Collision &
Glass</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt
solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Platform Services</td><td colspan="3" style="border-
top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Corporate
and Other</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">
Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Franchise royalties and fees</td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">31,218 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">49,107 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,749 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">95,074 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Company-operated store sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">451,680 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">185,438 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">130,032 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,987 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">769,137 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px
1pt;text-align:left;vertical-align:bottom">Independently-operated store sales</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">113,327 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-

color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113,327 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Advertising fund contributions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"

color:#cceef;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom"> 157,045 </td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">80,809 </td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">76,507 </td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">39,527 </td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(81,653)</td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">$272,235 </td><td style="background-color:#cceef;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr></table>
167640000247500087900000500290002308900095211000675230001138000039468100006028000000060280000000249110002491100030500001412000020027000513140002143800081665000277923000156903000112025000612420003473000615660010295300033772000351720002531100044032000153180004121500002650000096000004980500025673000101615000861100001180000030457800006153300000001533000000247490002474900024390001607000205180004709800015476000761860002423270001647550001331580005733800092730006068510008481200039761000410570002251900044042000147740003121800004917000147490005574000451680001854380001300320001987000076913700001133270000000489810004898100058730002860000392740009833100039930000157273000539630003016250002184130001150670009051000118379200019437100062906000065992000451820008301200028543900026658000058280001583400009332000400933000204061000163589000206100077064400001140650000001146500000004642600046426000424040003690000395440009147600032170000148630004699500032173500025396100010937100014256000116931800015704500080890007650700039527000-81653000272235000 The reconciliations of Income before taxes to Segment Adjusted EBITDA for the three and six months ended June 29, 2024 and July 1, 2023 are as follows:
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:39.543%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.081%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.378%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceef;padding:2px 1pt;text-align:left;vertical-align:bottom">Income before taxes</td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">48,030 </td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58,024 </td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">58,455 </td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">98,744 </td><td style="background-color:#cceef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Depreciation and amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,633 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,419 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">87,862 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,617 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceef;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Interest expense, net</td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,871 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,568 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">79,012 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Acquisition related costs(a) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">271 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,065 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,597 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceef;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-core items and project costs, net(b) </td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,126 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,803 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,837 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">527 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Store opening costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">940 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,377 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,203 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,402 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cloud computing amortization(c) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,069 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,414 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Share-based compensation expense(d) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,902 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,485 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,843 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,049 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceef;padding:2px 1pt;text-align:left;vertical-align:bottom"> Foreign currency transaction loss (gain), net(e) </td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">681 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,302) </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,002 </td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,977)</td><td style="background-color:#cceef;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Asset sale leaseback (gain) loss, impairment and closed store expenses(f) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,630 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,680)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,190 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,836)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceef;padding:2px 1pt;text-align:left;vertical-align:bottom">Segment Adjusted EBITDA</td><td style="background-color:#cceef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">153,158 </td><td style="background-color:#cceef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td style="background-color:#cceef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">147,747 </td><td style="background-color:#cceef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">285,439 </td><td style="background-color:#cceef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceef;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>

style="margin-bottom:6pt;margin-top:6pt;padding-left:13.5pt;text-indent:-13.5pt">(a) Consists of acquisition costs as reflected within the unaudited consolidated statements of operations, including legal, consulting and other fees, and expenses incurred in connection with acquisitions completed during the applicable period, as well as inventory rationalization expenses incurred in connection with similar acquisitions in the future and, under GAAP, such costs relating to acquisitions are expensed as incurred. (b) Consists of discrete items and project costs, including third party consulting and professional fees associated with strategic transformation initiatives as well as non-recurring payroll-related costs. (c) Includes non-cash amortization expenses relating cloud computing arrangements. (d) Represents non-cash share-based compensation expense. (e) Represents foreign currency transaction (gains) losses, net that primarily related to the remeasurement of our intercompany loans as well as gains and losses on cross currency swaps and forward contracts. (f)   Relates to (gains) losses, net on sale leasebacks, impairment of certain fixed assets and operating lease right-of-use assets related to closed and underperforming locations, assets held for sale, and lease exit costs and other costs associated with stores that were closed prior to the respective lease termination dates. Refer to Note 6 for additional information.

4803000058024000584550009874400044633000454190008786200083617000317960004087100075568000790120002710003750000206500055970005126000280300098370004627000940000137700022030002402000106900002414000010982000.681000130200-5002000297700096300006-76800001919000-583600015315800014774700028543900027223500Assets Held For Sale U.S. Car Wash During 2023, management performed a strategic review of the U.S. car wash operations, which included, but was not limited to, an evaluation of the following: store performance, the competitive landscape, revenue and expense optimization opportunities, and capital requirements. As a result of this strategic review, management approved the closure of 29 stores, halted the opening of new company-operated stores, and began marketing property and equipment for sale that will not be utilized by the Company. These actions resulted in the transfer of assets from property and equipment to assets held for sale during the third quarter of 2023. The changes in assets held for sale were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:80.332%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.468%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at December 30, 2023</td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">301,229 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Additions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,562 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Impairments</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,765)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and disposals</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(92,843)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at June 29, 2024</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">237,183 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> During the six months ending June 29, 2024, management continued to enhance properties included within held for sale resulting in an increase to assets held for sale of $59 million. Management evaluated the fair value for all assets included within assets held for sale, which resulted in an impairment of $12 million and $30 million for the three and six months ended June 29, 2024, respectively. In addition, during the six months ended June 29, 2024, the Company sold 30 locations resulting in a net gain of $5 million and $11 million for the three and six months ended June 29, 2024, respectively. The Company will continue to evaluate the fair value of assets held for sale, which may result in additional impairments based on unfavorable market conditions or other economic factors in the future.</div>29<div style="margin-bottom:6pt;margin-top:6pt">The changes in assets held for sale were as follows:</div><div style="margin-bottom:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:80.332%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.468%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance at December 30, 2023</div></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">301,229 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Additions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,562 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Impairments</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,765)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and disposals</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(92,843)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at June 29, 2024</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">237,183 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table><div style="margin-bottom:12pt">Series 2018-1 Securitization Senior Notes, Class A-2</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">257,813 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">259,188 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Series 2019-1 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">283,500 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">285,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Series 2019-2 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">261,938 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">263,312 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Series 2020-1 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,956 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">168,875 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Series 2020-2 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">434,250 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">436,500 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Series 2021-1 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">437,625 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">439,875 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Series 2022-1 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358,613 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">360,438 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Term Loan Facility</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">468,750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">491,250 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revolving Credit Facility</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">223,000 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">240,000 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other debt </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(a)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,196 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,557 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt</td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,019,641 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,977,996 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:middle">Less: unamortized debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(30,486)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(34,511)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:middle">Less: current portion of long-term debt</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(33,332)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(32,673)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:middle">Total long-term debt, net</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">2,855,823 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">2,910,812 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table> (a) Consists primarily of finance lease obligations. Series 2019-3 Variable Funding Securitization Senior Notes In December 2019, Driven Brands Funding, LLC (the "Issuer") issued Series 2019-3 Variable Funding Senior Notes, Class A-1 (the "2019 VFN") in the revolving amount of $115 million. The 2019 VFN have a final legal maturity date in January 2050. The commitment under the 2019 VFN was set to expire in July 2022, with the option of three one-year extensions. In July 2023, the Company exercised the second of three one-year extension options. The 2019 VFN are secured by substantially all assets of the Issuer and are guaranteed by the Co-Issuers and each of their respective subsidiaries. As of July 1, 2023, borrowings incur interest at the Base Rate plus an applicable margin or Secured Overnight Financing Rate ("SOFR") plus an applicable term adjustment. No amounts were outstanding under the 2019 VFN as of June 29, 2024 and no borrowings or repayments were made during the six months ended June 29, 2024. As of June 29, 2024, there were $25 million of outstanding letters of credit which reduced the borrowing availability under the 2019 VFN. In July 2024, the 2019 VFN was refinanced with the 2024 VFN described below. 2022-1 Securitization Senior Notes In conjunction with the issuance of the 2022-1 Senior Notes, Driven Brands Funding, LLC and Driven Brands Canada Funding Corporation (together "the Co-Issuers") also issued Series 2022-1 Class A-1 in the amount of $135 million, which can be accessed at the Co-Issuers' option if certain conditions are met. 2024-1 Securitization Senior Notes In July 2024, the Co-Issuers issued $275 million of 2024-1 Securitization Senior Notes (the "2024-1 Senior Notes") bearing a fixed interest rate of 6.372% per annum. The 2024-1 Senior Notes have a final legal maturity date in October 2054 and an anticipated repayment date in October 2031. The 2024-1 Senior Notes are secured by substantially all assets of the Co-Issuers and each of their respective subsidiaries. Proceeds from the 2024-1 Senior Notes were primarily used to repay the Company's 2018-1 Senior Notes. Series 2024-1 Variable Funding Securitization Senior Notes In July 2024, the Co-Issuers issued Series 2024-1 Variable Funding Senior Notes, Class A-1 (the "2024 VFN") in the revolving amount of $400 million. The 2024 VFN have a final legal maturity date in October 2054. The commitment under the 2024 VFN is set to expire in October 2029, with the option of two one-year extensions. The 2024 VFN are secured by substantially all assets of the Co-Issuers and are guaranteed by the Co-Issuers and each of their respective subsidiaries. Borrowings incur interest at the Base Rate plus an applicable margin or SOFR plus an applicable margin. As of August 8, 2024, there were no amounts outstanding under the 2024 VFN and $26 million of outstanding letters of credit which reduced the borrowing availability under the 2024 VFN. Driven Holdings Revolving Credit Facility In May 2021, Driven Holdings, LLC, (the "Borrower") a Delaware limited liability company and indirect wholly-owned subsidiary of Driven Brands Holdings Inc., entered into a credit agreement to secure a revolving line of credit with a group of financial institutions (the "Revolving Credit Facility"), which provides for an aggregate amount of up to $300 million, and has a maturity date in May

2026 (the “Credit Agreement”). On June 2, 2023, the Credit Agreement was amended pursuant to which as of July 1, 2023, borrowings will incur interest at the Base Rate plus an applicable margin or SOFR plus an applicable term adjustment. The
Revolving Credit Facility also includes periodic commitment fees based on the available unused balance and a quarterly administrative fee. </div><div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:112%">There was $223 million outstanding on the Revolving Credit Facility as of June 29, 2024 with $46 million of borrowings and $71 million of repayments made during the six months
ended June 29, 2024.</div><div>The Company’s debt agreements are subject to certain quantitative and qualitative
covenants. As of June 29, 2024, the Company and its subsidiaries were in material compliance with such covenants.</div><div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:120%">The Company’s long-term debt obligations consist of the following: </div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-
bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.519%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.297%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.300%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-
align:bottom">December 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:middle">Series 2018-1 Securitization Senior Notes, Class A-2</td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">257,813
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">259,188
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">
Series 2019-1 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:bottom">283,500 </td><td style="background-color:#ffffff;padding:2px 1pt 2px
0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">285,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr>
<td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Series 2019-2 Securitization
Senior Notes, Class A-2</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">261,938 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">263,313 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Series 2020-1 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">167,956 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">168,875 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Series 2020-2 Securitization Senior Notes, Class A-2
</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">434,250 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">436,500 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Series 2021-1 Securitization Senior Notes, Class A-2</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">437,625 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">439,875 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:middle">Series 2022-1 Securitization Senior Notes, Class A-2</td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358,613 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">360,438 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Term Loan Facility</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">468,750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">491,250 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Revolving Credit Facility</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">223,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">248,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px
1pt;text-align:left;vertical-align:bottom"><div>Other debt <span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:6.5pt;font-weight:400;line-height:100%;position:relative;top:-3.5pt;vertical-align:baseline">(a)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,196 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">25,557 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Total debt</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,919,641 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,977,996 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Less: unamortized debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(30,486)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0
1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(34,511)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:middle">Less: current portion of long-term debt</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">(33,332)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:left;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(32,673)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:middle"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:middle">Total long-term debt,
net</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,855,823 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:middle">2,910,812 </td><td style="background-color:#ffffff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table></div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:6.5pt;font-weight:400;line-
height:120%;position:relative;top:-3.5pt;vertical-align:baseline">(a) Consists primarily of finance lease
obligations.2578130002591880002835000002850000002619380002633130001679560001688750004342500004365000004376250004398750003586130003604380004687500004912500002230000002480000002619600025557000291964100029779960000<div
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color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
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The Company granted new awards during the six months ended June 29, 2024 including 951,530 RSUs and 1,075,784 PSUs. Awards are eligible to vest provided that the employee remains in continuous service on each vesting date. The RSUs vest ratably each year on the anniversary date generally over a two-or three-year period. The PSUs vest after a three-year performance period. The number of PSUs that vest is contingent on the Company achieving certain performance goals, one being a performance condition and the other being a market condition. The number of PSU shares that vest may range from 0% to 200% of the original grant, based upon the level of performance. Certain awards are considered probable of meeting vesting requirements, and therefore, the Company has started recognizing expense. For both RSUs and PSUs, if the grantee’s continuous service terminates for any reason, the grantee shall forfeit all right, title, and interest in any unvested units as of the termination date. The fair value of the total RSUs, performance-based PSUs, and market-based PSUs granted during the three months ended June 29, 2024 were less than $1 million each. The fair value of the total RSUs, performance-based PSUs, and market-based PSUs granted during the six months ended June 29, 2024 were $13 million. $9 million, and $8 million, respectively. The Company based the fair value of the RSUs and performance-based PSUs on the Company’s stock price on the grant date. The range of assumptions used for issued PSUs with a market condition valued using the Monte Carlo model were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.818%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.075%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.223%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Annual dividend yield</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> —% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> —% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> —% </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected term (years)</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2.6 - 2.8 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2.6 - 2.8 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3.65% - 4.51% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.48% - 4.65% </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected volatility</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 49.2% - 51.1% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 37.9% - 38.8% </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Correlation to the index peer group </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 46.9% - 49.2% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 60.2% - 60.3% </td></tr></table> The Company recorded $11 million and $23 million of share-based compensation expense during the three and six months ended June 29, 2024, respectively, and $4 million and $7 million during the six months ended July 1, 2023, respectively, within selling, general, and administrative expenses on the unaudited consolidated statements of operations. The increase in share-based compensation expense primarily relates to the modification of pre-IPO awards in the fourth quarter of 2023.</div>19207192149515301075784P3YP3Y021000000130000000000000000000<div style="margin-bottom:6pt;margin-top:6pt">The range of assumptions used for issued PSUs with a market condition valued using the Monte Carlo model were as follows:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.818%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.075%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.223%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected term (years)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">2.6 - 2.8</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">2.6 - 2.8</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3.65% - 4.51%</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">4.48% - 4.65%</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected volatility</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">49.2% - 51.1%</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">37.9% - 38.8%</div></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Correlation to the index peer group </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">46.9% - 49.2%</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">60.2% - 60.3%</div></td></tr></table></div>00P2Y7M6DP2Y9M18DP2Y7M6DP2Y9M18D0.04480.04650.03650.04510.4920.5110.3790.3880.4690.4920.6020.603110000002300000040000007000000Earnings Per Share <div style="margin-bottom:6pt;margin-top:6pt">The Company calculates basic and diluted earnings per share using the two-class method. The following table sets forth the computation of basic and diluted earnings per share attributable to common shareholders: </div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:33.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.833%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.833%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.841%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom;font-size:1pt">(in thousands, except per share amounts)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Basic earnings per share:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Net income </td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="padding:2px 0;text-align:right;vertical-align:middle">30,159 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="padding:2px 0;text-align:right;vertical-align:middle">37,749 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="padding:2px 0;text-align:right;vertical-align:middle">34,420 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="padding:2px 0;text-align:right;vertical-align:middle">67,498 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Less: Net income attributable to participating securities, basic</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">638 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">794 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">729 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,420 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Net income after participating securities, basic</td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">29,521 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">36,955 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">33,691 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">66,078 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Weighted-average common shares outstanding</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">159,795 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">162,911 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">159,713 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">162,848 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Basic earnings per share</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.18 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.23 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman;sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.21 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.41 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> <hr/> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:33.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.841%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months

Ended</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="margin-bottom:2pt"> (in thousands, except per share amounts) </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"

~~style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,864 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,703 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,180 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,703 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> The following table sets forth the computation of basic and diluted earnings per share attributable to common shareholders: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:33.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.841%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> (in thousands, except per share amounts) </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Basic earnings per share:</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Net income </td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="padding:2px 0;text-align:right;vertical-align:middle">30,159 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="padding:2px 0;text-align:right;vertical-align:middle">37,749 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="padding:2px 0;text-align:right;vertical-align:middle">34,420 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:middle">67,498 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Less: Net income attributable to participating securities, basic </td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">638 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">794 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">729 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,420 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Net income after participating securities, basic</td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">29,521 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">36,955 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">33,691 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">66,078 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Weighted-average common shares outstanding</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">159,795 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">162,911 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">159,713 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">162,848 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Basic earnings per share</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.18 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.23 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.21 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">0.41 </td><td style="border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:33.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.841%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> (in thousands, except per share amounts) </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Diluted earnings per share: </td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Net income </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">30,159 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">37,749 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">34,420 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">67,498 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Less: Net income attributable to participating securities, diluted </td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">700 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,267 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income after participating securities, diluted</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">30,039 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">37,041 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">34,282 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">66,231 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:middle">Weighted-average common shares outstanding</td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">159,795 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,911 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td

colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">159,713 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">162,848 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Dilutive effect of share-based awards</td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">970 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">3,977 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">970 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">4,034 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Weighted-average common shares outstanding, as
adjusted</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">160,765 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">166,888 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">160,683 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">166,882 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
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color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Diluted earnings per share</td><td style="background-
color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">0.18 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
0.22 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt
solid #000;padding:2px 0;text-align:right;vertical-align:bottom">0.21 </td><td style="background-color:#ffffff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">0.40 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td
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</div>301590003774900034420000674980006380007940007290001420000295210003695500033691000660780001597950001629110001597130001628480000.180.230.210.41301590003774900034420000674980001200007080001380001267000300390
style="margin-bottom:6pt;margin-top:6pt">The following securities were not included in the computation of diluted shares
outstanding because the effect would be antidilutive: </div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td
style="width:32.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.274%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:14.835%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.835%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.840%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none">
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colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:700;line-height:100%">Three Months Ended</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td
colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Number of securities (in thousands)</div></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-
align:center;vertical-align:bottom">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">
</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">July 1,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">June 29, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">
July 1, 2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Restricted stock units</td><td colspan="2" style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,124 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">440 </td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt
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1,740 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">1,703 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,740 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">1,703 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
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style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:100%">Total</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,864 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
1,703 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">2,180 </td><td style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,703 </td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
</div>11240000440000017400001703000174000017030002864000170300021800001703000Income Taxes<div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The Company’s tax provision is comprised of the most recent estimated annual effective tax rate applied to year-to-date ordinary income before taxes. The tax impacts of unusual or infrequently occurring items, including
changes in judgment about valuation allowances and effects of changes in tax laws or rates, are recorded discretely in the interim period in which they occur.</div><div style="margin-bottom:6pt"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Income tax expense was $18 million for the three months ended June 29, 2024 compared to $20 million for the three months ended July 1, 2023. The effective income tax rate for
the three months ended June 29, 2024 was 37.2% compared to 34.9% for the three months ended July 1, 2023. The net decrease in income tax expense and increase in effective tax rate for the three months ended June 29, 2024 was primarily driven by the
asset impairment charges and non-deductible share-based compensation expense. </div><div style="margin-bottom:6pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">Income tax expense was $24 million for the six months ended June 29, 2024 compared to an income tax expense of $31 million for the six months ended July 1, 2023. The effective tax rate for the six months ended June 29, 2024 was 41.1%
compared to 31.6% for the six months ended July 1, 2023. The net decrease in income tax expense and increase in effective tax rate for the six months ended June 29, 2024 was primarily driven by asset impairment charges and non-deductible share-based
compensation expense.</div>18000000200000000.3720.34924000000310000000.4110.316Commitments and Contingencies<div style="margin-bottom:6pt;margin-top:6pt"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:120%">We are subject to various lawsuits, administrative proceedings, audits, and claims. Some of these lawsuits purport to be class actions and/or seek substantial damages. We are required to record an
accrual for litigation loss contingencies that are both probable and reasonably estimable. Management regularly assesses our insurance deductibles, analyzes litigation information with our attorneys, and evaluates our loss experience in connection with
pending legal proceedings. We record our best estimate of a loss when the loss is considered probable and the amount of such loss can be reasonably estimated. When a loss is probable and there is a range of estimated loss with no best estimate within
the range, we record the minimum estimated liability related to the lawsuit or claim. As additional information becomes available, we reassess the potential liability and revise our accruals, if necessary. Legal fees and expenses associated with the defense
of all of our litigation are expensed as such fees and expenses are incurred. Because of uncertainties related to the resolution of lawsuits and claims, the ultimate outcome may differ materially from our estimates. </div><div style="margin-
bottom:6pt;margin-top:6pt">Genesee County Employees’ Retirement System v. Driven Brands Holdings Inc., et al.
 – On December 22, 2023, Genesee County Employees’ Retirement System filed a putative class action lawsuit in the U.S.
District Court for the Western District of North Carolina (the “Court”) against the Company as well as a current and a former Company executive (the “Individual Defendants”) alleging violations of Section 10(b) and Rule 10b-5 of the Exchange Act by the
Company, as well as violations of Section 20(a) of the Exchange Act by the Individual Defendants. Genesee County Employees’ Retirement System, Oakland County Employees’ Retirement System, and Oakland County Voluntary Employees’ Beneficiary
Association (collectively the “Michigan Funds”) moved for appointment as lead plaintiffs and for Bernstein Litowitz Berger & Grossmann LLP to be appointed as lead counsel for the purported class. The Michigan Funds purport to represent a class of
stockholders who purchased Company shares between October 27, 2021 and August 1, 2023. On March 5, 2024, the Michigan Funds filed a notice of unopposed motion asking the Court to grant their prior motion to appoint them as lead plaintiffs. On May
31, 2024, the Court granted the Michigan Funds’ motion. The Company disputes the allegations of wrongdoing and intends to vigorously defend against the action. No assessment as to the likelihood or range of any potential adverse outcome has been
made as of the date of this filing.</div><div style="margin-bottom:6pt;margin-top:6pt">Other than the matter described
above, as of June 29, 2024, there are no current proceedings or litigation matters involving the Company or its property that we believe would have a material adverse effect on our consolidated financial position or cash flows, although they could have a
material adverse effect on our operating results for a particular reporting period.</div>falsefalsefalsefalse

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0'TZ4F+.II9F8M]M:,'!8R-CF.P$S*IX!L! , MG+)-B&8>['+\ F"81=RH4D [& [-KV1&Z ,U&SR;'6V#&7M,R<1GQNT;2D*& MO%_MWLQ%F ?H'_P?1[),2Y6>C G1I]I(T9X4Q;!43;9-U93(D_(GIKY^]L$6 M,G[]Q1YWRCD(,Q1(S&D ,C.UEPJ,GDTCI]CL01UZ-
PHT=*?)U@FN;^22@!36 M0A/W*BY-*/RZ8?YM1W>W+WO2#,1ULN$=:#+/)/P&3[P#SO]K[